

BYLAWS OF
RIVIERA VILLAGE ASSOCIATION
A California Nonprofit Mutual Benefit Corporation

ARTICLE 1: NAME

The name of this corporation is RIVIERA VILLAGE ASSOCIATION.

ARTICLE 2: PRINCIPAL OFFICE

- 2.1 The principal office for the transaction of the activities, affairs, and business of the corporation is located at 1611 Catalina Avenue I, Unit 115 Redondo Beach, California 90277-5277. The board of directors (Board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Article, or this Article may be amended to state the new location.
- 2.2 The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE 3: BOUNDARIES

The *Riviera Village* (or “Village”) is generally bounded on the north by Avenue I; on the east and south by Elena Avenue; on the west by Catalina Avenue. Specific boundaries are those as established by the Riviera Village Business Improvement District (BID) as on file with the City of Redondo Beach. The Riviera Village encompasses property only in the City of Redondo Beach.

ARTICLE 4: DEFINITIONS

- 4.1 The “RVA” or “Association” shall denote the *Riviera Village Association*.
- 4.2 The “Board” shall refer to the Board of Directors of the RVA.
- 4.3 The “Officers” shall refer to those Directors of the Board who are elected to specific operating positions in the RVA such as president, vice-president, treasurer and secretary.
- 4.4 The term “Business” shall mean a place of business that holds a current business license and is located within the RVA boundaries as described above in the City of Redondo Beach.

ARTICLE 5: **PURPOSES AND LIMITATIONS**

- 5.1 The Purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Mutual Benefit Corporation Law.
- 5.2 Within the context of the general purpose stated above, this corporation is formed by the business community of the Riviera Village as a means to maintain and improve the physical surroundings of the Village as well as the business environment in the community. The RVA shall achieve these objectives by pursuing activities including, but not limited to physical improvements, beautification efforts, general maintenance, advertising and promotion, volunteer activities, staging of events and involvement in the City and community development efforts.
- 5.3 No part of the net earnings of the corporation may inure to the benefit of any member.

ARTICLE 6: **MEMBERSHIP**

- 6.1 **Members:** A Member is a person, corporation, partnership, trust, limited liability company, or an unincorporated association which is operating as a single entity and holds a valid Business License within the boundaries of the RVA.

ARTICLE 7: **PRIMARY FUNDING**

- 7.1 **Funding Agreement:** Funds are collected based on a contractual agreement with the City of Redondo Beach that recognizes the RVA as the advisory board of the BID for the Riviera Village. Funds may also be raised by the RVA via independently sponsored Special Events. These additional funds raised by the RVA shall be deposited and held in the same account as the funds collected from the City of Redondo Beach.

ARTICLE 8: **DIRECTORS**

- 8.1 **Number of Directors:** The Directors on the Board shall consist of a minimum of six and a maximum of eleven Members. Each director shall have one vote.
- 8.2 **Nomination and Election of Directors:** All persons wishing to serve on the Board shall be a member, owner, officer, partner or authorized representative of a member and submit their name to the currently sitting Board not less than forty-five days in advance of the upcoming election. Nomination submissions shall be sent via email to info@rivieravillage.net or mailed to the RVA, PO Box 3853, Redondo Beach CA 90277 and should more than eleven (confirmed eligible) persons submit their names to serve as Board members, elections shall be held. If an election is held, the Board will form a ballot with a slate of candidates which will be presented to the Membership in writing. Each licensed member shall have one vote and must submit their completed ballot for up to 11 candidates or write in and vote for additional eligible candidates. Election is done by simple majority of the votes cast. If elections are required pursuant to this clause, all ballots must be received by the morning of the general meeting. Completed ballots must

be sent via email to info@rivieravillage.net or mailed to the RVA, PO Box 3853, Redondo Beach CA 90277.

