

**BY-LAWS**  
**FOR**  
**THE MOUNT WASHINGTON HOMEOWNERS ALLIANCE**

Adopted April 2001  
As Amended through September 2020  
*A Non-Profit California Corporation*

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## **ARTICLE 1. NAME**

Section 1.01. Legal Name. The full name of the Alliance shall be THE MOUNT WASHINGTON HOMEOWNERS ALLIANCE (referred to at times herein as “the Alliance”).

## **ARTICLE 2. PURPOSES**

Section 2.01. Purposes of the Association. The purposes of the Mount Washington Homeowners Alliance are:

1. To organize the homeowners of Mount Washington in order to further and promote the general public interest of all residents living in the Mount Washington community.
2. To utilize all possible instruments of communication to keep members of the Mount Washington community aware of activities of the Alliance, governmental meetings, community events, volunteer opportunities, and social activities of our diverse community.
3. To preserve, protect and enhance the unique urban oasis qualities of Mount Washington such as its open hillside vistas and ridgelines, its native habitat, its interesting wildlife, its diverse residents, and its quiet and peaceful ambiance.
4. To be part of the City of Los Angeles Neighborhood Council movement to the greatest extent feasible and to maintain a close working relationship with elected officials at each level of government.
5. To work closely with educational, cultural and religious institutions to support their worthwhile programs and initiatives and to assure compatible operations within this community.
6. To balance the interests of real estate development with land use priorities of the community as explicitly expressed in the Mount Washington/Glassell Park Specific Plan, the Northeast Area Community Plan or any successor land use regulations.
7. To encourage, support and promote the economic vitality and stability of communities near Mount Washington such as Cypress Park, Eagle Rock, Glassell Park, Highland Park, and Lincoln Heights.
8. To conduct meetings of the Alliance in a fair and open way to allow respectful differences of opinion and to seek community consensus wherever possible.
9. To demand the highest ethical conduct of all Board Members entrusted with a fiduciary duty to carry out the purposes of the Mount Washington Homeowners Alliance.

## **ARTICLE 3. BUSINESS OF THE ALLIANCE**

Section 3.01. Office. The principal office of the Alliance for the transaction of its business shall be located in the Mount Washington neighborhood as defined in these By-laws.

Section 3.02. Mailing Address. The Board may establish one or more mailing addresses for the Alliance.

Section 3.03. Internet Address. The Alliance shall establish and maintain one or more on-line locations for the transaction of the Alliance's business and to facilitate communication with the public.

Section 3.04. Newsletter. The Alliance shall publish a newsletter electronically, or otherwise, on a schedule determined by the Board.

#### **ARTICLE 4. GENERAL MEMBERSHIP**

Section 4.01. Qualifications for Voting Members. Any person 18 years of age or older living in an Eligible Household within the boundaries of the community and who is dedicated to the purposes of the Alliance is eligible to file an application to the Board requesting acceptance as a Voting Member of the Alliance. An Eligible Household includes the occupants, up to a maximum of 4 occupants, of an owner-occupied permitted residential structure within the boundaries of the neighborhood.

Section 4.02. Qualifications for Non-Voting Members. Any person 18 years of age or older who is dedicated to the purposes of the Alliance is eligible to file an application to the Board requesting acceptance as a Non-Voting Member of the Alliance. A Non-Voting Member may also be called an Associate Member of the Alliance.

Section 4.03. Boundaries of the Neighborhood. The neighborhood of Mount Washington includes:

Beginning at the intersection of Figueroa Street and Marmion Way, along Marmion Way north to Avenue 50, along Avenue 50 northwest to El Paso Avenue, along El Paso Avenue west to Division Avenue, along Division Avenue southwest to Future Street, along Future Street south to Isabel Drive, along Isabel Drive curving from southwest to south to southeast to Avenue 38, along Avenue 38 south to Figueroa Street, and along Figueroa Street north to Marmion Way, the place of beginning.

Section 4.04. Proof of Residency. The Membership Vice President may verify the eligibility of a member as a Voting or Non-Voting Member of the Alliance. It is the fiduciary duty of the Membership Vice President to verify any member he or she does not know or may have reason to believe is not a *bona fide* member of the neighborhood. The verification of residency may be conducted at the time of application, the time of renewal, or at any time the Membership Vice President receives a written request to perform a verification submitted by any member of the Alliance. Methods of verifying eligibility include, but are not limited to, checking real estate records of the County of Los Angeles or requesting from the applicant a copy of a real estate deed, lease, Department of Water and Power invoice, and/or a local phone service provider invoice showing the person(s) as owners within the Neighborhood (in the case of Voting Members) or as residents residing at property within the Neighborhood (in the case of Non-Voting Members). The Membership Vice President shall keep a record of all member owner or resident verifications and any member of the Alliance has the right to inspect the verification record within a reasonable period of time not to exceed 10 calendar days.

Section 4.05. Annual Dues. An application for membership in the Alliance shall be accompanied by payment of annual dues in such amount to be determined by the membership. Annual dues shall be payable for each calendar year or fraction thereof that such person or household is a member of the Alliance. New memberships received in the last calendar year quarter shall be entitled to a full year membership in the following year. Such annual dues shall be levied in December and shall be due the first Saturday after the first Monday in January. If such dues remain unpaid by the first of March, the Board can direct the Membership Vice President to remove such person from the membership list and that person or household, if an Eligible Household, will lose voting privileges in the Alliance. The Board in its discretion may waive or reduce membership dues based upon financial hardship or in recognition of in-kind contributions to the Alliance.

