



# Bluff Park Neighborhood Association

## Bylaws

Approved January 16, 2019

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<a href="#">Prior Bylaws Revision</a>	January 2016
Board Approval of This Revision	December 28, 2018
Notifications of Upcoming Ratification Vote <ul style="list-style-type: none"> <li>E-Blast #1</li> <li>Posting to Website Home Page</li> <li>E-Blast #2</li> <li>Directed Email</li> <li>Street Signs Posted in Neighborhood</li> <li>Flyers Delivered to Residents' Homes</li> </ul>	December 28, 2018 December 31, 2018 January 2, 2019 January 2, 2019 January 10-16, 2019 January 11-14, 2019
Ratification Approval of This Revision at Community Meeting	January 16, 2019

## **Article I                      Organization**

### **A. Name**

Bluff Park Neighborhood Association (BPNA).  
Formerly known as, Beach Area Concerned Citizens (BACC).

### **B. Boundaries**

As defined and described in the Bluff Park Historic District Ordinance of the City of Long Beach, California, where the City Council in 1982 originally conferred historic landmark designation status upon the residential neighborhood known as the Bluff Park Historic District. The Bluff Park Historic District is generally but not precisely bounded by E. Ocean Boulevard (on the south), the east side of Junipero Avenue (on the west), the south side of E. Broadway (on the north), and the west side of Loma Avenue (on the east).

## **Article II                      Purpose and Nonprofit Affirmation**

### **A. Purpose**

The BPNA is organized exclusively to

1. Preserve the integrity and historic significance of, and develop a sense of unity within, the Bluff Park Historic District, fostering collaboration and goodwill;
2. Educate the neighborhood, surrounding communities and the City of Long Beach on the historic asset and value of the neighborhood, including its homes, architectural styles, streetscape and lampposts, and on the impact the Bluff Park Historic District has on the City and the County of Los Angeles; and
3. Act as a communication vehicle to represent the neighborhood's residents to outside entities, local businesses, other neighborhood associations, City officials and City agencies.

### **B. No Individual Gain**

The BPNA does not contemplate pecuniary gain or profit to any of its Members or Officers whatsoever, and there shall be no distribution of any profit or assets any time to its Members or Officers.

### C. Nonprofit Affirmation

The BPNA operates as a nonprofit 501(c)(3) charitable entity following the requirements and prohibitions for public charity 501(c)(3) organizations, as set forth by the United States Internal Revenue Service (IRS) under Internal Revenue Code 501(c)(3).

## **Article III Limits of Authority, Standing Rules and Policies**

### A. Limits of Authority

No individual or group shall be authorized to commit the BPNA to any agreement or obligation without the specific approval of the BPNA Board of Directors (also known as, the Board).

### B. Standing Rules and Policies

Standing Rules and Policies shall be established by the BPNA Board and may be amended as necessary by the Board to facilitate the ministerial operation of the BPNA in absence of the Voting Membership.

## **Article IV Membership and Voting Privileges**

### A. General Membership

All residents and persons who are property owners within the boundaries of the Bluff Park Historic District shall constitute the General Members. Both owners and non-owner residents of properties shall be eligible for General Membership.

### B. Voting Membership

Those persons in the General Membership who pay voluntary annual dues to the BPNA as set by the Board and who are in good standing shall be entitled to have one (1) vote per residence, as determined by mailing address for the United States Postal Service. As defined here, these General Members shall be eligible for and constitute the Voting Membership.

## **Article V Contributions**

A. Contributions are voluntary, and levels, if any, are established by the Board.

## **Article VI       Funds**

### **A. Two type of funds shall be established:**

#### **1. General Funds**

Membership dues payments shall be deposited into the General Funds. The General Funds shall be used for the BPNA's general operating expenses and to collect revenues from and pay expenses for events, sponsorships and activities carried on for charitable and neighborhood benefit purposes, unless otherwise specified for Special Funds.

#### **2. Special Funds**

The BPNA Board may establish Special Funds for special events and purposes. Special Funds are earmarked for specific projects, events and/or activities of the BPNA.

### **B. Allocation of expenditures must be approved by a majority of the Voting Membership who are in attendance at the Community Meeting at which the BPNA budget is presented for approval, except for minor expenses as expended executing ministerial duties of the Board and its Committees within the purview of the their offices and roles to the extent that they are authorized by the Board on a case-by-case basis.**

### **C. Once the Board and Voting Membership have allocated funds via approval of the budget, they can only be reallocated via majority vote of the Voting Membership who are in attendance at the Community Meeting at which the budget is presented.**

### **D. The Board shall approve all expenditures from reserves that exceed allocated budgeted amounts.**

### **E. All disbursements shall be paid by check, which shall be signed by the Treasurer or a second signer, as approved by the Board. Any expenditure exceeding an amount established by the Standing Rules or Policies shall be signed by both the Treasurer and the second signer.**

- F. The Treasurer shall present a financial report to the Board each month and at the Community Meeting to the General Membership each quarter, or four (4) times per year, as set by the Board. The financial report shall consist of information from balance sheets and/or other similar instruments of statements of cash flows. The Board may request additional reports as appropriate.

