

AMENDED AND RESTATED BY-LAWS
OF THE
WEST FLORAL PARK NEIGHBORHOOD ASSOCIATION (WFPNA)

ARTICLE I
NAME

Section 1: The name of this organization is the “West Floral Park Neighborhood Association” (WFPNA).

ARTICLE II
PURPOSE

Section 1: The primary activities and specific purpose of this organization is to promote a greater sense of community and awareness amongst its members by developing an appreciation of the historical significance of its homes, bridging the cultural, generational, and economic diversity of its residents and to bring about meaningful discourse between the community, local businesses, and City government.

Section 2: The Association does not contemplate pecuniary gain or profit to any of its members whatsoever, and there shall be no distribution of any profit or assets at any time to its members.

Section 3: The Association shall not be organized or engage in any activities that may be construed to be propaganda, or otherwise attempting to influence legislation.

Section 4: The Association shall not engage in any activity of a political nature, or participate in any political campaign, nor shall the corporation develop, create, design, publish, or distribute statements or information on behalf of any candidate for public or elected office.

ARTICLE III
OFFICES

Section 1: The principal office for the transaction of business of the Association shall be in as close proximity to the neighborhood boundaries as defined in Article IV, Section 1 of these By Laws, the City of Santa Ana, County of Orange at a place designated by the Board of Directors. The Board of Directors, at its sole discretion, may change the meeting place provided that a simple majority vote of the elected board members approves the new location.

ARTICLE IV BOUNDARIES

Section 1: The West Floral Park Neighborhood Association II boundaries are established as follows; all residential properties north of 17th Street, east of Bristol Avenue, south of the Santiago Creek, and west of the properties located on the west side of Flower Street.

ARTICLE V MEMBERSHIP

Section 1: Membership shall be open to any person owning title to any residential parcel, dwelling, or structure, within the geographically boundaries as defined in Article IV, Section 1 of these By-Laws. Each household shall hold a single membership and shall be entitled to one vote.

Section 2: Membership shall be granted upon a successful compliance with the terms and conditions set forth in Article V – Section 1.

Section 3: Each Member shall be entitled one vote on each matter submitted to a vote of the Membership.

Section 4: The Board of Directors shall have the authority to establish and define nonvoting categories of membership which may include any person who legally resides within the defined geographical are of West Floral Park whether by rent or property lease. So long as the member is in good standing, they shall have conveyed upon them all the rights and privileges awarded to property owners less the right to vote on issues affecting the Association. Voting rights shall be reserved for legal owners as defined herein.

Section 5: All members of the Association shall at all times work for the best interests of the Association and its members.

Section 6: Each member shall agree to be bound and governed by the By Laws of this Association.

Section 7: No member shall use the name of the Association, or membership in the association, for political or economic gain, outside of the normal business relations established by reason of said membership, without prior written consent of the Board of Directors.

Section 8: Donations are voluntary. Each membership donation runs (1) one calendar year beginning January 1 through December 31.

Section 9: No member of the Association shall, as such, be personally liable for the debts, liabilities or obligations of the Association. No person is liable for any obligation arising from membership, unless admitted upon their own application and consent.

ARTICLE VI
GENERAL MEETINGS

- Section 1: An annual meeting of the members for the election of directors and for the transaction of any other proper business shall be held in the 4th Quarter of each year on a date, time, and place set by the Board of Directors.
- Section 2: **GENERAL MEETINGS.** General Meetings shall be held quarterly at dates, times, and locations set by the Board of Directors. Notification of these meetings shall be provided to all members not less than seven (7) Days prior to the General Meeting being held. Such notification shall include at a minimum the following provisions:
- 1 Date and time of the meeting
 - 2 Location of the meeting
 - 3 Meeting agenda if any
 - 4 Procedures for participation if any
 - 5 Voting guidelines if any
- Section 3: **Special Meetings.** Special meetings may be called by a simple majority (50% +1) of the Board of Directors. Additionally, a petition signed by five percent of the voting membership may call or cause a special meeting to be held. Notification of such meeting shall occur at least five (5) days before the scheduled date. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.
- Section 4: All meetings of the Association shall be governed by a legally acceptable parliamentary procedures established by the Board of Directors. Unless otherwise specified by amendment or board action, *Robert's Rules of Order* (current edition) shall govern as the prevailing parliamentary format.
- Section 5: **Quorum.** The presence of not less than five percent (5%) of the members entitled to vote shall constitute a quorum at a meeting of members for the transaction of any business.
- Section 6: Except as otherwise provided by the Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at a meeting at which a quorum is present shall be authorized by the affirmative vote of a majority of the members present at the meeting.