Section 4.06. Acceptance as Member. Upon the submission of a completed application and the applicable annual dues, the Membership Vice President may add the names of members to the Alliance membership list as either Voting or Non-Voting Members.

Section 4.07. Meeting & Voting Rights. Subject to the Alliance Code of Conduct, each member of an Eligible Household over the age eighteen has one vote on any matter coming before the Alliance. Minor children of households are welcome to attend meetings but have no voting rights. An Eligible Household includes up to 4 occupants of a residential permitted structure within the boundaries of the neighborhood. All Non-Voting Members have the right to attend meetings and participate in meetings with the exception of a right to vote.

Section 4.08. Removal. A member or a household may be removed as a Voting or Non-Voting Member of the Alliance by the Board for cause after being afforded an opportunity to be heard. The hearing provided by the Board shall be conducted in Executive Session except that a member proposed to be removed from the membership list of the Alliance may request that the Board provide the hearing at a public meeting. Upon a request to conduct the meeting in public, the Board shall do so.

## **ARTICLE 5. BOARD**

Section 5.01. Board. The Board of the Alliance shall consist of the Officers and six general Directors elected as provided by these By-laws.

Section 5.02. Qualifications of Directors. Any person who is a Voting Member of the Alliance and who is dedicated to implementing the purposes of the Alliance is eligible to be a Director of this Alliance. No person may hold more than one seat on the Board at the same time.

Section 5.03. Term. Each Director may hold their current position for a term of three years until a successor is chosen as provided by these By-laws, or until removal, resignation, disqualification, or otherwise.



Section 5.04. Compensation. Directors shall serve without compensation, except for reimbursement of per diem, mileage, or other actual and necessary expenses incurred in furthering the purposes of the Alliance.

Section 5.05. Personal Liability. The Directors' liability for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 5.06. Insurance. The Alliance shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or other authorized agent against any liability asserted against or incurred arising out of such Director's, Officer's or agent's status with the Alliance. Such insurance coverage may be purchased and maintained whether or not the Alliance would have the power to indemnify such persons against any liability under law or these By-laws.

Section 5.07. Removal. A Director may be removed by the Board for cause after being afforded an opportunity to be heard. The hearing provided by the Board shall be conducted in Executive Session except that a member proposed to be removed from the membership list of the Alliance may request that the Board provide the hearing at a public meeting. Upon a request to conduct the meeting in public, the Board shall do so. Any vacancy created, except the removal of the Immediate Past President, may be filled by the Board in accordance with Section 10.08.

Section 5.08. Standing Rules, Policies, Procedures, Guidelines. By a vote of three-quarters of the Board Members present and voting, the Board may adopt, revise, or repeal standing rules, policies, procedures, and guidelines for the administration of the Alliance to the extent they do not conflict with the Articles of Incorporation or these By-laws.

## **ARTICLE 6. OFFICERS**

Section 6.01. Officers. The elected Officers of the Alliance shall be a President, Action Vice President, Program Vice President, Land Use Vice President, Membership Vice President, Secretary, Treasurer, Parliamentarian, and Hospitality Vice President. The Immediate Past President, an unelected position, recognizes the importance of continuity of the organization's leadership.

Section 6.02. Additional Officers. The Alliance may also have one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Financial Officers, and such other Officers as may be created upon recommendation by the Board and approval by ballot distributed to the entire membership as per these By-laws.

Section 6.03. Qualifications. Any Officer shall be a Voting Member who is dedicated to the purposes of the Alliance and willing to hold themselves up to the high standards of ethical conduct set forth in these By-laws.

Section 6.04. Term. Each Officer shall hold office for a term of one year until a successor is chosen as provided by these By-laws, or until removal, resignation, disqualification,

or otherwise. No person may serve in the same Officer position for more than three consecutive years.

Section 6.05. Compensation. The Officers shall serve without compensation, except for reimbursement of per diem, mileage, or other actual and necessary expenses incurred in furthering the purposes of the Alliance.

Section 6.06. Personal Liability. The Officers' liability for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 6.07. President. The President shall, subject to the control of the Board, supervise and control the affairs of the Alliance. They shall perform all duties incident to the office and such other duties required by law, the Articles of Incorporation, these By-laws, or prescribed by action of the Board. They shall preside at all meetings of the General Membership and the Board. They shall, in the name of the Alliance, execute such deeds, mortgages, bonds, contracts, checks, or other instruments or documents which from time to time may be authorized by the Board.

Section 6.08. Action Vice President. The Action Vice President shall be responsible for heading community liaison activities of the Alliance with other organizations and elected officials, and shall perform all duties incident to the office of Action Vice President required by law, the Articles of Incorporation, these By-laws, or which may be assigned by the Board from time to time. In the absence of the President, or in the event of their inability or refusal to act, the Action Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

Section 6.09. Program Vice President. The Program Vice President shall be responsible for planning the programs for General Membership meetings and shall perform all duties incident to the office of Program Vice President required by law, the Articles of Incorporation, these By-laws, or which may be assigned by the Board from time to time. In the absence of the President and the Action Vice President, or in the event of their inability or refusal to act, the Program Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

Section 6.10. Land Use Vice President. The Land Use Vice President shall be responsible for heading the monitoring and evaluation of all land use issues arising in the Neighborhood, and shall perform all duties incident to the office of Land Use Vice President required by law, the Articles of Incorporation, these By-laws, or which may be assigned by the Board from time to time.