- 8.3 Powers: Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation and bylaws regarding actions that require the approval of the members, the corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the Board's direction.
- 8.4 Specific Powers: Without prejudice to the general powers set forth in the preceding section, but subject to the same limitations, the directors shall have the power to:
- (a) Adopt and publish rules and regulations governing the Association;
 - (b) Suspend the voting rights of any member who is in default of the regulations of the Association;
 - (c) Exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved for the membership by other provisions in these by-laws;
 - (d) Declare the office of a board member vacant in his or her absence from three consecutive regularly scheduled Board meetings except with notice of absence;
 - (e) .
- 8.5 Duties of Directors: It shall be the duty of the Board of Directors to:
- (a) Cause to be kept a complete record of all of its acts and affairs and to present a statement of such activities to the members during an annual meeting of the membership or by publication (including via e-mail); or by posting on its website;
 - (b) Keep an annual statement of income and expenses, balance sheet, and keep a budget for the succeeding year.
- 8.6 Terms: Directors' terms shall be two years in length and commence on July 1st and end on June 30th.
- 8.7 Authority to Contract: The Board shall have the authority to enter into contracts on behalf of the Association. The President shall have the authority independent of the Board to contract up to \$250.00, but must report such a contract to the Board within thirty days. Contracts above \$250.00 must be approved by a majority of the board and signed by a minimum of two officers.

ARTICLE 9: **OFFICERS**

The Officers of the Association shall consist of the Directors serving as President, Vice President, Secretary, and Treasurer, plus any other offices as the Board may create.

- 9.1 Election of Officers: Officers shall be elected by a majority vote of board members. Election of officers shall be held at the first board meeting of the newly elected board members.

- 9.2 Term & Term Limits for Officers: Officers' terms shall be one year in length and commence on July 1st and end on June 30th.
- 9.3 Number of Officers: Any two or more Officers' positions may be combined except the President, but at no time shall there be less than three persons holding offices.
- 9.4 Duties of Officers:
- 9.4.1 President: Shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; shall sign any written instruments; shall be responsible for all distributions of notices; nominate standing committee Chairs (for Board majority approval); act as ex-officio member of all committees; and conduct business as necessary for the proper function of the Association.
- 9.4.2 Vice President: Shall act as President in place of the President's absence, inability or refusal to act; shall be responsible for Marketing and Public Relations matters; and shall exercise and discharge other duties as required by the Board.
- 9.4.3 Secretary: Shall keep a record of all proceedings, maintain an accurate set of By-laws of the Association; serve notice of the meetings of the Board and membership; cause news updates to be published and sent to the members on a regular basis, and shall exercise and discharge other duties as required by the Board.
- 9.4.4 Treasurer: Shall receive and deposit in proper accounts all monies of the Association and disburse such funds as directed by the Board; sign all checks; keep all proper books of account prepare statements of income & expenditures; cause to be prepared all proper tax documents; and shall exercise and discharge other duties as required by the Board.
- 9.5 Resignation & Removal of Officers: Any Officer may be removed from office by the Board of Directors with cause by a majority vote of the Board. Any Officer may resign from office and the Board by giving written notice to the Board, which resignation takes effect on the date of receipt. The acceptance of such resignation is not required. Officers may resign a specific Office, but remain on the Board as a Director only by a majority vote of the Board.
- 9.6 Filling Unexpired Terms & Vacancies for Officers: Upon resignation or removal of an Officer, the Board may appoint a replacement Officer from the current Board. New Officers are elected by a majority vote of the Board. Replacement Officers shall complete the term of the former Officer and may stand for election by the membership during the election for the next term period.
- 9.7 Filling Vacancies on Board of Directors: Upon resignation of a member of the Board of Directors, the Board may elect a replacement Director from the current membership. In the event the Board of Directors consists of less than eleven (11) members at any time, the Board may elect additional Directors up to a maximum of eleven (11) with no restriction on the total number of Directors being an even number.

