

# FOX HILLS NEIGHBORHOOD ASSOCIATION BY-LAWS

## Article I: NAME, LOCATION, MISSION

### Section 1. Name

The organization originally known as the Fox Hills Property Owner's Association when it was founded in 1972 is known as the Fox Hills Neighborhood Association. It shall be referred to in the By-laws as the "Association"

### Section 2. Location/Fox Hills Boundaries

All meetings and events held are designated by the Board of Directors. The "Association" maintains a P.O Box at the Culver City Post Office. For purposes of these by-laws, Fox Hills is defined as the area bounded by Slauson Avenue on the North, the city limits of Culver City on the east, Centinela Avenue on the south and Sepulveda Boulevard on the west.

### Section 3. Mission

The "Association's" mission is to enhance the quality of life in Fox Hills by promoting community awareness, engagement and action. This mission will be accomplished by providing opportunities for the community in a variety of ways to include but not limited to:

- The holding of community meetings with local leaders and individuals focusing on common interests/issues affecting the Fox Hills community.
- Continuing to be a trusted, reliable and comprehensive resource via the "association's" website, social media outlets such as Facebook, Twitter and email mailings.
- Holding special events to promote community health, safety, participation and positive relationships among all Fox Hills neighbors.

## Article II: GOVERNMENT

### Section 1. Leadership Philosophy

Leadership is most effective when all members of the Board work as a team, in a collaborative, transparent, supportive and respectful manner with one another and the community. Setting a positive tone and approach when addressing issues affecting the community is felt to work best for attaining the most optimal outcomes.

### Section 2. Endorsement Policy

The "Association" shall be a non-partisan organization and shall not endorse candidates for public office. The "Association" may take positions on neighborhood issues if deemed necessary and appropriate by the Board.

### **Section 3. Board of Directors**

The Board of Directors shall include Board officers of President, Vice President, Secretary and Treasurer and Directors at Large. There shall be up to 7 individuals serving on the Board of Directors. All holding Board of Directors positions shall be limited to individual owners of condominiums, owners of apartment buildings, non-owner area residents and business entities located within the geographical boundaries of Fox Hills.(See Article 1- Section 2.)

### **Section 4. Board of Directors' Duties**

The **President** shall:

- Preside over association meetings and when presiding over community meetings, shall report to the community on Board actions.
- Assign standing and/or special committee/group with the collaboration of the Board identify individuals of the community for special committees / assignments with the collaboration of the Board. These individuals shall be non-voting participants
- Shall sign with the Secretary or any other officer authorized by the Board, any contracts or other legal documents authorized by the Board.
- Serve as the primary spokesperson for the "Association", except when the Board of Directors designates another member to serve in this capacity.
- Prepares agenda for meetings.

The **Vice-President** shall:

- Act as an assistant to the President and represent the President as designated.
- Be empowered to sign any documents as authorized by the Board of Directors. These powers may be invoked in the event of an emergency during the absence or inability of the President to do so.
- Perform all such duties as designated by the President.

The **Treasurer** shall:

- Administer all funds of the "Association".
- Pay all bills and disperse funds as authorized by the Board.
- Deposit money in a financial institution.
- Present all financial status reports at all meetings.
- Keep itemized and complete records of all receipts and expenditures in a permanent file.
- Perform such other duties as requested by the Board of Directors.
- Present accounting transaction spreadsheet at the end of the year.

The **Secretary** shall:

- Keep minutes of the proceedings of all meetings of the "Association"
- Preserve in a file all records of value to the "Association" to involve a chronological file of all minutes of all meetings.
- Sign all legal documents with the President.

- Perform such other duties as requested by the President.

The **Directors at Large** shall:

- Serve as chairs of committee/groups as appointed by the President in collaboration with the Board of Directors.
- Give advice and assistance as needed in carrying out “Association” activities.