Section 6.11. Membership Vice President. The Membership Vice President shall be responsible for heading the recruitment, organization, and participation of the members of the Alliance, and shall perform all duties incident to the office of Membership Vice President required by law, the Articles of Incorporation, these By-laws, or which may be assigned by the Board from time to time.

Section 6.12. Secretary. The Secretary shall certify and keep the original and any copies of these By-laws as amended, the Alliance records, and all meeting minutes, and shall perform all duties incident to the office of Secretary required by law, the Articles of Incorporation, these By-laws, or which may be assigned by the Board from time to time.

Section 6.13. Treasurer. The Treasurer shall have charge and custody of all funds and securities of the Alliance and shall deposit all such funds in the name of the Alliance in such banks, trust companies, or other depositories as shall be selected by the Board, and shall perform all duties incident to the office of Treasurer required by law, the Articles of Incorporation, these By-laws, or which may be assigned by the Board from time to time. The Treasurer shall be responsible for preparation of the annual report described in these By-laws.

Section 6.14. Parliamentarian. The Parliamentarian shall be familiar with the most recent version of Robert's Rules of Order and the detailed procedures of these By-laws, shall advise and assist the Chair of any meeting in the orderly conduct of business, and shall perform all duties incident to the office of Parliamentarian required by law, the Articles of Incorporation, these By-laws, or which may be assigned by the Board from time to time.

Section 6.15. Hospitality Vice President. The Hospitality Vice President shall be responsible for refreshments at all regular and special meetings of the Alliance and shall perform all duties incident to the office of Hospitality Vice President required by law, the Articles of Incorporation, these By-laws, or which may be assigned by the Board from time to time.

Section 6.16. Immediate Past President. Each person leaving the position of President is hereby appointed to the Board as Immediate Past President. The Immediate Past President provides institutional memory and guidance to the Board. The position is not subject to election or removal for non-attendance. The Immediate Past President is a voting member of the Board.

Section 6.17. Removal. An Officer may be removed by the Board for cause after being afforded an opportunity to be heard. The hearing provided by the Board shall be conducted in Executive Session except that a member proposed to be removed from the membership list of the Alliance may request that the Board provide the hearing at a public meeting. Upon a request to conduct the meeting in public, the Board shall do so. Any vacancy created, except the removal of the Immediate Past President, may be filled by the Board in accordance with Section 10.08.

## **ARTICLE 7. MEETINGS OF THE GENERAL MEMBERS**

Section 7 .01. Meetings of the General Members.

(a) Place of Meetings. Meetings shall be held at a public location convenient to the members of the Alliance as provided by the Board.

(b) Annual Meeting. The annual meeting of the Alliance shall be held on the

fourth Monday of January unless a different time is designated by the Board. Notice of the annual meeting shall be provided to members via newsletter, e-mail notices, or any other reasonable means.

(c) Regular Meetings. Regular meetings of the Alliance shall be held on the second Monday in the months of March, May, July, September, and November unless a different time is designated by the Board. Notice of these meeting dates shall be published in the January newsletter and any other reasonable means including but not limited to e-mail or website postings.

(d) Special Meetings. Special Meetings of the Alliance may be called for any purpose at any time by the President, any Vice President, the Secretary, any three Directors, or by petition signed by 5% of the current Alliance general membership as determined by the Membership Vice President.

(e) Notice for Special Meetings or Change of Time or Place of Meeting.

(i) Manner of Notice. Notice of the time and place of any special meeting or the change in time or place of any meeting shall be given to each of the members by any of the following methods:

- By sending such notice to the e-mail address of the member; or
  - By sending written notice by first class mail postage pre-paid to the member's home address;
- or
- By any other reasonable means.

(ii) Time Requirement. Notices shall be given at least 7 calendar days before the time set for the meeting. Notices sent by first class mail shall be deposited into a U.S. mailbox at least ten (10) calendar days before the time set for the special meeting or change in the time or place of any other meeting.

(iii) Contents of Notice. The notice shall state the time and place for the meeting, and in the case of a special meeting, the proposed agenda.

(g) Quorum. A quorum shall consist of 5% of the number of Voting Members of the Alliance.

(h) Adjournment. A majority of the members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 7.02. Meetings Restricted to General Members and Guests. Attendance at Alliance general member meetings is restricted to Voting and Non-Voting Members, guests from the Neighborhood interested in joining the Alliance, and other guests invited by Board Members for presentations or programs for the membership. Any person that is not either a member or guest may, at the discretion of the President be asked to leave the meeting.

Section 7.03. Meeting Sign-in and Voting. Voting and Non-Voting Members attending a general meeting of the Alliance shall check-in. Upon verification of membership, a Voting Member shall be given a token signifying to the President that each person voting at a meeting has been verified as a *bona fide* Voting Member of the Alliance. Anyone refusing to check-in will not receive a token entitling that person to vote at the meeting.

Section 7.04. Membership Action by Majority Vote. Every decision made by a simple majority of the Voting Members present and voting “yea” or “nay” at a meeting duly held at which a quorum is present is the act of the membership, unless the law, the Articles of Incorporation, or these By-laws require a greater number. Voting Members present at a meeting who do not vote or who “abstain” for any reason shall not be counted for determining the number of affirmative votes required for majority approval of any action or decision of the Alliance. Non-Voting Members are not counted for any purpose in the voting processes of the Alliance.

Section 7.05. Conflicts of Interest.

