

By-laws of the University Heights Community Association

Revised 11/20/19

Article I: Name and Area

Section 1

The name of the Association shall be the University Heights Community Association (hereinafter UHCA). UHCA operates as a nonprofit public benefit corporation organized under California law for public and charitable purposes in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code.

Section 2

Notwithstanding any contrary designations on title records or plat maps, for purposes of the University Heights Community Association, the boundaries of University Heights are those described in the original bylaws of UHCA in 1985, as follows: State Route 163 to the West, the alley immediately east of Texas Street to the east, the south rim of Mission Valley to the North, and Lincoln Avenue from Texas Street to Washington Street and Washington Street from Lincoln Avenue to State Route 163 to the South (including the southern end of the Vermont Street Bridge). This boundary description serves several purposes: the service area regarding the newsletter distribution, resource allocation, zone watch and eligibility for voting membership in UHCA.

Article II: Objective

Section 1

The objective of UHCA shall be to improve the quality of life in University Heights, including but not limited to issues of public safety, education, land use, public facilities and services, community image, commercial revitalization, historic preservation, entertainment, and cultural activities. To this end, UHCA shall:

1. Provide an open forum for discussion about life in University Heights;
2. Act as an advocate for community residents through contact with governmental bodies or other agencies or individuals on issues related to improvement of community welfare;
3. Organize and implement special community events deemed of interest to University Heights residents;
4. Gather and disseminate information to members of the community, including but not limited to publishing a monthly newsletter and maintaining a community website;
5. Effect reinvestment of private and public capital in the community of University Heights including decent, safe and sanitary housing and facilities;
6. Effect public improvements and social services which benefit the general wellbeing of the community of University Heights;
7. Encourage involvement in the revitalization and stimulation of commercial enterprises in the community of University Heights;
8. Undertake other activities that UHCA deems will maintain and improve the quality of life in University Heights; and

9. Receive and administer funds from public and/or private sources, by grant or contract, for use in attaining the purposes for which UHCA is organized.

Article III: Membership

Section 1

Membership shall be open to any adult as either a voting member or an associate member. A person shall become a member of UHCA upon payment of the annual dues. The requirement of dues payment may be suspended pursuant to Article III, Section 4.

Section 2

A voting member is any adult resident, business owner or property owner, located within the boundaries of University Heights, as defined in Article I, Section 2. Voting privileges for new members shall become effective 30 days from the receipt of payment of dues. If necessary, voting privileges can be verified by reference to a current membership roster. The Board reserves the right to verify voting membership eligibility.

Section 3

Associate members are those who have paid dues but do not qualify as voting members under Article III Section 2.

Section 4

The Executive Board of UHCA shall determine annual dues. Annual dues are payable on or before the anniversary date of each member. Annual dues may be reduced or suspended by any policy adopted by the UHCA Executive Board for low income residents, business owners or property owners. Members in arrears who are not subject to any low income membership policy shall be placed on an inactive role for up to one year and subsequently could be dropped from membership in UHCA at the discretion of the Executive Board.

Section 5

The UHCA membership list is an UHCA asset. Without express written consent of the Executive Board, the membership list or any part thereof shall not be used by any person for any purpose not reasonably related to the objectives of UHCA.

Article IV: Executive Board

Section 1

The UHCA Executive Board shall have the general power to manage and control the affairs and property of UHCA, and shall have full power to adopt rules and regulations governing the action of the Executive Board. The Executive Board shall fix the hour and place of meetings, make recommendations to UHCA, and perform such other duties as specified by these bylaws.

Section 2

The UHCA Executive Board shall consist of up to 15 UHCA members in good standing, including the current officers of UHCA (President, Vice-President, Secretary and Treasurer). The remaining board positions will include members who were officers of UHCA within the previous four years, current UHCA committee chairs, or active members that have a demonstrated commitment to promote the objective of UHCA as defined in Article II, Section 1 as designated by the Executive Board. Members of the Executive Board in good standing will have voting privileges at the Executive Board meetings.

Section 3

An Executive Board member in good standing shall be defined as one who is a current dues paying member and has attended at least two of the previous four Executive Board meetings or has served on the Executive Board for three or fewer months. Executive Board members are also encouraged to attend as many regular UHCA meetings or other community meetings that impact University Heights as possible to stay in touch with the community.

Section 4

Meetings of the Executive Board shall be held monthly unless cancelled by the President. Special meetings of the Executive Board may be called by the President or upon the request of two members of the Executive Board.

