

SAMARKAND NEIGHBORHOOD ASSOCIATION BYLAWS

ARTICLE I – NAME

Section 1. NAME

The organization shall be known as the SAMARKAND NEIGHBORHOOD ASSOCIATION, and shall be a non-profit Association, incorporated under the laws of the State of California.

ARTICLE II – MISSION

Section 1. MISSION STATEMENT

The mission of the Samarkand Neighborhood Association is to preserve our neighborhood as a great place to live. To that end we work to: promote a sense of community within our neighborhood; provide a community voice; advise the City of Santa Barbara and other entities whose policies and decisions affect our neighborhood; work in concert with neighborhood and other associations to support policies and decisions which will preserve our neighborhood and quality of life.

ARTICLE III- MEMBERS

Section 1. MEMBERSHIP

The membership shall consist of residents and owners of property located within the residential area bounded by State Street and De La Vina Street on the north, Mission Creek on the east, U.S. Highway 101 on the south, and Las Positas Road on the west. Membership shall be automatic upon application to the Association and payment of dues in advance. Membership is not transferable and ceases at the end of each fiscal year unless renewed by payment of the dues then payable.

Section 2. VOTING

To elect Directors or to vote on propositions, proposals, etc., brought before the membership for action, each member of the Association shall have one vote. Voting may be by proxy dated for the day of the meeting, signed by a member in good standing, and delivered to the secretary by the member named in the proxy as authorized to cast the vote for the signer.

Section 3. DUES AND ASSESSMENTS

Annual dues in the Association shall be set by the Board of Directors and shall be due and payable by each member in advance on or before the first day of July of each year.

Section 4. QUORUM

Except as otherwise provided in these Bylaws, a vote by ten (10)% of the members, in person or by ballot shall constitute a quorum. A simple majority of the quorum shall suffice to approve a measure, proposition, etc.

#### Section 5. ANNUAL MEETING

An annual meeting for the members of the Association shall be held on the Association's designated meeting day in May or at such other time and at such location as specified in the notice of meeting described in Section 7 of this Article II of these Bylaws. The members may transact such business of the Association as may properly come before them.

#### Section 6. SPECIAL MEETINGS

A special meeting of the members of the Association shall be promptly scheduled by the Board in response to the vote for such by the Board itself, or upon written request of the members representing at least ten (10)% of the total voting power of the Association.

#### Section 7. NOTICE OF MEETINGS

It shall be the duty of the Secretary to mail, email, or deliver a notice of each annual or special meeting, stating the purpose thereof, as well as the time and place where it is to be held, to the address of each member as it appears on the membership register of the Association, not less than one week nor more than 90 days prior to such meeting. The mailing or personal delivery of a notice in the manner provided in this section shall be considered notice served.

#### Section 8. ACTION WITHOUT A MEETING

Any action that may be taken by the vote of members at a regular or special meeting, except the election of Board members, may be taken without a meeting if the Board distributes a written ballot to every member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Board.

Ballots shall be delivered to members in the same manner as provided for delivery of notice of meetings in Section 7 of this Article II. All such ballots shall indicate the number of responses needed to meet the quorum requirement, and, with respect to ballots other than for the election for Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballot must specify the time by which it must be received in order to be counted.

### ARTICLE IV – OFFICERS

#### Section 1. OFFICERS

The officers of the Association shall be a president, vice-president, secretary and treasurer. The president, and in the president's absence, the vice-president, shall preside at the meetings of the Association and the Board of Directors.

### Section 2. PRESIDENT

It shall be the duty of the president to preside at all meetings of the Association and the Board of Directors, to see that the Bylaws and such rules and regulations as may be adopted by the Directors are rigidly enforced, and to report to the Board of Directors any infraction of the same; to call such meetings as are herein provided to be called by the president; to have general supervision over all affairs of the Association, and at the annual meetings to make a report of all accounts and general concerns of the Association during the previous year.

### Section 3. VICE-PRESIDENT

During the absence or disability of the president, the vice-president shall perform the duties and exercise the powers of the president.