- (a) Direct Financial Interests. Any person who would directly financially benefit more than \$500 as the result of the adoption of a motion placed before the membership (at a meeting or by written ballot) is required to abstain from voting on the item and disclose their financial interest in the motion.
- (b) Disqualifying Interest In a Project. Any person with a “disqualifying interest” in a “project” is required to abstain from voting on any motion placed before the membership (at a meeting or by written ballot) in which a “fair argument” can be made that passage of the motion will further the effort of a project applicant to obtain approval of its “project.” As used in this section, a “fair argument” means that a reasonable person with no connection to the “project” would agree that adoption of the motion would either help the project applicant demonstrate support for the “project” with any governmental official or the motion would further a public relations campaign favoring the “project.” The words “disqualifying interest” and “project” have the same meaning as provided in Article 9.

Section 7.06. Identifying Conflicts of Interest.

- (a) Fair Argument of a Connection. Prior to the vote on any motion coming before the Alliance, any member may rise and state the grounds for which he or she believes that some members may have a conflict of interest in the matter. Based upon the stated grounds, the President shall determine whether a “fair argument” can be made that the motion will further the effort of a project applicant to obtain approval of its “project.”
- (b) Appeal of President’s Ruling.
  - (1) If the President finds no “fair argument” of a connection between the motion and the “disqualifying interest” in a “project,” any member present can immediately appeal the decision to the membership. The President shall state the question on appeal as follows:

“Shall the President’s finding of no “fair argument” of a connection between the motion and a “disqualifying interest” in a “project” be overruled?” If the votes in favor of the appeal are 33% or more of the Voting Members in attendance, the President’s ruling is overturned.

(2) If the President finds a “fair argument” of a connection between the motion and the “disqualifying interest” in a “project,” any member present can immediately appeal the decision to the membership. The President shall state the question on appeal as follows: “Shall the President’s finding of a “fair argument” of a connection between the motion and a “disqualifying interest” in a “project” be overruled?” If the votes in favor of the appeal are 66% or more, the President’s ruling is overturned.

(c) President’s Warning of Conflict of Interest. Upon a finding of a “fair argument” of a connection between the motion and the “disqualifying interest” in a “project,” the President shall make the following warning to the membership: “There has been a finding of a “fair argument” that there is a connection between this pending motion and a “disqualifying interest” in a “project.” All persons present and eligible to vote who have a “disqualifying interest” in the [name of project] shall abstain from voting on this motion. The Secretary shall record the names of all persons abstaining. Any person with a “disqualifying interest” in the [name of project] who fails to abstain shall be subject to the filing of a petition to expel them from membership in the Alliance in accordance with the By-laws.”

#### Section 7.07. Public Forum of Meetings.

(a) Philosophy. Mount Washington Homeowners Alliance general meetings are a public forum designed to facilitate the sharing of information, the discussion of issues of importance to the Neighborhood, and the advocacy of ideas. Any expectation of a right of privacy is contrary to the concept of a public forum. A fundamental concept of a public forum is the right of others to listen and to record the actions and activities of others. The right of others to record the proceedings of an Alliance meeting serves a vital purpose of assuring that the proceedings of the organization are conducted in a fair, open manner and subject to the scrutiny of others who may not have been able to attend the meeting.

(b) Right to Record Meetings. Any member of the Alliance may audio or video record any general meeting of the Alliance so long as the recording activity is not disruptive of the meeting as determined by the President. A determination by the President that the recording is disruptive of the meeting may be appealed as provided in Robert’s Rules of Order.

(c) Restriction on Amendment or Repeal. This section 7.07 of the By-laws cannot be amended during a general membership meeting but can be amended or repealed only by affirmative vote of 75% of all members voting on such a proposition submitted to the entire membership by written ballot in the manner set forth in these By-laws.

Section 7.08. Robert’s Rules of Order. Except to the extent varied by these By-laws and standing rules adopted by the Board, the meetings of the general members shall be conducted in

accordance with the latest version of Robert's Rules of Order. Should a conflict appear between Robert's Rules of Order and the rules set forth in herein, these By-laws shall prevail.

## **ARTICLE 8. MEETINGS OF THE BOARD**

### Section 8.01. Meetings.

- (a) **Place of Meetings.** Meetings shall be held at locations provided by the Board and shall be noticed to all Board Members as provided in these By-laws. Any meeting of the Board may be held by teleconference, telephone or similar communication equipment, so long as all Board Members participating in the meeting can hear one another. At such teleconference meetings, Board Members participating by teleconference shall be deemed present for all purposes. Meetings shall not be conducted by polling as provided in Section 8.03(b).
- (b) **Regular Meetings.** Regular meetings of the Board shall be held at least eight times a year. Members of the Board are expected to attend all regular meetings.
- (c) The President, or their designee, shall assure Board Members are reminded of upcoming meetings, and upon advanced notice of their inability to attend, a Board Member shall be excused. As provided in Section 10.8, three unexcused absences of a Board Member shall result in a vacancy.
- (d) **Contact Information.** Upon being elected, each Board Member shall provide current contact information to the Secretary, including mailing address, email address, phone number (personal and business if applicable), mobile phone number, and facsimile number if available. The Secretary shall maintain a record of all contact information for the Board Members. Board Members must keep contact information up to date by immediately notifying the Secretary of any changes.
- (e) **Special Meetings.** Special Meetings of the Board may be called for any purpose at any time by the President, any Vice President, the Secretary or any three Directors.
- (f) **Notice for Special Meetings or Changes in Time or Place of Board Meeting.**
  - i. Notice of the time and place of any special meeting or the change in time or place of any regular meeting shall be given to each of the Board Members based on the provided Contact Information and by any reasonable means.
  - ii. **Time Requirement.** Notices given by any reasonable means shall be given at least 72 hours before the time set for the meeting or reasonable notice.

