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Article I - Who We Are

Section 1: Name

The name of this association is the Del Rey Residents Association (hereafter “Association” or “DRRA”), a California unincorporated nonprofit public benefits association.

Section 2: Founding

The Del Rey Residents Association, founded informally as the Del Rey Homeowners and Neighbors Association in 1972, was formally established in December 1985, and was registered as a non-profit association December 6, 2004. On November 1, 2011 Membership voted to change the name to the Del Rey Residents Association.

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Article II – What We Do

Section 1: Purpose

To provide a representative voice for the residents of our Del Rey Community in maintaining and improving the family residential character of our neighborhood.

Section 2: Mission

- a. To represent the best interests of the residents of Del Rey by providing an open forum and unified voice on matters impacting our community.
- b. To support physical, social and cultural improvement contributing to the residential character of our community.
- c. To encourage participation by and interaction among residents in activities advancing community interests.

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Article III – Association Policies

Section 1: Affiliations

This Association shall remain non-commercial, non-sectarian and non-partisan with respect to political party affiliation.

Section 2: Endorsements

No commercial enterprise or any candidate for public office shall be endorsed by this Association. The name of this Association or its Officers, Directors and Appointees in their official capacities shall not be used in any connection with any commercial concern or with any partisan political interest, or for anything other than the regular work of this Association.

Section 3: Respect and Fairness

The Association and its members shall respect the diversity, dignity, and expression of views of all individuals, groups, and organizations within the community and/or involved in the Association. This Association shall have fair, unbiased, and transparent policies for the conduct of all Association business.

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Section 4: Policies Manual

A Policies Manual shall be adopted by the Board of Directors to supplement these By-laws. Its purpose is to inform and educate members of proper conduct for Association business and to serve as a reference during the regular course of the Association’s usual and customary business. The Policies Manual shall be in addition to these By-laws and shall not be construed to change, replace or supersede any By-law.

Section 5: Website

The Association shall maintain a website presence to disseminate information to Association Members and the Del Rey community. The Association By-laws and the Policies Manual shall be maintained on the website.

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Article IV – Membership

Section 1: Requirements

Membership shall be open to all individual residents and single family homeowner non-residents at least eighteen (18) years of age within the area of the City and County of Los Angeles commonly known as the Del Rey Neighborhood.

- a. For the Membership area, the Del Rey Neighborhood shall be further defined by a map (“Association Map”) attached as an Exhibit to the Policies Manual.
- b. The Association Map shall be approved by a two-thirds majority vote of the Board of Directors.
- c. Adjoining Membership areas of the Association Map may be annexed or removed by motion and approval of a two-thirds majority vote of the Board of Directors.

Section 2: Member Rights

The Association shall have only one class of Members, and voting and other rights, interests and privileges of each Member shall be equal. Membership in the Association is non-transferable and non-assignable.

Members shall have at minimum the following rights:

- a. To vote to elect the Board of Directors.
- b. To initiate discussion on an action, policy, or position.
- c. To participate in and provide feedback at all meetings of the DRRA.
- d. To participate on standing and ad hoc committees and/or assist with the various activities of the DRRA.

Section 3: Membership Dues

The Board of Directors shall by a majority vote determine the annual amount of Membership dues, if any, to be charged to Members of this Association. Nothing contained herein shall prohibit the Board of Directors from dispensing with the collection of any Membership dues.

- a. Membership dues are annual, and are payable on January 1 of each year.
- b. The amount of Membership dues and procedures for collection shall be defined in the Policies Manual.

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Section 4: Notices and Communications to Members

Notices, advices, invoices and other communications to Members concerning Association meetings and business shall be delivered to the Members either personally, by mail, email, or other means of written communication at a postal or electronic address given to the Association by the Member for the purpose of receiving mail.

Section 5: Privacy

The Association’s Member database is deemed confidential. The data will not be released to any person or organization for any reason not related to DRRA business including, but not limited to, commercial, political, social, religious, or service purposes.

- a. The Membership Committee Chair/Officer shall maintain the Member database.
- b. The Corresponding Secretary shall disseminate official Association business requiring communication to the Members.

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Article V – Board of Directors

Section 1: Members of the Board

- a. The Board of Directors (hereafter “the Board”) shall consist of eleven members in good standing and be comprised of five (5) Directors and six (6) Association Officers.
- b. The members of the Board shall represent, insofar as possible, a broad cross-section of the community.

