

ALLIED NEIGHBORHOODS ASSOCIATION
ARTICLES OF ASSOCIATION & BY-LAWS
Amended 4/21/2009

ARTICLE A
NAME AND PURPOSE

Section A.1 NAME: The name of this organization shall be Allied Neighborhoods Association of Santa Barbara, California. The name "Allied" as used herein shall mean Allied Neighborhoods Association of Santa Barbara, California.

Section A.2 PURPOSE: The purposes and goals of Allied are:

Section A.2.1 INFORMATION SHARING, UNITY AND ADVOCACY: Allied provides a means whereby the member organizations can be kept informed as to matters affecting the welfare of the City of Santa Barbara and its neighborhoods so that they can speak with a unified voice in such matters. Allied shall advocate for Neighborhood interests, including policies, laws and regulations supporting neighborhoods, and oppose those that are inimical to neighborhoods.

When an issue arises that is specific to the boundaries of a regular member Association, Allied will assist that Association in seeking a resolution. Allied will seek to refrain from taking a specific stand on any purely localized issue against the specific stand taken by the member Association concerned.

Section A.2.2 GOOD PLANNING THAT PROTECTS THE COMMUNITY: Allied shall work to foster and promote the welfare, betterment, and prosperity of the member Associations and of the City as a whole. It will advocate for the most beneficial and appropriate City development, that which accommodates the legitimate concerns of neighborhoods as well as the greater good of the entire community.

Section A.2.3 NEIGHBORHOOD PRESERVATION: Allied supports neighborhood preservation, the protection and safety of the people who live in those neighborhoods, the conservation of the environment with a focus on quality of life in our neighborhoods, and supports laws and regulations that further those purposes.

Section A.2.4 COOPERATION: In pursuit of the foregoing objectives Allied shall cooperate with the Citizens Planning Association and other elements of the community so as to maximize the strength of neighborhoods.

ARTICLE B
MEMBERSHIP, ASSOCIATION REPRESENTATIVE, DUES

Section B.1 QUALIFICATIONS FOR MEMBERSHIP

Section B.1.1 REQUIREMENTS: A regular member must be a neighborhood preservation, improvement or protective association organized for the mutual benefit of the residents of a neighborhood which is fully or partially located within the City of Santa Barbara, and which is organized for the purpose of considering the full range of issues relating to its neighborhood, rather than having a narrower focus of one or several specific concerns.

Section B.1.2 DEFINITION: A neighborhood is an identifiable area or region with contiguous territory consisting of 15 or more adjacent residences, often with reference to its character or residents.

Section B.1.3 SPECIAL MEMBER (Citizens Planning Association): The Citizens Planning Association (CPA) was a founding member of Allied and is a Special Member. In order to further mutual collaboration and to benefit from the reciprocal advantages of the combined resources of the CPA and Allied, the President of Allied or his/her designee shall be available to serve on the Citizens Planning Association Board of Directors, if invited to serve.

Section B.1.4 PUBLIC PARTICIPATION: Individuals and representatives of other organizations are welcome to attend and participate in meetings of Allied's Board of Directors.

Section B.1.5 REVIEW OF QUALIFICATIONS: The Board of Directors shall act as a Credentials Committee to review any question about qualifications of its members or any applicant. A majority vote is required on any vote of the Board pertaining to membership while in its capacity as Credentials Committee, as well as for acceptance of any new member.

Section B.2. ASSOCIATION REPRESENTATIVES & ALTERNATES

Section B.2.1 ASSOCIATION REPRESENTATIVES: Each member Association shall designate a representative (and alternate if so desired) to serve on the Allied Board of Directors. Such designees shall be the Board of Directors of Allied.

Section B.3. DUES & SUSPENSION

Section B.3.1 DUES: The amount of the annual dues for members of Allied shall be set by a majority vote of its members at a regular meeting. As a Special Member, Citizens Planning Association will not be required to pay dues. Dues shall be due and payable at the beginning of the calendar year for current members, and upon acceptance of membership for new members.

