CONSTITUTION AND BYLAWS OF
CULVER CREST NEIGHBORHOOD ASSOCIATION
(California Unincorporated Association)

ARTICLE 1 - NAME

Section 1.1 The name of this organization is the Culver Crest Neighborhood Association ("CCNA" or as may be referenced the "association"). It shall be an unincorporated association until the Board of Directors by two thirds vote, or the membership by a majority vote of a meeting scheduled specifically for that purpose, choose to incorporate it. The initial intent of the founders and members is that the association will operate as a non-profit entity. This association shall operate pursuant to the laws of the State of California.

ARTICLE II - PURPOSE

Section 2.1 The purpose of the association shall be to promote the common welfare and interests of and to promote the social interaction and fellowship between the residents and property owners of the neighborhood commonly known as The Culver Crest located in the City of Culver City, State of California. The membership shall consist of residents and owners of The Culver Crest as defined below in section 3.1.

ARTICLE III - MEMBERS

Section 3.1 Number. This association shall be limited to persons who reside in or own property in The Culver Crest. For the purpose of this Association the Culver Crest shall be defined as those homes and residences within the city boundaries of Culver City, California east of Overland, and which have ingress and egress from streets north of, and including Ranch Road and south of, and including Northgate in the city of Culver City, California. This shall include homes on the east side of Overland Avenue.

Section 3.3 Fees and Notice. The Board of Directors shall from time to time determine the amount of, and timing of annual dues, which dues shall be ratified by majority vote of the membership attending the next regularly scheduled meeting.
noticed for that purpose. Any member who fails to pay any dues or fees when due and as established by the Board of Directors shall automatically be dropped from membership, provided that the member shall have first been sent written notice of the failure and shall have failed to make payment within 10 days after service of the notice. A letter from the Secretary of the Association certifying that such notice was transmitted by mail with postage thereon fully prepaid shall be presumptively deemed to have complied with the provisions of this section. CCNA shall be self supporting. The Board of Directors is authorized to request voluntary additional contributions from its members as it may determine from time to time within its discretion.

Section 3.4 Termination of Membership. Unless otherwise provided, membership shall terminate upon the death or resignation of the member, failure to pay dues as determined under section 3.3, or if that member no longer is an owner of, or a resident in, real property located in The Culver Crest.

Section 3.5 Transfer of Membership. Membership or membership rights are personal and may not be transferred.

ARTICLE IV - OFFICERS

Section 4.1 Composition and Powers. The offices of the association shall be that of president, vice president, secretary and treasurer and shall include an additional five directors at large, all of whom shall be collectively deemed the "Board of Directors", for a total of nine directors. The officers of the association shall have the powers and duties prescribed by these bylaws and as may be amended or supplemented from time to time by the membership or the Board of Directors of the association.

Section 4.2 Nomination of Officers. At the regularly scheduled meeting of the association preceding the annual meeting of the membership, the association's membership shall nominate persons to serve on the Board of Directors. A member may nominate him or herself. Elections shall be held at the next regularly scheduled meeting. Each nominee will be given an opportunity to speak at either the nomination meeting, at the election meeting and/or before the actual election shall take place.
Section 4.3  Election of Officers and Term. The officers shall be elected by a majority vote of the members of the association who are present at the election meeting. Officers shall hold offices for a one year term and until the respective successors are elected and sworn.

Section 4.4  Limitations. No member may hold more than one office, nor may any member serve more than three consecutive terms in the same office.

ARTICLE V - MEETINGS

Section 5.1  Location of Meetings. Unless and until a permanent location can be established to conduct meetings of the association, any location within the City of Culver City can serve as a meeting place whether of the Board of Directors or of the membership of the association. Such meeting place shall be identified in the Notice of Meeting issued for any specific date and time.

Section 5.2  Regular Meetings. Regular meetings of the Board of Directors shall be held on the third Wednesday of each month. The meeting held in October of each year shall be known as the annual meeting. Regular meetings of the membership shall be held no less than every ninety days. At the annual meeting the members shall elect the members of the board of directors and the officers and receive reports from the board of directors of the association.

