

MADISON HEIGHTS BYLAWS

ARTICLE I - PURPOSE AND SCOPE

SECTION 1. GENERAL PURPOSES. The MADISON HEIGHTS NEIGHBORHOOD ASSOCIATION (hereinafter referred to as "MHNA") seeks to improve the City of Pasadena (hereinafter referred to as "City") by: increasing community involvement; preserving the character of the neighborhoods; increasing safety; supporting the City's schools, libraries, and cultural venues; and supporting responsible development, traffic improvements, and community relations. MHNA welcomes the opportunity to work with other Pasadena neighborhood associations to aid MHNA and the City government in developing the overall plans for the City that arise as a result of the dynamic growth of our City.

SECTION 2. SPECIFIC PURPOSES. The specific purposes of MHNA are:

- (a) to preserve the unique architecture, history, and appearance of MHNA and surrounding neighborhoods for the benefit of the general public;
- (b) to engage the public, through public discussion groups, forums, panels, lectures, social media and articles about:
 - the unique architecture, history, and appearance of Madison Heights and surrounding neighborhoods;
 - current issues of interest that may have an effect on the unique architecture, history, and appearance of Madison Heights and surrounding neighborhoods;
 - current issues of interest that may have an effect on the growth, development, preservation, quality of life, and community relations within the City of Pasadena;
- (c) to oversee City government when Madison Heights and adjacent neighborhoods are threatened by civic planning decisions such as excessive development;
- (d) to lessen the burden for City government through dissemination of information on critical issues of city-wide importance;
- (e) to preserve the natural resources and urban forest within Madison Heights and the City; and to promote conservation by working to protect and plant trees, to beautify public parks, and to encourage more green space; and,
- (f) to promote civic pride in Madison Heights and the City by inviting participation in preserving the community by residents, businesses, and students attending schools within Madison Heights, regardless of race, religion or cultural background to achieve common goals for the good of the community.

SECTION 3. SCOPE. MHNA represents residents who reside in a central portion of the City. The neighborhood, which includes the Blair Campus, Allendale Park, and Allendale Library, is adjacent to major retail, transit hubs, and municipal and commercial districts of the City. Major traffic arteries pass through the neighborhood. The light rail Gold Line passes

adjacent to the neighborhood and serves its residents from its Fillmore Station. The served area is ethnically, culturally and economically diverse.

The boundaries of the neighborhood are as follows.

Commencing at the northeast corner of Marengo Avenue and California Boulevard and continuing east along the north side of California Boulevard to the west side of Hudson Avenue; continuing east along the south side of California Boulevard to the west side of Lake Avenue; continuing south along the west side of Lake Avenue to Arden Road; west along the south side of Arden Road to Oak Knoll Avenue; south along the east side of Oak Knoll Avenue to Oak Knoll Circle; west along the south side of Oak Knoll Circle to El Molino Avenue; south along the east side of El Molino Avenue to Elliot Drive; south along the east side of El Molino Avenue to Allendale Road; west along the south side of Allendale Road to the east side of Los Robles; south along the east side of Los Robles Avenue to Marengo Avenue; north along the west side of Marengo Avenue to the southwest corner of Marengo Avenue and California Boulevard, including the north and south sides of Fillmore Street and Pico Street between Marengo Avenue and Picher Alley.

SECTION 4. LIMITATIONS

MHNA is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c)3 of the Internal Revenue Code.

No substantial part of the activities of MHNA shall consist of carrying on propaganda, or otherwise attempting to influence elections or legislation, and MHNA shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of MHNA is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of MHNA, its assets remaining after payment, or provision for payment, of all debts and liabilities of MHNA shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax status under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE II - MEMBERSHIP

SECTION 1. CLASSES. MHNA shall have three (3) classes of members: “Voting Members,” “Non-Voting Affiliates,” and “Non-Voting Business Affiliates.” Except as expressly provided in or authorized by the articles of incorporation or bylaws of MHNA, all memberships shall have the same rights, privileges, restrictions and conditions.

SECTION 2. VOTING MEMBERS. Subject to the articles of incorporation and bylaws of MHNA, any individual who resides within the area as described in Section 3 of Article I is eligible to join MHNA as a “Voting Member” also known as a “Member”, with full voting

and other privileges, so long as such Voting Member is in good standing with MHNA as determined by the Board of Directors.

SECTION 3. NON-VOTING AFFILIATES. Subject to the articles of incorporation and bylaws of MHNA, any individual who does not live within the bounded area set forth in Section 3 of Article I is eligible to become a Non-Voting Affiliate (an “affiliate”) on the approval of the membership application by the Board of Directors and the payment of such dues and fees as the Board may fix from time to time. Such affiliates are not “members” of MHNA as defined in Section 5056 of the California Corporations Code or any successor provision.

