

**BYLAWS
of the
RIDGEWOOD-WILTON NEIGHBORHOOD ASSOCIATION**

ARTICLE I: NAME

The name of this neighborhood organization is the Ridgewood-Wilton Neighborhood Association. It may also be known and referred to herein as "RWNA".

ARTICLE II: PURPOSE

The goals and purpose of RWNA are:

- 1) To bring together the diverse elements of our community into a united organization that truly represents the interests of all of our neighbors;
- 2) To develop a capability to listen to and interact with and inform all who have interests in our community;
- 3) To effectively represent our community in dealing with the City of Los Angeles ("City") and other government agencies; and
- 4) Above all to unify and serve the interests of our community so as to enhance the quality of life in the Ridgewood-Wilton neighborhood and surrounding area.

In service of this larger purpose, RWNA will participate in:

- 1) Monitoring City services and holding City employees accountable to the residents of the community;
- 2) Pursuing enforcement of existing City zoning codes;
- 3) Consulting with City officials regarding development plans for residential and commercial locations within and in close proximity to RWNA's boundaries to ensure (a) neighborhood character is maintained, and (b) need and appropriateness of any approved projects (including the provision of adequate parking for any such projects);

- 4) Fostering a safe and secure neighborhood environment, with special concern for children and pedestrians, including by monitoring area traffic and working with local law enforcement;
- 5) Encouraging neighborhood beautification, including through tree planting and graffiti removal; and
- 6) Advocating neighborhood preservation.

ARTICLE III: BOUNDARIES

RWNA represents the area bounded to the east by Wilton Place, to the south by Third Street to the west by Ridgewood Place and to the north by Beverly Drive.

ARTICLE IV: MEMBERSHIP & MEETINGS

Membership in RWNA shall be open to anyone who resides, owns property, or is the designated sole representative of any entity located within the boundaries of the association. Membership shall be granted to all such prospective members whose annual dues are paid and current.

- 1) Annual Meeting: There shall be a meeting of the membership once a year during the first calendar quarter at a time, date, and location to be fixed by the Board of Directors. Motions shall be approved by a majority vote of members present. (One vote per member.)
- 2) Special Meetings: Special meetings of the membership may be called at any time by action of the Board of Directors, provided reasonable notice in time and manner is given.
- 3) Open Meetings: All meetings shall be open and public and shall permit members to participate in the conduct of business, deliberation and the decision-making process.
- 4) Communications: RWNA shall establish a system to communicate with members on a regular basis and to allow for proper notice of membership meetings.

ARTICLE V: BOARD OF DIRECTORS

- 1) Accountability: The affairs and business of RWNA shall be managed by the Board of Directors (the "Board").

- 2) Number of Directors: The Board shall number not less than five (5) and may be increased as deemed necessary and with Board approval up to a total of nine (9), but shall always total an odd number. The initial founding Board shall consist of 5 members.
- 3) Election and Term of Office: The Board shall be elected at the Annual Meeting, from among the members present. The Board shall elect officers from among the Board members (“Officers”). Officers shall be elected by a majority of the Board after the Annual Meeting: Additional members of the Board may be elected by majority vote of the Board after the Annual Meeting or, at any Special Meeting. Board members shall serve two-year renewable terms starting upon election at the Annual Meeting, except that 2 of the 5 initial founding Board members shall serve an initial 1 year term subsequently renewable for 2 year terms. Terms shall be staggered so that approximately 50% of the Board members are elected annually.
- 4) Vacancies: If a Director vacates the Board between Annual Meetings, an interim replacement for such Board member may be chosen at any Board meeting and approved by a majority vote of the Board. Such person shall serve for the remainder of the departed Board member’s term.
- 5) Board Meetings: The Board shall meet at least one time each year after the Annual Meeting. Special meetings of the Board may be called by the President or any two (2) Officers or by a majority of the Board, provided sufficient and reasonable notice is given to all Board members.
- 6) Quorum: A majority of the voting members of the Board shall constitute a quorum.

ARTICLE VI : OFFICERS

- 1) RWNA’s Officers shall include a President, Vice President, a Secretary and a Treasurer. They shall be members of the Board elected by the Board by a majority vote after the Annual Meeting. Officers will serve one (1) year renewable terms, provided that any Officer’s term shall expire upon expiration or termination of his or her term as a Director. Each officer’s term of office shall start upon election.
- 2) The President shall preside at all meetings and shall have the primary responsibility for carrying out the purposes of RWNA.
- 3) The Vice President shall assist the President and in case of absence shall perform the duties of the President.

- 4) The Treasurer shall collect dues, administer all funds and cause to be kept full and accurate accounts of all receipts and disbursements.
- 5) The Secretary shall maintain membership records, keep minutes of all meetings and perform the other usual secretarial functions.

ARTICLE VII: COMMITTEES

- 1) Executive Committee: The Executive Committee shall be made up of the elected Officers. The Executive Committee, chaired by the President, shall manage RWNA.
- 2) Ad Hoc Committees: The Board may establish additional ad hoc committees.

ARTICLE VIII: FINANCES

A system providing for a financial accounting of the funds of RWNA shall be established by the Treasurer and approved by the Board. The fiscal year for the RWNA shall start on January 1st and end on December 31st of each year. Any expenditure in excess of three hundred dollars (\$300.00) shall be approved by action of the Board.

ARTICLE IX: AMENDMENTS AND PROTOCOL

These Bylaws may be amended or revised by a two-thirds vote of the Board of Directors and ratified at the next meeting of the membership by a majority vote of members present. Notification of a vote on the Bylaws must be included with the member meeting notice. Meetings shall generally follow Robert's Rules of Order, Latest Edition.