Avalon Beautiful Association

BY-LAWS
A California nonprofit corporation

ARTICLE I

General

Section 1: Name

This organization is incorporated under the laws of the State of California and shall be known as the Avalon Beautiful Association (ABA).

(a) Principal Offices: 519 Crescent Ave., Avalon CA 90704
(b) Mailing Address: Post Office Box 1272, Avalon CA 90704 will serve as the official mailing address for all correspondence.

Section 2: Purpose & Mission

The Avalon Beautiful Association, is organized to enhance the beauty of Avalon by making available to every resident and visitor of Avalon, an association which will propose, assist financially, organize and direct plans and implement projects for Avalon's beautification. This Corporation is organized exclusively for purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of the United States. Notwithstanding any other provision of these bylaws this corporation shall not carry on or engage in any activities or exercise and powers that are not in furtherance of the purposes of this corporation.

The Mission is to facilitate beautification and physical improvements in the community of Avalon.

Section 3: Area

The area comprised of Avalon City limits and the immediate surrounding unincorporated areas of Avalon Canyon.

Section 4: Limitation of Methods

The Avalon Beautiful Association shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II

Membership

Section 1: Eligibility

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization and in keeping with the Purpose & Mission of the organization (section 2 above) shall be eligible to join and shall be expected to financially support the ABA:

Section 2: Election

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment (dues) as provided in Section 3 of Article II.

Section 3: Investments (dues)

Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

Section 4: Termination

(a) Any member may resign upon written request to the Board of Directors.

(b) Any member shall be expelled by the Board of Directors for non-payment of investments, fees, periodic dues or assessments after ninety (90) days from the date due, unless otherwise extended for good cause as recognized by a 2/3 vote of the Board of Directors.

(c) Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or contrary to the aims or repute of the organization, after notice and opportunity for a hearing are afforded the member complained against.

(d) The Death of a Member

Section 5: Voting

In any proceeding in which voting by members is called for, each General Member in good standing shall be entitled to cast one (1) vote.

Section 6: Exercise of Privileges

Any General or Community Organization member may nominate individuals whom the General Member desires to exercise the privileges of its membership and shall have the right to change its membership nomination upon written notice.

Section 7: Political Activity

This corporation shall not participate in any political campaign on behalf of any candidate for public office.

ARTICLE III

Meetings

Section 1: Board of Directors Meetings

The Board of Directors shall meet at least ten times each year at a time and place of its choosing, generally once per month with the exception of July and August. Meetings shall otherwise be held on the first Monday of each month.

Section 2: Additional Meetings

General meetings may be called by the Chair of the Board at any time. Upon petition in writing of any 10% of members in good standing a Special Meeting may be called and notice thereof shall be mailed or emailed to each member at least one (1) day prior to such meetings;

(a) Annual Meeting. The Annual Meeting shall be held on the first Monday in September for the purpose of electing the officers for the ensuing year, and for any such other business as may be brought before said meeting.

(b) Board meetings may be called by the Chair of the Board or by the Board of Directors upon written application of three (3) members of the Board. Notice, including the purpose of the meeting shall be given to each director at least one (1) day prior to said meeting;

(c) Committee meetings may be called at any time by the Chair of the Board, respective Committee Chair.

Section 3: Quorums

At any duly called general meeting, 10% of members shall constitute a quorum; at a Board meeting, one half (½) of the elected directors plus one shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

A member may attend by phone, zoom, skype or similar live technology or send a substitute to represent a seat, however substitutes may not vote in place of that member nor count as displacing an absence or toward quorum.

Section 4: Notices, Agenda, Minutes

Written notices of all meetings must be given one (1) day in advance unless otherwise provided for herein. An advance agenda and minutes must be prepared for all meetings.

ARTICLE IV

Board of Directors

Section 1: Composition of the Board

The governance and policy-making responsibilities shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

The Board of Directors shall consist of nine (9) Directors who shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified. The immediate Past President shall serve for at least one year following completion of his/her last term. Each Director shall have one vote. Residency in Avalon is a requirement.

Section 2: Selection and Election of Directors

(a) Nominating Committee: At the regular Board meeting in June, the Chair of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee consisting of three (3) members including the Vice President, and two (2) other directors. The Vice President shall be the Chair of the committee.

(b) Report of the Nominating Committee: The Nominating Committee shall nominate qualified persons who have consented to serve as directors. The Nominating Committee shall present a slate of nominees to the full membership by June 20 of each year, and the membership shall elect the Directors in accordance with section 2(d) below. No Board member who has served two consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored. No member at large serving on the nominating committee may be a nominee on the Executive Committee slate while serving on said nominating committee.

(c) Nomination by Regular Members: Regular Members representing five percent (5%) of the membership may nominate candidates for director within ten (10) days after the date of the notice required in Section 2(b) above, by written petition delivered to the President, signed by the required number of Regular Member(s). The Secretary shall then cause a new notice and ballot to be mailed to all Members within ten (10) days thereafter listing the names of any such petitioned candidates along with those candidates previously nominated by the Nominating Committee.

(d) Election: If no nominations are received by Member petition, and the number nominated by the Nominating Committee does not exceed the number to be elected, those nominated shall automatically be deemed to have been elected. In the event more individuals are nominated than there are positions available, either by the Nominating Committee or as a result of Member petition, the candidates for each position receiving the highest number of votes by the mail ballot required under Section 2(c) above, shall be deemed elected.

Section 3: Term of Office

All newly elected Directors shall take office on the first Wednesday of October following their election and serve until the first Tuesday in October, (3) three years hence.