ARTICLE VIII
BOARD OF DIRECTORS

Section 1: **POWERS / RESPONSIBILITIES.** The responsibility for the management of the affairs and business of the Association shall be exercised by or under the direction of its Board of Directors.

Each Director shall exercise such powers and otherwise perform such duties in good faith, in the manner such director believes to be in the best interests of the Association and with care, including reasonable inquiry, using ordinary prudence, as a person in a like position would use under similar circumstances.

Section 2: **QUALIFICATION.** Any regular member of the Association shall qualify to serve as a Director. The number of Directors shall not be less than three (3) not more than nine (9). All directors shall be a resident of the City of Santa Ana, County of Orange, California

Section 3: **TERM.** The Directors shall be elected at each annual meeting or the members and shall hold office until their respective successors are elected, or their earlier resignation, removal from office or death.

Section 4: **VACANCY.** In the event of a vacancy on the Board of Directors the vacancy shall be filled by the remaining Board of Directors. A Director appointed to fill a vacancy shall serve the remainder of the unexpired term of his predecessor on the Board, if any.

Any Director may resign effective immediately upon giving written notice to the President, the Secretary or Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Section 5: **MEETINGS.** It shall be established that the Association's Board of Directors meet at regular monthly intervals to ensure the orderly management of the Association's affairs. These meetings shall be held at a designated date, time, and location each month. The location of these meetings shall be established at the previous Board Meeting or 10 days prior to. A quorum must be attended by at least a simple majority (50% +1) of the Directors before business can be transacted or motions made or passed.

Section 6: **ELECTIONS.** Directors shall be elected by the voting representatives of membership. Elections shall occur at the last quarterly General Meeting (Annual Meeting) of each calendar year. The candidates receiving the largest number of votes in each class of the ballot in the annual election shall be elected to those full term vacancies which exist. If election results do not fill all available Board positions, the newly elected Board of Directors may solicit, nominate, and appoint any qualified neighborhood resident for an open position without a vote by the general membership.

Section 7: **COMMITTEES.** The Board of Directors may create committees and appoint respective chairpersons as needed. Any such committee chairperson, to the extent provided in the resolution of the Board of Directors, shall have all the authority of the Board of Directors.

The **Member At Large** shall assist the Officers of the Board in any manner and capacity consistent with the goals of the Association and attend City sponsored and supported meetings (i.e. ComLink, City Council, etc.) as the Association's designated representative. The Member At Large may, with the consent of the Officers of the Board, assist the Committee Chairs with their respective responsibilities.

The **Social Committee Chairperson** shall plan and carryout, with the approval of the Board, all social events, submit a budget for Board approval by the March Board meeting, and obtain all related insurance and permits for the association's social events as required by the City of Santa Ana. This Chairperson shall conduct regular meetings of committee members.

The **Communications Committee Chairperson** shall be responsible for managing the quarterly production and distribution of the Newsletter, the selling of advertising space and collection of advertising revenues, and the formatting, content, and regular updating of the association's website. This Chairperson shall submit a budget to the Board by the March Board meeting, conduct regular meetings of its committee members, and manage the distribution of all event notifications (flyers).

The **Beautification Committee Chairperson** shall plan and carryout, with the approval of the Board, all beautification projects within the association's boundaries, submit a budget for Board approval by the March Board meeting and conduct regular meetings of committee members.

Section 8. **COMPENSATION.** Directors as such shall not receive any stated salaries or other compensation for their services. Nothing contained herein shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation.

Section 9: **ACTION / QUORUM.** The act or decision done or made by a vote of a majority of directors present at a meeting duly held at which quorum is present shall be the act of the Board of Directors.

Section 10: The Board may make such rules and regulations covering its meetings as it may in its discretion determine necessary provided that such rules and regulations do not conflict or supersede the procedures established within the context of these Bylaws.

Section 11: The Board may set donation schedules for memberships.

