

Draft  
9-3-24  
NAPLES IMPROVEMENT ASSOCIATION  
BYLAWS

Amended \_\_\_\_\_

**ARTICLE I**  
NAME AND PRINCIPAL OFFICE

Section 1.1. Name. The name of this organization shall be the “Naples Improvement Association”, hereinafter referred to as “Association” or “NIA”.

Section 1.2. Principal Place of Business. The place of business and operation of this organization shall be in the City of Long Beach, County of Los Angeles, State of California.

**ARTICLE II**  
MISSION

The mission of the Naples Improvement Association is to promote and protect the interests and welfare of the Naples community, particularly regarding public improvements, public utilities, and all other governmental-related activities; to unite the property owners and residents for the purposes of developing and improving the civic and social interests and activities; and to partner with other organizations and associations whose missions are similar to those of the Naples Improvement Association.

**ARTICLE III**  
MEMBERSHIP

SECTION 3.1. Two Classes of Membership. The Association shall have two classes of membership as set forth in Sections 3.2 and 3.3 below. No member shall hold more than one class of membership in the Association.

SECTION 3.2. Regular Membership. Any adult person who owns property on, or whose primary residence is on, Naples Island is qualified to become a Regular Member of this Association. Except as outlined in subsection 3.2(a)(i) below, each Regular Membership shall be held in the name of a single individual.

(a) Two adults residing in the same household may either:

- (i) Designate between them who is to be carried on the Association’s Membership Roll as the primary member and who as the alternate member for purposes of their one vote as a single Regular Member. The Membership Roll shall show the names of both as one member of the Association. Only the primary member shall be entitled to hold elective office; or

- (ii) Each may join the Association as separate Regular Members by the payment of annual dues by each of them thereby entitling each to one vote and to hold elective office in the Association.

SECTION 3.3. Associate Membership. Any adult person, other than those mentioned in Section 3.2, may become an Associate Member of the Association upon approval by the Board of Directors (hereafter referred to as the "Board"). Each Associate Membership shall be held in the name of a single individual. Associate Members shall have all the rights of membership except shall not be entitled to vote or hold an elected position on the Board.

SECTION 3.4. Application for and Admission to Membership. Individuals meeting the qualifications and requirements for Regular or Associate membership as set forth above shall be admitted to membership in the Association upon submittal of the Association's Membership Application Form and payment of current membership year dues, as established by the Board.

SECTION 3.5. Dues. Annual Dues for membership in the Association shall be set by the Board upon a vote of two-thirds of the Board. In addition to the minimum level of dues required to be paid to become, or remain, a member of the Association, the Board may establish higher levels of dues, and a program of benefits associated with such higher levels, for members who want to provide additional financial support for the activities of the Association. Payment of the minimum level of dues shall entitle the payor to membership in the Association for the period of the current membership year (as defined by the Board).

SECTION 3.6. Number of Members and Record of Members. There is no limit on the number of members the Association may admit. The Association shall keep a Membership Roll book containing the name and address of each member of the Association. Such Membership Roll shall be kept at the Association's principal office, or such other location as may be designated by the Board. The Membership Roll of this Association and shall not be used, in whole or part, by any person for any purpose not reasonably related to the Association's or its member's interests in the affairs or activities of the Association.

SECTION 3.7. Nonliability of Members. A member of this Association is not, as such, personally liable for the debts, liabilities, or obligations of the Association.

SECTION 3.8. Non-transferability and Termination of Membership. No member may transfer a membership or right arising therefrom. All rights of membership shall cease when the member no longer meets the requirements for membership set forth in Sections 3.2 or 3.3 or to otherwise remain in Good Standing as defined in Section 3.9 below.

SECTION 3.9. Good Standing. A member shall be in Good Standing in the Association who meets all the requirements for membership set forth herein and has fully paid all dues required for the current membership year. Any person whose name may appear on the Membership Roll of this Association as a member, but who is not a member "in Good Standing" shall not be qualified, eligible, and/or entitled to hold office in this Association, or to vote upon any matter coming before its Board of Directors or this Association, so long as such lack of "Good Standing" continues to exist.

SECTION 3.10. Record Date for Right to Vote. A Member must have been a member in Good Standing for not less than thirty (30) days prior to the date of any meeting where a vote of the membership is to be taken to be qualified to vote on any matter relating to the Association at that meeting.

#### **ARTICLE IV MEETINGS OF MEMBERS**

SECTION 4.1. Place of Meetings. Meetings of members shall be held at the principal office of the Association or at such other place or places within the State of California as may be designated by resolution of the Board.