Section 4: Vacancies

A member of the Board of Directors who shall be absent from three (3) regular meetings of the Board of Directors in a fiscal year shall be deemed to have submitted a resignation from the Board unless confined by illness or other absence approved by a majority vote of those voting at any regular meeting thereof.

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

Section 5: Policy

The Board of Directors is responsible for establishing procedures and formulating and implementing policy of the organization.

Section 6: Indemnification

The Board of Directors may, by resolution, provide for indemnification by ABA of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the organization, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section 8: Insurance

The Board of Directors will from time to time review and determine the need for changes in coverage. Policies including comprehensive General Liability, Directors & Officers and Volunteer coverage shall be kept in force with copies of the same on file and available to all board members on request.

ARTICLE V

Officers

Section 1: Determination of Officers

The Board of Directors (new and retiring) at its September meeting, shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the President, Vice President, Secretary and Treasurer. Officers will be elected from members of the new Board. The Chair-Elect shall be a member of the Board of Directors at the time of his/her election to that office. All other officers shall have at least one year remaining in their term on the Board at the time of their election. All officers shall take office on the first Monday of the new year (October) and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors. It is anticipated that the President and Vice President will serve in those offices for a period of two (2) years, provided that the Board of Directors votes to approve a second year of service at the completion of the first year of service. In the event the Chair vacates his or her seat, the Vice President will take the helm as Interim President until beginning his or her regularly elected term with the Treasurer filling the duties and obligations of the Vice President in addition to his/her regular duties.

Section 2: Duties of Officers

(a) President: The President shall serve as the chief elected officer of the organization and shall preside at all meetings of the membership, Board of Directors.

The President shall assign Board Members to divisional or departmental responsibility, subject to Board of Directors approval.

The President shall determine all committees, select all committee Chairs, and assist in the selection of committee personnel, subject to approval of the Board of Directors.

(b) Vice President: The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice President shall have such further authority and duties as may be delegated by the President. The Vice President shall automatically succeed to the office of President at the commencement of the next subsequent year.

(c) Treasurer): The Treasurer shall exercise the powers and authority and perform the duties of the Vice President in the absence or disability of the Vice President. The Treasurer shall be responsible for the safeguarding of all funds received by the organization and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. The Treasurer in conjunction with the President shall cause a monthly financial report to be made to the Board and for audited financials, if any to be posted online and shared with the full membership each year upon completion.

The President with the cooperation of the Executive Committee shall be responsible for the preparation of an operating budget covering all activities of the organization, subject to approval of the Board of Directors. The President shall also be responsible for all expenditures within approved budget allocations.

(e) Secretary: The Secretary shall attend to the following:

(i) Book of Minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.

(ii) Membership records. The secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board of Directors, a record of the corporation's members, showing the names of all members, their addresses, and the class of membership held by each.

(iii) Notices, seal and other duties. The secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the bylaws to be given. He/she shall keep the seal of the corporation in safe custody. He shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws. The Secretary shall be a non-voting member of the Executive Committee and all other committees.

Section 3: Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the President, Vice President, Treasurer and Secretary. The President will serve as head of the Executive Committee.

ARTICLE VI

Committees and Divisions

Section 1: Appointment and Authority

With the exception of the Executive Committee, The President, by and with the approval of the Board of Directors, shall appoint other committees and committee chairs. The President may appoint ad hoc committees and their Chairs as deemed necessary to carry out the goals of the organization. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors. Committee Chairs may invite stakeholders to serve on their committees regardless of board membership.

Section 2: Limitation of Authority

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the organization until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the Chair when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section 4: Divisions

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, and subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the organization, unless approved by the Board of Directors.

ARTICLE VII

Finances

Section 1: Funds

All money paid to ABA or its subsidiaries shall be placed in appropriate bank accounts as determined by the Board of Directors. All funds shall be deposited within 48 hours of receipt and kept in a secure location or safe until deposited.

Section 2: Disbursements

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check or electronic funds transfers through a secure service. Any disbursement of $5,000 or more not approved in the Budget shall require a vote of the Board. Payments in the amount of $5,000 or more shall require the signature of two persons then authorized to do so by the Board of Directors with signatures are on file with the Bank holding said funds. Account signers shall be the President, Vice President and Treasurer.

Section 3: Fiscal Year

The fiscal year shall begin on the first Monday in October and close on the following year's first Sunday in October.

Section 4: Budget

As soon as possible after election of the new Board of Directors and officers, the Executive Committee (or Budget Committee if so appointed) shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 6: Bonding

The President, officers and any staff as the Board of Directors may designate shall be covered under a fidelity bond in the amount set by the Board and at the organization's expense.

VIII

Nondiscrimination

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, gender identity, race, religion, national origin, and sexual orientation. It is the policy of the organization not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, gender identity, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE IX

Dissolution

The Avalon Beautiful Association and its subsidiaries shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to its members. On dissolution, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined in Internal Revenue Service (IRS) Section 501(c)(3) to be selected by the Board of Directors.

ARTICLE XI

Parliamentary Authority

Section 1: Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the organization.

ARTICLE XII

Bylaws

Section 1: Maintenance & Inspection of Bylaws & Corporate Records

The Secretary shall make available upon request the current and past bylaws and corporate records to any member of the Board of Directors.

Section 2: Revisions

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Adopted by the Board of Directors at its meeting of September 23, 2024.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Avalon Beautiful were approved by the Board of Directors on September 23, 2024 and constitute a complete copy of the Bylaws of the corporation.

Secretary ____________________________________

Date: September 23, 2024