Section B.3.2 SUSPENSION FOR FAILURE TO PAY DUES: Any member organization which has been delinquent in payment of dues beyond March 1 of a calendar year shall be ineligible to vote on any matter until such time as current dues for that calendar year and arrearages are paid. In order to disqualify the vote of any member for non-payment of dues, the objection must be raised prior to such vote.

ARTICLE C
MEETINGS, QUORUM, VOTING

Section C.1 MEETINGS

Section C.1.1. ANNUAL MEETING, REGULAR MONTHLY MEETINGS, NOTICE: The Board of Directors shall meet in January of each year for the purpose of electing officers. It is intended that regular meetings shall be held each month. An Officer shall give notification of every meeting at least one week in advance of the meeting date.

Section C.1.2 SPECIAL MEETING. A special meeting may be called by the President. In case of the absence, inability, or refusal of the President to call a special meeting when requested to do so by three or more members, the Vice-President, or a majority of the member associations acting through their representatives may call special meetings of the Board for urgent matters.

Section C.1.3 ROBERT'S RULES: All meetings shall be conducted in accordance with Robert's Rules of Order when not in conflict with Allied's By-Laws.

Section C.1.4 NOTICES, AGENDAS: It shall be the objective of the Officers to deliver notice and an agenda for each meeting at least seven (7) days prior to a meeting. Transmittal by e-mail, facsimile, or United States mail shall be considered delivery for purposes of this section. Notice by telephone shall be considered an acceptable form of notice of the time, date and location of a meeting.

Section C.2 QUORUM: A quorum at meetings to amend the by-laws or elect officers shall consist of a majority of the representatives of eligible regular member associations. A quorum for other regular meetings shall consist of one third of the representatives of eligible regular member associations.

Section C.3 VOTING, PROXIES

Section C.3.1 VOTING Each regular member association, including Special Member Citizen's Planning Association, shall have one vote to be cast by its representative (or alternate) on resolutions, motions and other matters. Any organization certified by the Treasurer as having paid in full its annual dues as of May 1 of the calendar year shall be eligible to vote during the ensuing year (see Section B.3.2), as shall any new organizations that pay dues in full upon admission.

Section C.3.2 PROXIES: Proxies shall not be used for any purposes.

ARTICLE D
DIRECTORS, ELECTION OF OFFICERS, DUTIES, BOARD OF DIRECTORS

Section D.1 DIRECTORS

Section D.1.1. REPRESENTATIVES: The representatives of member Associations shall be known collectively as the Allied Board of Directors.

Section D.1.2 TERM: The term of office of representatives of member associations shall be until removal or replacement by the association which he/she represents.

Section D.1.3 UNEXPIRED TERMS: A resigning Association representative will be replaced promptly by the concerned member Association's Board of Directors. During a vacancy in the position of representative, the President or presiding member of the parent Association is automatically the representative on the Allied Board of Directors until the vacancy is filled.

Section D.2 ELECTION OF OFFICERS: The Allied Board of Directors shall annually elect a President, two Vice Presidents, a Secretary, a Treasurer, a Webmaster and a Parliamentarian, whose terms of office shall be one year. Nominations require the consent of the nominee to be valid.

Section D.2.1 REMOVAL OF OFFICERS, VACANCIES: Officers may be removed by majority Board vote, with same quorum requirement as for elections of officers (see Section C.2). Notice of a vote to remove an officer may be requested by a member at any time, and shall be placed on the agenda of the meeting immediately following the date such request is made. This shall be the exclusive procedure for removal of officers. Elections to fill vacancies, including those occasioned by removal of any officer shall be held in accordance with the other provisions in these Bylaws for the election of officers. Officers must be members of the Board of Directors, and their terms shall end if removed or replaced as Board members.

Section D.3 DUTIES OF OFFICERS

Section D.3.1 PRESIDENT: The President shall:

- (1) Preside at all meetings of the Board of Directors,
- (2) Appoint the Chairs and members of all committees who will report to the Board of Directors on the result of assignments with which they are charged,
- (3) Be the official spokesman for Allied, or appoint a designee to so act, and
- (4) Provide written authorization to the Treasurer of all Board approved withdrawals and expenditures of Allied funds (e-mail is adequate).