Section 2: Duties and Responsibilities of the Board

- a. The primary duties of the Board shall be to govern the Association and guide the vision, mission and objectives of the Association. The Board shall provide a supervisory role, overseeing the Association affairs and activities.
- b. The Board shall be responsible for protecting the assets and property of the Association.
- c. The Board shall plan General Meetings.
- d. Association Elections
 - i. Elections of Officers and Directors shall be held at a General Meeting presided over by the Chair of the Election Committee.
 - ii. The Election Committee shall be formed at least three (3) months prior to the date of the General Meeting at which the elections are to be held.
 - iii. The Election Committee shall report to the Board and provide the slate of nominees to the Board at least thirty (30) days prior to election.
 - iv. At least fifteen (15) days prior to the date of the General Meeting at which the elections are to be held, written notice by the Board of such elections with the slate of nominees shall be delivered to the Members in accordance with **Article IV, Section 4.**

Section 3: Board of Directors Meetings

- a. The President shall call Board of Directors Meetings (hereafter “Board Meeting”) at least quarterly each year.
- b. The Board shall convene on the call of the President, or a Vice President with the concurrence of at least one Director, or any three (3) Directors.

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- c. Six (6) Board Members shall constitute a quorum of the Board.
- d. A simple majority vote by the Board Members present and voting, not including abstentions or those ineligible to vote on that matter at a Board Meeting, shall be required to take official action.

Section 4: Meeting Attendance

- a. If an Officer or Director cannot attend a scheduled General Meeting or a Board Meeting because of illness or a conflicting commitment, the Board Member shall notify the Parliamentarian or the President before the meeting. If advance notice is given, such an absence shall be an “excused absence.”
- b. During a twelve (12) month period, if an Officer or Director has more than three absences that are not “excused,” whether from a General Meeting or a Board Meeting, a majority of the remaining Board Members may vote to remove the Officer or Director from their official position.

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Article VI – Directors

Section 1: Qualifications

- a. Any current member of the Association is qualified to be a Director of the Association. Directors shall not hold more than one Board of Directors position.
- b. No Director shall for reason of their position be entitled to receive any salary or compensation.

Section 2: Term of Office and Elections

- a. The term of office for Directors shall be from April 1st of the year of their election for a two (2) year period ending March 31 of the second year.
- b. Election of Directors and their terms shall be on the alternate years of the election of the Association Officers.
- c. Directors shall be elected at the first General Meeting to be held in the 1st quarter of the year ending the second year of their term. All current Members may vote for each of the five (5) Directors positions during the election.
- d. Board members whose positions are up for election shall remain in office for voting purposes until the successor to that office is installed.
- e. Resignation of Directors positions shall be filled for the term through appointment by the President with majority approval by the Board.

Section 3: Duties of the Directors

- a. Directors shall attend and participate in all Board Meetings and General Meetings.
- b. Directors may make motions and vote on matters that are brought before the Board at the Board Meetings.
- c. Directors shall serve on Association Committees as assigned by the President with the concurrence of the Board.

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Article VII – Officers and Appointees

Section 1: Officers - Qualifications and Titles

Any current Member of the Association is qualified to be an Officer of the Association. Officers shall by virtue of their office be members of the Board. Officers shall not hold more than one Board position. No Officer shall be entitled to receive any salary or compensation for their office.

The elected officers of the Association shall be as follows:

- President
- First Vice President
- Second Vice President
- Recording Secretary
- Communications Officer
- Treasurer

Section 2: Executive Committee

Officers shall function as the Executive Committee with the President as Chair of the Committee. The Executive Committee shall conduct any usual, customary and necessary business of the Association which arises between Board of Directors meetings.

Section 3: Term of Office and Elections

- a. The term of office for Officers shall be from April 1st of the year of their election for a two year period ending March 31 of the second year.
- b. Election of Officers shall be on the alternate years of the election of the Association Directors.
- c. Officers shall be elected at the first General Meeting held in the 1st quarter of the fiscal year in which their terms expire. All current Members may vote for each of the Officers' positions during the election.
- d. Officers, whose positions are up for election shall remain in office for voting purposes until the successor to that office is installed.
- e. Resignation of Officers positions (other than the President and the First Vice President) shall be filled for the term through appointment by the President with majority approval by the Board.

Section 4: Officers Duties and Powers

- a. **President** – The President shall:
 - i. conduct the affairs of the Association subject to general supervision of the Board, call Board Meetings at least quarterly each year, and preside as Chair of the Board and as Chair of the Executive Committee.
 - ii. present to the DRRA Membership an annual report of the work of the Association.
 - iii. assure all books, reports and certificates required are properly retained and filed. The President is one of the Officers authorized to sign Association checks.

