



Vandenberg Village Association

*"We are a volunteer organization
dedicated to the enhancement of our Community"*

Helping Vandenberg Village Residents Since 1976

VANDENBERG VILLAGE ASSOCIATION (VVA) BY-LAWS - AS REVISED ON AUGUST 16, 1995

ARTICLE I. Name and location

The name of this Association shall be VANDENBERG VILLAGE ASSOCIATION (VVA) located in the County of Santa Barbara, State of California.

ARTICLE II. Purpose

The purpose of this Association shall be the protection of our way of life and value of our property by considering and acting on various topics of concern for the welfare of the residents of Vandenberg Village.

ARTICLE III. Members

Section 1. The members of this Association shall include;

- a. Residents of the Association area
- b. Property owners in the Association area
- c. Those who have a business in the Association area.

Section 2. The Association area is defined as that area of the County of Santa Barbara normally referred to as Vandenberg Village.

Section 3. In all matters which shall come before the member of this Association, each membership shall have one vote.

Section 4. An annual membership fee of ten dollars (\$10.00) shall be due and payable on January 1st of each year. (Annual dues were increased to \$15.00 in 2008 by VVA Board.)

ARTICLE IV. Directors

Section 1. An elected board of Directors shall consist of seven (7) members of the Association who shall be residents of the Association area. Terms of office shall be for two (2) calendar years. In even numbered years four (4) Directors and in odd numbered years three (3) Directors shall be elected.

Section 2. Nominations for Directors shall be made by a Nominating/Election Committee composed of three or more members of the Association selected by the President of the Association and approved by a majority of the Board of Directors. The Nominating/Election Committee shall make its report no later

than December 1st. In addition nominations for Director may be submitted by any member of the Association provided that they be in writing and seconded by five or more members of the Association by December 1st.

Section 3. The Nominating/Election Committee shall prepare ballots to be mailed to each member of record as of November 30th. The ballots will be mailed with the December Newsletter and shall be returned no later than the second Thursday of the following January. The Nominating/Election committee shall meet as soon as possible after the close of voting to validate, open and count the ballots. Ballots containing votes for more nominees than there are vacancies shall be invalidated. Vacancies shall be filled starting with the nominee voted for on the largest number of ballots and continuing until all vacancies are filled. A tie vote for the last vacancy shall be decided by the incumbent Board. The ballots will not be opened unless a majority of the Nominating/Election committee is present.

Section 4. The Board of Directors shall manage and control the business and activities of the VVA, including annual audit.

Section 5. Whenever a vacancy shall occur on the Board of Directors, by death, resignation, or otherwise, the same shall be filled without undue delay by a majority vote of the remaining members of the Board. The person so chosen as a successor Director shall serve for the remainder of the unexpired term.

Section 6. Acting for the Board of Directors the President may appoint such committees as may be deemed advisable. The President shall specify the duties, select the members (all of whom shall be members of the Association) and designate the number of members of such committees. Committee members need not be members of the Board of Directors. Activities of such committees shall be reported to the Board.

Section 7. The Board of Directors shall meet monthly at a time and place of its own choice. Notice of these meetings shall be published in the Association Newsletter. Special meetings may be called by the President and any two Directors.

Section 8. Directors must have formal Board approval when speaking or writing as an Association representative.

Section 9. Four (4) Directors shall constitute a quorum at any meeting of the Board.

Section 10. All meetings shall be open to the members of the Association and to the public except when matters are being discussed which affect or might affect existing or future litigation in which the Association is or may be a party.

ARTICLE V. Officers

Section 1. The Officers of the Association shall consist of a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board of Directors may provide for. Any two or more offices of the Association may be held by the same person except those of President and Secretary. No Director of this Association shall receive any compensation for his services in any such capacity.

Section 2. Officer elections shall be held at the January meeting of the Board of Directors.

Section 3. The unexcused absence of a Director from three (3) or more meetings of the Board of Directors in any twelve (12) month period shall be cause for removal upon the affirmative vote of a majority of the Board of Directors.

Section 4. The President shall be chief executive officer of the Association and shall preside at meetings. He shall have the general management of the business of the Association, and such general powers as are usually vested in the office of the President of an association. He shall have such other powers and perform such other duties as may be prescribed by these by-laws or by the Board of Directors.

Section 5. The Vice-President, in the absence or disability of the President, shall perform the duties and exercise the powers of the President and shall have such other powers and perform such other duties as may be prescribed by these by-laws or by the Board of Directors.

Section 6. The Secretary shall record all votes and keep minutes of all meetings and perform other duties assigned by the President.

Section 7. The Treasurer shall have such powers as are usually vested in the treasurer of an association and shall have such other duties as may be prescribed by the President to include preparation of budgets and financial reports.

ARTICLE VI. Rights of Members in Assets.

No member shall have any property right or beneficial interest in any of the assets of the Association. All of the assets now owned by the Association, or to be hereinafter acquired, are now held and shall only hereinafter be acquired upon public trust for the uses and purposes of the Association. The Board of Directors shall hold and manage said assets as trustees thereof. Upon dissolution of the Association no member shall participate in the distribution of the Association assets and such assets as are available for distribution shall be disposed of as provided by law and the Articles of Incorporation.

ARTICLE VII. Amendments.

These by-laws may be amended, added to or altered by a vote of five (5) Directors at any regular or special meeting called for that purpose, or in any other manner provided by law.

Revised by action of the Board of Directors, August 16, 1995.