### Section 4. SECRETARY

The secretary shall keep an exact record of the proceedings of the Association and the Board of Directors. The secretary shall oversee the activities of the Association pertaining to the records of the Association members as well as the correspondence of the Association. The secretary shall prepare meeting agendas, in consultation with the president, officers, and board members. The secretary shall preside at meetings in the absence of the president and vice-president.

### Section 5. TREASURER

The treasurer shall oversee the activities of the Association pertaining to the collection of initiation fees and dues, the accounts of the Association and reporting to the Board of Directors when requested. The treasurer under the direction of the Board of Directors shall disburse money belonging to the Association upon checks or orders signed by an officer described in Section 6 below.

### Section 6. CONTRACTS, BONDS, CHECKS AND OTHER WRITTEN INSTRUMENTS

Either the president, treasurer, or another Board member designated by the Board, shall sign all checks. The signature of the president, vice-president, secretary or treasurer shall be required in all contracts, bonds and other instruments in writing which must first be approved by the Board of Directors.

## ARTICLE V – BOARD OF DIRECTORS

### Section 1. BOARD OF DIRECTORS

The government, management and control of the Association shall be vested in eleven (11) of its members, to be known as the “Board of Directors”. At their first meeting after the annual election, the Board of Directors shall elect from their own number a president, vice-president, secretary and treasurer who may be one in the same person to hold office for a term of one (1) year and until their

successors are elected and take office. No compensation shall be paid or owed to any of them.

An assistant secretary who may or may not be a member of the Association may be appointed by the Board of Directors with such duties as may be assigned to him or her by the Board, to hold office at the pleasure of the Board.

#### Section 2. ELECTION OF OFFICERS

In even-numbered years (e.g., 1992, 1994, etc.) five (5) Directors shall be chosen for two-year terms. In odd-numbered years (e.g., 1993, 1995, etc.) six (6) Directors shall be chosen for two year terms. In this manner the eleven (11) Directors shall hold staggered terms in blocks of five (5) and six (6) Directors, respectively.

#### Section 3. ELECTION COMMITTEE

At the Board of Directors' meeting in March of each year, the president shall appoint an election committee, whose duty it shall be to issue a call for nominations, including self nominations, to the membership for candidates to fill the offices of the outgoing directors. The election committee shall contact each of the proposed nominees and obtain their assurance that the proposed nominee would be willing to fill the vacancy if elected. Each candidate shall be invited to submit a statement of qualifications and interest for inclusion with the ballot.

A list of candidates in writing shall be delivered by the chairman of the election committee to the secretary.

#### Section 4. ELECTION

No later than May 15, the election committee shall mail or deliver to each member the ballot and candidate statements. The ballot shall list candidate names in random order and leave sufficient space by each name for a mark indicating the choice of the voter.

Each member voting shall do so by placing a checkmark opposite the name of each candidate on the ballot for whom he or she desires to vote and mailing or delivering it as directed on the ballot. The deadline for receipt of ballots and the mailing address or delivery location for ballots shall be clearly marked on the ballots.

The election committee shall count the ballots promptly and notify the candidates of the election results prior to the June board meeting. Newly elected board members take office in July.

#### Section 5. VACANCIES

The Board of Directors shall fill all vacancies in the office of president, vice-president, secretary and treasurer. In the case of any vacancy in the Board of Directors, the Board shall choose a member to fill such vacancy until the next

annual election of Directors at which there shall be elected by the members a Director to fill the unexpired term.

Section 6. QUORUM

A quorum of the Board of Directors shall consist of six (6) members of the Board of Directors. The necessary majority of the members present at any Board meeting, to pass or reject measures, propositions, etc., shall consist of a simple majority of the quorum.

Section 7. POWERS AND DUTIES OF DIRECTORS

The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts as are not by law or these Bylaws directed to be exercised and done by the members. The powers of the Board shall include but not be limited to the following:

- A. To enforce and carry out the Bylaws, and any rules and regulations promulgated by the Board for the regulation of affairs and conduct of the Association as may, in the Board's judgment, seem proper;
- B. To enter into contracts as necessary for the benefit of the Association including contracts for insurance, if deemed necessary by the Board;
- C. To establish all fiscal policies of the Association and to set membership dues and assessments as needed for the sound financial management of the Association;
- D. To make rules for their own government and fix the time for its own meetings, and the method of calling the same;
- E. To prepare budgets and financial statements for the Association;
- F. To delegate its power to committees, officers or delegated representatives of the Association;
- G. To contract and pay for goods, services or employment necessary for the operation of the Association, including legal and accounting services;
- H. To elect officers of the Board;
- I. To fill vacancies on the Board.

