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**BYLAWS**  
**OF**  
**THE LOMPICO COMMUNITY CENTER**  
**A CALIFORNIA PUBLIC BENEFIT CORPORATION**

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**ARTICLE I - OFFICERS**

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*SECTION 1 - PRINCIPAL OFFICE:*

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The principal office of the corporation for the transaction of its business is located in Santa Cruz County, California.

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*SECTION 2 – BOUNDARIES:*

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The membership area of the corporation is the area known as the Lompico Community which is herein generally defined as the area accessed by Lompico Road.

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**ARTICLE II - PURPOSES**

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*SECTION 1 - OBJECTIVE AND PURPOSES:*

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The primary objectives and purposes of this corporation shall be:

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- a. To engage in any lawful act or activity for which a corporation may be organized under such law.
  - b. To stimulate interest in civic affairs; provide for circulation of information; and make recommendations for community improvements and protection
  - c. To exercise such power as may from time to time be granted to a nonprofit corporation by law.

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**ARTICLE III - DIRECTORS/OFFICERS**

*SECTION 1 – NUMBER:*

The corporation shall have seven (7) directors/officers and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

The Board of Directors shall consist of:

- President
- Vice President
- Secretary
- Treasurer
- Three Directors-At-Large

*SECTION 2 – QUALIFICATIONS:*

Only members of this corporation shall be eligible for election to the Board of Directors, and shall have been a member of the corporation for at least six (6) months prior to his or her nomination (with the exception of the first elected board).

*SECTION 3 – POWERS:*

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitation in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

*SECTION 4 - DUTIES OF DIRECTORS / OFFICERS:*

It shall be the duty of the directors/officers to:

- a. Perform any and all duties imposed on them collectively or

80 individually by law, by the Articles of Incorporation of this  
81 corporation, or by these Bylaws;

82  
83 b. Appoint and remove, employ and discharge, and, except as  
84 otherwise provided in these Bylaws, prescribe the duties of all officers  
85 and agents of the corporation;

86  
87 c. Supervise all officers and agents of the corporation to assure that  
88 their duties are performed properly;

89  
90 d. Meet at such times and places as required by these Bylaws;

91  
92 e. Register their addresses with Secretary of the corporation and  
93 notices of meetings mailed/emailed to them at such addresses shall be  
94 valid notices thereof;

95  
96 f. Not engage in political activities while acting as a director or officer  
97 of this corporation;

98  
99 g. Make or change policies governing daily business, for any reason,  
100 consistent with these Bylaws, Articles of Incorporation or the law.

101  
102 *SECTION 5 - DUTIES OF PRESIDENT:*

103  
104 The President shall uphold the Bylaws of the corporation, preside over all  
105 Board of Director and general membership meetings, be chairperson of the  
106 Board of Directors, appoint all committee chairpersons, and perform, with  
107 the consent of the Board of Directors, such other acts and duties normally  
108 performed by an executive and presiding officer.

109  
110 The President shall be responsible for the maintenance and up keep of a  
111 single journal, regardless of its total size that lists:

112  
113 a. All of the real properties of the Association, their record number,  
114 their location, their legal description, and a copy of all legal papers  
115 related to the properties;

116  
117 b. The current times for filing of all legal documents that need be  
118 completed in a timely manner within each year entity requiring same.  
119 This includes but is not limited to;

- 120 1. The Internal Revenue Service;
- 121 2. The California Franchise Tax Board;
- 122 3. The Secretary of State of California;
- 123 4. The County of Santa Cruz Assessors Office;
- 124 5. The County of Santa Cruz Parks Open Space and Cultural
- 125 Services; and
- 126 6. The County of Santa Cruz Treasurer of Tax Collectors
- 127 Office.

128  
129 c. All legal records, their date of filing and document name and  
130 agency to whom the document was submitted;

131  
132 *SECTION 6 - DUTIES OF THE VICE PRESIDENT:*

133  
134 In the absence of the President, or in the event of his or her inability or  
135 refusal to act, the Vice President shall perform all the duties of the President,  
136 and when so acting shall have all the powers of, and be subject to all the  
137 restrictions on, the President. The Vice President shall have other powers  
138 and perform such other duties as may be prescribed by law or by these  
139 Bylaws, or as may be prescribed by the Board of Directors.

