

**BYLAWS**  
**OF**  
**MALIBU LAKESIDE COMMUNITY ASSOCIATION**  
(December 23, 2014)  
Amended 8/27/17

**ARTICLE I      NAME**

**Section 1.** The name of this nonprofit corporation is Malibu Lakeside Community Association (MLCA), hereinafter referred to as the Association.

**Section 2.** The name of this Association may be changed, subject to the laws and regulations of the State of California, when such a change is approved by a two-thirds vote of the members participating in an election in which at least a quorum participates.

**ARTICLE II      PURPOSE**

**Section 1.** This Association is constituted for charitable purposes, with a mission to preserve local open space for recreation and conservation, which may include formation of a Recreation and Park District, and purchasing and developing a park, thereby promoting public welfare by providing outdoor recreation and exercise opportunities. Additionally, MLCA's activities will benefit the public as a whole as the park is intended to be publically owned and funded and open to any member of the public.

**Section 2.** The Association shall encourage, support, and sponsor community activities, within limitations as specified by the Board of Directors.

**Section 3.** The Association shall, from time to time, determine and establish short-term goals and objectives, and speak for community members of the Association as one voice; except that no substantial part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation, or the intervention into the political campaign of any candidate for public office.

**ARTICLE III      MEMBERSHIP AND DUES**

**Section 1.** All residents, 18 years and older, of the Malibu Lakeside neighborhood shall be eligible for membership upon application and payment of membership dues.

**Section 2.** Membership dues shall be paid annually by members. Suggested membership dues shall be \$50.00 per household, but not less than \$10.00 per household, due and payable on or before December 31<sup>st</sup>, unless the Board shall provide otherwise after mailed notice to all members.

**Section 3.** Membership dues may be changed by the Board of Directors, at their discretion.

**ARTICLE IV      BOARD MEMBERS**

**Section I.** The elected Board Members of the Association shall be:

- a. President
- b. Vice-President
- c. Secretary

- d. Treasurer
- e. Board Member(s)-at-Large (1 to 3)

**Section 2.** The above-named Board Members shall be elected by a majority of the members participating in an election in which at least a quorum participates, in accordance with Article VIII, to serve for terms of one (1) year, commencing with the first day of the Association year.

**Section 3.** No more than two people may share any one position. If two people share a position, they will also share a vote. If only one person is present, they will get the full vote.

**Section 4.** All Board Members shall serve without pay.

**Section 5.** All Board Members shall be bona fide members in good standing. Candidates for the President must have previously served for at least one term as a Board Member of the Association or 6 months if approved by the Board of Directors. Candidates for Treasurer must have previously served for at least 3 months, or unanimous approval of the Board.

## **ARTICLE V DUTIES OF BOARD MEMBERS**

**Section 1.** The duties of the President shall be:

- a. To act as the Chief Executive Officer of the Association.
- b. To preside over General, Board, and Special meetings.
- c. To specify the time, date, and location of General, Board and Special meetings.
- d. To designate committees and appoint chairpersons and members of those committees.
- e. To serve as a Member of the Board of Directors.
- f. Select replacement board member to fill vacancy of elected positions which may occur during the term.
- g. To serve as an authorized signatory on all Association checks drawn on the Association financial account.
- h. To disburse all funds as directed by the Board, in accordance with these Bylaws.
- i. a. To receive and deposit to the Association Bank Account all Association monies.

**Section 2.** The duties of the Vice-President shall be:

- a. To perform the duties of the President in the President's absence, incapacity, or failure to act.
- b. To perform special duties as may be requested by the President.
- c. To serve as a Member of the Board of Directors.

**Section 3.** The duties of the Secretary shall be:

- a. To record, keep and maintain the minutes of all General and Board meetings.
- b. To keep and maintain all Association non-financial files and records and to preserve the confidentiality of those which constitute confidential records.
- c. To perform special duties as may be requested by the President.
- d. To serve as a Board Member on the Board of Directors.
- e. To serve as an authorized signatory on all checks drawn on the Association Financial account.

**Section 4.** The duties of the Treasurer shall be:

- b. To serve as Treasurer for all Committees.
- c. To compile and maintain an up-to-date list of members in good standing.
- d. To prepare quarterly financial reports and to have them available for Board meetings.