Section D.3.2 FIRST VICE PRESIDENT: The First Vice President shall:

- (1) Perform the duties of the President if the President is not available to perform the duties of that office, and
- (2) Shall take minutes of the Board meetings if the Secretary is not present.

Section D.3.3 SECOND VICE PRESIDENT: The Second Vice President shall:

- (1) Perform the duties of the President if both the President and First Vice President are not available to perform the duties of those offices, and
- (2) Shall take minutes of the Board meetings if the Secretary and First Vice President are not present.

Section D.3.4 SECRETARY: The Secretary shall:

- (1) Keep minutes of all meetings of the Allied Board of Directors,
- (2) Be responsible to issue notices of all meetings of the Allied Board of Directors,
- (3) Serve as the custodian of all records except those of the Treasurer,
- (4) Maintain a directory of all representatives of member Associations, and
- (5) Assist the President with Allied correspondence.

Section D.3.5 TREASURER: The Treasurer shall:

- (1) Collect dues and any assessment,
- (2) Secure Deposits of all Allied funds,
- (3) Withdraw funds if approved by Allied's Board of Directors,
- (4) Sign all checks for the withdrawal of Board authorized expenditures if approved in writing (e-mail is adequate) by the President,
- (5) Report about the current state of Allied's finances at each meeting of the Board of Directors, and
- (6) Prepare and submit for approval by the Allied Board of Directors a financial statement for the fiscal year ending December 31 and a budget for the following fiscal year. The approval of this budget by Allied's Board will constitute approval of the designated expenditures.

Section D.3.6 WEB MASTER: The Web Master shall:

- (1) Arrange for continuance of and payment for Allied's Internet domain name,
- (2) Arrange for continuance of and payment for hosting Allied's Internet web site,
- (3) Maintain the content of Allied's web site, including posting of agendas, minutes, letters, and issue papers,
- (4) Report on web site usage as directed by Allied's Board of Directors, and
- (5) Effect other changes and updates to Allied's web site as directed by Allied's Board of Directors.

Section D.3.7 PARLIAMENTARIAN: The parliamentarian shall act in an advisory capacity to answer procedural questions raised by the President or Directors. He/she shall seek to interpret parliamentary law as a common-sense tool to facilitate the expeditious conduct of business by a democratic body, rather than allowing it to be used in a dilatory or arcane fashion.

Section D.3.8 EXECUTIVE COMMITTEE, REPORTS TO BOARD: The Executive Committee shall be composed of the Officers of Allied. The Executive Committee shall act in place of the Board of Directors when the Board is not in session, upon business which is urgent and imprudent to postpone upon until a Board meeting can be called. A vote upon any action by the Executive Committee must be communicated to the Board membership, by e-mail or other

means, within 24 hours of such vote. Any number of Board members equal to the number of affirmative votes cast by the Executive Committee on the matter plus one, may veto any such action taken by the Executive Committee, by communication of their objection, by e-mail or other means, within 24 hours of receipt of notice of the Executive Committee's action. At every Board meeting, the Executive Committee shall give a report of all of its activities and actions since the previous meeting.

Section D.4 BOARD OF DIRECTORS:

The Board of Directors shall:

- (1) Transact such business of Allied as is commonly and traditionally entrusted to Boards of Directors,
- (2) Authorize disbursement of all funds,
- (3) Appoint officers of the Board of Directors when interim vacancies occur, and
- (4) Approve the annual budget and accept annual financial statements submitted by the Treasurer, and commission an audit of Allied's finances if so desired by a majority of the Board.

ARTICLE E MISCELLANEOUS

Section E.1 AMENDMENT: These By-Laws may be amended by vote of two-thirds of the membership of the Board of Directors present at any regular meeting provided that the requisite quorum as specified in Section C.2 above is present.

Section E.2 TITLES: The titles herein are for the convenience of the reader and are shall not be used for interpretation of these by-laws.

Section E.3 TRANSITION. The terms of incumbent officers, unless removed pursuant to Section D.2.1, shall continue until the next election of officers which is scheduled to be held in January of each year.