SECTION 4. NON-VOTING BUSINESS AFFILIATES. Subject to the articles of incorporation and bylaws of MHNA, owners and representatives of businesses are eligible to become Non-Voting Business Affiliates on the approval of the membership application by the Board of Directors and the payment of such dues and fees as the Board may fix from time to time. Such Business Affiliates are not “members” of MHNA as defined in Section 5056 of the California Corporations Code or any successor provision.

SECTION 5. Rights and Privileges. Every member shall be entitled to attend all annual and special meetings of members.

ARTICLE III - MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS. All meetings of the members shall be held at such place in the City as may be designated for that purpose from time to time by the Board of Directors.

SECTION 2. ANNUAL MEETINGS. MHNA shall hold an annual meeting for the purpose of organization, selection of directors, and the transaction of other business. Annual meetings of MHNA shall be held each year on a day and at a time fixed by the Board. Notice will be given in an appropriate manner.

SECTION 3. SPECIAL MEETINGS. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the President, or by any three (3) directors or by any five (5) percent or more of the Voting Members.

SECTION 4. NOTICE OF MEETINGS. Whenever Voting Members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with subsection (a) below, to each Voting Member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting and (1) for a special meeting, the general nature of the business to be transacted, and that no other business may be transacted; or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the Voting Members. The notice at any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

(a) Notice of any members’ meeting shall be in writing and shall be mailed at least seven (7) but not more than ninety (90) days before the meeting date, charges prepaid, and shall

be addressed to each Voting Member entitled to vote, at the address of that Voting Member appearing on the books of MHNA or at the address given by the Voting Member to MHNA for purposes of notice.

(b) An affidavit of the mailing of any notice of any members' meeting, or the giving of such notice by other means, may be executed by the secretary or assistant secretary of MHNA, and if so executed, shall be filed and maintained in MHNA's minutes book.

SECTION 5. QUORUM. The presence of forty (40) Voting Members in good standing constitutes a quorum of the Voting Members for the transaction of business at meetings of members, except as provided in these bylaws. Every act of decision done or made by a majority of a quorum of the Voting Members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Voting Members, unless a greater number is required by law, except as provided in the next sentence. A meeting at which quorum is initially present may continue to transact business notwithstanding the withdrawal of Voting Members, if any action taken is approved by at least a majority of the required quorum for meeting.

SECTION 6. VOTING RIGHTS. Only duly enrolled paid-up members shall be entitled to vote at any meeting of members.

ARTICLE IV - DUES

SECTION 1. AMOUNT. The Board of Directors is authorized to fix the amount and method of collection of dues and make them payable by such methods as the directors shall prescribe; and they shall set the fiscal period for current membership and payment of dues.

ARTICLE V - DIRECTORS

SECTION 1. POWERS. Subject to limitations of the Articles of Association, of the Bylaws, and of the California Corporation Code as to action which shall be authorized or approved by the members and subject to the duties of director as prescribed by the Bylaws, all MHNA powers shall be exercised by or under the authority of, and the business and affairs of MHNA shall be controlled by, the Board of Directors.

SECTION 2. NUMBER AND QUALIFICATIONS. The authorized number of directors of MHNA shall be between a minimum of six (6) and a maximum of fifteen (15) until changed by the Articles of Incorporation or by a Bylaw duly adopted by the member amending this Section. All directors shall be members.

SECTION 3. ELECTION AND TENURE. The directors shall be elected at the annual meeting of members by plurality vote, to serve for one (1) year terms, and all of the directorships to come from election each year. Directors shall be nominated by the Nominating Committee which shall be the President and four (4) other members of the Board. Directors may also be nominated by written nomination filed with the President at least ten (10) days before the annual meeting and signed by at least five (5) members. The Nominating Committee shall give particular attention to nomination of directors to give balanced representation to the various geographical

sections of the area designated herein for MHNA membership.

SECTION 4. VACANCIES.

(a) A vacancy in the Board of Directors shall exist in case of the death, resignation or removal of any director, or if the members shall increase the authorized number of directors by amendment of these Bylaws but shall fail to elect the additional director so provided for, or in case the members fail at any time to elect the full number of authorized directors.

(b) No reduction in the number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

(c) Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual meeting of members or at a special meeting called for that purpose.

