



West Pasadena Residents' Association

Standing Rules

Adopted November 5, 2003

Amended March 6, 2013

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West Pasadena Residents' Association

A California Nonprofit Public Benefit Corporation

Standing Rules

1. Name

The name of this nonprofit corporation is the West Pasadena Residents' Association (the "WPRA" or the "Association").

2. Purpose of Standing Rules

The purpose of these standing rules is to provide for the orderly administration and implementation of the WPRA's Articles of Incorporation and Bylaws. In the event of a conflict, the Articles of Incorporation and Bylaws control.

3. Mission Statement

Consistent with the Articles of Incorporation and Bylaws, the mission of the WPRA is:

To preserve, protect and enhance the character and quality of life enjoyed by residents of west Pasadena and its environs, through education and informed and considered participation in civic and community affairs.

4. Association Membership

There are three (3) classes of members (as fully defined in the Association's Bylaws)

- a. **Voting Members.** Any individual who resides within the area bounded on the east by Fair Oaks Avenue, on the north by Colorado Boulevard and by the southern and western Pasadena city limits is eligible to join WPRA as a member (a "Voting Member"), with full voting and other privileges, so long as such Voting Member is in good standing with the corporation as determined by the Board.
- b. **Non-Voting Affiliates.** Any individual who does not live within the bounded area set forth in subsection a. above is eligible to become a non-voting affiliate (an "Affiliate") on the approval of the membership application by the Board and the payment of such dues and fees as the Board may fix from time to time. An Affiliate who is nominated and appointed or elected to serve as a director of the corporation pursuant to Section 5.(b)(1) of the Bylaws shall have all such voting and other privileges that are vested in a director of the corporation for so long as such Affiliate serves as a director of the corporation.
- c. **Non-Voting Business Affiliates.** Owners and representatives of businesses are eligible to become non-voting business affiliates (a "Business Affiliate") on the approval of the membership application by the Board and the payment of such dues and fees as the Board may fix from time to time.
- d. Voting Members, together with Affiliates and Business Affiliates shall constitute the "members".

5. Membership Records and Other Mailing Lists

All Association membership records and mailing lists are confidential, and may not be used for commercial or political purposes.

6. Board of Directors**a. Eligibility**

All directors shall be dues-paying members of the Association.

b. Vacancies on the Board

Any director removed by the Board does not constitute a vacancy which can be filled by the Board.

c. Copies of Governing Documents

All new directors should be provided with copies of the WPRA's Articles of Incorporation, Bylaws and Standing Rules at their first Board meeting.

d. Regular Board Meetings

Unless otherwise agreed by the Board, the Board shall meet once a month, except August and December.

e. Failure to Attend Board Meetings

In the event a director has three (3) consecutive unexcused absences from meetings of the Board, the Board may declare the office of such member vacant. The President may excuse absences.

f. Meetings by Telephone

Any meeting may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another. All directors participating in the meeting shall be deemed to be present in person at that meeting.

7. Officers**a. Eligibility**

All officers shall be directors.

b. Officers of the Association

The officers of the Association shall be a President, a Secretary, and a Treasurer. The Association may also have, at the Board's discretion, other officers as may be appointed in accordance with the WPRA's Articles of Incorporation and Bylaws.

c. Term of Office

The term of office for officers is one year. No director shall be eligible to serve more than two consecutive terms in the same office, unless approved by vote of the majority of the Board prior to his/her nomination for that office.¹

¹ Amended March 6, 2013

d. Responsibilities of Officers

The responsibilities of the WPRA's officers shall be as follows:

(1) President

The President shall preside at all members' meetings and at all Board meetings, and shall be the chief executive officer of the Association. Unless otherwise designated by the Board, the President also shall be responsible for communicating an advocacy position taken by the Board to the membership, the public, the media and all governmental bodies.

(2) Vice President(s)

If the President is absent or disabled, the Vice President(s), if any, in order of their rank as fixed by the Board, or, if not ranked, a Vice President designated by the Board, shall perform all duties of the President. When so acting, a Vice President shall have all powers of and be subject to all restrictions on the President.

(3) Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings, proceedings, and actions of the Board.

(4) Treasurer

The Treasurer shall keep and maintain adequate and correct books and accounts of the Association's properties and transactions. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Association with depositories the Board designates, shall disburse the Association's funds as the Board may order and shall render a report of accounts at each meeting of the Board.

(5) Director of Communications

The Director of Communications shall preside at meetings of the Communications Committee and shall be responsible for overseeing and coordinating the functions of the Communications Committee, including the WPRA Newsletter, website, email news and electronic communications management.

(6) Director of Membership

The Director of Membership shall preside at meetings of the Membership Committee and shall be responsible for membership oversight, including ensuring that applications for Affiliate and Business Affiliate members are reviewed and submitted to the Board for consideration and approval.

e. Authority to Act Between Board Meetings

So long as it is consistent with the Articles of Incorporation and Bylaws, the officers of the Association may meet and take action on behalf of the WPRA between meetings of the Board. Any action taken by the officers is subject to final approval by the Board at the next regularly scheduled or special meeting of the Board.