SECTION 4.2. Annual Meeting of Members. The members shall meet at least annually to transact business as may come before the meeting. The meeting in November shall be the Annual Meeting in which the election of Officers and Directors shall take place. The time, date, and place of the meeting shall be determined by the Board of Directors and notice of said meeting shall be given in the manner outlined in SECTION 4.4 below.

SECTION 4.3. Special Meetings of Members. Special meetings of the members may be called by the President or by a majority vote of the Board. In addition, Special meetings of the members for any lawful purpose may be called by petition setting forth the specific purpose of such Special Meeting signed by not less than thirty (30) members and delivered to the President or Secretary of the Association. Upon receipt of such petition, the Board shall schedule a Special Meeting of the membership within no more than forty (40) days.

SECTION 4.4. Notice of Meetings. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the Association not less than Thirty (30) nor more than sixty (60) days before the date of the meeting to each member who is entitled to vote. Notice shall be given in the same manner as the Association utilizes for its general communications to members of the Association. Notice of the Annual Meeting of the membership shall state the place, date, and time of the meeting and those matters which the Board, at the time notice is given, intends to present for action by the members. Any other proper matter by also be presented and voted on at such a meeting. In the case of a Special Meeting, the notice shall set forth the specific nature of the business to be transacted, and no other business may be transacted at such Special Meeting. The notice of any meeting of members at which Officers or Directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

SECTION 4.5. Proxy Voting. Members must be personally present to vote at any meeting of the members. No member shall be entitled to vote or act by proxy.

SECTION 4.6. Conduct of Meetings. The conduct of meetings shall be presided over by the President of the Association or, in his or her absence, by the First Vice President of the Association, or, in the absence of either of these persons, by a Chairman chosen by a majority of the voting members, present in person. The Secretary of the corporation shall act as Secretary of all meetings

of members, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

SECTION 4.7. Roberts Rules of Order. Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time.

SECTION 4.8. Actions by members. Members may take actions relating to the Association only by direct personal participation in Regular or Special Meetings of the Association and may not act by written ballot without a meeting, or by unanimous written consent without a meeting, or any other means.

SECTION 4.9. Quorum. A quorum necessary for the transaction of any business of the Association at any annual or special meetings of the Association shall consist of ten (10%) of the membership of the Association or fifty (50) members, whichever is less. In the absence of the required quorum, no actions may be taken at any meeting of the Association.

**ARTICLE V**  
**BOARD OF DIRECTORS**  
**&**  
**MEETINGS OF THE BOARD**

SECTION 5.1. The Board shall be composed of President, First Vice President, Second Vice President, Secretary, and Treasurer as Directors and Officers, six at large Directors, and, for the first year following his/her term as President only, the Immediate Past President as an ex-officio non-voting member

SECTION 5.2. Powers of Directors. Subject to the provisions and limitations of California Law and any limitations of these By-Laws, the activities and affairs of the Association shall be managed, and all powers shall be exercised, by or under the direction of the Board.

SECTION 5.3. Vacancies on the Board of Directors. Any vacancy on the Board shall be filled by a two-thirds majority vote of the remaining Directors.

SECTION 5.4. Regular and Special Meetings of the Board. Regular Meetings of the Board shall be held not less frequently than quarterly and may be held more frequently upon call therefore by the President. Special Meetings of the Board may be held, at any time, upon the call of the President, or the written request of two or more members of the Board.

SECTION 5.5. Place of Meetings. Meetings of the Board shall be held at the principal office of the Association or at such other place as has been designated by the President.

SECTION 5.6. Specific Duties. Members of the Board may be assigned specific responsibilities by the President, such as programs, publicity, parades, pancake breakfasts, special events, and improvement projects.

SECTION 5.7. Qualifications for election to and service on the Board. No member of the Association shall be eligible for, or elected to, a position on the Board unless such member is in Good Standing at the time of his/her election. No member shall be elected to the position of President of the Association unless such person has previously served at least one prior term as a member of the Board. This requirement may be waived only if no member has previously served on the Board and is willing to be nominated for the position of President of the Association. The failure of any member of the Board to remain in Good Standing may subject such member to removal by vote of the Board.

SECTION 5.8. Quorum. A quorum necessary for the transaction of business of the Board shall consist of the majority of the members of said Board.

SECTION 5.9. Vote required for Board Action. Except as set forth in Section 5.4 above, a majority vote of the members of the Board at any Regular or duly called Special meeting of said Board, shall be necessary for the passage of any resolution, or effective action in any matter pertaining to the business of this Association and within the powers of said Board.