Section 5

A minimum of five Executive Board members in good standing, as defined in Article IV Section 2, shall constitute a quorum for the transaction of business. Only members in good standing shall be eligible to make a motion, second a motion or vote on a motion at an Executive Board meeting. Proxies shall not be permitted.

Section 6

Non-budgeted expenditures over \$500 shall require a majority vote of the Executive Board at a regularly scheduled Executive Board meeting; or in the event of time constraints, by a majority of the Executive Board via alternative modes of communication (e.g. e-mail).

Section 7

All Executive Board positions will be filled by a majority vote of Executive Board members present at a regular Executive Board meeting. A vacancy on the UHCA Executive Board may be found for loss of good standing as described in Article IV Section 2, by letter of resignation to the President from an Executive Board member, or upon removal of a member. Any UHCA Executive Board member may be removed, with or without cause, from the Executive Board upon the vote of two-thirds of the voting Executive Board members present, excluding the member in question subject to removal, at a regular or special UHCA Executive Board meeting.

Section 8

Executive Board members shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any member from serving UHCA in any other capacity and receiving compensation therefor.

Article V: Officers

Section 1

The officers of UHCA shall consist of the following: President, Vice-President, Secretary, and Treasurer.

Section 2

The President shall be the principal officer. Duties will include but are not be limited to:

- * Preside over all meetings of UHCA and the Executive Board* Send thank you letters to all speakers and guests of UHCA as appropriate
- * Undertake any other duties agreed upon by UHCA and the Executive Board

The Vice President's duties will include but are not limited to:

- * In the absence of the President, carry out all of the duties and responsibilities of the President
- * The Vice President will also oversee membership outreach as needed, at the direction of the board. (email reminders to political reps and UHCA email list)
- * Undertake any other duties agreed upon by UHCA and the Executive Board

The Secretary's duties will include but are not limited to:

- * Record and maintain minutes of the monthly meetings of UHCA
- * Record, maintain and distribute to the Executive Board, minutes of the meetings of the Executive Board including attendance records.
- * Maintain an archive of monthly financial reports as prepared by the Treasurer
- * Summarize for the newsletter the minutes of the monthly meetings of UHCA
- * Undertake any other duties agreed upon by UHCA and the Executive Board

The Treasurer's duties will include but are not limited to:

- * Receiving all monies to be deposited into a bank in the name of UHCA
- * Disburse all funds approved by the Executive Board
- * Keep an accurate record of all receipts and disbursements
- * Make available a financial report at each regular Executive Board meeting
- * Undertake any other duties agreed upon by UHCA and the Executive Board

Section 3

All officers of UHCA shall be elected by ballot or by acclamation to serve for two-year terms with a maximum of four years of consecutive service in the same office. Exceptions shall be made upon approval of the Executive Board and in the event that no other candidates for an office are nominated.

Section 4

The terms of all elected officers shall begin at the close of the biennial meeting at which they are elected. The biennial meeting is defined in Article VI Section 2. No member shall hold more than one office at a time.

Section 5

Any UHCA officer may be removed from office upon the vote of two-thirds of the voting membership present at a regular UHCA meeting, or by loss of good standing as an Executive Board member described in Article IV Section 2.

In the event of a vacancy because of an officer resigning or leaving office before the end of the term for which the officer was elected, that officer shall be replaced by an election duly noticed and conducted at regularly scheduled meetings of UHCA, pursuant to the procedures set forth in Article VI, Sections 2 and 3, of these bylaws. In the interim, if the Executive Board deems it necessary, the Executive Board may appoint a temporary officer to hold the position and perform the functions of the office until a replacement can be duly elected.

Article VI: Meetings

Section 1

The regular meetings of UHCA shall be held on the first Thursday of each month, with the exception of January, July, and August, unless otherwise ordered by the Executive Board. The regular meetings shall be for the purpose of receiving reports of representatives of elected officials, officers and committees, any business that may arise and a presentation by a featured speaker to promote the objective of UHCA.

Immediately preceding the monthly UHCA meetings shall be the Crime Watch meeting. The purpose of the Crime Watch meetings will be to disseminate information pertaining to recent crimes, share crime statistics, enlist participation in the Zone Watch program and discuss issues with University Heights' Police Community Relations Officer.

Section 2

The regular UHCA meeting on the first Thursday in October of an even-numbered year shall be known as the biennial meeting. The biennial meeting shall be for the purpose of electing officers and Executive Board members, in addition to the usual business defined in Article VI, section 1.