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- iv. nominate all Standing Committee Chairs for approval by the Board, and appoint all Ad-hoc Committee Chairs. President shall be an ex-officio member of all DRRA Committees.
- v. have such powers as are necessary to carry out and conduct the business and proceedings of the DRRA.
- vi. be the official spokesperson for the DRRA.
- b. **First Vice President** – The First Vice President shall:
 - i. in the event of the absence or inability of the President to perform the duties of the office, become acting President with all the rights, privileges and powers as if they had been the duly elected President.
 - ii. with the exception of the Executive Committee, shall be an ex-officio member of and be responsible for overseeing all DRRA Committees
 - iii. call Board Meetings as necessary with the concurrence of at least one other Board Member.
 - iv. work under the direction of the President and perform such duties as assigned by the President.
- c. **Second Vice President** – The Second Vice President shall:
 - i. in the event of the absence or inability of the First Vice President to perform the duties of the office, become First Vice President with all the rights, privileges and powers as if they had been the duly elected First Vice President.
 - ii. work under the direction of the President and perform such duties as assigned by the President.
- d. **Recording Secretary** – The Recording Secretary shall:
 - i. take minutes and keep a correct written record of all Board Meetings and General Meetings of the Association. Meeting Records shall be securely retained and be available to Board Members when requested.
 - ii. ensure that approved Board Meeting minutes are posted on the DRRA website
 - iii. receive and log all submissions and correspondence to the DRRA and refer them to the appropriate Officer or Committee within seven (7) days.
 - iv. monitor Board Member absences and the eligibility of each Board Member to vote.
 - v. work under the direction of the President and perform such duties as assigned by the President or the Board.
- e. **Communications Officer** – The Communications Officer shall:
 - i. manage the external correspondence of the Association.
 - ii. notify members of General Meetings and Board Meetings as requested by the President or the Board.
 - iii. direct communications to Association Members as requested by the President or the Board.
 - iv. work under the direction of the President and perform such duties as assigned by the President.

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- f. **Treasurer** – The Treasurer shall:
 - i. maintain the records of the Association’s finances and books of accounts in compliance with *Generally Accepted Accounting Principles* (“GAAP”) and perform other usual duties required as Treasurer.
 - ii. receive and disburse, with the approval of the Board, all Association funds; pay all financial obligations of the Association as they come due; and keep an accurate account of all transactions.
 - iii. make financial reports to the Association and Board at least quarterly and upon request.
 - iv. transmit the accounts and all undistributed funds to the successor in office at the end of the Treasurer’s term of office.
 - v. be one of the Officers authorized to sign checks.
 - vi. work under the direction of the President and perform such duties as assigned by the President or the Board.

Section 5: Appointees – Qualifications, Titles and Duties

Any current Member of the Association is qualified to be an Appointee of this Association. Appointees shall be appointed by the President with the approval of the Board. Appointees may participate in Board meeting discussions, but are not considered Officers and do not have the right to vote on Board decisions.

- a. The term of Appointment shall be two years. Appointees shall hold office until the successor to that office is appointed. Appointees serve “at-will” and a majority Board Members may vote to compel the resignation. No Appointee shall by reason of her/his position be entitled to receive any salary or compensation.
- b. The Appointees of the Association shall be as follows:
 - Advisor
 - Parliamentarian
 - Webmaster
- c. Duties
 - i. **Advisor** – The Advisor shall provide advice, expertise and insight to the Board in support the Association goals. The immediate Past President, if not currently a Director, shall have preference as Advisor with approval of the Board, if he/she desires.
 - ii. **Parliamentarian** – The Parliamentarian shall be knowledgeable of *Robert’s Rules of Order Newly Revised*, and be responsible for interpreting and applying these Rules in establishing proper procedures for conducting Association meetings. He/she may also provide advice on Association By-laws.
 - iii. **Webmaster** – The Webmaster shall provide routine site and content maintenance, and updates on the Association website, broadcast information, maintain emailing lists, and post necessary notices.

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Article VIII – Committees

Section 1: Structure of Committees

- a. The President shall appoint the Chair of all Standing and Ad-hoc Committees subject to approval of the Board. The President shall be an ex-officio member of all DRRA Committees. Committees may only make recommendations and any recommendations shall be brought to the full Board for discussion and action. All Committees must be comprised of two (2) Association Members including at least one Officer or Director. Committee members may be removed in the same manner in which they were appointed.
- b. All Committees must meet at least quarterly and the Chair shall provide a written report of each meeting to the Board at the next following Board Meeting.