Section 5.3  Special Meeting. Special meetings for any lawful purpose may be called at any time by the Board of Directors. Notice of a special meeting shall be given at least ten (10) days prior to the meeting and shall set forth the general nature of the business proposed to be transacted. Notice of Meetings shall be transmitted to all members in good standing by any or all of the following: telephone, mail, e-mail or personal delivery. A two-thirds majority of the board can agree to an emergency meeting on less than ten days notice if exigent circumstances require a meeting on shorter notice at the reasonable discretion of the board. Notice of a special meeting may be waived by the Board of Directors if a quorum is present. The president may call an emergency meeting if such call is ratified by a quorum of the Board of Directors at the time of that meeting.
Section 5.4  **Quorum.** A quorum for the transaction of business shall consist of a majority of the Board of Directors.

Section 5.5  **Presiding Officers at Meetings.** Meetings of members shall be presided over by the president or, in his or her absence, by the vice president, or, in the absence of both, by a chair chosen by a majority of the general members or board members present. The secretary of the association shall act as secretary at board meetings and all regularly scheduled meetings of the membership. Should the secretary be unavailable at any time, a volunteer chosen by the President may serve.

**ARTICLE VI - BOARD OF DIRECTORS**

Section 6.1  **Composition and Duties.** The Board of Directors shall act on behalf of the association between regular meetings of the membership and shall otherwise perform the duties delegated to them by the vote of the membership.

Section 6.2  **Income and Expenses.** The treasurer shall maintain a bank account, or other safe place, for the keeping of association funds. The treasurer shall report regularly to the Board of Directors and the membership on the status of association funds. Checks may be signed by the Treasurer alone for any sum not to exceed $250.00. Sums in excess of $250.00 shall require the signature of the Treasurer and the President. No expense may be authorized in excess of $50.00, unless approved by a majority of a quorum of the Board of Directors.

**ARTICLE VII - COMMITTEES**

Section 7.1  **Committees.** The members or the Board of Directors may designate and appoint one or more committee, each consisting of two or more members. The members and the Board of Directors may adopt rules for the governance of its committees, including attendance and quorum standards. The Board of Directors may fill any vacancies on the committee described in this Article.

Section 7.2  **Standing Committee.** The association may, among others, have the following standing committees:

(a) Budget and Finance Committee. This committee shall be responsible for reviewing the finances of the association and its projects and shall make
recommendations to the association regarding the financial matters of the association.

(b) Membership Committee. This committee shall be responsible for developing new members, for reviewing applications of potential members, and for making recommendations to the association regarding the applications and dues.

(c) Program Committee. This committee shall be responsible for planning the programs to be presented at the monthly meetings of the association.

ARTICLE IX - GENERAL PROVISIONS

Section 9.1 Actions on Bylaws. Bylaws may be adopted, amended or repealed by a two-thirds vote of the Board of Directors or a simple majority vote of the members of the association. All amendments or supplements or changes must be first submitted in writing at the regular meeting of the association immediately prior to the meeting at which the action to amend the bylaws is to be taken.

Section 9.2 Conduct of Meetings. The meetings and activities of the association shall be governed by Robert’s Rules of Order to the extent that those rules are not consistent with these bylaws. The Board of Directors shall have a quorum to conduct any business.

Section 9.3 Designated Agent for Service of Process and Place of Business. The President of The Culver Crest Neighborhood Association shall, only during his or her term, serve as the agent designated for service of process. Although it is not required that the Association maintain a business office at any time, for the purposes of service of process and as may from time to time otherwise be required, the principal place of business of the Association shall be the residence of the President during his or her term.

The foregoing Constitution and By-laws of The Culver Crest Neighborhood Association is hereby adopted this _________ day of 2004 at Culver City, California by the unanimous agreement of the Interim Board of Directors.

(Signatures Appear Next Page Following)
RATIFICATION

I, Catherine Finnamore, Secretary of the Culver Crest Neighborhood Association, attest that on 8/14, 2004, at a regularly scheduled meeting of the membership, a majority of the members attending ratified and adopted these Articles and By Laws.

Catherine Finnamore
Secretary in good standing of the Culver Crest Neighborhood Association