

Bylaws

Ratified January 7, 2024

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Article I Organization

A. Name

The Association shall be known as the Greenbelt Heights Neighborhood Association (hereinafter called the Association). Abbreviation of the name shall be "GHNA".

B. Boundaries

The Association shall represent the interests of the community of Greenbelt Heights, which shall be defined generally but not precisely as that area within the City of Long Beach north of 7th Street, south of 10th Street, and east of Redondo Avenue to the west of Bennett Avenue.

Article II Purpose and Nonprofit Affirmation

A. Purpose

The GHNA is organized exclusively to:

1. Foster collaboration, goodwill, and engagement among all neighbors, businesses, and schools within and adjacent to the Greenbelt Heights Neighborhood, thereby strengthening community ties and mutual support.
2. Advocate for the improvement and maintenance of the greenbelt areas within and adjacent to the Greenbelt Heights Neighborhood, ensuring their preservation and enhancement for future generations.
3. Educate the neighborhood, surrounding communities, and the City of Long Beach on the environmental and communal value of the neighborhood's greenbelt areas.
4. Act as a communication vehicle to represent the neighborhood's residents to outside entities, local businesses, other neighborhood associations, City officials, and City agencies.

B. No Individual Gain

The GHNA does not contemplate pecuniary gain or profit to any of its Members or Officers whatsoever, and there shall be no distribution of any profit or assets any time to its Members or Officers.

C. Nonprofit Affirmation

The GHNA operates as a nonprofit 501(c)(3) charitable entity following the requirements and prohibitions for public charity 501(c)(3) organizations, as set forth by the United States Internal Revenue Service (IRS) under Internal Revenue Code 501(c)(3).

Article III Limits of Authority, Standing Rules and Policies

A. Limits of Authority

No individual or group shall be authorized to commit the GHNA to any agreement or obligation without the specific approval of the GHNA Board of Directors (also known as, the Board).

B. Standing Rules and Policies

Standing Rules and Policies shall be established by the GHNA Board and may be amended as necessary by the Board to facilitate the ministerial operation of the GHNA in absence of the Voting Membership.

Article IV Membership and Voting Privileges

A. General Membership

All residents within the GHNA boundaries, both property owners and non-owner residents, shall be eligible for General Membership.

B. Voting Membership

Those persons in the General Membership who pay voluntary annual dues to the GHNA as set by the Board and who are in good standing shall be entitled to have one (1) vote per residence, as determined by mailing address for the United States Postal Service. As defined here, these General Members shall be eligible for and constitute the Voting Membership.

Article V Contributions

A. Contributions are voluntary, and levels, if any, are established by the Board.

Article VI Funds

A. Two type of funds shall be established:

1. General Funds

Membership dues payments shall be deposited into the General Funds. The General Funds shall be used for the GHNA's general operating expenses and to collect revenues from and pay expenses for events, sponsorships, and activities carried on for charitable and neighborhood benefit purposes, unless otherwise specified for Special Funds.

2. Special Funds

The GHNA Board may establish Special Funds for special events and purposes. Special Funds are earmarked for specific projects, events and/or activities of the GHNA.

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B. Allocation of expenditures must be approved by a majority of the Voting Membership who are in attendance at the Community Meeting at which the GHNA budget is presented for approval, except for minor expenses as expended executing ministerial duties of the Board and its Committees within the purview of their offices and roles to the extent that they are authorized by the Board on a case-by-case basis.

C. Once the Board and Voting Membership have allocated funds via approval of the budget, they can only be reallocated via majority vote of the Voting Membership who are in attendance at the Community Meeting at which the budget is presented.

D. The Board shall approve all expenditures from reserves that exceed allocated budgeted amounts.

E. All disbursements shall be paid by check or electronic payments, which shall be signed or approved by the Treasurer or a second signer, as approved by the Board. Any expenditure exceeding an amount established by the Standing Rules or Policies shall be signed by both the Treasurer and the second signer.

F. The Treasurer shall present a financial report to the Board each month and at the Community Meeting to the General Membership each quarter, or four (4) times per year, as set by the Board. The financial report shall consist of information from balance sheets and/or other similar instruments of statements of cash flows. The Board may request additional reports as appropriate.