SECTION 5. PLACE OF MEETING. Meetings of the Board of Directors shall be held in the City at a convenient place designated for that purpose, by the President, Vice President or three directors, as the case may be, calling the meeting. Any meeting shall be valid, wherever held, if held by the written consent of all Members of the Board of Directors, given either before or after the meeting and filed with the Secretary of MHNA.

SECTION 6. MEETINGS BY TELEPHONE. Any meeting may be held by conference call, Skype or similar communication equipment, as long as all directors participating in the meeting can hear one another. All directors participating in the meeting shall be deemed to be present in person at that meeting.

SECTION 7. MEETINGS AND NOTICES THEREOF. Meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or if he/she is absent or unable or refuses to act, by any Vice President or by any three directors.

Written notice of the time and place of meetings shall be delivered personally to the directors or sent to each director by mail or email addressed to him/her at his/her address as it is shown upon the records of MHNA at least forty-eight (48) hours prior to the time of the holding of the meeting.

SECTION 8. QUORUM AND VOTE.

(a) The presence of five (5) members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. A minority of the directors, in the absence of a quorum, may adjourn from time to time, but may not transact any business.

(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 MHNA act.

SECTION 9. ACTION WITHOUT MEETING. Any action that the Board is required

or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which MHNA is a party and who is an “interested director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. An action by written consent shall have the same force and effect as any other validly approved action of the Board. The consents shall be filed with the minutes of the proceedings of the Board.

ARTICLES VI - OFFICERS

SECTION 1. OFFICERS. The officers shall be a President, an Operations Vice President, a Membership Vice President, a Secretary, a Treasurer, a Parliamentarian, a Beautification Chairperson, a Block Captain Chairperson and a Webmaster (a non-voting officer). MHNA may also have, at the discretion of the Board, one or more additional vice presidents, one or more assistant secretaries, and one or more assistant treasurers.

SECTION 2. ELECTION AND TENURE. After their election, the directors shall meet and organize by electing Officers, who shall be members of the Board of Directors. Tenure of office of all officers shall be one (1) year or until appointment of their successors, unless otherwise determined by the Board of Directors.

SECTION 3. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by a majority if the directors at the time in office, at any meeting of the Board. Any officer may resign at any time by giving written notice to the Board of Directors, to the President, or to the Secretary of MHNA. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

SECTION 5. PRESIDENT. The President shall be the chief executive officer of MHNA and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the MHNA. He/she shall preside at all meetings of the members and of the Board of Directors. He/she shall be ex-officio member of all standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of President of MHNA, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

SECTION 6. VICE PRESIDENTS. The Operations Vice President and Membership Vice President shall, in the order designated by the Board of Directors, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe. The Membership Vice President shall keep, or cause to be kept, a register showing the names of the duly enrolled, paid-up members and their addresses and emails.

SECTION 7. SECRETARY. The Secretary shall keep, or cause to be kept, a book of minutes at the Secretary's home or such other place as the Board of Directors may order. The minutes shall be kept of all meetings of directors and members, with the time and place of holding, the notice thereof given, the names of the board members and present at Directors' meetings, the number or approximate number of members present or represented at members' meetings and a description of the proceedings held. Upon approval of the Bylaws, the Secretary shall provide notice of the approved minutes to all members and the Board of Directors by publication of the Bylaws on the MHNA Website.

SECTION 8. TREASURER. The Treasurer shall receive and keep all the funds of MHNA, and pay them out only on the check of MHNA, signed in the manner authorized by the Board of Directors. The Treasurer shall be responsible for filing the Statement of Information with the office of the Secretary of State as required to maintain MHNA's 501(c)3 status. The Treasurer shall coordinate the annual filing of MHNA's taxes.

SECTION 9. ASSISTANTS. Any Assistant Secretary or Assistant Treasurer, respectively, may exercise any of the powers of Secretary or Treasurer, respectively, as provided in these Bylaws or as directed by the Board of Directors, and shall perform such other duties as are imposed upon them by the Bylaws or the Board of Directors.

SECTION 10. PARLIAMENTARIAN. The Parliamentarian shall be an expert in rules of order and the proper procedures for the conduct of all meetings of MHNA. The Parliamentarian shall assist MHNA in drafting and interpreting bylaws, specific to the needs of MHNA. The Parliamentarian speaks to the assembly only when requested and may provide explanations or advice, but not rulings, which are always made by the presiding officer. The specific duties of the parliamentarian shall be to give advice to the President and members during meetings.

SECTION 11. BEAUTIFICATION CHAIRPERSON. The Beautification Chairperson shall work on the parkway tree and traffic circles maintenance and installation of new plant material. The Beautification Chair shall work with the Block Captain Chair and Board of Directors on various neighborhood projects.