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ARTICLE 10: **MEETINGS**

10.1 **Board of Directors Meetings**

10.1.1 **Regular Directors Meetings:** Regular meetings of the Board shall be held a minimum of four times per year. Notice of regular Board meetings shall be made to all Directors not less than five days prior to the meeting. Board members agree to attend 8 out of the 11 meetings held annually. The Board may vote to remove a member of the Board for excessive absences.

10.1.2 **Special Directors Meetings:** Special meetings of the Board shall be called by the President or any two Directors. Notice of special meetings shall be given by email not less than two (2) days prior to the vote on any issue to be considered at the special Directors meeting. All Directors shall vote by email on the issues considered at a special meeting.

10.1.3 **Board of Directors Quorum:** Every act or decision made by the Directors presented at a duly held meeting at which a quorum is present shall be regarded as an act of the Board. A quorum is defined below.

<u>No. of Directors:</u>	<u>Quorum</u>
5	3
6	4
7	4
8	5
9	5
10	6
11	6

10.2 **Meetings of Members**

10.2.1 **Regular Meetings of Members:** General meetings of the members shall be held once a year on the third Tuesday of May unless otherwise notified.

10.2.2 **Notice of Meetings:** Written notice for each meeting of the members shall be given at the direction of the Secretary at least five days in advance of the meeting. Such notice shall specify the time, day, location, and the purpose of the meeting.

ARTICLE 11: **AMENDMENTS TO BY-LAWS**

After two weeks advance written notice, these by-laws may be amended, at a regular meeting, by a majority of the Board members present at the meeting. Whenever the by-laws are amended, the modified text shall be copied into the book of by-laws with the original. Notice of amendments shall be made available to any member of the RVA upon receipt or be posted at www.rivieravillage.net.

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ARTICLE 12: **PARLIAMENTARY PROCEDURE**

Roberts Rules of Order, most current edition, shall be the authority on all points not covered by these by-laws and standing rules.

ARTICLE 13: **RECORDS & INSPECTIONS**

The by-laws, books, records, and papers of the Association shall be made available during reasonable business hours, for inspection by any members in the principle office. Records of the Association must be in compliance with all applicable rule, laws and regulations for a period of not less than two years in a place designated by the Board.

ARTICLE 14: **ANNUAL REPORT**

The Board shall make an Annual Report, that is presented to the Redondo Beach City Council, available to any member, upon request, within three months of the close of the fiscal year. This Annual Report will contain a summary of activities, list of Directors, Profit & Loss statement, and Balance sheet for the past fiscal year.

ARTICLE 15: **DISSOLUTION OF ASSOCIATION**

The Association may be dissolved only upon a written three-quarter vote of the Board. The Treasurer shall, after an affirmative vote for dissolution, distribute the balance of any surplus funds, after expenses, in accordance with the disbursement procedure recommended by the Board at that time, however subject to all laws relating to non-profit mutual benefit corporations.

ARTICLE 16: **INDEMNIFICATION**

- 16.1 **Right of Indemnity.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described ion Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding”, as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses”, as used in this by-law, shall have the same meaning as in Section 7237(a) of the California Corporations Code.
- 16.2 **Approval of Indemnity.** On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations 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 with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, members present at the meeting in person or by proxy shall authorize indemnification.

- 16.3 Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 16 of these by-laws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is not entitled to be indemnified by the corporation for those expenses.

ARTICLE 17: INSURANCE

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE 18: MISCELLANEOUS

The fiscal year of the Association shall be July 1st through June 30th.

ARTICLE 19: CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected President and a Board Member of the Board of Directors of the RIVIERA VILLAGE ASSOCIATION, and that the foregoing By-laws constitute the succeeding By-laws of said Association, as duly adopted at a meeting of the Board of Directors, held on the 7th day of September, 1995, and ratified by a majority of the membership present at a regular meeting.

These by-laws were amended on the 18th day of June 2024 and ratified by a majority of the Board present at a regular meeting.

RIVIERA VILLAGE ASSOCIATION

By: Allen Sanford
Allen Sanford, President

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