- iii. Contents of Notice. The notice shall state the time and place for the meeting and the proposed agenda.
- iv. Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Board Members not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose or agenda items of the meeting. All waivers, consents, and approvals shall be filed with the Alliance records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed waived by any Board Member who attends the meeting without protesting the lack of adequate notice before or at its commencement. The right of a Board Member not present to object to the lack of notice of any meeting expires at the commencement of the next regularly scheduled or noticed meeting.

- (g) Quorum. A quorum shall consist of 50% of the number of Board Members then in office.
- (h) Adjournment. A majority of the Board Members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 8.02. Board Action. Every act or decision done or made by a majority of the Board Members present at a meeting duly held at which a quorum is present is the act of the Board, unless the law, Articles of Incorporation, or these By-laws require a greater number.

Section 8.03. Action Without a Meeting.

- (a) Unanimous Consent. Any action taken by the Board under any provision of law or these By-laws may be taken without a meeting if all Board Members consent in writing to taking action without a meeting. The required unanimous written consent may be documented by each Board Member separately signing an individual Consent Form, or by one Consent Form signed by all Board Members. "Written consent" may consist of a text or email. Written format may also consist of a signed written document sent by first class mail, hand delivered or as an attachment to a text or email. Any such vote shall be by a simple majority of those Board Members voting.
- (b) Each signed Consent evidencing the unanimous written consent to act without a meeting must be filed by the Secretary with the minutes of the Board. The Consent Form shall include the following language:
  - "Pursuant to Section 8.03 of the By-laws for the Mount Washington Homeowners Alliance (the "Alliance") I/We consent to the Board taking action without a meeting. That action consists of [insert description of motion or other action to be considered by the Board without a meeting]



Name: \_\_\_\_\_  
Board Position (Officer/Director): \_\_\_\_\_  
Date: \_\_\_\_\_”

- (c) Any document which relates to the action taken by the Board without a meeting (the “Action”) shall state that the Action was taken after unanimous written consent of all Board Members was obtained, and that the By-laws of the Alliance authorize the Board to take the Action without a meeting. Such documentation shall be *prima facie* evidence of the Boards’ authority to act.
- (d) Voting. Any vote by the Board on an Action taken without a meeting must be in written format. ”Written format” may consist of a text or email. Written format may also consist of a signed written document sent by first class mail, hand delivered or as an attachment to a text or email. Any such vote shall be by a simple majority of those Board Members voting.

Section 8.04. Dollar Limit on Board Decisions. The Board may adopt a motion approving any expenditure of Alliance monies to further the purposes of the organization, except that any proposed expenditure that exceeds One Thousand Dollars (\$1,000) shall be ratified or initiated by the general Voting Members.

Section 8.05. Robert’s Rules of Order. Except to the extent varied by these By-laws or standing rules adopted by the Board, the meetings of the Board shall be conducted in accordance with the latest version of Robert’s Rules of Order. Should a conflict appear between Robert’s Rules of Order and the rules set forth in herein, these By-laws shall prevail.

Section 8.06. Member’s Right to Agendize. Any Voting Member or Non-Voting Member, at least 3 days prior to a Board meeting, may add an item of business to the Board’s agenda. The President shall allocate at least 10 minutes for presentation by the member. The Board may or may not take further action thereafter. In the order of requests received, at the discretion of the President, the number of member presentations may be limited to one per Board meeting.

## **ARTICLE 9. CODE OF ETHICAL CONDUCT**

Section 9.01. Statement of Principles. The Mount Washington Homeowners Alliance is founded as the result of the attempt of an institution within our community to control the former Mount Washington Association for its own self-interest. A community organization like the Alliance is intended to pursue the interests of the entire community and never to be used as an instrument to further a private agenda that is contrary to community values. The residents of Mount Washington have a right to expect the members, committee chairs, Board Members of the Alliance to conduct themselves with the highest integrity and with respect for the interests of

ALL members of the community. It is therefore absolutely necessary to impose a strict Code of Conduct upon the members, Board Members of the Mount Washington Homeowners Alliance to further these core community values.

Section 9.02. Disqualification from Officer/Board Positions. Any member who has a “disqualifying interest” may not run for, be nominated to, or continue holding any Officer or Director position in the Alliance until one year after the disqualifying interest is terminated.

Section 9.03. Required Oath and Continuing Duty to Disclose Conflicts of Interest. Any member running for or nominated to any Board Member position shall, as a condition of being allowed to take the oath of office, execute a written declaration under the penalty of perjury that he or she has no “disqualifying interest” and that he or she will immediately inform the Board if a “disqualifying interest” should arise during their term of office.

Section 9.04. Disqualification from Votes Involving a Personal Interest. Any member who has a “disqualifying interest” in any matter coming before the Alliance shall be required to abstain from voting on such a matter and to give their name to the Secretary for recording in the meeting minutes.

Section 9.05. Definition of an Officer, Director or Member Disqualifying Interest. Any “person” who is an Officer, a Director, or a general member of the Mount Washington Homeowners Alliance has a “disqualifying interest” if:

they, or “an organization affiliated with them,” will within the next six (6) months file a request for, or now has pending with, any governmental body a request for any type of development or building permit for a “project” within the “neighborhood.”

