

**Bylaws for
Wilshire/Montana Neighborhood Coalition
(A California Nonprofit Public Benefit Corporation)**

Article I. Identity

Section 1. Name

The name of this Corporation shall be Wilshire/Montana Neighborhood Coalition.

Section 2. Purposes

Whereas participating fully in a community organization is an excellent way for neighbors to participate in the democratic process and to work towards a safe and secure community in which to live and work; therefore the residents of the Wilshire/Montana neighborhood hereby unite and organize so that all people, regardless of age, race, sex, sexual orientation, disability, or income level, can work together to improve the quality of life in the community.

Section 3. Geographical Territory

The geographical territory of the organization shall include the land in the City of Santa Monica from Pacific Coast Highway to the west; 21st Street Blvd. to the east, Wilshire Blvd. to the South; and both sides of Montana Avenue to the north.

Section 4. Offices

The principal office of the corporation in the State of California shall be located in the City of Santa Monica, County of Los Angeles. The corporation may have such other offices within the City of Santa Monica as the Board of Directors may determine.

Article II. Membership

Section 1. Individual Members

Residents and businesses who subscribe to the purposes and rules of the corporation and who reside in the Wilshire/Montana Neighborhood Coalition area described above in Article I, Section 3, upon payment of the membership fee, may be voting members of the organization.

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Section 2. Affiliate Members

Any person or business who works or has an interest in the above described area, or any community organization located in the area, upon payment of a membership fee, may be a non-voting affiliate member of the Wilshire/Montana Neighborhood Coalition.

Section 3. Membership Fee

An annual fee for each category of membership shall be recommended by the Board of Directors and ratified at the annual meeting, except that the Incorporators of the Corporation may institute such fees up to the time of the first annual meeting.

Section 4. Termination

Any members acting in opposition to the rules and procedures of this organization shall have his or her membership terminated by approved action of the Board of Directors.

Article III. Annual Meeting

Section 1. General

Resolutions, purposes, and direction for the organization will be voted upon by the paid voting membership at each annual meeting.

Section 2. Purposes

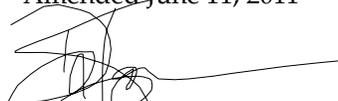
The purposes of the annual meeting are:

- A. To approve resolutions, purposes, and direction of the organization;
- B. To elect members to the Board of Directors;
- C. To approve membership fees;
- D. To adopt, amend, or repeal bylaws;
- E. To undertake any other actions which are appropriate to the organization.

Section 3. Notice

Written notice of the time and place within the City of Santa Monica of the annual meeting shall be delivered to the membership at least twenty-one days beforehand and

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shall be posted prominently through the community at least seven days before the annual meeting.

Section 4. Quorum

A quorum of the annual meeting shall be a simple majority of those residents who sign in to the annual meeting.

Section 5. Voting

All actions shall require a passing vote of no less than a simple majority of those present.

Section 6. Governing Procedures

The annual meeting shall be subject to the procedures of the most recent edition of Roberts Rules of Order, revised, and the Rules of the Day to be determined by the Board of Directors and approved by the members at the annual meeting.

Article IV. Board of Directors

Section 1. Powers and Duties

Subject to the powers of the members, the provisions of the California Non-Profit Corporation Law, or as herein set forth, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the members of the Board of Directors shall have the following powers:

- A. To appoint and remove all officers, agents, and employees of the corporation, establish their powers and duties in accordance with current law, the Articles of Incorporation and the Bylaws, and establish their compensation, if any;
- B. To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations consistent with law, with the Articles of Incorporation or the Bylaws as they deem best;
- C. To change the principal office for the transaction of business of the corporation from one location to another within the City of Santa Monica, California; to designate places for meeting within or outside the City of Santa Monica, County of Los Angeles, State of California;
- D. To carry out the purposes of the organization;

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- E. To implement the resolutions of the organization;
- F. To establish and dissolve committees as necessary;
- G. To receive reports from members, staff, committees, and others as appropriate;
- H. To recommend annual membership fees and institute the fees;
- I. To approve organizational expenditures and budgets;
- J. To have such other powers and duties as prescribed by the members or these Bylaws.