Section 2: Standing Committees

The Association shall maintain the following Standing Committees:

- a. **Executive Committee.**
(See Article VII, Section 2) Officers shall function as the Executive Committee with the President as Chair of the Committee. The Executive Committee shall conduct any usual, customary and necessary business of the Association which arises between Board of Directors meetings.
- b. **Membership Committee.**
The Membership Committee is responsible for planning, organizing, and directing programs and campaigns that ensures individual member retention and growth in membership. The Committee shall process new Membership Applications as they are received and collect initial dues payments. The Committee shall provide to the Board a list of new Members who have joined; and also maintain a list of current Members and their contact information.
- c. **Public Relations & Outreach Committee.**
 - i. The Public Relations & Outreach Committee shall be responsible for identifying and recommending to the Board community events and activities in which the DRRA may wish to participate. The DRRA's participation in such events shall be supported, organized, facilitated and publicized by the Committee.
 - ii. The Committee shall raise community awareness of the DRRA through dissemination of information about the benefits of the DRRA and the DRRA's participation in Del Rey community activities by providing current content information for the Association's website, social media platforms and media outlets.
 - iii. The Committee shall develop and provide promotional materials (e.g., pamphlets, brochures, etc.) for distribution to the local community and assist in creating and distributing fliers related to the DRRA's activities.
- d. **Emergency Preparedness Committee.**
The Emergency Preparedness Committee shall coordinate with the local Los Angeles police and fire departments, CERT, FEMA, American Red Cross (as

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well as other emergency and first responder organizations) to support their efforts in preparing Del Rey residents for emergencies which may likely occur in the neighborhood. To accomplish this, the Committee may facilitate emergency training programs, encourage community participation in the Neighborhood Watch Program and assist with the dissemination of emergency preparedness information.

e. Land Use Committee.

The Land Use Committee shall identify land use, planning, traffic, and transportation developments, as well as pending legislation that may impact Del Rey residents, including the family residential character and environment protection of our neighborhood. The Committee shall inform the Board and our Membership of the pending items. The Committee may also recommend to the Board that the DRRA take a position for or against such items and that it initiate actions in support of its position.

f. Election Committee.

The Election Committee shall conduct the nomination and election of DRRA Officers and Directors in accordance with **Article V, Section 2:d** and **Article VI, Section 2** and **Article VII, Section 3** of these By-laws. This Committee shall have the authority and responsibility to see that nominations and elections are conducted in accordance with the By-laws and with reasonable opportunity for each Association member to nominate and vote for the candidate of their choice. An Association Member shall not be permitted to serve on the Election Committee if they are a candidate for any office or directorship of the Association. All questions concerning the conduct or challenge of elections shall be determined by this Committee.

Section 3: Ad Hoc Committees

By a majority vote of the Board, Ad Hoc Committees may be created as needed to deal with temporary issues. The Chair of the Committee shall be appointed by the President subject to the approval of the Board.

- a. Ad Hoc Committees shall exist until their mission has been accomplished but no longer than six (6) months from the date of their formation.
- b. Ad Hoc Committees may be temporarily extended by a majority vote of the Board.

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Article IX – Meetings of Members

Section 1: Number of Meetings

There shall be at least two Association General Membership Meetings (“General Meeting”) each year. Additional General Meetings may be called by the President, a majority of the Board of Directors, or by the written request of at least 10% of the Association Membership.

Section 2: Notification

All members shall be given at least fifteen (15) days prior notification of all General Meetings. Notice of such meetings shall have been delivered to the Members in accordance with **Article IV, Section 4**.

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Section 3: Quorum

A quorum at any General Meeting shall consist of those paid Members present.

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Article X – Amendments to By-laws

Section 1: Requirements

These Association By-laws may be added to, amended, or repealed at any General Meeting by a two-thirds vote of the Members in attendance, provided that at least 10% of the Members are present. At least 15 days prior to the date of the meeting at which the Amendment is to be voted on, written notice of such proposed amendment shall have been delivered to the Members in accordance with **Article IV, Section 4**.

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Article XI – Rules of Order

Section 1: Governing Rules

The rules contained in the Robert’s Rules of Order Newly Revised (“Rules of Order”) shall govern the Association, its Board Meetings and its General Meetings in all cases in which they are applicable.

Section 2: Points of Order

A “Point of Order” concerning the “Rules of Order” shall be responded to by the Parliamentarian whose decisions concerning any such questions shall be final.

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Article XII – Dissolution of the Association

Section 1: Dissolution

The Association may be Dissolved at a General Membership meeting by a two-thirds vote of the Members in attendance, provided that at least 10% of Members are present. At least 15 days prior to the date of the meeting at which the Dissolution is to be voted on, written notice of such proposed Dissolution shall have been delivered to the Members in accordance with **Article IV, Section 4**.

Section 2: Distribution of Assets

In the event the Association is dissolved, any funds or property on hand at the time of such dissolution shall be donated to any non-profit organizations selected and approved by a majority of the Board.

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