- (a) “Person” as used in this section means an individual, their spouse, domestic partner, parent, or child.
- (b) “Organization affiliated with them” as used in this section means any corporation, unincorporated association, joint venture, or partnership organized under the laws of any state that is seeking to develop any “project” in the “neighborhood,” and the person affiliated with that organization is a director, employee, member, or “independent contractor” of the organization.
- (c) “Project” as used in this section includes:
  - (1) Any subdivision or aggregation of land or lots for the development of single-family homes or multi-family housing within the neighborhood;
  - (2) Any application that would change the zoning of any lot within the R1 portions of the neighborhood; or
  - (3) Any application for a development agreement, conditional use permit, variance or other discretionary permit that requires approval from a governmental body and the project applicant seeks any land use other than a single-family home.

“Project” shall not ever include the construction, addition, renovation, or demolition of a person’s own primary residential home in the neighborhood.

- (d) “Neighborhood” as used in this section means the Mount Washington Homeowners Alliance neighborhood as defined in these By-laws.
- (e) “Independent contractor” as used in this section means any person who has provided goods or services to an organization within the last 10 years or has any expectation to provide goods and services to the organization anytime within the next five years. Such a person is considered affiliated with an organization.
- (f) “Organization” as used in this section means any organization that is, has, or will have a “project” application before any governmental body.

Section 9.06. Involuntary Removal of Officer or Board Member. If the Board or the General Membership determines, after a hearing, that a Director or Officer of the Alliance has a “disqualifying interest,” then by vote of the Board at its meeting, the General Membership at its meeting, or the Entire Membership by written ballot can by majority vote remove the Director or Officer.

Section 9.07. Involuntary Removal of Member Voting with a Conflict of Interest. Within 60 days following the vote on any motion, any member of the Alliance can file a request for a hearing that another member or members voted on an item in which such a member or members had a financial interest exceeding \$500 or a “disqualifying interest” in a “project.” Upon the receipt of such a request, the Board shall give notice to the member or members and conduct a hearing for removal with cause as provided in these By-laws. At such a hearing, the member filing the request for hearing shall be provided an opportunity to provide the Board with reasons why he or she believes the member or members voted with a conflict of interest.

## **ARTICLE 10. DUES, NOMINATIONS, ELECTIONS, AND VACANCIES**

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Section 10.01. Composition of the Nominating Committee. The Nominating Committee shall be composed of two members from the Board and three members from the general membership. The Chair of the Nominating Committee shall be one of the three general members. The Board shall establish guidelines for conduct of the nomination process consistent with these By-laws.

Section 10.02. Appointment of the Nominating Committee. In the July newsletter, the Alliance will publish an announcement that persons willing to serve on the Nominating Committee shall express their interest to a Board-appointed Officer other than the President no later than August 1<sup>st</sup>. Prior to the next Board meeting, the appointed Officer will assemble a proposed Nominating Committee for review by the Board. At the August Board meeting, the

Board Members may ratify the Nominating Committee as proposed or substitute one or more other persons to the Committee. The Nominating Committee proposed by the Board will be published in the September newsletter and, at the September general membership meeting, the President will ask for ratification of the Nominating Committee. The general members may ratify the Nominating Committee as proposed or substitute one or more other persons from the floor. Upon final vote by the membership, the Nominating Committee will be confirmed.

Section 10.03. Recommended Slate of Officers and Directors. Upon confirmation, the Chair of the Nominating Committee will call meetings of the committee to discuss potential candidates for Officer and Director positions open on the Board. Members of the Nominating Committee will identify potential candidates, confirm their willingness to serve, and make a finding that none of the candidates for office have any interest that violates the Alliance Code of Conduct. Based upon its research and confirmation of interest in serving, the Nominating Committee will present a recommended slate of Officers to the Secretary no later than October 25<sup>th</sup>. The list of recommended Officers and Directors shall be published in the November newsletter.

Section 10.04. Additional Nominations. At the November general meeting, the President shall read the list of nominees for Officer and Director positions. The President will then open the floor for additional nominations. Any other member of the Alliance can be nominated to the open Officer and Director positions. After the close of the nominations from the floor, the Secretary will compile the list of names for the election ballot.

Section 10.05 Dues Collection. No later than December 1st, the Secretary and the Membership Vice President (or other Board Member designated by the Board) shall arrange for distribution of the annual dues statements to all members. The statements will be distributed via U.S Mail, email or other reasonable means as the Board may establish. Dues may be paid by any means established by the Board, including but not limited to electronic payment or checks. The statement may include any instructions necessary to facilitate collection. All dues payments must be electronically verified, received in the mail or hand delivered to the Treasurer no later than noon on January 8th. The Treasurer will take possession of all dues payments for deposit into the Alliance treasury. The Board may, in its' discretion, modify the dues payment procedure as necessary to facilitate easy and prompt payment of dues in a reasonable manner.

Section 10.06 Balloting Procedure and Tabulation for Election of Board Members. No later than December 1st, the Secretary and the Membership Vice President (or other Board Member designated by the Board) shall arrange for distribution of the annual election ballot to each Voting Member along with instructions on how to complete the ballot and submit it.

- a) The ballots, along with instructions on the voting procedure, will be distributed via U.S. Mail, email or other reasonable means as the Board may establish.
- b) The ballot will include a listing of each candidate for each Officer and Director position, which may include a biography or candidate statement of up to 100 words.
- c) The identity of each individual member voting, and their respective votes, will be private and confidential.