G. The Board will adopt a fiscal year from January 1 to December 31.

Article VII Officers (Board Members)

A. The Board of Directors shall consist of an odd number of members (also known as, Board Members), namely President, Vice President, Secretary, Treasurer, Communication Director, and a board approved number of members at large.

Article VIII Requirements of Officers

A. All Officers on the Board are required to attend all Board Meetings and Community Meetings of the General Membership. In the event that an Officer's attendance is not possible, the Officer must contact the President or the Secretary prior to the start of the Meeting.

B. An Officer may be dismissed for dereliction of Duties or excessive absence from Board Meetings and/or Community Meetings. Any such Officer shall be notified in writing that dismissal is forthcoming and shall be provided an opportunity to respond.

C. All Officers shall not be salaried by the GHNA and shall not be related to any GHNA-salaried personnel or parties providing services, except as provided by federal and state Conflict of Interest laws and Article XVI of these Bylaws. Officers cannot simultaneously provide salaried or compensated services while

serving on the Board, but Officers can be reimbursed for approved supplies and expenses incurred in the course of conducting business on behalf of the GHNA.

Article IX Duties of Officers

A. President

The President shall be the Chief Executive Officer and spokesperson, with full authority and responsibility for supervising the GHNA's affairs, subject to the ultimate review of the Board of Directors and the GHNA's Bylaws. A Vice President shall assume the responsibilities of the President in his/her absence.

Duties:

1. Possess and be responsible for access to the GHNA's post office box, or other similar device or mechanism, as applicable for receiving correspondence to the GHNA.

B. Vice President

The Vice President shall be the Chief Operations Officer and spokesperson, with secondary authority and responsibility for supervising the GHNA's affairs, subject to the ultimate review of the Board of Directors and the GHNA's Bylaws. A board member shall assume the responsibilities of the Vice President in his/her absence.

Duties:

1. Keeps complete, accurate records of names and addresses of the Board and the Voting Membership.

C. Communications Director

The Communications Director shall be responsible for managing and facilitating communications with GHNA residents, disseminate important information, coordinate community events, and maintain the association's online presence. They play a crucial role in fostering a sense of community and ensuring residents are engaged and informed.

Duties:

1. Maintains the GHNA's website, social media, print and electronic methods, as applicable, with current information, announcements and outreach of interest and relevance to the General Membership and Voting Members and broader community related to the GHNA's purpose, functions, meetings, events, elections, and actions based on feedback and material from the Officers and the community.
2. Discharges web blasts and/or email marketing campaigns and oversees the GHNA's electronic newsletters and hardcopy newsletters, as applicable.

D. Secretary

The Secretary shall be the Chief Administrator Officer.

Duties:

1. Keeps complete, accurate minutes of the proceedings of the Board Meetings and distributes the minutes to the Board.
2. Coordinates with the Vice President or Communications for noticing of meetings, elections, and other actions required by the Bylaws or otherwise directed by the Board.
3. Maintains a complete, accurate set of the Bylaws and the Standing Rules and other Policies, as applicable.
4. Distributes Voting Membership renewal notices.
5. Collect agenda items from board members, prepare the agenda, and distribute to all members prior to each meeting.

E. Treasurer

The Treasurer shall be the Chief Financial Officer.

Duties:

1. Has custody, control and reporting responsibilities related to the GHNA Funds and disbursements as described in Article VI of these Bylaws.
2. Keeps all necessary records and accounts of income, monies, gifts, contributions, pledges, dues, receipts, disbursements, expenditures, assets and liabilities.
3. Complies with applicable financial provisions of federal, state and local regulations and laws.
4. Reports the GHNA's financial status at each Board Meeting and Community Meeting.
5. Procedures necessary insurance for the GHNA.
6. The Board may from time to time undertake a financial review, formal or informal, as it deems appropriate.

F. The Board with agreement of the President may adjust or amend without a vote of the Voting Membership specific Duties of individual Officers to execute and adapt to the GHNA's needs and functions.

Article X Election of Officers

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A. Election Balloting and Results

Candidates for Office shall be introduced or named, and nominations may be accepted from the floor, prior to and at the 2nd quarterly Community Meeting. An annual Election shall be conducted at the earliest practicable opportunity following that Community Meeting by email ballot, or other balloting method set forth and communicated by the Board, of the Voting Membership in good standing. Election results shall be announced and posted on the GHNA website by 3-days from the end of the balloting, or at the earliest practicable opportunity, unless otherwise set forth and communicated by the Board.