140  
141 *SECTION 7 - DUTIES OF THE SECRETARY:*

142  
143 The Secretary shall:

144  
145 a. Certify and keep at the principal office the original, or a copy of  
146 these Bylaws as amended or otherwise altered to date; and election  
147 ballots.

148  
149 b. Keep at the principal office of the corporation or at such other place  
150 as the Board may determine, a book of minutes of all meetings, of the  
151 directors, and, if applicable, meetings of committees of directors and  
152 of members, recorded therein the time and place of holding, whether  
153 regular or special, how called, how notice thereof was given, the  
154 names of those present or represented at the meeting, and the  
155 proceedings thereof. Be responsible for the maintenance and upkeep  
156 of a duplicate journal identical to that which the President maintains.

157  
158 c. See that all notices are duly given in accordance with the provisions  
159 of these Bylaws or as required by law.

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d. Be custodian of the records and keep a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased. Exhibit at all reasonable times to any director or officer of the corporation on request there for, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation. Should an entitled party wish copies of the documents in question, they shall be provided at a price per page as fixed by the Board of Directors, and supplied to that party in a reasonable period of time.

e. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

*SECTION 8 - DUTIES OF THE TREASURER:*

Subject to the provisions of these Bylaws related to Article 5, the "Execution of instruments, Deposits, and Fund," the Treasurer shall:

a. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

b. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

c. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, making proper vouchers for such disbursements.

d. Keep and maintain adequate and correct accounts of the corporation properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains, and losses.

e. Exhibit at all reasonable times the financial records to any director

200 of the corporation on request therefore.

201  
202 f. Render to the President and directors, whenever requested, an  
203 account of any or all of his or her transactions as Treasurer and of the  
204 financial condition of the corporation.

205  
206 g. Prepare, or cause to be prepared, and certify, or cause to be  
207 certified, the financial statement to be included in any required  
208 reports.

209  
210 h. In general, perform all duties incident to the office of Treasurer and  
211 such other duties as may be required by law, by these Bylaws or  
212 which may be assigned to him or her from time to time by the Board  
213 of Directors.

214  
215 *SECTION 9 - DUTIES OF THE DIRECTORS-AT-LARGE:*

216  
217 Directors may chair or provide Board liaison to the standing committees  
218 defined in these Bylaws and, in general, perform such other duties as may be  
219 required by law, by these Bylaws or which may be assigned to him or her  
220 from time to time by the President and/or the Board of Directors.

221  
222 *SECTION 10 - TERMS OF OFFICE:*

223  
224 Each director shall hold office for two (2) years. Staggered terms of office  
225 will be utilized. This will be accomplished by having the Board of Directors  
226 elect the President, Vice President, Secretary, and Treasurer for a normal  
227 two year term while the three (3) Directors at large will be elected for one  
228 (1) year followed by a normal two year term in the next election. Members  
229 on the Board of Directors shall hold office for no more than three (3)  
230 consecutive terms.

231  
232 *SECTION 11 - FEES AND COMPENSATION OF DIRECTORS:*

233  
234 Directors and members of committees shall serve without compensation, but  
235 may receive reimbursement of just and reasonable expenses as approved by  
236 the Board of Directors.