ARTICLE IX

OFFICERS

- Section 1. **OFFICERS.** The Officers of the Association shall be a President, Vice President, Secretary, and Chief Financial Officer. One person may hold two or more offices; however, no person may hold the offices of President and Secretary simultaneously.
- Section 2. **ELECTION.** The Officers of the Association shall be elected at the annual meeting of and by the general membership and shall hold office until their respective successors are elected, or their earlier resignation, removal from office or death.
- Section 3. **SUBORDINATE OFFICERS.** The Board of Directors may appoint such officers as the business of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.
- Section 4. **REMOVAL AND RESIGNATION.** Any officer may be removed, either with or without cause, by action of the Directors then in office, at any regular or special meeting of the Board, or, except in the case of an officer chosen by the Board of Directors, by any Officer upon whom such power of removal may be conferred by the Board of Directors.
- Any Officer may resign at any time by giving written notice to the Board of Directors, or to the President or Secretary of the Association. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein.
- Section 5. **VACANCIES.** A vacancy in any office because of death, resignation, removal, or any other cause shall be filled in a manner prescribed in these Bylaws for regular appointments to such office.
- Section 6. **PRESIDENT.** The President shall be the Chief Executive Officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and Officers of the Association. The President shall convene and preside over all regularly scheduled Board and General Meetings. He/She shall present at each annual meeting of the organization an annual report of the work of the organization, shall see to it that all books, reports, and certificates required by law are properly kept or filed, shall be one of the officers who may sign the checks or drafts of the organization, and shall have such powers as may be reasonably construed and perform such duties as are necessary for the proper administration of the affairs of this organization. The President shall ensure these By-Laws are accessible to any interested resident.

- Section 7. VICE PRESIDENT. The Vice-President shall assist in the administration of the affairs assigned to the President and shall in the event of the absence or inability of the President to exercise his office become acting President of the organization with all the rights, privileges and powers as if he had been the duly elected President. The Vice President shall direct the membership drive, oversees all committee chairs and neighborhood projects, assist the Treasurer with the maintenance of the membership database, and welcome all new residents to the neighborhood.
- Section 8. SECRETARY. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board and general meetings, distributing copies of minutes and the agenda to each Board member, may be one of the officers required to sign the checks and drafts of the organization, and assure that corporate records are maintained. The Secretary shall assist the Treasurer with the filing of any certificate required by any statute, Federal or State. The Secretary shall take roll call at Board Meetings, maintain the Standing Rules and shall annually review these By-Laws and make recommendations to the Board.
- Section 9. CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall act as the Treasurer of the Association and shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. The Treasurer shall cause funds to be deposited in a regular business bank in the State of California. The Treasurer must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He/She shall make a report at each Board meeting and provide a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He shall exercise all duties incident to the office of Treasurer. The Treasurer shall be responsible for the key to the post office box. Following the transition meeting, the newly elected Treasurer and President are to prepare a fiscal budget for the ensuing year. After its approval by the Board, this budget is to be presented to the general membership at the next scheduled General Meeting.
- Section 10: REMOVAL. A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. Any Member, either as an individual or as a group, may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the Association.

ARTICLE X

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

- Section 1: DEFINITIONS. For the purposes of this Article X, "agent" shall include any person who is or was an officer, director, employee, or other agent of the Association, or is or was serving at the request of the Association as an officer,

director, employee, or agent or another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise; "proceeding" includes any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation attorney's fees and any expenses of establishing a right to indemnification under Section 4 or Section 5 of this Article X.

- Section 2: **INDEMNIFICATION IN ACTIONS BY THIRD PARTIES.** The Association shall have the power to indemnify any person who is or was a party or threatened to be a party to any proceeding by reason of the fact that the person is or was an agent of the Association, against expenses, judgments, fines, settlements, or other amounts actually or reasonably incurred in connection with the proceeding, if that person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Association and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and a manner which the person reasonably believed to be in the best interests of the Association or that the person had reasonable cause to believe that the person's conduct was unlawful.
- Section 3. **INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE ASSOCIATION.** The Association shall have the power to indemnify any person who is or was a party or threatened to be a party to any threatened, pending, or completed action by or in the right of the Association. No indemnification shall be made under this Section for any of the following: (1) In respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable to the Association in the performance of that person's duty to the Association and its members, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all circumstance of the case, the person is fairly and reasonably entitled to indemnity for the expenses and then only to the extent that the court shall determine; (2) Of amounts paid in settling or otherwise disposing of a threatened or pending action with or without court approval, or (3) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.
- Section 4. **INDEMNIFICATION AGAINST EXPENSES.** To the extent an Agent of the Association has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article X, or in the defense of any claim, issue or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection therewith.

