

SEAVIEW RESIDENTS ASSOCIATION, INC.
BYLAWS

Revised June 2023

ARTICLE I. NAME AND PURPOSE

Section 1. Name: The name of this organization is Seaview Residents Association, Inc. (the “SRA” or “Association”), a California Nonprofit Mutual Benefit Corporation. The corporation is registered with the California Secretary of State, Corporation ID 1010072. It is a nonprofit organization without tax exempt status under IRS Code 501(c)(3).

Section 2. Purpose: This association is organized exclusively for the nonprofit and voluntary activities of the residents of the Seaview neighborhood/community. It also serves as a mutually cooperative forum and mechanism for addressing and solving community problems.

Section 3. Specific Purpose: The Association’s specific purpose is to enhance the safety and security of the community; to maintain beautification of the two entrances; emergency preparedness; and to foster community awareness through its website, social gatherings, newsletters and/or notices.

ARTICLE II. MEMBERSHIP

Section 1. Eligibility: Membership in this Association is strictly voluntary. It shall be open, upon payment of annual dues, to all home owners and residents of the Seaview community within tract numbers 22387, 22835 and 38512 in the City of Rancho Palos Verdes, County of Los Angeles, State of California.

Membership may include the property homeowner and/or a tenant, but is limited to one membership per household.

Section 2. Annual Dues: The annual dues shall be determined by the Board of Directors (the “Board”). Dues shall be payable for each fiscal year as of January 1st, and shall be delinquent if unpaid by March 31st. The fiscal year of the Association shall be the calendar year from January 1 to December 31.

Section 3. Rights and Voting Privileges: Each household shall be eligible to appoint one voting representative to cast the member's vote in Association elections.

a. Each membership shall be entitled to one vote at all meetings of the members. Votes may be cast in person, via remote attendance, email, or by written proxy communicated to any member of the Board before commencement of the voting.

b. A simple majority of the votes cast by those present at meetings shall decide the subject of the vote unless otherwise provided for by these Bylaws.

Section 4. Resignation and Termination of Membership. Any member may resign their membership by notifying the Secretary of the Association. There shall be no refund of any paid dues. The non-payment of annual dues by the delinquency deadline of March 31st shall terminate the membership.

ARTICLE III. MEETINGS

Section 1. Annual Meeting. An Annual Meeting of the members shall normally be held in June of each year. The specific date, hour, place and business to be conducted shall be designated by the Board not less than fifteen (15) days prior to the date of the meeting. At the Annual Meeting, the members shall elect directors and officers, receive reports on the activities of the Association, and determine the direction of the Association for the coming year.

Section 2. Special Meetings: Special meetings of the members may be called by the Board at a time and place to be designated by the Board. In addition, upon written demand, signed by not less than twenty-five (25) percent of the members, the President shall fix a time and place for a special meeting of the members. Notice of a special meeting shall also state the reason for the meeting.

Section 3. Notice of Meetings. Notice of each meeting shall be given to each voting member, by mail and/or email, not less than fifteen (15) days prior to the meeting.

Section 4. Quorum: Twenty (20) members of this Association shall constitute a quorum.

Section 5. Procedure: The Rules of Procedure, including procedures for the election of directors, contained in Robert's Rules of Order, shall govern in every matter unless otherwise provided for by these Bylaws.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Powers of the Board of Directors: Subject to the powers provided by law or as set forth in these Bylaws, all corporate powers, business and affairs of the Association shall be directed/exercised/controlled by, or come under the authority of, the Board of Directors. Without limiting the broad scope and generality of these powers, the Board of Directors shall have the following specific powers:

a. To select the officers and directors of the Association as designated in Article V hereof; to select the chairpersons and members of the various committees of the Association as designated in Article VI hereof.

b. To direct, conduct, manage and control the affairs and business of the Association, and to make such rules and regulations with respect thereto as are not inconsistent with the Bylaws.