237  
238 *SECTION 12 - PLACE OF MEETINGS:*

239

240 Meetings of the Board of Directors shall be held at any place within the  
241 State of California designated by the Board of Directors. In the absence of  
242 any such designation, meetings shall be held at the principal executive office  
243 of the corporation.  
244

245 *SECTION 13 - REGULAR MEETINGS:*

246  
247 The Board of Directors shall meet once per month unless there is no  
248 business of the Corporation requiring attention, in which case the monthly  
249 meeting may be waived by mutual consent of a simple majority of the Board  
250 members.  
251

252 *SECTION 14 - SPECIAL MEETINGS:*

253  
254 Special meetings of the Board of Directors shall be held upon the call of the  
255 President or any two (2) Directors other than the President.  
256

257 *SECTION 15 - NOTICE OF MEETINGS*

258  
259 Notice of any regular meeting of the Board shall be given to each Director  
260 not less than four (4) or more than fifteen (15) days prior to the date fixed  
261 for such meeting. Notice shall be personally delivered or sent by mail/email  
262 or telegram to each Director at his or her address as shown in the records of  
263 the corporation; provided, however, that notice of a meeting need not be  
264 given to any Director who signs a waiver of notice or a written consent to  
265 the holding of such meeting. The notice shall specify the time and place of  
266 the meeting. Notice of any special meeting shall be given in the same  
267 manner as notice for a regular meeting, except that notice shall be given to  
268 each Director not less than seventy-two (72) hours prior to the date fixed for  
269 the meeting. The notice shall specify the purpose of the meeting. If the  
270 notice is mailed, it shall be deemed to be delivered twenty-four (24) hours  
271 after deposit in the United States mail with first class postage fully prepaid.  
272 If notice is given by telegram, notice shall be deemed to be delivered when  
273 the telegram is delivered to the telegram company. The attendance of a  
274 Director at the meeting shall constitute a waiver of notice of such meeting,  
275 except where a Director attends a meeting for the express purposes of  
276 objecting to the transaction of business because the meeting is not lawfully  
277 called or convened.  
278

279 *SECTION 16 - WAIVER OF NOTICE AND CONSENT TO HOLDING*

280 *MEETINGS:*

281  
282 The transaction of any meeting of the Board, however called and noticed or  
283 wherever held, are as valid as though the meeting had been duly held after  
284 proper call and notice, provided a quorum, as herein defined, is present and  
285 provided that either before or after the meeting each Director not present  
286 signs a waiver of notice, a consent to holding the meeting, or an approval of  
287 the minutes thereof. All such waivers, consents, or approvals shall be filed  
288 with the corporate records or made part of the minutes of the meeting.

289  
290 *SECTION 17 - QUORUM FOR MEETINGS:*

291  
292 A quorum shall consist of a simple majority of the Board of Directors.  
293 Except as otherwise provided in these Bylaws or in the Articles of  
294 Incorporation of this corporation, or by law, no business shall be considered  
295 by the board at any meeting at which a quorum, as herein defined, is not  
296 present, and the only motion which the Chair (President) shall entertain at  
297 such meeting is a motion to adjourn.

298  
299 When a meeting is adjourned for lack of a quorum, it shall not be necessary  
300 to give any notice of the time and place of the adjourned meeting or of the  
301 business to be transacted at such meeting.

302  
303 The Board of Directors present at a duly called and held meeting at which a  
304 quorum is initially present may continue to do business notwithstanding the  
305 loss of quorum at the meeting due to a withdrawal of a member of the Board  
306 from the meeting, provided that any action thereafter taken must be  
307 approved by at least a majority of the required quorum for such meeting or  
308 such greater percentage as may be required by law or the Articles of  
309 Incorporation or Bylaws of this corporation.

310  
311 *SECTION 18 - CONDUCT OF MEETINGS:*

312  
313 Meetings of the Board of Directors shall be presided over by the President,  
314 or, in his or her absence, the Executive Vice President of the corporation, or,  
315 in the absence of each of these persons, by a Chairperson chosen by a  
316 majority of the Directors present at the meeting. The Secretary of the  
317 Corporation shall, act as secretary of all meetings of the Board, provided  
318 that, in his or her absence, the presiding officer shall appoint another person  
319 to act as Secretary of the Corporation.



320  
321 Meetings shall be governed by Roberts Rules of Order unless they conflict  
322 with these Bylaws, or are waived by the Board of Directors.