Section 8. TERMS

Officers and members of the Board of Directors shall remain in office during the terms for which they are elected and until their successors are chosen and take office or until their earlier death, resignation or removal.

### Section 9. REMOVAL OF BOARD MEMBERS

At any regular meeting of the Board members, any one or more of the Board members may be removed by a majority vote of the Board members if the member to be removed has been absent from more than three (3) consecutive meetings of the Board of Directors without justification. Any Board member whose removal has been proposed by the Board shall be given ten (10) days notice of the proposed action pursuant to the manner regularly employed for notification to Board members. Any Board member whose removal has been approved by the Board shall be given an opportunity to be heard at the meeting.

### Section 10. REGULAR AND SPECIAL MEETINGS

Regular meetings of the Board shall be held at such time and place within the Association area as shall be determined, from time to time, by a majority of the Board members, but normally one such meeting shall be held each month, unless business to be transacted does not justify such frequent meetings, in which case the Board shall meet at least every three months.

Special meetings of the Board may be called by written notice signed by the president or by any two members of the Board other than the president. The notice of a special meeting shall state the time, place and purpose of the meeting.

Notice of the time and place of regular Board meetings shall be communicated to all Board members not less than twenty-four (24) hours prior to the meeting, and notice of the time, place and purpose of special meetings shall be communicated to all Board members not less than seventy-two (72) hours prior to the meeting, provided, however, that notice of a regular or special meeting need not be given to any Board member who has signed a waiver of notice or a written consent to the holding of the meeting.

### Section 11. OPEN MEETINGS

Regular and special meetings of the Board shall be open to all Association members; provided, however, that Association members, other than the Board members, may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of a quorum of the Board; provided, further, however, that upon the vote of a majority of a quorum of the Board, the Board may adjourn and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in executive sessions shall first be announced in open session.

### Section 12. ACTION WITHOUT A MEETING

The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of at least seven (7) of the Directors. Any action so approved shall require the support of a majority of the entire board and shall have the same effect as though taken at a

meeting of the Directors. In the event action is taken by written consent of a majority of the Board, an explanation of the action so taken shall be reported at the next regular meeting of the Board and entered into the meeting minutes.

## ARTICLE VI – MISCELLANEOUS

### Section 1. CONSTRUCTION OF BYLAWS

On all questions arising as to the construction and the meaning of the Bylaws, the decision of the Board of Directors shall be final unless rescinded by the Association at the annual meeting or at a special meeting called for that purpose.

### Section 2. AMENDMENT

Any article of these Bylaws may be repealed or amended or a new article or articles adopted by the Board of Directors at any regular meeting by a vote of a majority of all Directors. This power shall not be exercised in any case except upon ten (10) days written notice mailed or delivered at the direction of the secretary to each member of the Association, said notice to include a copy of any article or articles of the Bylaws intended to be repealed or adopted and, if it is intended to amend the Bylaws, a copy of the proposed amendments. The Certificate of the secretary entered upon the minutes shall be conclusive evidence of the mailing of said notice.

### Section 3. ATTORNEYS FEES

In any action brought in law or equity with respect to the provisions of these Bylaws, the prevailing party shall be entitled to attorneys fees in such amount as may be ordered by the Court.

### Section 4. INSPECTION OF BOOKS AND RECORDS

The membership register, books of account, and minutes of meeting of the members, of the Board and of the Board's committees shall be made available for inspection and copying by any member of the Association, or by his duly appointed representative, at any reasonable time and for a purpose reasonably related to his interest as a member, at such place as the Board may establish with respect to notice to be given to the custodian of the records, the hours and days of the week when such an inspection may be made; and payment of the cost of reproducing copies of documents requested by a member.

Every Board member shall have the absolute right at any reasonable time to inspect all books, records and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a Board member includes the right to make extracts and copies of documents.