

SHADOW HILLS PROPERTY ASSOCIATION, INC. BYLAWS

(Adopted January 23, 1964; Last Amended on April 14, 2008)

ARTICLE I. NAME

This organization shall be known as the SHADOW HILLS PROPERTY OWNERS ASSOCIATION, INC., (SHPOA), a non-profit organization.

ARTICLE II. OBJECTIVES

The objectives of this Association shall be:

- a. To promote and protect the rural atmosphere and equestrian lifestyle of Shadow Hills.
- b. To support issues that protect and enhance the environment and quality of life in Shadow Hills.
- c. To encourage and promote a sense of community in Shadow Hills.
- d. To possess and exercise those powers enumerated in the Corporation Code of California for non-profit corporations.

ARTICLE III. MEMBERSHIP

Section 1. Qualifications:

- A. Membership in the Shadow Hills Property Owners Association, Inc., hereafter referred to as SHPOA, shall be open to any individual, age 18 or over, who resides in the Shadow Hills Area as defined in Article XII hereof. Corporations, Limited Liability Corporations (LLC's) and Limited Partnerships are, by definition, not "individuals" and do not qualify for Membership.
- B. Membership shall not be transferable.

Section 2. Dues: The dues per calendar year shall be determined by the Board consisting of both Elected and Appointed Officers and implemented by majority vote of the General Membership present at the General Meeting during which the matter is voted upon. Notification of the Vote shall appear in the SHPOA Newsletter and shall be distributed to Members listed in the SHPOA E-Mail Database prior to the date of voting. Beginning in the year 2000, said dues shall be \$20 per Membership.

Section 3. Voting privileges

- A. There shall be one vote per paid membership.
- B. There shall be no proxy votes.
- C. Membership status shall be validated prior to receipt of a written ballot. Validation may also be required for verbal votes on issues on the floor at the request of the Presiding Officer.

ARTICLE IV. MEETINGS AND QUORUMS

Section 1. General Membership Meetings

- A. General Meetings of SHPOA shall be held on the second Tuesday of the month in January, March, May, July, September, October and November.
- B. A Quorum to transact business for a General Membership Meeting shall consist of five percent (5%) of the Membership of SHPOA

Section 2. Board Meetings

- A. The Board, consisting of both Elected and Appointed Members, shall meet not less than ten times per year.
- B. Board Meetings shall be open to all Members unless declared to be a closed session by the Board as defined by the Laws of the State of California
 - a. Non-Board Members may present issues to the Board and partake in discussions relating to issues before the Board, however non-Board Members may not speak until recognized by the Presiding Officer. The Presiding Officer may invite persons who are not Members of SHPOA to address the Board about items at issue within the community. Said non-Board Members do not share in Board motion and/or voting privileges.
- C. A Quorum for a SHPOA Board Meeting shall consist of fifty (50%) of the Board Members, both Elected and Appointed.

ARTICLE V. VOTING:

Section 1. Election of Board Officers

- A. Candidate Qualifications:
 - a. All Candidates running for positions on the Elected Board of Officers must have been SHPOA Members as defined in Article III herein for a minimum of two (2) calendar years immediately preceding the date upon which elections are to be held. The Candidate for the position of President and Vice President must, additionally, have served on the Board for a minimum of one year immediately prior to nomination. In the event that no Candidate meeting these minimum requirements for an Elected Board position has presented himself/herself by the October General Meeting, said minimum requirements may be over-ridden by an eighty percent (80%) vote of the General Membership in attendance at the October Meeting.
 - b. The Candidate for Executive Secretary should have some knowledge of management skills and of organizing documents.