323  
324 *SECTION 19 - ACTION WITHOUT MEETING:*

325  
326 Any action required or permitted to be taken by the board of directors may  
327 be taken without a meeting, if all members of the board, individually or  
328 collectively, consent in writing to that action. Such action by written consent  
329 shall have the same force and effect as an unanimous vote of the board of  
330 directors. Such written consent or consents shall be filed with the minutes of  
331 the proceedings of the board.

332  
333 *SECTION 20 – VACANCIES:*

334  
335 When a Board member vacancy occurs either through resignation, death or  
336 removal from office, his or her replacement shall be selected by the Board  
337 or, if the number of directors then in office is less than a quorum, by (1) the  
338 unanimous written consent of the Board of Directors then in office, (2) the  
339 affirmative vote of a majority of the Board of Directors then in office at a  
340 meeting held pursuant to notice or waiver of notice complying with these  
341 Bylaws or (3) a sole remaining Board of Director.

342  
343 The replacement Board member will serve the term remaining for the  
344 vacated Board member.

345  
346 The members of this corporation may elect a Board of Director at any time  
347 to fill any vacancy not filled by the Directors.

348  
349 *SECTION 21 - ELECTION OF THE DIRECTORS:*

350  
351 Directors shall be elected at an annual meeting of the Membership of the  
352 corporation or any special members' meeting held for that purpose.

353  
354 A nominating committee of three (3) members of the corporation, who are  
355 not seeking election or re-election, shall be appointed annually by the Board  
356 of Directors not less than sixty (60) days prior to the annual membership  
357 elections meeting. The nominating committee shall present their slate of  
358 nominees thirty (30) days prior to the annual membership election meeting.  
359 Written notification of the slate of nominees shall be provided to the

360 corporation members at least 15 days prior to the annual membership  
361 election meeting.

362

363 Candidates for elections will:

364

365 a. Write a letter to The Lompico Community Center requesting all  
366 forms necessary that need be completed and submitted to the  
367 Board of Directors of The Lompico Community Center for a  
368 candidate seeking election as a Director;

369

370 b. Submit a petition signed by ten (10) members, in good standing of  
371 The Lompico Community Center, complete with printed name, and  
372 permanent place of residence, City, State, and zip code;

373

374 c. Submit a statement of 500 words or less, written by the candidate,  
375 stating the reasons for seeking office and listing their  
376 qualifications;

377

378 d. File the completed petition and statement no less than sixty (60)  
379 days prior to the annual membership election meeting;

380

381 e. Pay for all incurred costs not specifically provided for by the  
382 Board of Directors;

383

384 After every election, four (4) directors shall be elected: President, Vice  
385 President, Secretary, and Treasurer, by the new Board of Directors.

386

387 *SECTION 22 - REMOVAL OF DIRECTORS:*

388

389 A member of the Board of Directors or an officer may be removed from  
390 office, with cause, at any time by a majority vote of the Board of Directors at  
391 any meeting at which six (6) Directors are present, or by a special recall vote  
392 motion at any general meeting at which two-thirds of the total membership  
393 of the corporation votes for the removal.

394

395 *SECTION 23 - NON-LIABILITY OF DIRECTORS:*

396

397 The Board of Directors shall not be personally liable for the debts, liabilities,  
398 or other obligations of the corporation.

399

400 *SECTION 24 - INDEMNIFICATION BY CORPORATION OF DIRECTORS,*  
401 *OFFICERS AND OTHER AGENTS:*

402  
403 Any Board of Director, officer, committee member or other agent of the  
404 corporation who is party to or is threatened to be made party to any  
405 proceeding (including a proceeding by or on behalf of the corporation)  
406 because he or she is or was a Board of Director, officer, committee or other  
407 agent of the corporation shall be indemnified by the corporation against all  
408 expense and liabilities actually and reasonably paid or incurred in  
409 connection with the proceeding to the maximum extent permitted by the  
410 California Nonprofit Public Benefit Corporation Law.

