

**ORANGE HEIGHTS NEIGHBORHOOD
ASSOCIATION
BYLAWS
March 25, 2005**

VISION STATEMENT

The residents of Orange Heights envision a safe, beautiful, multicultural neighborhood. Its residents shall show involvement and community pride by using historical and educational resources to better the Orange Heights Neighborhood Association.

BYLAWS

ARTICLE 1: NAME

This organization shall be known as Orange Heights Neighborhood Association and will be referred to herein as "OHNA" or "Association."

ARTICLE 2: PURPOSE

The purpose of the organization is to:

- a. Unify the neighborhood so that each resident has a better understanding of our mutual goals, issues, public process, city services and responsibilities.
- b. Improve the quality of life in our neighborhood.
- c. Provide a means for residents to be represented in city government based on issues important to the Association.
- d. Protect the zoning in Orange Heights (based on boundaries in Article 3) and adjacent neighborhoods.
- e. Pursue the beautification of our neighborhood.
- f. Address all activities of interest to the neighborhood.

ARTICLE 3: BOUNDARIES

- a. The existing boundaries of the Association shall be Jackson Street (north side of the street) to the north, Mountain Street (north side of the street) to the south, Los Robles Avenue (east side of the street) to the west, and El Molino Avenue (west side) to the east.

- b. Note – Association boundaries are different from those of the Orange Heights Historic District.
- c. Boundary Changes:
 - 1. Persons interested in joining the Association from outside existing boundaries shall initiate proposed boundary expansion.
 - 2. Proposed boundary changes shall be presented in writing to the Board of Directors (“Board”) at a Board Meeting and upon approval by a 2/3 vote of a Board Meeting quorum, shall be presented to the Membership at the next regularly scheduled General Meeting.
 - 3. Voting to change the boundaries of the Association will require a 2/3 vote from Members in attendance at a regularly scheduled General Meeting of the Association. If passed, the change shall proceed in accordance with Neighborhood Connections and City of Pasadena guidelines.

ARTICLE 4: MEMBERSHIP

- a. Regular Membership shall be open to all residents and property owners (homeowners, landlords, and renters) within the boundaries of the Association who are 18 years of age or older.
- b. Regular Members will be notified of Association activities.

ARTICLE 5: MEETINGS

There will be neighborhood meetings to disseminate information and to discuss matters affecting the Association. General meetings will be held at the discretion of the Board however there will be no less than one meeting per year.

- a. General Meetings:
 - 1. Members will be notified in advance of the General Meeting schedule through a newsletter or flyer.
 - 2. Agendas for the General Meetings will be provided.
 - 3. A quorum will be defined as those members present at a General Meeting. Any votes on matters that the Chairperson brings up at the General Meetings will be decided by majority vote of Members present unless specified otherwise in the ByLaws.
 - 4. General Meeting minutes will be taken by the Association’s Secretary and will be made available to Members upon request.

- b. Board Meetings:
 - 1. Board Meetings will be held quarterly. The Chairperson may call special meetings whenever deemed necessary or when called upon to do so by two or more of the Directors.
 - 2. A Board quorum shall consist of five (5) Directors. If a quorum is not present, motions may not be voted on and will be carried over to a meeting where a quorum is present.
 - 3. Agendas for the Board Meeting will be provided.
 - 4. Board Meeting minutes shall be taken by the Association's Secretary and be made available to Members upon request.

ARTICLE 6: VOTING

Every Member shall be eligible to bring forth and vote on all matters affecting the Association.

- a. Each Member shall be entitled to one (1) vote at elections and/or on matters placed before the Membership.
- b. There shall be no voting by mail, proxy, or absentee ballot.
- c. Directors are entitled to one (1) vote each at Board Meetings.

ARTICLE 7: ELECTION OF DIRECTORS

A Board of Directors shall manage the business affairs of the Association. Members of the Board shall be referred to as "Directors" herein.

- a. There will be a total of ten (10) Directors on the Board, four (4) of whom will serve as Officers, the duties of which are outlined in Article 8.
- b. The past Chairperson will automatically be a non-voting member of the board if not otherwise elected.
- c. The 10 Directorial Seats will be defined as follows: Two seats for representatives of Jackson St.; one seat each for representatives of Madison, Oakland, Los Robles, Mountain, El Molino; one seat for a representative of Herbert and Thompson Streets; and two "At Large" seats. In the event that no representatives for the streets as outlined step forward for election, the street seat will revert to an "At Large" seat.
- d. Nominations for Directors shall be made from the floor by Members or by notification to any Director by email/mail. Self-nominations are permitted and no second shall be required for nominations.
- e. All nominees shall be contacted to ascertain eligibility and/or desire to accept the nomination.
- f. Nominees will be elected by a majority vote of Members present.

- g. Directors shall serve for a term of two (2) years. Directors can run multiple times.
- h. The Board shall elect the Officers amongst themselves.
- i. Replacement of a resigning Director will be filled by the Board.

ARTICLE 8: DUTIES OF THE BOARD OF DIRECTORS

The duties of the Board of Directors are to conduct the business of and determine policies of the Association on behalf of the Members and in accordance with the purpose of OHNA.

ARTICLE 9: OFFICERS

The Board will include four (4) Officers in the combined total of ten (10) Directors. These will consist of a Chairperson, Vice Chairperson, Treasurer, and Secretary, whose duties are defined as follows:

- 1 The Chairperson shall preside at all meetings and shall execute all policies established by the OHNA. The Chairperson shall call special meetings when necessary.
- 2 The Vice-Chairperson shall act and preside as Chairperson in the absence of the Chairperson.
- 3 The Secretary shall be responsible for recording and keeping records of the business meetings of the OHNA. The Secretary shall also be responsible for the publication of agendas, meeting announcements and other materials to members of the OHNA and for the preparation and processing of all correspondence.
- 3 The Treasurer shall have custody and be accountable for all funds of the OHNA and shall disburse funds from the account upon approval or direction by the OHNA Board of Directors. The Treasurer shall prepare a quarterly financial summary including all income and expenditure transactions of the preceding quarter and a summary of all the account activity including savings and investment accounts. The Treasurer shall keep accurate records of all receipts and expenses and present the books for audit at the annual meeting.

ARTICLE 10: ASSOCIATION MONIES

- a. The Board shall vote upon all uses of the Association's monies.
- b. Deposits in the name of the Association will be made in such bank as may be designated by the Board.
- c. Request for withdrawals of monies will require signatures of two (2) Officers.

ARTICLE 11: COMMITTEES

Committees will be set up as needed by the Board and will be defined as Standing and Ad Hoc depending on purpose.

ARTICLE 12: AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws adopted by a 2/3 vote of the members at any meeting of the OHNA. Notice of a proposed change must be presented in writing to the Association Members at least one (1) month prior to the meeting. Association Members must be given an opportunity to comment on the proposed change prior to voting on it, either at a special "comment" meeting or in the "bylaws amendment comment" section of the voting meeting.