- d) All ballots must be electronically submitted, received via U.S. Mail or hand delivered to the Treasurer no later than noon January 8th.
- e) The ballot or accompanying instructions will state in bold letters the following:  
 “This ballot will not be counted unless your annual dues have been paid in full by January 8th. Any ballot received by the Alliance after the deadline will be void for lateness and not counted.”
- f) The Secretary, Treasurer and Membership Vice President (or other Board Members designated by the Board) will tabulate and verify all ballots. No vote will be counted unless the Membership Vice President has verified timely payment of annual dues. No ballot received after the deadline will be counted. A candidate may designate an observer to be present during the tabulation process.
- g) The results will be posted online and announced at the January annual meeting.
- h) The Secretary shall retain the ballots, including void ballots, and make them available for inspection for one year following the election. The Board may, in its’ discretion, modify the balloting procedure to facilitate easy and confidential balloting including electronic balloting or other reasonable means.

Section 10.07. Installation of Officers and Directors. The newly elected Officers and Directors of the Alliance shall be installed at the January general membership meeting. Prior to installation, each Officer-elect and Director-elect shall sign a declaration under the penalty of perjury that reads as follows:

*“I, [Name], shall execute my office in the Mount Washington Homeowners Alliance to the best of my ability. I represent to the membership of the Alliance that I have no “disqualifying interest” in any “project” as those terms are defined in the Alliance Code of Conduct. I acknowledge that I am under a continuing duty to immediately report to the Board any “disqualifying interest” that may arise during the term of my office.*

*I promise each and every general member of the Alliance that I will execute the fiduciary duties of my office for the general welfare of the members of the Alliance and the community at-large within Mount Washington. Under the penalty of perjury, I execute this declaration this \_day of January, \_\_\_\_\_. Signature of Officer or Director. Signature of two witnesses.”*

Section 10.08. Vacancies. A resignation, removal, disqualification, three unexcused absences from regular Board meetings in a calendar year, or otherwise, will result in a vacancy. Except for the Immediate Past President, a vacancy may be filled by the Board for the period of time until the next election subject to ratification by the members at the next general membership meeting. If the Board accepts a Board Member’s resignation that is to take effect in the future, the Board may elect a successor to take office when the resignation becomes effective. A person elected to fill a vacancy as provided in this section shall hold office until their resignation,

removal, disqualification, or otherwise. A reduction of the authorized number of Board Members does not remove any Board Member until the usual end of their term of office.

Section 10.09. One Person: One Office. As provided in Section 5.02, no person may hold more than one seat on the Board at the same time. If a person is nominated to an Officer position while currently serving as a Director, then at the November general meeting, the Nominating Committee shall also nominate a contingent candidate to fill the Director's seat that might be vacated. Other contingent candidates for the Director's seat may also be nominated from the floor at the November meeting. If the current Director is elected as an Officer, the person winning the contingent election for the Director's seat shall be elected to the vacated Director's seat for the unexpired term.

## ARTICLE 11. COMMITTEES

Section 11.01. Executive Committee. There shall be an Executive Committee consisting of the President, the Vice President of Action, and the Vice President of Land Use. The Executive Committee, by majority vote, may take any action the Board may take at a meeting (e.g., including but not limited to, taking a position on land use matters, filing administrative appeals, minor expenditures, public testimony, and publicly representing the Alliance), except the Executive Committee may not:

- a. Adopt, amend, or repeal the Articles of Incorporation or these By-laws.
- b. Commit or spend more than \$300.00.
- c. Initiate, join, intervene in, compromise, settle, or dismiss any litigation.
- d. Apply for a grant in the name of the Alliance.
- e. Lend the Alliance name in support of another organization's cause.

The Executive Committee may reach a decision through the use of telephone, text, email or other electronic communications without compliance with the meeting and notice requirements of a Board meeting. In matters likely controversial, the Executive Committee is encouraged to and may solicit input from other Board or Committee members before making a decision authorized by this Section, but the decision shall be made solely by the Executive Committee. The Executive Committee decision shall be promptly communicated to the entire Board and is subject to review at any subsequent Board meeting.

This delegation of authority to the Executive Committee shall not operate to relieve the Board or any individual Officer or Director of any responsibility imposed on it or them by law, the Articles of Incorporation, or these By-laws.

Section 11.02. Special Committees. The Board may by majority vote establish any number of committees of the Alliance to carry out its purposes. The Board may appoint any Director or Voting Member to serve as the Chair of each Special Committee. While Committee Chairs may be invited to attend meetings of the Board, such Chairs shall not have a Board vote. Each Special Committee shall follow the meeting rules and notice provisions of these By-laws

for the conduct of its meetings. The Special Committee shall keep minutes of its proceedings and report its activities to the membership from time to time as the Board may require.

## **ARTICLE 12. ALLIANCE RECORDS AND REPORTS**

Section 12.01. Alliance Books & Records. The Alliance shall keep at such place determined by the Alliance Secretary, the original and a copy of its Articles of Incorporation and By-laws as amended from time to time, and a record of minutes of all meetings of the Alliance.

Section 12.02. Accounting Books & Records. The Alliance shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Section 12.03. Tax Assessment. On request of an assessor the Alliance shall make available a true copy of business records relevant to the amount, cost, and value of property, subject to local assessment, which it owns, claims, possesses, or controls within the county.

Section 12.04. Inspection. The books of account shall at all reasonable times be open to inspection by any Board Member. Every Board Member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind, and the physical properties of the Alliance. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts or photocopies at such Board Member's expense. Failure to allow a Board Member to inspect records within 10 days of written request is presumed unreasonable.

Section 12.05. Annual Report. Within 60 days following the close of the Alliance's fiscal year, the Treasurer shall prepare and distribute to the Board and publish to the membership a report that includes the following:

- (a) The assets and liabilities of the Alliance at the close of the fiscal year;
- (b) The principal changes in assets and liabilities during the fiscal year;
- (c) The revenue or receipts for the fiscal year;
- (d) The expenses or disbursements for the fiscal year.