B. A transitional Board Meeting shall be held annually following the Election and attended by immediately-past, newly-elected, and current Officers for the purpose of maintaining Board continuity.

C. Officers may serve a two (2) year term.

D. For Officer vacancies , the Board shall fill the position for the remainder of the unexpired term.

E. Officers may run again for re-election to the Board. The President shall be limited to three (3) consecutive, two (2) year elected terms.

F. If an Officer moves out of or vacates the neighborhood (as an owner or non-owner resident) during their term, they may complete the term of office with Board approval.

G. Officers shall serve staggered terms to balance continuity and new perspectives on the Board.

H. Officers shall take office effective immediately following the posting of the Election results.

I. Only Voting Members in good standing may serve as Officers and Candidates for Office.

Article XI Meetings

A. Community Meetings of the General Membership shall be held once each calendar quarter, of four (4) times per year, as determined by the Board. Other meetings may be held for special topics as directed by the Board. The General Membership and community shall be given reasonable notice of meeting dates and agenda items.

B. Board Meetings shall be held once per month, unless otherwise impracticable.

C. Only Officers may vote at Board Meetings.

D. A majority of the Officers may request a closed Executive Session during a Board Meeting.

E. Meeting facilitation responsibilities shall rotate among members on a regular basis as determined by the Board. This ensures the active participation and engagement of all members in the Association's proceedings.

Article XII Quorum

- A. Community Meetings of the General Membership and/or Voting Membership do not require a quorum.
- B. A quorum for Board Meetings shall be a majority of the Officers.
- C. Proxies shall not be recognized for any reason.

Article XIII Committees

- A. Committees serving at the approval of and service to the Board are encouraged to help execute the functions, activities and purpose of the GHNA and its Officers.
- B. The President shall appoint Committee Chairpersons from the Voting Membership in good standing, with approval of the Board.
- C. The Committee Chairperson shall elect no less than two (2) General Members for the Committee.
- D. Each Committee Chairperson shall report and be responsible to the Board in a manner specified by the President.

Article XIV Parliamentary Procedures

- A. The New Robert's Rules of Order shall guide the parliamentary procedures at Board Meetings.

Article XV Amendments

- A. These Bylaws may be amended by a majority vote of the Board and be ratified by a majority vote of the Voting Membership in good standing who are in attendance at the Community Meeting at which they are presented for Ratification.
- B. Notice of a vote to be taken on ratification of amendments to the Bylaws shall be given to the Voting Membership by email marketing campaign, electronic and/or print communication mechanism(s), and by posting on the GHNA's website home page at least two (2) weeks in advance of the date of the Community Meeting when the ratification vote is to take place.

Article XVI Conflict of Interest

- A. Duty to Disclose

In connection with any actual or possible Conflict of Interest on the part of an Officer, Committee Chairperson or Committee Member, an interested person must disclose the existence of the financial

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interest and be given the opportunity to disclose all material facts to the Officers and Committee Members with delegated powers to consider the proposed transaction or Arrangement.

B. Determining whether a Conflict of Interest exists after disclosure of the financial interest and all material facts, and after any discussions with the interested person, they shall leave the Board Meeting or Committee Meeting while the determination of the Conflict of Interest is discussed and voted upon. The remaining Officers or Committee Members, respectively, shall decide if a Conflict of Interest exists. All such decisions at Committee Meetings shall be reviewed by the Board which retains ultimate decision-making on Conflict of Interest determinations and actions of its Committees.

C. Conflict of Interest Policy

The Board shall establish a Conflict of Interest Policy, which shall be signed annually by all Officers and Committee Members and shall be maintained by the Secretary or their designee. The Board and its Committees and other formed groups shall adhere to the Conflict of Interest Policy. The Board shall maintain the responsibility to enforce said Policy.

Article XVII Dissolution

A. In the event of dissolution of the GHNA, all assets remaining after payment of debts shall be distributed to a nonprofit fund, foundation, or corporation which is organized exclusively for charitable and educational purposes, which is likely to benefit similar purposes of the GHNA, and which has established its tax-exempt status under the federal Internal Revenue Service (IRS) Internal Revenue Code Section 501(c)(3).