At the regular UHCA meeting on the first Thursday in September of an even-numbered year, any voting member of UHCA may nominate a candidate for the offices to be filled at the biennial meeting in October.

Section 3

All regular UHCA meetings shall be open to the public.

Section 4

Any voting member of UHCA as defined in Article III, Section 2, shall be eligible to make a

motion, second a motion, or vote on a motion at any regular UHCA meeting at which that member is present.

A vote can take place at any regular UHCA meeting without prior notice. At the discretion of the presiding officer, any vote may be postponed until the next regular UHCA meeting.

Article VII: Committees

Section 1

The Standing Committees of UHCA are Newsletter, Website, Advertising, Membership, Merchandising, Beautification, Program and Zone Watch. The Executive Board reserves the right to add or delete committees in the future as it sees fit. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Executive Board.

Section 2

All standing or ad hoc committees and their chairs, shall be appointed by the Executive Board, as may be deemed necessary to achieve the objectives of UHCA, as defined in Article II. Committee chairs must be voting members of UHCA. Committee members may be voting members or associate members of UHCA as defined in Article III, Section 2.

The Executive Board shall have the right to review and approve all committee members and committee rules.

Article VIII: Communications

Section 1

UHCA is a non-partisan organization and does not advocate for any particular political position, candidate, or proposition to the voters.

The monthly newsletter and the community website are functions of UHCA and subject to the sole control of UHCA, in regard to financial, editorial, and advertising policies. All communications appearing on behalf of UHCA, whether in the newsletter, on the website, or elsewhere, shall include a byline indicating the author of the communication.

No open letter to the community, the city, or city officials may appear except after approval of the Executive Board.

The Executive Board must be notified in advance about any proposed communication of a sensitive or controversial nature.

Section 2

The Executive Board maintains editorial guidelines, standards and practices for all communications made on behalf of UHCA.

Article IX: General Provisions

Section 1

All UHCA activities shall be nonpartisan and nonsectarian and shall not discriminate against any person or persons by reason of age, race, ethnicity, sex or gender, creed, national origin, physical or mental ability, or sexual orientation. UHCA may advocate for issues or governmental policies of interest that are consistent with the objectives stated in Article 2, Section 1.

Section 2

UHCA shall not take part, officially or unofficially, in the election or promotion of any candidate for public office or advocate for or against a proposition on a ballot. This section shall not restrict UHCA from sponsoring a candidates' forum or forum on a ballot question where all viewpoints are equally shared.

Section 3

The current UHCA bylaws shall be posted to the organization's website and open to the public. A copy of the current UHCA bylaws may be requested at any regular UHCA meeting. A copy of the bylaws shall be provided at cost to any UHCA member or appropriate organization as determined by the Executive Board.

Section 4

The fiscal year for UHCA shall begin on October 1 and end on September 30 of each year.

Article X: Parliamentary Authority

Section 1

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern UHCA in all cases to which they apply and in which they are not inconsistent with these bylaws and any special rules of order UHCA may adopt.

Article XI: Amendment of Bylaws

Section 1

The Executive Board shall recommend by a majority vote amendments to bylaws as necessary in the future and determine if proposed amendments are substantive or non-substantive in nature.

Section 2

Substantive amendments to these bylaws may be adopted at any regular UHCA meeting by a two-thirds vote of the voting members present, provided that the proposed amendment has

been submitted in writing at the previous regular meeting. Non-substantive amendments to these bylaws may be adopted at any regular Executive Board meeting by a two-thirds vote of the Executive Board members present, and would then become effective immediately.

Article XII: Dissolution of UHCA

Section 1

The dissolution of UHCA shall be decided by a two-thirds vote of the outgoing UHCA voting membership present at a specially called meeting. A special meeting to consider dissolution of UHCA shall be called by a majority of the Executive Board members present at an Executive Board meeting and noticed at least 30 days prior to a vote on dissolution.

In the event of dissolution of UHCA, any money remaining in UHCA's accounts shall, after the payment of all outstanding debts of UHCA, be distributed to a nonprofit fund, foundation or corporation organized exclusively for public and charitable purposes, for the specific purpose of maintaining the Trolley Barn Park, located on Adams Avenue at Florida Street or other purposes within the University Heights boundaries as defined in Article I Section II, as designated by a majority vote of the outgoing UHCA voting membership.