SECTION 12. BLOCK CAPTAIN CHAIRPERSON. The Block Captain Chairperson shall work to identify and coordinate communication with Block Captains on each block of the neighborhood. Block Captains will communicate with the Block Captain Chair on the specific needs of the neighbors on their block of the Madison Heights Neighborhood Association. Information from the Board of Directors will be communicated through the Block Captain Chair to the individual Block Captains.

SECTION 13. WEBMASTER. The webmaster shall maintain the MHNA website, including ensuring relevance, appearance, and security of site, and updating the website on a timely basis with approved information. When necessary, the WEBMASTER will develop new pages and functionality for the website and maintain social media outlets. The Webmaster shall be a non-voting Officer.

SECTION 14. SUBORDINATE OFFICERS. The Board of Directors may from time to time appoint such subordinate officers or agents as the business of MHNA may require.

ARTICLE VII - COMMITTEES

SECTION 1. COMMITTEES. 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 MHNA and with such powers as the Board may designate, consistent with the Articles of Incorporation and the Bylaws. Such committees shall hold office at the pleasure of the Board.

ARTICLE VIII – MISCELLANEOUS

SECTION 1. RECORDS. MHNA shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the City as fixed by the Board of Directors from time to time.

SECTION 2. INSPECTION OF RECORDS. All books and records of MHNA shall be open to inspection or by the members of MHNA at reasonable times.

SECTION 3. CERTIFICATION AND INSPECTION OF BYLAWS. 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 members and Directors of MHNA and available on the MHNA website.

SECTION 4. CHECKS, DRAFT, ETC. All checks, drafts or other orders for payment of money issued in the name of or payable to MHNA shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by the Board of Directors.

SECTION 5. CONTRACTS, ETC. – HOW EXECUTED. The Board of Directors, except as the California Corporations Code or Bylaws otherwise provide, may authorize any officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of MHNA. Unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind MHNA by way of 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. Upon the request of at least twenty-five (25) members, the Directors shall cause to be sent to all members a current statement of income and expense. Such financial statements shall be certified to by the President or Secretary.

SECTION 7. INDEMNIFICATION.

(a) Right of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any similar position, against all

expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of MHNA, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

(b) Approval of Indemnity

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

(c) Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 7 of these bylaws in defending any proceeding covered by this Section shall be advanced by MHNA before final disposition of the proceeding, on receipt by MHNA of an undertaking by or on behalf of that person, that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by MHNA for those expenses.

SECTION 8. INSURANCE. MHNA shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in their official capacity or arising out of the officer's, director's, employee's or agent's official status.

SECTION 9. RECORDS AND REPORTS.

(a) Maintenance of Corporate Records

MHNA shall keep adequate and correct books and records of account, written minutes of the proceedings of its Board and committees of the Board, and a record of each director's name, address, and class of membership.

(b) Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect MHNA's books, records, and documents of every kind. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

SECTION 10. CALIFORNIA NONPROFIT CORPORATION LAW. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE IX – AMENDMENT TO BYLAWS

SECTION 1. POWER OF MEMBERS. Adoption, amendment or repeal of Bylaws may be accomplished at the annual meeting or any other meeting of members called for that purpose, by a vote of the majority of MHNA members entitled to vote or by a vote of the majority of the Board of Directors.

SECTION 2. POWER OF DIRECTORS. Subject to the right of the members to adopt, amend or repeal Bylaws, as herein provided, the Board of Directors may adopt, amend, or repeal any of these Bylaws other than a Bylaw, or amendment thereof, changing the authorized number of directors.

SECTION 3. RECORD OF AMENDMENTS. Whenever an amendment or new bylaw is adopted, it shall be copied in the Book of Bylaws with the original bylaws, in the appropriate place. If any bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

ARTICLE X – AMENDMENT TO ARTICLES OF INCORPORATION

SECTION 1. HOW AMENDED. The Articles of Incorporation of MHNA may be amended at any duly called members' meeting by a vote of members entitled to exercise a majority of the voting power of MHNA, or by written assent of such members.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the MADISON HEIGHTS NEIGHBORHOOD ASSOCIATION, a California nonprofit public benefit corporation, that these Bylaws, consisting of 10 pages (including this Certificate of Secretary), are the amended and restated Bylaws of this corporation as duly adopted by the Board of Directors on MAY ____, 2017 and that they have not been amended or modified since that date.

Executed on May ____, 2017 in Pasadena, California.

[Insert name of Association Secretary voted in at the May 23, 2017 annual meeting], Secretary