## **Section 5. Election and Terms of the Board of Directors**

There will be two year terms for all members of the Board of Directors. Officers shall be voted for every two years on the even years in July. Directors at Large shall be voted for every two years on the odd years in July. There shall be no set number of times individuals can serve on the Board of Directors.

The Fox Hills community may be notified of pending elections and be asked to suggest potential individuals for Board openings. These individuals must be a resident or business owner in Fox Hills and be at least 18 years old. (See boundaries in Article 1) After consideration is given by the Board to all potential Board members, the Board of Directors shall elect, by a simple majority, each seat that needs to be filled.

## **Section 6. Compensation and Reimbursement Policies**

All Board of Director positions are voluntary with no compensation. Any expenses for “Association” business incurred by the Board or designated participants shall be reimbursed by the Treasurer.

## **Section 7. Vacancies**

If a Board term cannot be completed for any reason, the remaining Board of Directors shall fill that position for the remainder of that term by a vote of the majority until the next election year of that Board position.

## **Section 8. Removal of Officers and Directors at Large**

Upon an affirmative vote of the majority of the Board, any officer/or Director at large may be removed, either with or without cause, and their successor elected by the Board.

## **Section 9. Resignation**

Any Board of Director may resign and do so by written/or electronic means with the effective date of resignation. The remaining Board of Directors shall then select a successor to take office on the date the resignation is effective.

# **Article III: MEETINGS**

## **Section 1. General and Board Meetings**

There shall be a minimum of an annual Community wide meeting. Special meetings/workshops/events for the community will be held based on the community's input and/or needs the Board of Directors have identified. Planning shall be by the Board and community participants identified by the board as needed.

Regular Board meetings in person will be held at a minimum of once every two months or as needed. Time and place of Board meetings shall be determined by a majority of the Board. Meetings can be held by alternative means ( e.g. Skype) only as necessary. Notice of regular meetings shall be given to the Board personally or, by mail, telephone or email at least 3 days prior to the day named for the meeting. In addition to scheduled meetings, communication will be maintained between all Board members via email, telephone or personally as needed to ensure all business of the Association is being accomplished.

Special meetings of the Board may be called by the President on 3 days notice and given personally or by mail, telephone or e-mail. Notice shall state time, place and purpose of the meeting.

Before or at any meeting of the Board, any Board member may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice

## **Section 2. Board of Directors Quorum**

At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the purpose of transaction of business, and the acts of the majority of the Board present at a meeting at which a quorum is present shall be the acts of the Board.

## **Article IV: MODIFICATION AND REVIEW OF BY-LAWS**

### **Section 1. Review of By-laws**

Review of the By-laws shall be annually performed by the Board of Directors and as needed at the discretion of the Board.

### **Section 2. Modification of By-laws**

Amendment to by-laws can occur after review of current by-laws with a majority of the Board of Directors agreeing to the changes proposed. These by-laws may be changed or modified in whole or in part at any properly convened meeting of the Board. ( see Article IV, Section 1 of bylaws)

## **Article V: DISSOLUTION**

### **Section 1. General**

This "Association" may be dissolved and its activities terminated by a majority vote of the Board.

### **Section 2. Distribution of Assets**

In the event the "Association" shall be dissolved, there shall be an inspection of the financial books and records of the "Association" by a certified or other public accountant within fifteen (15) days of the vote to so dissolve and a financial statement of the "Association" distributed to the Board of Directors as soon thereafter as practically possible. After payment of all outstanding liabilities, assets of the "Association" shall be distributed to one or more charitable organizations recognized by local, state or federal government agencies. In no event shall cash or monetary assets be distributed to individuals on the Board. The choice(s) of such charitable organization shall be determined at the meeting at which dissolution is approved and determination made by a majority vote of the Board of Directors.

#### **Article VI: Robert's Rules of Order (Revised)**

Robert's Rules of Order, Revised shall be the authority on all questions of Parliamentary Law unless in conflict with these By-Laws.