- e. To present at such times as the President, the Board of Directors, or a majority of the members participating in an election in which at least a quorum participates may direct, or upon resignation, or termination of office, all papers, books, vouchers, etc. which may be in his/her possession.
- f. To perform special duties as may be requested by the President.
- g. To serve as a Member of the Board of Directors.
- h. To serve as an authorized signatory on all checks drawn on the Association financial account.
- i. To maintain an up-to-date record of the financial status of the Association and to report at the Board meetings.

**Section 5.** The duties of the Board Members at-Large shall be:

- a. To serve as Members of the Board of Directors.
- b. To perform special duties as may be requested by the President.

## **ARTICLE VI BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall be composed of the President, the Vice President, the Secretary, the Treasurer and one (1) to three (3) Member-at-Large. Positions can be shared (see Article IV, section 3).

**Section 2.** The responsibility of the Board of Directors shall be:

- a. To establish Association policy.
- b. To ensure that the Association performs in accordance with its purposes, as stated in Article II of these Bylaws.
- c. To approve all expenditures made in the name of the Association.
- d. To act upon the termination of membership in accordance with Article III and X of these Bylaws.
- e. To act upon the application for membership of all prospective members.
- f. To act upon proposed amendments to these Bylaws, and if in favor by a majority of all Board members then in office, place the proposed amendments before the General membership.

**Section 3.** A quorum of the Board of Directors shall exist when a majority of the members, including either the President or Vice President, are present (via in-person or phone).

**Section 4.** The Secretary shall cause minutes of all meetings of the Board of Directors and the general membership to be prepared and maintained.

## **ARTICLE VII MEETINGS**

**Section 1.** The Board of Directors shall meet at least every three (3) months, the meeting times, dates, locations, to be specified by the President, with approval by the Board of Directors.

**Section 2.** General Meetings of the entire membership shall be held a minimum of once per year. One meeting shall be prior to the end of the Association year for the purposes of election of Board Members and consideration of such other business as the President or the Board may propose.

**Section 3.** A quorum for a General Meeting shall be defined by one-fourth (1/4th) of the Association membership in good standing. The presence of a quorum shall be determined by the Vice President. In the event a quorum is not present, the Meeting may proceed as a Board meeting if a quorum of the Board of Directors is present.

**Section 4.** A copy of the Bylaws, Agenda and correct Parliamentary Procedure shall be present at each Board or General Meeting. It shall be the responsibility of the Vice President to see that this section is enforced.

**Section 5.** All members, including the Board of Directors, shall be notified at least one (1) week prior to a General Meeting, or a regularly scheduled Board of Directors meeting, in writing or by or by public posting by the Secretary.

**Section 6.** Board members shall be notified at least one (1) week prior to a special Board of Directors meeting, called for by the President of the Association, whenever possible.

## **ARTICLE VIII NOMINATION, ELECTION AND INSTALLATION OF BOARD MEMBERS**

**Section 1.** Nominations for the elected positions specified in Article IV of these Bylaws shall be offered by a nomination committee selected by the Board of Directors. At least one (1) name shall be nominated for each executive position and a slate of at least one (1) name shall be nominated for Board Members-at-Large. The nominating committee must obtain prior permission from all nominees.

**Section 2.** The Board of Directors shall approve the slate of candidates. The slate of candidates shall be published at least three (3) weeks prior to the election of Board Members and a copy of the slate of candidates shall be delivered to all members of the Association. Any interested member may self-nominate to be added to the slate of candidates no later than 15 days prior to the election.

**Section 3.** The general membership will vote to approve the Board of Directors slate as a whole. If a member chooses to run against the slate for a particular position as described in Section 2, a separate vote will take place and the candidate with the most votes for that particular position shall be elected to that position. The remaining slate may then be voted on.

**Section 4.** All board members elected at the annual election General Meeting shall be installed as of the first day of the next Association year as defined below. Anyone elected to an open position, shall be installed immediately.

## **ARTICLE IX GENERAL MEMBERSHIP, RESIGNATIONS, SUSPENSIONS**

**Section I.** A member may terminate his membership at any time.

## **ARTICLE X BOARD OF DIRECTORS: RESIGNATIONS, REMOVALS, REPLACEMENTS**

**Section 1.** If any board member fails to attend three successive, Board or General meetings, without the consent of the Board, he or she will be considered as having resigned from the Board, but not from the Association.

**Section 2.** Any board member may be removed from office by a majority vote (3 or 4) of the total number of board members (5-7). Written charges shall be delivered to the Secretary at least (10) days before any meeting of members at which removal is to be considered. The persons charged shall have the right to the floor for a reasonable time for the purpose of denying or refuting charges, if the majority of the entire Board of Directors vote to sustain the charge, such a person shall be immediately removed from office but shall remain a member of the Association.

