

HOLLYWOOD HILLS CIVIC ASSOCIATION, INC.

BYLAWS

ARTICLE I. NAME

This association, a 501(a)(4) not-for-profit corporation shall be known as Hollywood Hills Civic Association, Inc. (HHCA).

ARTICLE II. PURPOSE AND OBJECTIVES

Section 1. The primary purpose of the HHCA is to protect and enhance the quality of life in Hollywood Hills by advocating on issues that have the potential to impair or enhance the character and value of Hollywood Hills.

Section 2. HHCA represents the interest of members before legislative, administrative and commercial entities. HHCA facilitates the flow of communication between the City and its residents, coordinates with other civic associations, and provides a focal point for the business community.

Section 3. HHCA promotes civic, cultural, and recreational activities and the general welfare of Hollywood Hills and the City of Hollywood. HHCA promotes social relations among neighbors for mutual benefit.

Section 4. HHCA is a non-partisan, non-political, and non-sectarian non-profit organization, and reserves the right to advocate or oppose any issue affecting the general welfare of the residents of Hollywood Hills.

ARTICLE III. MEMBERSHIP

Section 1. Membership shall consist of persons who are members of a Hollywood Hills household. Associate Membership shall consist of individuals, businesses or organizations located or residing anywhere in Hollywood.

Section 2. The Hollywood Hills area is bounded by the north side of Washington Street, by the south side of Sheridan Street, by the east side of 56th Avenue, and the west side of North Park Road/South Park Road.

Section 3. Applications for new membership are accepted continuously throughout the year when accompanied by the then-current annual dues payment.

Section 4. Any member who intentionally uses his or her position in the HHCA in a manner detrimental to the interest of the HHCA may be suspended or expelled upon a majority vote of the Board of Directors.

Section 5. Any officer or director who files for public office shall resign from his or her office in the HHCA.

ARTICLE IV. VOTING PRIVILEGES

Section 1. Each membership represents a household, and each member in good standing is entitled to one (1) vote at General Membership meetings or votes by mail. Associate Members shall not have voting rights.

Section 2. Annual dues are delinquent thirty (30) days after the due date and voting privileges are suspended until fully paid retroactive to the due date.

Section 3. Officers are *ex officio* directors. As members of the Board of Directors, officers and directors each have one (1) vote on Board of Directors business. Past President shall be *ex officio* directors and such term will extend until a President leaves office.

ARTICLE V. OFFICERS AND DIRECTORS

Section 1. Officer Complement. The HHCA shall have an initial complement of six (6) elected officers as follows: President, Vice President, Treasurer, Assistant Treasurer, Recording Secretary, and Correspondence Secretary. In addition, if/when future expansion of membership and workload so require, the officer complement may be increased by the Board of Directors to eight (8).

Section 2. Director Complement. The HHCA shall have an initial complement of eight (8) elected directors, which includes the Past President as an ex-officio director. In addition, if/when future expansion of membership and workload so require, the director complement may be increased by the Board of Directors to 10.

Section 3. Vacancies. Any vacancies in the ranks of elected officers or directors shall be appointed by the Board of Directors within 90 days to finish incomplete terms of the offices left vacant. All members of the Board of Directors should attend its scheduled meetings and any member who misses three (3) consecutive meetings without excused cause shall be removed from the Board of Directors upon majority vote of the remaining Board members.

Section 4. Nominations and Elections. Elections for Officers and Directors are held during the general membership meeting in April and newly elected assume office during the general membership meeting in May. A nominating committee shall be appointed by the President with the concurrence of the Board of Directors. The composition of the nominating committee shall be publicized on a timely basis at least thirty (30) days before the election. The election slate prepared by the nominating committee shall be presented to the Board and included in the timely advance notice for the general membership election meeting. Nominations may be made from the floor by any member in good standing. The membership shall vote its selection. Two tellers shall be designated to assist in the vote tally. Elected officers and directors shall then normally be sworn into office and promptly complete the logistical details of physical relief and turnover within fifteen (15) days. The term of office for elected officers and directors is two (2) years with no term limit for consecutive terms.

ARTICLE VI. MEETINGS AND QUORUMS

Section 1. General membership meetings shall be held on a monthly basis on a schedule approved for the Board of Directors and extensively publicized by timely notice. Additional

General Membership meetings may be scheduled and/or cancelled by the Board of Directors when special circumstances so require. Members in attendance shall constitute a quorum.

Section 2. The Board of Directors shall meet on a monthly basis on a schedule approved by the Board of Directors. Additional meetings may be scheduled by the President when special circumstances so require. A quorum is achieved at 50%, so when the Board of Directors has a complement of fourteen (14), the quorum is seven (7). When the complement is eighteen, the quorum is nine (9).

Section 3. Standing committees and special committees shall normally have a quorum of fifty percent (50%) and make decisions by majority vote of those in attendance.

ARTICLE VII. DUTIES OF OFFICERS AND DIRECTORS

Section 1. President. The President shall be the Chief Executive Officer of the HHCA and shall preside at all business meetings of the General Membership, the Board of Directors and the Executive Committee. He or she shall appoint committee chairs, maintain proper decorum at meetings, ensure compliance with these Bylaws, other pertinent documents and applicable laws; represent the HHCA with various governmental and non-governmental agencies as appropriate, such as the media.