Section 5.10 Minimum Attendance Requirement. Members of the Board are expected to attend meetings of the Board. A member who misses more than three (3) regular meetings of the Board in any one calendar year may be subject to removal from the Board by a majority vote of said Board unless the Board finds that there was sufficient good cause to excuse one or more such excess absences.

SECTION 5.11. Executive Meetings of the Board. The Board shall have the right to meet in private executive sessions for members of the Board only for discussions concerning issues relating to problems with any Officer, Director, employee, or volunteer of the Association, or of legal matters that could involve the Association.

SECTION 5.12 Members' Right to Attend Meetings of the Board. Members shall have the right to attend and address the Board at any meeting of the Board other than as set forth in Section 5.11. Any member requesting to attend a meeting of the Board shall be informed by the Secretary of the date, time, and location of the next meeting of the Board.

## ARTICLE VI ELECTION OF OFFICERS AND DIRECTORS

SECTION 6.1. Nomination of Officers and Directors.

- a. At least ninety (90) days before each annual meeting of this Association, the Immediate Past President, if still a member in Good Standing, shall be asked to form a Nominating Committee, and to serve as its Chairman, to prepare a slate of Officers and Directors to be presented to the membership of the Association for election. If the Immediate Past President is unwilling or unable to assume this role then prior Presidents of the Association, who are still members in Good Standing, shall be asked in order starting with the most junior past President to assume such role.
- b. The members of the Nominating Committee shall consist of:
  - (i) The Chairman as set forth above.

- (ii) All prior Presidents of the Association who are still members in Good Standing and willing to serve.
  - (iii) One member of the current Board of Directors who is not standing for reelection appointed by the Chairman.
  - (iv) Three members of the association in Good Standing who are not members of the current Board of Directors appointed by the Chairman.
- c. No member of the Nominating Committee may be nominated by the Committee.
  - d. Upon formation of the Nominating Committee, the Secretary shall publish a notice to the membership of the Association that a Nominating Committee has been formed and provide the name and Email address of the Chairman of the committee to allow members of the Association to submit recommendations for candidates to the Nominating Committee.
  - e. Commencing no earlier than ten (10) days after the publication of the notice set forth in Section 6.1(d) above the Nominating Committee shall hold one or more meetings to create a slate of nominees for positions on the Board consisting of one candidate for each open position on the Board. Before nominating any candidate, the Nominating Committee shall confirm such proposed candidate's qualifications and willingness to serve if elected.
  - f. The Chairman of the Nominating Committee shall present the Committee's slate of nominees to the Board which shall then promulgate the slate of nominees in writing to members of the Association, in the way notices of meetings of members are promulgated no less than thirty (30) days prior to the ensuing Annual Meeting at which an election is to be held.
  - g. Further nominations, in addition to the slate presented by the Nominating Committee, may be made and presented to the Secretary no less than fifteen (15) days prior to the Annual Meeting by a petition signed by not less than 10 Regular Members of the Association. Upon receipt of notice of such additional nominees, the Secretary shall notify the members of the Association no later than 10 days before the date of the ensuing annual meeting and shall place the names of such additional candidates on the ballots to be distributed to the Regular Members at the Annual Meeting.

SECTION 6.2. Election of Directors and Officers. Election of candidates nominated for non-contested positions on the Board may be by voice vote of the Regular Members present. Election of candidates for contested positions on the Board shall be by written ballots submitted by Regular Members present. Directors and Officers shall be elected for the terms as set forth in Section 6.4 of these Bylaws. Directors and Officers shall take office effective on February 1<sup>st</sup> following their election and shall serve until their successors have been elected and taken office.

SECTION 6.3. Quorum Required for Election of Officers and Directors. The quorum for the election of Officers and Directors shall be the same as the quorum for meetings of members set forth in Section 4.9 In the event a quorum shall not be present at any meeting of the members where a vote is to be taken to elect Officers and Directors the President, or another presiding officer, shall postpone the meeting, from time to time, to a subsequent date, but each adjournment shall not exceed two weeks from the date of such meeting or the date of the last adjournment thereof. Members shall be promptly notified of the date set for each postponed meeting in the way notices of meetings of members are promulgated.

SECTION 6.4. Terms of Office and Term Limits.

- a. Officers. Except as set forth in 6.04a(i) below, The President, First Vice President, Second

Vice President, Treasurer and Secretary shall be elected for two-year terms. Officers shall serve a maximum of four consecutive years in any single Officer position subject to Section 6.04(d) below.