Section 2: Number and Qualifications: The business and affairs of the Association shall be directed, conducted, its powers exercised and its property controlled by a Board of nine (9) Directors, each of whom shall be a member in good standing of the Association and any five (5) of whom shall constitute a Quorum. One (1) Alternate Director may be appointed by the Board, who would only vote if one (1) or more Directors is absent from a meeting. The members of the Board of Directors shall serve without compensation.

Section 3. Election of Directors and Terms:

a. Directors shall be elected at the Annual Meeting of the Association.

b. Directors shall be elected for a term of two (2) years, except that five (5) members of the 2023 Board shall serve until the next annual meeting. Thereafter, four (4) new Directors shall be elected in even-numbered years and five (5) new Directors in odd-numbered years. The Alternate Director, if any,

would be appointed annually by the Board, or as otherwise directed by the Board.

c. Any vacancy in the Board of Directors shall be filled by a simple majority vote of the remaining Directors. Each Director so appointed shall hold office for the balance of the unexpired term of the former Director and until a successor is regularly elected.

Section 4. Meetings of the Board: Regular meetings of the Board of Directors shall, at a minimum, be held quarterly, but will generally be held every two (2) months at a time and place to be designated by the President of the Association.

Section 5. Vacancy and Board of Directors

- a. If a vacancy occurs in the Board, it shall be filled for the remainder of the complete term of the position being vacated, by a member of the Association elected by the Board.
- b. The Board may declare a vacancy on the Board in the event any Director shall have been absent for four (4) consecutive regular meetings of the Board, or shall not have attended five (5) board meetings within the period of one (1) calendar year, whichever occurs first.

ARTICLE V. OFFICERS AND DIRECTORS

Section 1. Designation. The Executive Officers of the Association (the "Executive Committee") shall be the Board (1) President; (2) Vice President; (3) Secretary; and (4) Treasurer. Other Directors shall serve as Chairs of the following committees:

- (5) Neighborhood Security/CHOA
- (6) Seaview Website Coordinator
- (7) Neighborhood Watch/Emergency Preparedness/Neighborhood Support Services
- (8) Seaview Database/Directory and Intra-Neighborhood Notices
- (9) Communications/Newsletter Editor.

Government relations and other necessary functions of the Association shall be the responsibilities of the Executive Committee and/or their designee. All officers and directors shall serve without compensation.

Section 2. Election of Officers: The Executive Committee shall be elected by the Board of Directors from among its own members for a term of two years. Should any Executive Committee office become vacant by reason of death, resignation, or removal, a new Executive Officer shall be elected by the Board of Directors from the current list of available Board members at the next regular meeting of the Board.

Section 3. Duties of the Officers and Directors: The duties of the Executive Officers and Directors shall be as described in the Bylaws of this Association.

Section 4. Removal of an Officer: The removal of an Executive Officer would require a two thirds supermajority vote of the Board. Such a vote would be final and not appealable.

ARTICLE VI. COMMITTEES

Section 1. Number. The Board of Directors shall create and appoint members to such committees as it shall deem it necessary/desirable in carrying out the functions of the Association.

Section 2. Appointment. The President, with the approval of the Board of Directors, shall appoint the Chairperson and members of all committees. Such committees and members thereof serve at the pleasure of the Board of Directors and shall perform their duties under the direction, control and supervision of the Board of Directors.

ARTICLE VII. REQUESTS FOR ACTION and COMPLAINTS

Section 1. Submission. All solicitations of, complaints to, or requests for action by the Association, on the part of any member(s), shall be made in writing to the Board of Directors.

Section 2. Action. The Board of Directors shall respond to all solicitations, complaints, or requests for action to the requesting member(s) within thirty (30) days following the next regular meeting of the Board.

ARTICLE VIII. AMENDMENT OF BYLAWS

These Bylaws may be amended by a supermajority two-thirds (2/3) vote of the membership present, or by proxy, at any regular or special meeting of the Association, provided that all members shall have been given at least fifteen (15) days advance notification of the change or changes proposed.

ARTICLE IX. NON-DISCRIMINATION

The Seaview Residents Association does not discriminate on the basis of age, race, color, sex, sexual orientation, nationality, ethnicity, or religious belief/origin.