- c. The Candidate for Recording Secretary should have some experience with record-keeping and access to requisite technology necessary to publish a copy of all Minutes for all General Meetings, Special Meetings and Board Meetings.
 - d. The Candidate for Treasurer should have the necessary business experience to process, in a professional manner, the business and financial reporting requirements of SHPOA as defined in the SHPOA Policies and Operating Procedures.
 - e. The Candidate for Membership Director should have the clerical skills to maintain membership records.
 - f. Any Elected Officer that has been removed from Office is prohibited from being a Candidate in the year following the year in which the Officer has been removed.
- B. At the September General Meeting, an Ad-Hoc Nomination Committee of no less than three SHPOA Members shall be formed by appointment of the Full Board. It shall be the function of the Nomination Committee to:
 - a. Encourage the Membership to propose individuals as Candidates for Office
 - b. Locate and interview potential Candidates.
 - c. Prepare a list of Candidates for each of the Elective Offices. Multiple candidates may be listed for any one given Office, however no one Member may run as a Candidate for more than one Office.
 - d. Verify that all Candidates meet the minimum qualifications stipulated in the By-Laws and SHPOA Policies and Procedures.
 - e. Provide a list of Candidates along with their brief resume, limited to a maximum of 30 words, to the Newsletter Team for publishing in the newsletter preceding the November General Meeting.
 - f. Provide the list of selected Candidates to the Executive Secretary for preparation of ballots for the November Elections.
- B. At the October General Meeting, Candidates from the floor may make themselves known to SHPOA and the Nomination Committee. The names of these additional Candidates will appear on the November Ballot, however their names will not appear on the List of Candidates in the November issue of the Newsletter which will have already gone to print.
- C. Voting for Elected Board Members shall be conducted by written ballot at the November General Meeting.
- D. Ballots shall be counted by three (3) people selected from the Nominating Committee who are not coincidentally running for Office. In the event that there are not three persons on the Committee who are not coincidentally running for Office, a substitute for assisting in counting the ballots may be selected by the Presiding Officer from among the November General Meeting attendees. The winner of each Elected Board Position shall be the Candidate receiving the majority of the votes cast at the November General Meeting.

- E. The outcome of the vote taken by SHPOA Members at the November General Meeting shall be the final authority of the election.
- F. Installation of Elected Officers:
 - a. Elected Officers shall be installed at the January General meeting in the year subsequent to the year in which the elections were held.
 - b. The Secretary-Elect shall provide each Elected Officer with a copy of the SHPOA By-Laws and Policies and Operating Procedures manual
- G. Removal from Office:
 - a. A Recall Election may be ordered upon the written request of 50% of the entire Membership. Said Recall Election shall be held within 30 days. An Elected Officer shall be recalled upon a two-thirds vote of the entire Membership.
 - b. The Board may declare vacant the office of an Elected Officer who has more than three (3) unexcused absences or has been declared of unsound mind by a final order of the court, has been convicted of a felony, or has been found by final order judgment of any court to have breached any duty under Article 3 (commencing with Section 5230) of the California Non-Profit Corporation Law.
 - c. An Elected Officer may resign at any time by submitting a letter of resignation to the Board.
- J. Vacancies:
 - a. President: In the event of a vacancy in the Office of the President, the Vice President automatically becomes President for the remainder of the term. In the unlikely event that there is no Vice President, the position of President shall be filled by the Elected Board Member in order set forth in Article VI Section 1A.
 - b. Elected Offices: In the event of a vacancy of any elected office other than that of the President, the President with the advise and consent of the Board, shall appoint a qualified member to fill the remainder of the term of the vacated office.

Section 2 Issues

- A. A floor-vote by the SHPOA Membership shall decide the outcome of any issue listed as a voting item on the General Meeting Agenda. Said Agenda shall be distributed to the SHPOA E-Mail Database and shall be posted on the SHPOA Web-Site a minimum of three days in advance of the General Meeting.
- B. A member may request a vote to be held either by secret ballot or open floor vote on any issue listed as a voting item. Said requests may include, but are not limited to, land-use issues, a desire to over-ride a position taken by the Board, etc. Said vote must be scheduled for the subsequent General Meeting to permit notification of the General SHPOA Membership. In the event of time-sensitive urgency including but not limited to scheduled Governmental Hearings or Community Meetings which will be conducted prior to the next SHPOA General Meeting, said vote may be taken at the meeting during which the vote was requested.

- C. A majority vote by the Membership in attendance at the General Meeting during which said vote is taken shall be the final authority on issues voted upon.
- D. In the event that the outcome of a vote is in conflict with the By-Laws, said vote shall be declared in-valid by the Board.

ARTICLE VI. THE ELECTED BOARD

Section 1. Titles

- A. The Elected Board shall consist of the following elected officers:
 - a. President
 - b. Vice President
 - c. Executive Secretary
 - d. Recording Secretary
 - e. Treasurer
 - f. Membership
 - g. The Immediate Past President, in good standing, is an ex-officio member with motion and voting privileges unless elected to another position on the newly seated Board.

Section 2. Terms: All Officers shall serve a minimum term of one (1) year in the position for which they were elected. In no event shall the President serve for more than two (2) consecutive years as President. There shall be no term limits for other Elected Board positions. If a qualified Candidate is not available, the incumbent Officer may remain in that Office on a Pro-Tem basis until a qualified replacement is found.