- (i) For the election to be held in November 2025 only, the President and Second Vice President shall be elected for one-year terms and the First Vice President, Treasurer, and Secretary shall be elected for two-year terms. Thereafter the President, First Vice President, Second Vice President, Treasurer, and Secretary shall each be elected for two-year terms.
- b. Directors. Except as set forth in 6.04b(i) below Directors shall be elected for two-year terms and shall serve a maximum of two (2) consecutive two-year terms subject to Section 6.4(d) below.
  - (i) For the election to be held in November 2025 only three of the non-officer Directors shall be elected for two-year terms and three for one-year terms. The names of the six non-officer Directors elected shall be placed in a hat and the three names drawn out shall serve for the two-year terms.
- c. The Immediate Past President. The Immediate Past President shall serve automatically as a non-elected non-voting ex officio member of the Board for the first year following his/her tenure as President to assist and act as an advisor to the new President and Board.
- d. If there is no member of the Association qualified according to Section 5.7 and elected according to Article VI is available to assume the position of a currently serving Officer or Director of the Association who has served the maximum term in a position on the Board as set forth in Section 6.04(a) or (b) the Officer or Director currently serving in such position shall continue to so serve until a successor is duly elected and assumes office.

SECTION 6.5. Counting of Ballots for Elections. For non-contested elections, voting shall be by voice vote. In the case of a contested election for any position on the Board written ballots voted by Regular Members shall be submitted to the Treasurer, or in the absence of the Treasurer to such person designated by the President, who shall serve as Chairman of a Committee charged with counting the ballots. The members of this Committee shall consist of the Chairman and not less than three Regular Members of the Association who are not current members of the Board. Members of the committee shall be selected by lot drawn from those Regular Members present at the meeting in which the vote is taken who have volunteered to serve as counters of ballots and who are not candidates for any position. The committee shall report the count for each officer and director nominated to the membership immediately upon completion of counting.

## **ARTICLE VII**

### **DUTIES OF OFFICERS**

SECTION 7.1. President. The President shall preside at all meetings of the Association, and all meetings of the Board, and shall supervise the work activities of the Association and perform all such duties as usually pertain to such office.

SECTION 7.2. First and Second Vice Presidents. In the event of the absence of the President, or his inability to perform his duties, the First Vice President shall perform the duties, and exercise the authority of President; and in the event of the absence of the President and the First Vice-President, or the inability of both to perform the duties of the President, then the Second Vice-President shall perform the duties, and exercise the authority of the President. The First Vice-President and the Second Vice-President shall have such duties as assigned to them by the President.

SECTION 7.3. Secretary. Under the supervision and direction of the President and the Board, the Secretary shall be responsible for keeping all records of the Association, the minutes of all meetings of the Association and the Board, the filing of all required Corporate, State, and Federal reports and documents (other than financial and tax reports required of the Association under the laws of California which shall be the responsibility of the Treasurer). The Secretary shall further perform all such duties as usually pertain to such office including preparation of Association correspondence. The Secretary shall maintain custody of an up-to-date Membership Roll of all members in Good Standing prepared and updated regularly as changes occur by the Membership Committee showing for each Regular and Associate member not less than their names and addresses. Additionally, the Secretary shall ensure that minutes of all meetings of the Board shall be promptly posted on the Association website.

SECTION 7.4. Treasurer. Treasurer shall receive all funds paid in for the account for the Association and shall deposit the same to the account of the Association, in such bank or banks as may be approved and designated by the Board, and shall disburse the same, by check only, drawn on said account, and by order of said Board. His/her accounts and books shall at all times be open to the inspection of the Board, the President, and any auditors named by the Board, and on reasonable notice and during normal working hours to any member of the Association. He/she shall make a financial report on the financial condition of the Association to the members at the Annual Meeting, or more often if required. He/she shall also timely file all financial and tax reports/returns the Association is required to file under California and Federal laws.

SECTION 7.5. Immediate Past President. The immediate Past President shall serve as a non-elected ex-officio member of the Board for a single one-year non-extendable term following the end of his/her term as President to provide such guidance and advice as shall assist the Board in the governance of the Association during such transitional year.

## ARTICLE VIII COMMITTEES

Section 8.1. Standing Committees. The President, subject to approval by the Board, or the Board directly, may form or disband such Standing Committees as deemed necessary and proper for conducting the business of the Association. Until changed by action of the Board, the Association shall have the following Standing Committees:

- a. Finance & Audit.
- b. Membership.
- c. Events.
- d. Communications.



- e. Nominating.

Section 8.2. Special Committees. The President may appoint such Special Committees as he/she may desire to assist with the activities of the Association. Special Committees shall serve at the pleasure of the President and be automatically disbanded at the end of the term of the President who appointed them.