- Section 5. **REQUIRED INDEMNIFICATIONS.** Except as provided in Section 4 of this Article X, any indemnification under this Article shall be made by the Association only if authorized in the specific case, upon a determination that indemnification of the Agent is proper in the circumstances because the Agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article X by any of the following; (1) A unanimous vote of a quorum consisting of Directors who are not parties to such proceeding; (2) Approval of the Members, with the Member to be indemnified not being entitled to vote thereon; or, (3) The court in which the proceeding is or was pending on application made by the Association, agent, attorney, or other persons rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the Association.
- Section 6. **ADVANCE OF EXPENSES.** Expenses incurred in defending any proceeding may be advanced by the Association prior to the final disposition of the proceeding upon the receipt of an undertaking by or on behalf of the agent to repay that amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this ARTICLE X.
- Section 7. **INSURANCE.** The Association shall have the power to purchase and maintain insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent in that capacity or arising out of the agent's status as such whether or not the Association would have the power to indemnify the agent against that liability under the provisions of this Article X, except as may be prohibited by the California Nonprofit Corporation Law.

ARTICLE XI
CORPORATE CONTRACTS AND INSTRUMENTS – HOW EXECUTED

- Section 1. The Board of Directors, except as in the ByLaws otherwise provided, may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power of authority to bind the Association by any contract or agreement, or to pledge its credit, or to render it liable for any purposes or any amount, except as provided in the California Nonprofit Corporation Law.

ARTICLE XII
CONTROL OVER BYLAWS

- Section 1. These ByLaws may be amended or repealed, or new ByLaws may be adopted, by a majority vote of the Members, or by the vote of the majority of the authorized number of Directors pursuant to the provisions for action by the Board set forth in Article XIII, Section 9 of these ByLaws, at any regular or special meeting upon no less than 10 days written notice setting forth the intention to alter, amend, repeal, or adopt new ByLaws at such meeting; provided however, that the Board of Directors shall have no control over any ByLaw which specifies or changes a fixed

number of Directors of the Association, or changes the minimum or maximum number of authorized Directors, and provided further that any control over the ByLaws herein vested in the Board of Directors shall be subject to the authority of the Members to amend or repeal the ByLaws or to adopt new ByLaws.

ARTICLE XIII **BOOKS AND RECORDS**

Section 1. RECORDS; STORAGE AND INSPECTION. The Association shall keep the original and/or copy of the original ByLaws, as amended to date, which shall be open to inspection by any Member at any reasonable time.

The Association shall keep adequate and correct books and records of account and shall keep minutes of the proceedings of its Members, Board of Directors, and Committees, if any. Such minutes shall be maintained in a legible form. The Association shall keep a record of its Members. Such other books and records shall be kept either in written form or in any other form capable of being readily converted to written form.

Section 2. RECORD OF PAYMENTS. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

ARTICLE XIV **ASSETS AND PROFITS**

Section 1. No Member of the Association shall have any right, title or interest whatsoever in or to any property or asset that the Association may have or hereafter acquire. In the event of or upon the dissolution or winding up of this Association, the Directors or persons in charge of the liquidation shall distribute any assets remaining, after the payment or discharge of all the Association's debts or obligations, to a charitable organization holding an exempt status, or otherwise in accordance with California Nonprofit Corporation Law.

ARTICLE XV **SEAL**

Section 1. A suitable seal shall be maintained by the Board of Directors for the West Floral Park Neighborhood Association.

ARTICLE XVI
MISCELLANEOUS

Section 1. The rules and procedures governing the conduct of the business of the Association as it effects the rights, obligations, and duties of the members, officers, directors or other agents of the corporation which are not otherwise specifically set forth in these Bylaws, shall be governed by the Nonprofit Corporation Law of the State of California.

CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED BYLAWS BY SECRETARY

THIS IS TO CERTIFY;

That I am the duly-elected, qualified, and acting Secretary of the above named Association, and that the foregoing Amended and Restated Bylaws of the West Floral Park Neighborhood Association, consisting of 11 pages, including this certification, were adopted as amended on _____, 2008 by the Directors and Members of said Association.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal this _____ day of _____, 2008.

_____Debra Lawler_____, Secretary

(SEAL)