Section 3. Duties: Officers shall fulfill all the duties as described in this section and any additional duties described in the SHPOA Policies and Operating Procedures.

- A. The President is the Chairperson of the Board and shall preside at all General Membership and Board Meetings and fulfill all other duties of the Office of President as described in the SHPOA Policies and Operating Procedures. The President shall be ex-officio member of all standing committees with the exception of the Nomination Committee.
- B. The Vice President shall act as an aide to the President and, in the absence of the President, shall assume the duties of the President. The Vice President shall also be responsible for providing guest speakers at the SHPOA General Membership meetings and fulfill other duties as described in the SHPOA Policies and Operating Procedures manual.
- C. The Executive Secretary shall keep records of all official documents and correspondence as required by the Policies and Procedures. The Secretary shall maintain the SHPOA Policies and Procedures manual.
- D. The Recording Secretary shall keep an accurate record of the proceedings of all General, Special and Board Meetings, keeping such records as required by the Policies and Procedures manual.

- E. The Treasurer shall keep an accurate record of all SHPOA financial activities including, but not limited to, invoices, bank statements and a running log of SHPOA's financial status. The Treasurer shall be responsible for billing and receipt of newsletter ad fees. The Treasurer must provide a financial report at each SHPOA meeting listing the current account status as well as the income and expenses of the prior month.
- F. The Membership Director shall initiate a program to increase General Membership, encourage current Memberships in SHPOA and maintain a record of each Member as defined in the SHPOA Policies and Operating Procedures manual.

ARTICLE VII. THE APPOINTED BOARD

Section 1. Titles:

- A. Land-Use Chairperson
- B. Trails Committee Chairperson
- C. Neighborhood Watch Chairperson
- D. Outreach Director
- E. Newsletter Director
- F. Special Projects Chairperson
- G. Historian
- H. Hospitality Chairperson
- I. The addition of any new Standing Committees shall require an Amendment to the By-Laws. Ad-Hoc Committees may be appointed by the President upon approval of the Board and shall cease to exist upon completion of the task.

Section 2. Appointment Process: It is the responsibility of the Elected Board to find qualified Candidates for each Appointed Position on the Board.

- A. Any Member of SHPOA may volunteer or be recommended for an Appointed Board position. An Elected Member of the Board may, simultaneously, hold a position classified as Appointed Board, however is entitled to only one vote.
- B. Each prospective Candidate must be a current member of SHPOA and must meet the minimum qualifications as stipulated in the By-Laws and the Policies and Operating Procedures.
- C. The newly seated Elected Board is responsible for verifying the qualifications of each prospective Candidate.
- D. The newly seated Elected Board shall hold a meeting prior to the January General Meeting to vote on Candidates for Appointed Board positions. The President shall appoint the Candidate with a majority of votes for each position.
- E. If agreement cannot be found on a Candidate or the Candidate declines the position, the position shall remain vacant until a qualified member of the community can be found.

- F. If an appointed position is vacated during the year, the Elected Board shall appoint a qualified member of the community to fill the position on an interim basis.

Section 3. Installation:

- A. Appointed Board Members shall assume their position immediately upon conclusion of the vote.
- B. The newly-seated Executive Secretary shall provide each newly appointed Chairperson/Director with a copy of the By-Laws and the Policies and Operating Procedures manual.

Section 4. Duties:

- A. The Land-Use Chairperson shall be responsible for bringing all land-use issues before the General Membership and the Board of Directors for open discussion and represent SHPOA at Hearings that relate to the community.
- B. The Trails Chairperson is responsible for overseeing a committee that maintains and surveys the status of all trails in Shadow Hills and works to expand, maintain and provide any other support needed by current and planned trails in the Shadow Hills community. The Trails Chairperson is also responsible for representing SHPOA's interests at any relevant meetings.
- C. The Neighborhood Watch Chairperson shall serve as the SHPOA liason to the Shadow Hills community Neighborhood Watch groups and shall be responsible for bringing all neighborhood watch issues before the General Membership for open discussion.
- D. The Outreach Director shall maintain an E-Mail Database of all SHPOA Members to the extent that Members freely provide such contact information and shall serve to forward notices of meetings, community events, lost-and-found notices, notices of animals seeking homes, etc.
- E. The Newsletter Director shall be responsible for overseeing publication of the SHPOA newsletter by directing the Newsletter Team to have access to all the requisite technology to maintain the existing SHPOA newsletter formatting designs for articles and advertisements, to maintain the publishing files and all other Newsletter files on computer diskettes, to acquire advertising customers and articles, to arrange for the editing printing and mailing of the Newsletter prior to each General Membership meeting, etc.
- F. The Special Projects Chairperson shall be responsible for coordinating the Annual Pancake Breakfast, the Annual Western Affair and other special social projects that may be assigned by the President or the Board.
- G. The Historian shall be responsible for maintaining and expanding the book of pictorial and data history of Shadow Hills.
- H. The Hospitality Chairperson shall be responsible for providing refreshments at each of the General Meetings.