## **Article VII      Officers (Board Members)**

- A. The Board of Directors shall consist of seven (7) Officers (also known as, Board Members), namely President, four (4) Vice Presidents, Secretary and Treasurer.

## **Article VIII      Requirements of Officers**

- A. All Officers (Board Members) are required to attend all Board Meetings and Community Meetings of the General Membership. In the event that an Officer's attendance is not possible, the Officer must contact the President or the Secretary prior to the start of the Meeting.
- B. An Officer may be dismissed for dereliction of Duties or excessive absence from Board Meetings and/or Community Meetings. Any such Officer shall be notified in writing that dismissal is forthcoming and shall be provided an opportunity to respond.
- C. All Officers shall not be salaried by the BPNA and shall not be related to any BPNA-salaried personnel or parties providing services, except as provided by federal and state Conflict of Interest laws and Article XVI of these Bylaws. Officers cannot simultaneously provide salaried or compensated services while serving on the Board, but Officers can be reimbursed for approved supplies and expenses incurred in the course of conducting business on behalf of the BPNA.

## **Article IX            Duties of Officers**

### **A. President**

The President shall be the Chief Executive Officer and spokesperson, with full authority and responsibility for supervising the BPNA's affairs, subject to the ultimate review of the Board of Directors and the BPNA's Bylaws. A Vice President shall assume the responsibilities of the President in his/her absence.

#### **Duties:**

1. Possess and be responsible for access to the BPNA's post office box, or other similar device or mechanism, as applicable for receiving correspondence to the BPNA.

### **B. Vice President of Events and Fundraising**

The Vice President of Events and Fundraising shall be responsible to the BPNA for events, meetings and fundraising initiatives.

#### **Duties:**

1. Develops a timeline of events, including resource requirements (such as, for example, people and money), budgets and target dates.
2. Presents event plans and updates to the Board and works with other Officers to marshal necessary human resources.
3. Coordinates ways to raise money and works with the Officers to ensure solicitation and events are achieving targeted goals.
4. Works to keep a flow of contributions, as needed, for advertisements, community events and historic preservation.

### **C. Vice President of Communications**

The Vice President of Communications shall be responsible to the BPNA for communications and information-sharing.

#### **Duties:**

1. Maintains the BPNA's website, social media, print and electronic methods, as applicable, with current information, announcements and outreach of interest and relevance to the General Membership and Voting Members and broader community related to the BPNA's purpose, functions, meetings, events, elections and actions and based on feedback and material from the Officers and the community.

2. Discharges web blasts and/or email marketing campaigns and oversees the BPNA's electronic newsletters and hardcopy newsletters, as applicable.

D. Vice President of Public Safety

The Vice President of Public Safety shall be the liaison and responsible to the BPNA on issues of public community safety.

Duties:

1. Acts as a communication point between the Board and the City's Police and Fire Departments and the District's City Council Office on issues of public safety.
2. Develops and implements a Community (Neighborhood) Watch program.
3. Schedules and facilitates, as appropriate, police and fire and safety-related resources and personnel for the BPNA's functions.
4. Works with the President and follows up on generally applicable neighborhood issues and concerns directed by the Board related to public safety and helps formulate resolutions with City departments and for presentation to the Board for approval.

E. Vice President of Historic Preservation

The Vice President of Historic Preservation shall be the liaison and responsible to the BPNA on issues related to the Bluff Park Historic District's integrity and historic preservation.

Duties:

1. Works with the City's Planning Department Staff and Commission, the Cultural Heritage Commission, other like-minded preservation organizations and residents in the neighborhood.
2. Responds to requests and notifications from the City that involve planning relative to compliance with the Bluff Park Historic District Ordinance and Historic District Design Guidelines.
3. Represents the Board at meetings of other associations representing historic districts.
4. Attends meetings and works with the City staff, officials and other entities on policy development, ordinances and codes relevant to the preservation of historic district status and planning and building guidelines.

5. Ensures the Board is briefed in a timely manner on historic preservation issues, activities and events.

#### F. Secretary

The Secretary shall be the Chief Administrator Officer.

Duties:

1. Keeps complete, accurate records of names and addresses of the Board and the Voting Membership.
2. Keeps complete, accurate minutes of the proceedings of the Board Meetings and distributes the minutes to the Board.
3. Coordinates with the Vice President of Communications for noticing of meetings, elections and other actions required by the Bylaws or otherwise directed by the Board.
4. Maintains a complete, accurate set of the Bylaws and the Standing Rules and other Policies, as applicable.
5. Distributes Voting Membership renewal notices.

#### G. Treasurer

The Treasurer shall be the Chief Financial Officer.