411  
412 Upon written request to the Board by that person seeking indemnification,  
413 the Board shall promptly determine whether the applicable standard of  
414 conduct set forth in the California Nonprofit Public Benefit Corporation law  
415 has been met. If so, the Board shall; authorize indemnification. If the Board  
416 cannot authorize indemnification because the number of Directors who are  
417 parties to the proceeding with respect to which indemnification is sought  
418 prevent a quorum of Directors who are not parties to the proceeding, the  
419 Board shall promptly call a special meeting of the Members in accordance to  
420 the procedure defined in these Bylaws. At the meeting, the Members shall  
421 determine whether the applicable standard of conduct set forth in the  
422 California Nonprofit Public Benefit Corporation Law has been met. If so, the  
423 Members shall authorize indemnification.

424  
425 *SECTION 25 - INSURANCE FOR CORPORATE AGENTS:*

426  
427 The Board of Directors may adopt a resolution authorizing the purchase and  
428 maintenance of insurance on behalf of any agent of the corporation  
429 (including a director, officer or other agent of the corporation) against any  
430 liability asserted against or incurred by the agent in such capacity or arising  
431 out of the agent's status as such.

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433 **ARTICLE IV - COMMITTEES**

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435 *SECTION 1 - STANDING COMMITTEES:*

436  
437 a. The Membership Committee

438  
439 The Membership committee shall organize and carry out a continuing

440 campaign to attract new members and maintain existing members. The  
441 committee shall work with the Secretary to maintain current membership  
442 lists and meet as required or as requested by the Board of Directors to  
443 discuss membership issues.  
444

445 b. Fund Raising Committee

446  
447 The Fund Raising committee shall organize and carry out a continuing  
448 campaign to raise funds, gifts, grants, bequests, or any other contributions  
449 for the purpose of funding programs and expenses as determined by the  
450 Board of Directors.  
451

452 c. Community Liaison Committee

453  
454 The Community Liaison committee shall be responsible for (1) the  
455 composing, printing and mailing of the corporation newsletter and other  
456 notices and act as a liaison with the corporation and other community  
457 associations or groups.  
458

459 d. The Planning and Zoning Committee

460  
461 The Planning and Zoning committee shall maintain a continuing survey of  
462 activities of government bodies which affect planning and zoning issues in  
463 the Lompico Community (including but not limited to the San Lorenzo  
464 Valley and Santa Cruz County Planning Commissions and Staff and the  
465 Santa Cruz County Board of Supervisors). The committee will report to the  
466 Board of Directors items of interest or recommendations which may require  
467 Board action and, following Board approvals act as the speaker or action  
468 coordinator in matters of planning and zoning.  
469

470 e. The Transportation Committee

471  
472 The Transportation committee shall maintain a continuing survey of  
473 activities of government bodies which may affect public and private  
474 transportation and traffic circulation within the Lompico area and San  
475 Lorenzo Valley. The committee shall keep the Board of Directors informed  
476 of items which might require Board action and act as speaker or action  
477 coordinator as directed by the Board in matters of transportation.  
478

479 f. The Education Committee

480  
481 The Education committee shall maintain a continuing survey of education  
482 related activities affecting the Lompico Community and inform the Board of  
483 Directors of their recommendations or actions required by the Board and act  
484 as speaker or action coordinator as directed by the Board of Directors in  
485 these matters. The survey shall include, but not be limited to, reviewing  
486 agendas of school board meetings and attending school board meetings of  
487 special interest.

488  
489 g. The Parks and Recreation Committee

490  
491 The Parks and Recreation committee shall maintain a continuing survey of  
492 activities of government bodies which affect park and recreations and the  
493 environmental quality of life in the Lompico area, and inform the Board of  
494 Directors of their recommendations or actions required by the Board and act  
495 as speaker or action coordinator as directed by the Board of Directors in  
496 these matters.

497  
498 h. LCERT (Lompico Community Emergency Response Team) The Lompico  
499 Community Emergency Response Team shall maintain continuing activity  
500 with county and other emergency preparedness organizations within the San  
501 Lorenzo Valley, to prepare the Lompico Community to respond to  
502 emergencies.