Section 2. Qualifications

Each board candidate must be a voting member of the corporation and reside in the geographical area described in Article I, Section 3 of these Bylaws.

Section 3. Composition and Term

- A. The Board of Directors shall be composed of no fewer than eight members and no more than fifteen members.
- B. These members shall be elected in two (2) year terms.

Section 4. Elections

- A. Candidates to the Board of Directors shall be nominated by petition filed at least ten days before the annual meeting and signed by ten members of the Wilshire/Montana Neighborhood Coalition.
- B. Election of board members shall take place at the annual meeting except in the case of special vacancies. The board will appoint qualified members to fill vacant seats.

Section 5. Termination

Any director who misses more than three consecutive regular meetings without notifying any member of the Executive Committee as to their absence may have her or his directorship terminated by a two-thirds vote.

Section 6. Vacancies

Vacancies on the elected Board of Directors may be filled by a two-thirds vote of the board. Each director so appointed shall hold office until the following annual meeting at which time she or he may run for election.

Section 7. Place of Meetings

Meetings of the Board of Directors shall be held in Santa Monica, California at a place designated by the Board of Directors for that purpose.

Section 8. Regular Meetings

The Board of Directors shall meet once a month at a time and place to be designated at the first Board of Directors meeting after an annual meeting.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called for any purpose except election or removal of members of the Board of Directors by the Chairperson or by any three directors. Reasonable effort must be made to provide forty-eight hours notice, four business days by postal mail, to all directors, to be made by electronic communication, postal mail, telephone, hand delivery, or in person.

Section 10. Notice of a Meeting of the Board of Directors

Notice of a meeting need not be given to any director who signed a waiver of notice of written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting without protesting prior thereto or at its commencement the lack of notice to such director. All such waivers shall be filed [sic] with the Corporate records or made part of the minutes of the meetings.

Section 11. Quorum and Vote

- A. A simple majority of the directors shall be necessary to constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any director(s), if any action taken is approved by at least a majority of the quorum required for that meeting.
- B. The action of a majority of the directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporation act, except as otherwise specified in these Bylaws.

Article V. Officers

Section 1. Description

The corporate officers shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. No two or more of these offices shall be held by the same person.

Section 2. Election

At its second monthly meeting, after each annual meeting, the Board of Directors shall elect the officers named above and one at-large Executive Committee member, from among its members, who shall serve as the Executive Committee.

Section 3. Removal and Resignation

- A. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- B. Any officer may be removed from office by a two-thirds vote of the Board of Directors at any duly constituted meeting of the Board of Directors.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term from the Board of Directors, by a majority vote of the Board of Directors, until the next annual meeting.

Section 5. Chairperson of the Board

The Chairperson shall preside or appoint another person to preside at **all** meetings of the board, the Executive Committee and at the annual meeting. S/he shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 6. Vice-Chairperson of the Board

The Vice-Chairperson of the board shall possess the powers and discharge the duties of the Chairperson in the latter's absence or inability to so perform.

S/he shall have such other powers and duties as may be prescribed by the Board of

Directors or by these Bylaws.

Section 7. Secretary

The Secretary shall attend to the following:

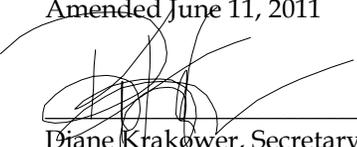
- A. Book of the Minutes. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of the minutes of all meetings and actions of directors, committees of directors, and members, with the time and place of holding regular and special meetings, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present at members' meetings and the proceedings of such meetings.
- B. Notices, Seal and other duties. The Secretary shall give, or cause to be given, notice of **all** meetings of the members of the Board of Directors required by the Bylaws to be given. The Secretary shall keep the Seal of the corporation in safe custody, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 8. Treasurer

The Treasurer shall be the chief financial officer of the corporation and attend to the following:

- A. Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
- B. Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit or cause to be deposited all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disperse [sic], or cause to be dispersed [sic], the funds of the corporation as may be ordered by the Board of Directors; shall render, or cause to be rendered, to the Executive Committee and Directors, whenever they request it, an account of all of his or her transactions as chief financial officer and of the financial condition of the

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corporation and shall have other powers and perform such other duties as may be prescribed by the Board of Directors

- C. Bond. If required by the Board of Directors, the Wilshire/Montana Neighborhood Coalition will prepare a bond in the amount and with the surety specified by the board for faithful performance of the duties of the Treasurer's office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in her/his possession or under her/his control on her/his death, resignation, retirement, or removal from office.