**Section 3.** Any board member may be removed from the office by a two-thirds (2/3rd) vote of the members participating in an election in which at least a quorum participates. Any board member so removed may remain a member of the Association.

**Section 4.** If a vacancy should arise for any reason in any office or on the Board of Directors, the Board shall immediately and unanimously appoint a successor, who shall serve for the unexpired term of the Board Member who resigned or has been removed from office.

#### **ARTICLE XI ASSOCIATION AND FISCAL YEARS**

**Section 1.** The Association year shall commence on the first day of January and end on the last day of December of each year.

**Section 2.** The Fiscal year of the Association shall commence on the first day of January and end on the last day of December of each year.

#### **ARTICLE XII AFFILIATIONS**

**Section 1.** With a majority vote, subject to approval of the majority of the Board Members, the Board of Directors may affiliate with other nonprofit organizations; it may elect such representatives thereto as are necessary and proper; it may authorize the payment of appropriate fees for such affiliations; and it may terminate such affiliations when they are not in the interest of the Association. The Association shall not, through any affiliated relationships, participate in, contribute financially to, or identify the membership with any undertaking which is prohibited to the Association under its own Bylaws or Articles of Incorporation.

#### **ARTICLE XIII MONIES AND ASSOCIATION BANK ACCOUNT**

**Section 1.** All monies of the Association shall be deposited by the Treasurer in an insured Federal or State chartered financial institution, approved by the Board of Directors.

**Section 2.** The authorized signatories of the account shall be the President, Treasurer and Secretary. Two authorized signatures shall be required on all checks drawn on the Association account for amounts equal to or greater than two hundred and fifty dollars (\$250.00). One authorized signature shall be required on all checks drawn on the Association account for amounts less than \$250.00 dollars.

**Section 3.** The account shall be held in the name of Malibu Lakeside Community Association.

**Section 4.** No disbursement shall be made without the prior approval of the Board of Directors.

**Section 5.** Contributions of money may be accepted or raised at any time, from any source acceptable to the Board, provided that these monies go into the general fund, or into a special fund set up on the books for a special purpose, and provided that they are not for a purpose in conflict with the Bylaws or Articles of the Association.

## **ARTICLE XIV – ASSOCIATION POLICIES**

**Section 1.** No member shall engage in any act or activity while representing the Association that would tend to create an unfavorable impression or unfavorable publicity or in any way be contrary to the general interest of the Association.

**Section 2.** Association funds shall not be used to grant personal loans.

**Section 3.** No member of the Association, other than the President, shall have power to sign any contract, legally obligate the Association, or incur any expense in the name of the Association without prior approval of the President.

**Section 4.** The Association shall not endorse any commercial enterprise, candidate for public office, nor shall it make any monetary donations for any such purposes.

**Section 5.** Neither the name of the Association nor the names of its Board Members in their official Association capacities shall be used in connection with a commercial concern nor for any purpose other than the regular work of this Association.

## **ARTICLE XV. DISSOLUTION OF ASSOCIATION**

**Section 1.** The Association may be voluntarily wound up and dissolved by a unanimous vote of the Board of Directors and two-thirds (2/3rd) vote of the members participating in an election in which at least a quorum participates and/or as defined in the California Corporations Code.

**Section 2.** All financial accounts and records of the Association shall be maintained by the Treasurer until the close of the fiscal year in which the dissolution takes place. Notice of dissolution shall be sent to the appropriate agencies after filing all the necessary State and Federal tax returns and after payment or provision for payment of all Association debts and liabilities.

**Section 3.** In the event of dissolution, the assets of the Association shall, after compliance with the California Corporations Code, be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has officially and legally established its tax exempt status or the United States government or a state or local government described in Internal Revenue Code Section 170(c)(1) for public purposes.

## **ARTICLE XVI AMENDMENTS TO THE BYLAWS**

**Section 1.** These Bylaws may be amended at a General meeting by a vote of two-thirds (2/3rds) of the members participating in an election in which at least a quorum participates.

**Section 2.** Proposed amendments shall be presented in writing to the Board of Directors. If in favor by a majority, the Board of Directors shall place the proposed amendment before the General membership.

**Section 3.** The proposed amendment and notice of the intention to change the Bylaws shall be given in writing to all members at least three (3) weeks prior to the day of the meeting at which time the vote for ratification shall take place.