ARTICLE X. DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall be responsible for the transaction of any business of the Association between regular meetings of the members and shall serve as the policy making body of the Association.

Section 2. The Board of Directors shall enact such rules as may be deemed necessary and expedient for the governance of the Association, that are not inconsistent with the terms of the existing Bylaws, or unless otherwise provided for by these Bylaws.

Section 3. The Board of Directors shall submit, in writing at the Annual Meeting of the members, a full report of the activities and financial affairs of the Association for the preceding year. Copies of said submissions shall be available to the membership at the Annual Meeting.

ARTICLE XI: DUTIES OF THE EXECUTIVE OFFICERS

Section 1. President

a. The President shall be the chief executive officer of the Association, shall preside at all meetings of the members and of the Board of Directors, and shall have general charge of the business of the Association, subject to agreement by the Board of Directors.

b. The President shall execute, with the Secretary, in the name of the

Association, contracts and all other instruments and obligations authorized by the Board of Directors to be executed.

c. The President shall also have such other powers and shall perform such other duties as may be assigned to him or her by the Board of Directors.

Section 2. Vice President

a. The Vice President shall be vested with all of the powers and shall perform all of the duties of the President in case of the absence or disability of the President. In the absence or disability of both the President and the Vice President, a member of the Board of Directors shall be chosen to act in each capacity on an interim basis.

b. The Vice President shall also have such other powers and shall perform such other duties as may be assigned to him or her by the Board of Directors.

Section 3. Secretary

a. The Secretary shall keep the minutes of all proceedings of the Board of Directors and of the Association. The Secretary shall attend to the distribution of the minutes to the Board of Directors and the serving of notices of meetings to the members and the Board of Directors.

b. The Secretary shall execute, with the President, in the name of the Association, all contracts and other obligations and instruments as authorized by the Board of Directors.

c. The Secretary shall keep and have charge of such other records and papers as the Board of Directors may direct from time to time, and shall perform all of the duties incident to the office of Secretary, subject to the control of the Board of Directors. The Secretary will ensure that the corporation status is active and in good standing by making the required filing(s) with the CA Secretary of State, specifically including but not limited to the bi-annual Statement of Information and any amendment(s) to the Articles of Incorporation.

d. The Secretary shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors.

Section 4. Treasurer

- a. The Treasurer shall collect and disburse all the monies of the Association.
- b. All monies of the Association must be deposited by the Treasurer into an accredited bank approved by the Board of Directors.
- c. The approved account shall be established in the name of the Association with the authority to draw checks or withdraw monies as follows: Checks are to be drawn by the Treasurer or the President, or by any other officer of the Board so designated in advance by the Board in the Treasurer's absence. Only the Treasurer shall be permitted to withdraw cash with the approval of the Board.
- d. A cash ledger shall be kept with month-by-month entries to account for all receipts and disbursements.
- e. The Treasurer shall maintain a list of all members, and a current list of all residents of Seaview. This list shall not be made available for any commercial purposes.

ARTICLE XII. ELECTIONS

Section 1. Nominations for Members of the Board of Directors.

Nominations for members of the Board of Directors shall be made from the floor at the Annual Meeting, with the approval/acceptance of the nominee.

Section 2. Notification of Members: Members shall be notified in writing of the slate of Board of Director candidates at least fifteen (15) days before the scheduled election.

Section 3. Method of Voting: A majority of all votes cast (direct and proxy votes) shall be necessary for election. If there are more candidates than positions, the highest vote recipients will fill the available positions. If there are either fewer candidates than number of open positions or an equal number of candidates for the open positions, balloting may be conducted by voice vote.

ADOPTION OF BYLAWS

We, the undersigned, as designated signatories for the Board of Directors of the SRA, consent to and do hereby adopt the foregoing Bylaws, consisting of the 8 preceding pages, as the Bylaws of this Association.

ADOPTED AND APPROVED by the Board of Directors on this 9TH day of AUGUST, 2023.

JERRY V. DUHOVIC, President – SRA

ATTEST: PAM SHERMAN, Secretary – SRA