Article VI. Executive Committee

Section 1. Composition

The Executive Committee shall be composed of the officers of the board and one at large member of the board.

Section 2. Powers and Duties

- A. To meet as necessary and be responsible for the day-to-day decisions and operations of the organization between board meetings.
- B. To refer to the board all substantial issues which have not previously been addressed by the annual meeting or by the board.
- C. To report all decisions on a monthly basis to the board.
- D. To serve as advisor to the subsequently elected board and Executive Committee for a period of two months following the annual meeting.
- E. To have such other powers and duties as may be prescribed by the board.

Article VII. Committees of the Board

The Board of Directors may appoint such committees as may be necessary from time to time, consisting of such number of directors or members of the corporation and with such powers as the board may designate, consistent with the Articles of Incorporation and the Bylaws. Such committees shall exist at the pleasure of the board.

Article VIII. Action Committees

Section 1. Authorization

- A. Any groups seeking to deal with a community interest or concern may act as a committee of the organization when so authorized by passage of a resolution to that effect at the annual meeting.
- B. The board may give interim authorization to a committee by two-thirds vote of the Board of Directors.

Section 2. Formation

- A. Committees are encouraged to be self forming based on resolutions passed at the annual meeting as well as needed.
- B. Membership in a committee is open to any member of the organization or resident of the community.

Section 3. Operation

Establishment of a committee by the members requires:

- A. A reasonably specific plan as to how the committee shall be governed;
- B. A reasonably specific plan of programs and activities;
- C. A reasonably specific plan of financial operations; and,
- D. Submission of regular reports to the board.

Article IX. Miscellaneous

Section 1. Records

The corporation shall record adequate and correct accounts, books, and records of its business and properties. All such books, records, and accounts, as well as minutes, or proceeding of the Board of Directors, the Executive Committee and all other committees of the board, shall be kept in the City of Santa Monica in a place designated by the Board of Directors or at the principal place of business of the corporation.

Section 2. Inspection of Records

All books and records of the corporation shall be open to inspection by the directors

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and members of the corporation at any reasonable time during office hours.

Section 3. Inspection of Bylaws and Articles

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the directors and the members of the corporation at any reasonable time during office hours.

Section 4. Checks and Drafts

All checks, drafts, or other money orders for payment of money issued in the name of or payable to the corporation shall be signed two of the members of the Executive Committee.

Section 5. Contracts

The Board of Directors, except as otherwise provided in the Articles of Incorporation or Bylaws, may authorize in writing any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Unless so authorized in writing by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 6. Annual Report

The Board of Directors shall cause to be presented to members at the annual meeting a current balance sheet together with a current statement of income and expenses. Such financial statement shall be certified by the Chairperson and the Treasurer.

Section 7. Fiscal Year

The fiscal year of the corporation shall run from July 1 through June 30 of each year.

Article X. Amendment of the Bylaws

New Bylaws may be adopted or these Bylaws may be amended or repealed at the annual meeting, or at any other meeting of the members called for the purpose, by a vote of the members entitled to exercise a majority of the voting power represented at a meeting, according to Article III, Section 5.

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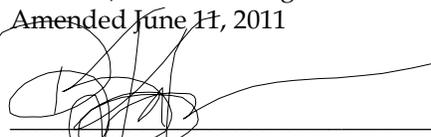
Article XI. Amendments to Articles of Incorporation

The Articles of Incorporation may be amended at any duly called members meeting. A simple majority is required to amend said Articles at an annual meeting of the members. A two-thirds (2/3) majority vote is required to amend said Articles at a specially called meeting.

Article XII. Emeritus Members of the Board

In recognition of exceptional and long-term service, the Board of Directors may grant emeritus status to a Board member or former Board member by two-thirds vote. Emeritus members of the Board of Directors shall have the same powers as regular Board members.

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