Duties:

1. Has custody, control and reporting responsibilities related to the BPNA Funds and disbursements as described in Article VI of these Bylaws.
2. Keeps all necessary records and accounts of income, monies, gifts, contributions, pledges, dues, receipts, disbursements, expenditures, assets and liabilities.
3. Complies with applicable financial provisions of federal, state and local regulations and laws.
4. Reports the BPNA's financial status at each Board Meeting and Community Meeting.
5. Procures necessary insurance for the BPNA.
6. The Board may from time to time undertake a financial review, formal or informal, as it deems appropriate.

- H. The Board with agreement of the President may adjust or amend without a vote of the Voting Membership specific Duties of individual Officers to execute and adapt to the BPNA's needs and functions.



## **Article X            Election of Officers**

### **A. Election Balloting and Results**

Candidates for Office shall be introduced or named, and nominations may be accepted from the floor, prior to and at the 2nd quarterly Community Meeting. An annual Election shall be conducted at the earliest practicable opportunity following that Community Meeting by email ballot, or other balloting method set forth and communicated by the Board, of the Voting Membership in good standing. Election results shall be announced and posted on the BPNA website by 3 days from the end of the balloting, or at the earliest practicable opportunity, unless otherwise set forth and communicated by the Board.

### **B. A transitional Board Meeting shall be held annually following the Election and attended by immediately-past, newly-elected, and current Officers for the purpose of maintaining Board continuity.**

### **C. Officers may serve a two (2) year term.**

### **D. For vacancies in an Office (Board position), the Board shall fill the Office for the remainder of the unexpired term.**

### **E. Officers may run again for re-election to the Board. The President shall be limited to three (3) consecutive, two (2) year elected terms.**

### **F. If an Officer moves out of or vacates the neighborhood (as an owner or non-owner resident) during his/her term, he/she may complete the term of office with Board approval.**

### **G. Officers shall serve staggered terms to balance continuity and new perspectives on the Board.**

### **H. Officers shall take office effective immediately following the posting of the Election results.**

### **I. Only Voting Members in good standing may serve as Officers and Candidates for Office.**

## **Article XI            Meetings**

- A. Community Meetings of the General Membership shall be held once each calendar quarter, of four (4) times per year, as determined by the Board. Other meetings may be held for special topics as directed by the Board. The General Membership and community shall be given reasonable notice of meeting dates and agenda items.
- B. Board Meetings shall be held once per month, unless otherwise impracticable.
- C. Only Officers may vote at Board Meetings.
- D. A majority of the Officers may request a closed Executive Session during a Board Meeting.

## **Article XII            Quorum**

- A. Community Meetings of the General Membership and/or Voting Membership do not require a quorum.
- B. A quorum for Board Meetings shall be a majority of the Officers.
- C. Proxies shall not be recognized for any reason.

### **Article XIII      Committees**

- A. Committees serving at the approval of and service to the Board are encouraged to help execute the functions, activities and purpose of the BPNA and its Officers.
- B. The President shall appoint Committee Chairpersons from the Voting Membership in good standing, with approval of the Board.
- C. The Committee Chairperson shall elect no less than two (2) General Members for the Committee.
- D. Each Committee Chairperson shall report and be responsible to the Board in a manner specified by the President.

### **Article XIV      Parliamentary Procedures**

- A. The New Robert's Rules of Order shall guide the parliamentary procedures at Board Meetings.

### **Article XV      Amendments**

- A. These Bylaws may be amended by a majority vote of the Board and be ratified by a majority vote of the Voting Membership in good standing who are in attendance at the Community Meeting at which they are presented for ratification.
- B. Notice of a vote to be taken on ratification of amendments to the Bylaws shall be given to the Voting Membership by email marketing campaign, electronic and/or print communication mechanism(s), and by posting on the BPNA's website home page at least two (2) weeks in advance of the date of the Community Meeting when the ratification vote is to take place.

## **Article XVI      Conflict of Interest**

### **A. Duty to Disclose**

In connection with any actual or possible Conflict of Interest on the part of an Officer, Committee Chairperson or Committee Member, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Officers and Committee Members with delegated powers to consider the proposed transaction or arrangement.

### **B. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussions with the interested person, he/she shall leave the Board Meeting or Committee Meeting while the determination of the Conflict of Interest is discussed and voted upon. The remaining Officers or Committee Members, respectively, shall decide if a Conflict of Interest exists. All such decisions at Committee Meetings shall be reviewed by the Board which retains ultimate decision-making on Conflict of Interest determinations and actions of its Committees.

### **C. Conflict of Interest Policy**

The Board shall establish a Conflict of Interest Policy, which shall be signed annually by all Officers and Committee Members and shall be maintained by the Secretary or his/her designee. The Board and its Committees and other formed groups shall adhere to the Conflict of Interest Policy. The Board shall the responsibility to enforce said Policy.

## **Article XVII      Dissolution**

- A. In the event of dissolution of the BPNA, all assets remaining after payment of debts shall be distributed to a nonprofit fund, foundation or corporation which is organized exclusively for charitable and educational purposes, which is likely to benefit similar purposes of the BPNA, and which has established its tax-exempt status under the federal Internal Revenue Service (IRS) Internal Revenue Code Section 501(c)(3).