503  
504 *SECTION 2 - OTHER COMMITTEES:*

505  
506 The corporation shall have such committees as may from time to time be  
507 designated by resolution from the President and/or the Board of Directors.

508  
509 *SECTION 3 - MEETINGS AND ACTION COMMITTEES:*

510  
511 Meetings and action of committees shall be governed by, noticed, held and  
512 taken in accordance with the provisions of these Bylaws concerning  
513 meetings of the Board of Directors, with such changes in the context of such  
514 Bylaw provisions as are necessary to substitute the committee and its  
515 members for the Board of Directors and its members, except that the time  
516 for regular meetings of committees may be fixed by resolution of the Board  
517 of Directors or by the committee. The time for special meetings of  
518 committees may also be fixed by their Board of Directors. The Board of  
519 Directors may also adopt rules and regulations pertaining to the conduct of

520 meetings of committees to the extent that such rules and regulations are not  
521 inconsistent with the provisions of these Bylaws.  
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524 **ARTICLE V - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**  
525

526 *SECTION 1 - EXECUTION OF INSTRUMENT:*  
527

528 The Board of Directors, except as otherwise provided in these Bylaws, may  
529 by resolution authorize any officer or agent of the corporation to enter into  
530 any contract or execute and deliver any instrument in the name of and on  
531 behalf of the corporation, and such authority may be general or confined to  
532 specific instances. Unless so authorized, no officer or agent shall have any  
533 power or authority to bind the corporation by any contract or engagement or  
534 to pledge its credit or to render it liable monetarily for any purpose or in any  
535 amount.  
536

537 *SECTION 2 - CHECKS AND NOTES:*  
538

539 Except as otherwise specifically determined by resolution of the Board of  
540 Directors, or as otherwise required by law, checks, drafts, promissory notes,  
541 orders for the payment of money, and other evidence of indebtedness of the  
542 corporation may be signed by the Treasurer and one other member of the  
543 Board of Directors of the corporation. Any check or note greater than \$1,000  
544 shall require a two-thirds vote of approval by the Board of Directors of the  
545 corporation. Any check or note greater than \$5,000 shall require a majority  
546 vote of approval by the Board of Directors of the corporation and by a  
547 quorum vote of approval by the membership of the corporation.  
548

549 *SECTION 3 – DEPOSITS:*  
550

551 All funds of the corporation shall be deposited from time to time to the  
552 credit of the corporation in such banks, trust companies, or other  
553 depositories as the Board of Directors may select.  
554

555 *SECTION 4 – GIFTS:*  
556

557 The Board of Directors may accept on behalf of the corporation any  
558 contribution, gift, bequest, or device for the charitable or public purposes of  
559 this corporation.

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**ARTICLE VI - CORPORATE RECORDS AND REPORTS**

*SECTION 1 - MAINTENANCE OF CORPORATION RECORDS:*

The corporation shall keep at its principle office in the State of California;

- a. Minutes of all meetings of directors, committees of the board and all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including, accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses, and election ballots;
- c. A log of all required filings by date and agency, as required to maintain the corporation's nonprofit status.

*SECTION 2 - ANNUAL REPORT:*

The Board shall cause an annual report to be furnished not later than sixty (60) days after the close of the corporation fiscal year to all directors of the corporation and any member who requests it, which report shall contain the following information in appropriate detail:

- a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
  - a. The revenue or receipts of the corporation, both restricted and unrestricted to particular purposes for the fiscal year.