Such report shall be accompanied by any report of independent accountants, or, if there is no such report, the certificate of an authorized Officer of the Alliance that such annual financial report was prepared without audit from the books and records of the Alliance.

## **ARTICLE 13. FISCAL YEAR & ACCOUNTING**

Section 13.01. Fiscal Year. The fiscal year of the Alliance shall be from January 1 until December 31 each year.

Section 13.02. Accounting Method. The books and accounts of the Alliance shall use the cash method of financial accounting.

#### **ARTICLE 14. EXECUTION OF INSTRUMENTS, DEPOSITS & FUNDS**

Section 14.01. Authority. The Board may by resolution authorize any Officer or agent of the Alliance to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Alliance. Unless so authorized, no Officer, agent, employee, or Director shall have any power or authority to bind the Alliance by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 14.02. Depositories. All funds of the Alliance shall be deposited from time to time to the credit of the Alliance in such bank, trust companies, or other depositories as the Board selects. Checks of the Alliance in the amount of One Thousand (\$1,000) dollars or more shall require the signature of two of the following Officers: the President, the Treasurer, or the Action Vice President, who shall execute any necessary documents to open and maintain the Alliance accounts. Checks less than One-Thousand (\$1,000) dollars shall only require one signature of the above-listed Officers.

Section 14.03. Gifts. The Board may accept on behalf of the Alliance any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Alliance.

#### **ARTICLE 15. INVESTMENTS**

Section 15.01. Property & Securities. The Alliance shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest funds held by it, according to the business judgment of the Board, without being restricted to the class of investments which a trustee is or may hereafter as permitted by law to make any similar restriction, provided however, that no action shall be taken by or on behalf of the Alliance if such action is a prohibited transaction under sections 4941 through 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

#### **ARTICLE 16. PROHIBITED DISTRIBUTIONS**

Section 16.01. General Prohibition. No Officer, Director, employee, or other person connected with this Alliance or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Alliance, provided, that this provision shall not prevent the payment to any such person a reasonable compensation for services rendered to or for the Alliance in carrying out its purposes as shall be fixed by resolutions of the Board and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the assets on dissolution of the Alliance.

Section 16.02. Special Prohibitions. The Alliance shall be subject to the following limitations and restrictions:



(a) The Alliance shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code.

(b) The Alliance shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code.

(c) The Alliance shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code.

(d) The Alliance shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code.

(e) The Alliance shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

### **ARTICLE 17. BY-LAWS & AMENDMENT**

Section 17.01. Effective Date. These By-laws shall become effective immediately on their adoption. Unless the resolution adopting such amendment provides otherwise, amendments to these By-laws shall become effective immediately on their adoption.

Section 17.02. Originals of Articles/Bylaws. The original and copies of the Articles of Association and these By-laws as amended and certified by the Secretary shall be kept by the Secretary, with the records of the Alliance, and such records shall be open to inspection by any Board Member upon reasonable request.

Section 17.03. Amendment of By-laws. Except as otherwise provided in these By-laws, and subject to the limitations contained in the Articles of Incorporation and to any provisions of law applicable to the amendment of bylaws of California non-profit corporations these By-laws may be altered, amended, or repealed and new By-laws adopted by a vote of the members as provided in this section.

The By-laws of the Alliance may be amended by the following method:

Any proposed amendment to these By-laws may be considered at a general meeting of the Alliance after written notice of the proposed amendment is delivered to each Voting Member by publication in the newsletter, by e-mail delivery, or a special mailing at least 10 calendar days prior to the meeting at which the amendment will be considered. Upon a motion and second, the proposed amendment shall be discussed by the general membership and, after allowing full discussion of the proposed amendment, the matter shall come on for a vote. The proposed amendment shall be adopted if 90% of all Voting Members present at the meeting and voting either “yea” or “nay” vote in favor of the amendment.

If the proposed amendment fails to obtain the required percentage of affirmative votes to amend the By-laws at a general membership meeting, the President shall ask the proponent of the amendment if he or she wishes to submit the proposal to the Voting Members by written ballot.

If the proponent asks that the proposed amendment be submitted to the entire membership by written ballot, the President shall, at the same meeting:

- (1) Appoint the proponent to write the ballot argument in favor of the amendment
- (2) Appoint an opponent to write the ballot argument in opposition to the amendment

No later than the next newsletter, the Alliance shall mail the following to each Voting Member of the Alliance:

- (1) The written text of the proposed amendment
- (2) The proponent's argument in favor of the amendment not to exceed 500 words
- (3) The opponent's argument against the amendment not to exceed 500 words
- (4) A ballot that shall read as follows: "Shall the proposed amendment to the Mount Washington Homeowners Alliance By-laws be adopted?" Yes \_\_\_\_\_ No \_\_\_\_
- (5) A preaddressed return envelope

Ballots returned to the Alliance via regular mail or hand-delivered within the first half-hour of the next general membership meeting shall be counted during the meeting and the result reported to the membership. The proponent or their designee and the opponent and his or her designee may observe the counting of the ballots. If the proposed amendment to these By-laws receives a 60% or more affirmative vote of the total written ballots returned in time for the meeting, the amendment shall be adopted.

Adopted April 2001, in Los Angeles, California.

Amended September 2004.

Amended July 2005.

Amended September 2008.

Amended September 2013

Amended March 2018

Amended January 2020

Amended September 2020