Section 2. Vice President. The Vice President shall assist the President in the performance of the latter's duties, act in lieu of the President in the latter's absence or when so directed; function as Chief of Staff; coordinate administration and operations as appropriate; ensure proper reception of incoming correspondence and routing for action or information; and perform special assignments as necessary.

Section 3. Treasurer. The Treasurer shall function as financial officer, bill members for annual dues; process membership applications with dues payments; keep an accurate record of dues payment dates; make bank deposits promptly for all monies received or collected; prepare expenditure checks; file or have filed appropriate tax or other government reports or returns; maintain corporate records file, including Articles of Incorporation, annual IRS non-profit informational returns, and required State reports; and perform other assigned tasks as appropriate. Checks shall require signatures for reasonable and necessary expenditures as follows: (a) up to two hundred fifty dollars (\$250) by the Treasurer alone; (b) Two hundred fifty-one dollars and up by the Treasurer and President or Executive Vice President jointly. Any expenditure over \$500 requires Board of Directors approval. The treasurer shall present a brief financial report at meetings of the Board of Directors and of the General Membership. The treasurer shall keep the financial records available for annual review by the Board of Directors and for special review at least sixty (60) days before an election. The treasurer shall maintain an alphabetized membership list with address, telephone number and other pertinent information for use by the Board of Directors and telephone committee on request. The Treasurer shall also supervise the Assistant Treasurer.

Section 4. Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in the performance of the latter's duties and may be assigned various additional tasks under the Treasurer's supervision.

Section 5. Recording Secretary. The Recording Secretary shall keep accurate records of all transactions, meetings and meeting attendance. The Recording Secretary shall provide periodic attendance reports and advise on violations to Article V Section 3. Important documents and files shall be retained by the Secretary for safekeeping and transferred to the incoming Secretary after relief within thirty (30) days of an election. The Secretary shall ensure that the foregoing documents and files are properly maintained and safeguarded, meeting notices are made, incoming correspondence and outgoing correspondence are properly handled, and minutes are taken at meetings of the Board of Directors and General Membership.

Section 6. Correspondence Secretary. The Correspondence Secretary shall assist the Secretary in the performance of the latter's duties and may be assigned various additional tasks under the Recording Secretary's supervision.

Section 7. Directors. Directors shall set policies for the HHCA and shall determine policies, positions and actions by majority vote at any duly assembled meeting. Each Director shall be responsible for leading either a Standing Committee or a Special Committee.

ARTICLE VIII. COMMITTEES

Section 1. Executive Committee The Executive Committee is composed of the President, Vice President and at least one (1) other officer. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 2. Standing Committees The following standing committees may be activated by the President with the concurrence of the Board of Directors: Advertising, Crime Watch Liaison, Economic Development, Finance, Fundraising, Membership, Planning and Zoning, Recreation, Website and Welcome Wagon. Other standing committees may be established in similar manner.

Section 3. Special Committees The President may activate various special committees with the concurrence of the Board of Directors in order to perform certain specific tasks, and upon completion of which the special committee normally ceases to exist.

Section 4. Appointments The President shall appoint qualified persons to serve as chairpersons or members of standing committees and special committees, The President may, however, task a committee chair to appoint the committee members.

Section 5. Ex Officio committee members The President and Executive Vice President are *ex officio* members of committees on which they do not otherwise serve and have the option attend meetings but without the right to vote.

ARTICLE IX. AMENDMENTS

A Proposed amendment to these Bylaws shall be submitted in writing to the President for referral to the Board of Directors for consideration, approval or disapproval by majority vote of the Board of Directors, inclusion in the notice of the next General Membership meeting.

receipt of notice at least one (1) week before the meeting, and a two-thirds (2/3) majority vote of the General Membership attendees for approval.

ARTICLE X. COMMUNICATIONS

No statement to the press, a governmental body, or a business agency as to official policy, support or action of the HHCA may be made by any officer, director or member (other than the President or Vice President) without the approval of the Board of Directors as appropriate. The President or Vice President is the official HHCA spokesperson. The membership of any member or Associate member (including any officer or director) who violates the HHCA communication policy shall be subject to revocation by majority vote of the Board.

ARTICLE XI. DISSOLUTION

In the event of dissolution, the residual assets of the HHCA shall be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986 or corresponding sections to any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE XII. PARLIAMENTARY AUTHORITY

In all matters not covered by these Bylaws, the HHCA shall follow the rules of order in the Sturgis Standard Code of Parliamentary Procedure as it has completeness simplicity, clarity, conciseness, usability, common procedure conformance to court decisions, and up-to-dateness. However, Robert's Rules of Order is an entirely acceptable alternative.

These Bylaws of the HHCA were presented to the General Membership and approved at the meeting on the 8th day of January, 2009 and were adopted by the Board of Directors on the 20th day of January 2009.


Mel Pollak, President

2/17/09
Date

I hereby certify that the foregoing is a true and correct copy of the Bylaws of the HHCA and are in full force and effect as of the date thereof.

 2/17/09
Susan Turk, Assistant Recording Secretary Date