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**ARTICLE VII - FISCAL YEAR**

600  
601 *SECTION 1 - FISCAL YEAR OF THE CORPORATION:*  
602  
603 The fiscal year of the corporation shall begin on the first day of January and  
604 end on the thirty-first day of December in each year.  
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608 **ARTICLE VIII - AMENDMENT OF BYLAWS AND POLICIES**  
609

610 *SECTION 1 – AMENDMENT:*  
611

612 Subject to any provision of law applicable to the amendment of Bylaws of  
613 public benefit nonprofit corporations, these Bylaws, or any of them, may be  
614 altered, amended, or repealed and new Bylaws adopted as follows;  
615

- 616 a. Subject to the power of members to change or repeal these Bylaws under  
617 Section 5150 of the Corporations Code, by approval of the Board of  
618 Directors unless the Bylaw amendment would materially and adversely  
619 affect the rights of members, as to voting or transfer, provided, however,  
620 then a Bylaw specifying or changing the fixed number of directors of the  
621 corporation, the maximum or minimum number of directors, or changing  
622 from a fixed to variable board or vice versa, may not be adopted,  
623 amended or repealed except as provided in subparagraph (b) of this  
624 Section;  
625
- 626 b. By approval of a majority of the members of this corporation present at a  
627 meeting where a quorum is present and proper notice, in accordance with  
628 Article 11, Section 3, is given;  
629
- 630 c. The amendments of policies are subject to the same considerations set  
631 forth for the amendment of Bylaws and policies subparagraph (b).  
632

633 *SECTION 2 - POLICY FORCE:*  
634

635 Unless legally binding, policy will become null and void after one year.  
636 Policies may remain in force after review and approval by the Board of  
637 Directors of the corporation annually.  
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640 **ARTICLE IX - AMENDMENT OF ARTICLES**

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*SECTION 1 - AMENDMENT OF ARTICLES:*

Amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

*SECTION 2 - CERTAIN AMENDMENTS:*

Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "statement by a Domestic Non-profit corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

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**ARTICLE X - MEMBERSHIP**

*SECTION 1 - DETERMINATION OF RIGHTS OF MEMBERS:*

The corporation shall have only one class of members. A single membership shall be held by a individual or organization member. Members must be at least eighteen (18) years of age and reside within the boundaries defined in Article 1, Section 2. No member shall hold more than one membership in the corporation, except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation. Members over the age of sixty-five (65) years shall be called honored member. All memberships shall have the same rights.

*SECTION 2 - FEES, DUES AND ASSESSMENTS*

Membership is conferred upon payment of the fees, dues or assessments which are fixed from time to time by the Board of Directors. The period of membership will be on a yearly basis.

Voting rights are conferred to members sixty (60) days after payment of

680 membership fees, dues, or assessments

681  
682 Membership may be terminated by non-payment of dues, fees or  
683 assessments, by notice of the Board Directors, or by no longer renting,  
684 leasing or owning property within the boundaries described in Article 1,  
685 Section 2. The membership renewal grace period shall be forty-five (45)  
686 days. All memberships will become due on the first day of January.

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## 689 **ARTICLE XI - MEETINGS OF MEMBERS**

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### 691 *SECTION 1 - PLACE OF MEETINGS:*

692

693 Meetings of members shall be held at the principal office of the corporation  
694 or at such other place or places within the State of California as may be  
695 designated from time to time by resolution of the Board of Directors.

696

### 697 *SECTION 2 - ANNUAL AND OTHER REGULAR MEETINGS:*

698

699 General membership meetings shall be held a minimum of four (4) times per  
700 year, the dates, times and location of which shall be determined by a  
701 resolution of the Board of Directors.

702

703 A general membership meeting shall be held during the month of September  
704 for the purpose of electing directors of the corporation, in addition to other  
705 business matters requiring attention.

706

### 707 *SECTION 3 - NOTICE OF MEETINGS:*

708

709 a. Time of Notice. Announcement of general meetings shall be sent to each  
710 member who, on the record date of the notice of the meeting is entitled to  
711 vote thereat, at least fifteen (15) days but not more than thirty (30) days prior  
712 to the date of the meeting.

713

714 b. Manner of Notice. Notice of a member's meeting or any report shall be given  
715 either personally, or by mail/email or other means of communications  
716 addressed to the member at the address of such member appearing on the  
717 books of the corporation.