Section 8.3. Chairmen and Members of Standing and Special Committees. The President shall appoint the chairperson of each Standing or Special Committee. Each such chairperson shall nominate additional members for his/her committee and present such nominated members to the Board for approval. Should the President and the Board fail to agree upon the membership of any committee the President may appoint the full membership of such committee.

## **ARTICLE IX FISCAL YEAR**

The fiscal year of the association shall be from February 1 through January 31.

## **ARTICLE X RECORDS AND REPORTS**

SECTION 10.1. Financial Records. The Treasurer shall maintain the financial records of the Association per generally accepted GAAP for similar organizations. These shall include, but not necessarily be limited to:

- (a) General ledger for all income and expense items
- (b) Income Statement
- (c) Balance Sheet
- (d) Reconciled Bank Balances

SECTION 10.2 Annual Budget. The Treasurer shall prepare and present to the Board a proposed Annual Budget for the Association which shall be reviewed and provisionally approved by the newly elected Board no later than December 1<sup>st</sup> each year for the following calendar year. Upon adoption by the Board, the Annual Budget shall be published in the Association's next publication to members.

SECTION 10.3 Members' Rights to Inspect, Copy, or Receive Requested Copies of Association Records, Reports, and Other Documents. Any member, for a purpose reasonably related to the person's interest as a member, shall have the rights, and be subject to the limitations, as set forth under the California Corporations Code relating to non-profit corporations, on reasonable notice and by written demand, to inspect, copy, or request to be provided with written/printed copies of the financial records, tax returns, reports, and other records maintained by the Association in its normal course of business (collectively referred to as "documents").

**ARTICLE XI.**  
**INDEMNIFICATION AND INSURANCE**

**Section 11.1. Indemnification.**

(a) **Right of Indemnity.** To the full extent permitted by law, this Association shall indemnify its Directors, officers, employees, and other persons described in Section 7237(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any “proceeding”, as that term is used in such Section and including action by or in the right of the Association because such person is or was a person described by such Section. “Expenses”, as used in this By-Law, shall have the same meaning as in section 7237(a) of the California Corporation Code.

(b) **Approval of Indemnity.** Upon written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporation Code, the Board shall promptly determine per Section 7237(e) of the Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding to which indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met.

(c) **Advancement of Expenses.** To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these By-Laws in defending any proceeding covered by these By-Laws shall be advanced by the Association before the final disposition of the proceeding upon receipt by the Association of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the Association therefor.

**Section 11.2. Insurance.** The Association shall purchase and maintain insurance, including worker’s compensation insurance (if applicable), to the full extent permitted by law in amounts to be determined by the Board on behalf of its Officers, Directors, and if available at commercially reasonable cost for its employees, volunteers, and other agents of the Association, against any liability asserted against or incurred by an Officer, Director, employee, volunteer, or agent in such capacity or arising out of the Officer’s, Director’s, employee’s, volunteer’s, or agent’s status as such.

**ARTICLE XII**  
**AMENDMENT**

**Section 12.1 Proposed Amendments.** Amendments to these Bylaws may be proposed by the Board or any member in good standing of the Association. Except as set forth in Section 12.3 below all proposed amendments shall be in written form delivered to the Secretary not less than

forty-five days in advance of the meeting of members at which the proposed amendments are to be voted upon.

Section 12.2 Notice of Proposed Amendments. The Secretary shall cause notice of all proposed amendments, to these Bylaws, including the specific wording of each proposed amendment, to be published to the members of the Association no less than thirty (30) days before the meeting of members at which a vote on the proposed amendment is to be taken. Such notice shall be published in the same manner that notice of meetings of members is published.

Section 12.3 Changes to Proposed Amendments. Any member shall have the right to present a motion limited to a direct modification of a proposed amendment at the meeting in which an amendment is to be voted upon.

Section 12.4. Adoption of Amendments to Bylaws These Bylaws may be adopted or amended only by a two-thirds vote of the members of the Association present at an Annual or Special Meeting of the members where notice of the meeting at which an amendment to the Bylaws is to be voted upon was given to the Association at least thirty (30) days prior to such meeting. Such notice shall state the specific wording of the Bylaw provisions to be amended.

CERTIFICATION OF SECRETARY  
OF  
NAPLES ISLANDS IMPROVEMENT ASSOCIATION, INC.

I hereby certify that I am the duly elected and acting Secretary of Naples Improvement Association, Inc. in Long Beach, California, a California nonprofit corporation and that the forgoing Bylaws of said corporation were, after due notice, duly adopted by the requisite vote of the membership of the corporation at the Annual meeting of its membership held on November \_\_\_\_, 2024.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name