Section 5. Removal of Appointed Board Members From Office:

- A. The Elected Board may dismiss any Appointed Officer after presenting just cause for the dismissal in writing.
- B. Any Appointed Officer that is removed from office is prohibited from being a candidate for any Elected or Appointed Board position in the year following the year in which the officer is removed.

Section 5. Vacancy:

- A. An Appointed Officer may resign at any time by submitting a letter of resignation to the Board
- B. The Elected Board may appoint a qualified SHPOA Member to fill the remainder of the term of the position vacated. Appointed positions may be left vacant if the Elected Board determines the duties of the position do not require filling the vacancy during the remainder of the term.

ARTICLE VIII. PUBLIC POLICY

- A. No Board Member shall issue a public statement on behalf of SHPOA contrary to the policies as stated in the By-Laws or the Policies and Operating Procedures. A Board Member who violates this article is subject to removal by the Board.
- B. All statements to the media shall reflect the SHPOA General Policy. Testimony by SHPOA before governmental bodies shall reflect that policy.

ARTICLE IX. SHPOA POLICIES AND OPERATING PROCEDURES:

All policies and procedures not specified in these By-Laws shall be stipulated in the document entitled SHPOA POLICIES AND OPERATING PROCEDURES. The By-Laws shall supercede the SHPOA POLICIES AND OPERATING PROCEDURES.

ARTICLE X. SHPOA LOGO AND NEWSLETTER BANNER

The SHPOA logo and Newsletter Banner cannot be changed without a majority vote by the Board.

ARTICLE XI. PARLIAMENTARY AUTHORITY

Robert's Rules of Order newly Revised and Robert's Parliamentary Law shall provide guidelines for conducting General Membership and Board Meetings.

ARTICLE XII. DEFINITION OF SHADOW HILLS PROPERTY ASSOCIATION, INC. AREA

- A. The Shadow Hills Area shall be defined as follows:
1. The Northern Border runs through the middle of the Big Tujunga Wash from Foothill Blvd to Glenoaks Blvd at the Hansen Dam Overflow Channel aka the Tujunga Wash Channel.
 2. The Western Border is Glenoaks Blvd from the Tujunga Wash Channel to Pendleton St.
 3. The Southern Border is Pendleton St. which, were it not to end, would run into Sunland Blvd. and further continues from this defined point to the ridgeline between La Tuna Cyn and Shadow Hills then following the said ridgeline to the SE Sunland Blvd off-ramp of the 210 Fwy.
 4. The Eastern Border is the SE Sunland Blvd off-ramp of the 210 Fwy to Fenwick St. to Foothill Blvd then left on Foothill Blvd to the Northern Shadow Hills Area border beginning at the mid-point of the Big Tujunga Wash.
 5. For clarification purposes, a map of that Area is attached hereto as Exhibit A.

ARTICLE XIII. AMENDMENTS

There shall be two methods for amending the By-Laws. The first method is any Amendment proposed by a majority of the Board which shall subsequently be sent to the Membership by mail for a vote of the Membership. The second method is that a Member may propose an Amendment. Said proposed Amendment must first be approved by a majority of the Board after which it will be sent by mail to the entire Membership for a vote. Members shall have fourteen (14) days from the date of mailing to return their ballot to the SHPOA Post Office Box – address to be noted on the ballot. Any ballot received after the fourteenth day shall not be counted. Amendments shall be approved upon the affirmative vote of the majority of Members who return their ballots by the date specified. Votes shall be counted by a By-Laws Ad-Hoc Committee selected by the Elected Board.

ARTICLE XIV. COMPLIANCE WITH CALIFORNIA LAW

It is the intent of these By-Laws to comply with the Laws of the State of California. in the event that these By-Laws conflict with the Laws of the State of California, the Laws of the State of California shall supercede these By-Laws. However, those portions of these By-Laws that do not conflict with California Law shall remain in full form and effect.