718

### 719 *SECTION 4 - SPECIAL MEETINGS OF MEMBERS:*

720  
721 Special meetings of the members shall be called by the Board of Directors.  
722 In addition, special meetings of the members for any lawful purpose may be  
723 called by petition, stating the reasons, signed by at least ten (10) members  
724 and submitted to the President of the corporation. The petition shall  
725 promptly cause notice be given to the members that a meeting will be held,  
726 stating the date of the meeting and specifying the nature of the business  
727 proposed to be transacted. The meeting shall be held within forty-five (45)  
728 days after the President receives the petition.

729  
730 *SECTION 5 - QUORUM FOR MEMBER MEETINGS:*

731  
732 A quorum shall consist of at least twenty (20) percent of the membership of  
733 the corporation as reported by the Secretary.

734  
735 *SECTION 6 - MEMBER VOTING RIGHTS:*

736  
737 Each member is entitled to one (1) vote on each matter submitted to a vote  
738 by the members. Voting at duly held meetings shall be by voice or show-of-  
739 hands vote. Election of the Directors, however, shall be by secret ballot.  
740 Ballots shall be counted by the nominating committee. Results of the count  
741 will be posted no later than two weeks following the election. The winners  
742 of the election will be the candidate receiving the highest count of the  
743 popular vote. There shall be no runoff elections. In case of a tie, the Board of  
744 Directors currently seated shall decide the winner.

745  
746 Voting by proxy shall not be allowed.

747  
748 Absentee voting will be permitted if authorized by the Board of Directors.  
749 Absentee ballots shall be obtained from the Secretary of the corporation at  
750 least three (3) days prior to the meeting at which it will be used.

751  
752 *SECTION 7 – REVOCATION:*

753  
754 The Board of Directors reserves the right to revoke any membership in The  
755 Lompico Community Center for:

- 756  
757 a. Any unlawful act committed by a member within one thousand feet of  
758 any property held by the corporation or any event sponsored by the  
759 corporation;

- 760  
761 b. Repeated disturbance of other members at events sponsored by the  
762 corporation;  
763  
764 c. Public intoxication, or disorderly conduct at any event sponsored by the  
765 corporation;  
766  
767 d. Willful destruction of buildings or property held by the corporation;  
768  
769 e. Any violation of the Articles, By-Laws or policies.  
770

771 *SECTION 8 - ALCOHOL/ILLEGAL SUBSTANCE:*  
772

773 No alcohol or illegal substance shall be allowed during meetings of The  
774 Lompico Community Center.  
775

776 The Board of Directors are hereby prohibited from acquiring or requesting a  
777 permanent license for the selling of alcoholic beverages.  
778

779 For scheduled events, where alcoholic beverages will be made available, the  
780 parties sponsoring the event shall purchase a permit for the sale of alcohol  
781 for that event only. All permits required by law will be made available to the  
782 Board of Directors prior to the event for inspection. The sponsors will be  
783 held liable for additional bonds necessary by law or for purposes of  
784 insurance. All rules and regulations as set by the Board of Directors for sale  
785 or consumption of alcoholic beverages will be strictly adhered to. Any  
786 breach of these rules and (or) regulations by the Board of Directors or by  
787 law will necessitate the immediate cancellation of the scheduled event.  
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790 **WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

791  
792 We, the undersigned, certify that we are duly elected Directors of The Lompico  
793 Community Center (LCC), and that the above bylaws, consisting of Twenty (20)  
794 pages, are the bylaws of this corporation as adopted by us on August 23, 2009 and  
795 ratified by the membership on September 1, 2009. These bylaws supersede,  
796 preempt and replace all prior revisions and shall be effective as of September 1,  
797 2009.

798  
799  
800 Dated: September 1, 2009

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803 \_\_\_\_\_  
804 Duane R. Davis, President

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806 \_\_\_\_\_  
807 Gail A. Jones, Vice-President

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809 \_\_\_\_\_  
810 Erik Hunnicutt, Treasurer

811  
812 \_\_\_\_\_  
813 Linda Bennett, Secretary

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815 \_\_\_\_\_  
816 Antoinette M. Norton, Director

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819 Jacob Mayberry, Director

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