8. Committees of the Board

- a. **Executive Committee.** The officers of the corporation shall serve as members of the Executive Committee, which shall have all the authority of the Board, except that such committee, regardless of any Board resolution, cannot:
- (1) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the Board or approval of a majority of all directors;
 - (2) Fill vacancies on the Board or on any committee that has the authority of the board;
 - (3) Fix compensation of the directors for serving on the Board or on any committee;
 - (4) Amend or repeal bylaws or adopt new bylaws;
 - (5) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
 - (6) Create any other committees of the Board or appoint the members of committees of the Board;
 - (7) Expend corporate funds to support a nominee or director after more people have been nominated for director than can be elected; or
 - (8) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.
- b. **Advisory Council.**² An Advisory Council shall consist of past directors and other persons, as determined by the Board, who can lend their expertise on pertinent issues related to the interests of WPRA. Advisory Council members shall serve only in an advisory capacity, possess no authority to act or speak for the WPRA, have no voting privileges and shall be subject to the same limitations as the Executive Committee, listed in 8.a.(1 – 8) above.
- (1) No current WPRA Director or Officer may be a member of the Council.
 - (2) Membership in the Advisory Council shall be determined by the Board.
 - (3) Members shall be dues-paying members of the Association.

c. Advisory Committees of the Board

Any standing committee created by the Board shall consist of a minimum of two directors and such other individuals, including non-directors, as determined by the Board. These additional committees shall act only in an advisory capacity to the Board and are subject to the same limitations as set forth in Section 8.a. (1) through Section 8.a.(8) above.

Notwithstanding the foregoing, the Nominating Committee shall only consist of directors.

- (1) **Communications Committee.** The primary purposes of the Communications Committee will be to coordinate and manage the development and production of

² Amended March 6, 2013

the WPRRA Newsletter, Website, and Email News. The Communications Committee shall also serve as an advisory resource for the President and Board on the development of other forms of communication, such as surveys, postcards, and letters.

a) The Communications Committee shall consist of no fewer than three directors. The Director of Communications shall chair the Communications Committee, preside at all of its meetings and be responsible for overseeing and coordinating the following functions of the Communications Committee:

- i) **WPRRA Newsletter:** This function is responsible for managing the development and production of a newsletter, including associated advertising. The Director of Communications shall be responsible for this role.
 - (a) The purpose of the newsletter will be to inform and educate the Association's constituency on neighborhood issues, and, to the extent they affect west Pasadena, greater City of Pasadena issues.
 - (b) The Communications Committee shall publish a minimum of three newsletters per annum, provided adequate funding is available. The committee also shall be responsible for maintaining an archive of past newsletters.
 - (c) No advertising will be accepted which is deemed inconsistent with the WPRRA's Bylaws and Standing Rules; examples include political candidates, developers, etc.
- ii) **WPRRA Website:** This function is responsible for managing the development, updating and maintenance of the website content, its usability and general functionality.
- iii) **WPRRA Email Communications:** This function is responsible for development and production of email news communication.
- iv) **Electronic Communication Management:** This function is responsible for the administration of electronic communications, including interfacing with the Internet Service Provider (ISP), managing and setting up email accounts, managing website capacity, updating distribution lists, distributing the email news and responding to or redirecting electronic inquiries to appropriate parties.

(2) **Membership Committee.** The primary purpose of the Membership Committee shall be to accept and review all applications for Affiliate and Business Affiliate membership and submit the Committee's recommendations to the Board for approval. The Committee will track the membership roster and recruit new members and directors. The Director of Membership shall chair the Membership Committee and shall preside at all Membership Committee meetings.

d. Officer Nominating Committee

The Board may, by a majority vote of directors, designate two or more of its directors to serve as the Nominating Committee for the nomination and selection of qualified candidates to serve on the Board.

9. Correspondence

All Association correspondence other than email shall be on WPRA letterhead and shall reference the Association's official address, post office box 50252, Pasadena, California 91115. Copies of all WPRA correspondence shall be available for circulation among the directors at the next regularly scheduled Board meeting.

a. Electronic Mail

Whenever possible, Board meeting notices, Board member updates and Board meeting agendas shall be distributed by electronic mail (email).

b. Notice of Annual Meeting

The Notice prepared and mailed for the Annual Meeting will include the slate of proposed directors as approved by the Board.

10. Issue Advocacy by the Board

So long as it is consistent with the Articles of Incorporation and Bylaws, the Board may from time to time take positions on issues affecting the architecture, history, appearance and quality of life of west Pasadena and its environs. When considering whether to take a position, the Board shall implement the following procedure to ensure that all directors receive notice and an opportunity to be heard:

a. Discussion at First Board Meeting

A director may request that an advocacy issue be placed on the agenda for a Board meeting for full discussion by the Board. Such requests must be made in writing to the President or the Secretary no later than seven days before a regularly scheduled Board meeting. Following the discussion, the Board may: (1) vote to take action at that meeting; or (2) vote to agendize the issue for a final vote at the next regularly scheduled meeting.

b. Agenda Package for Next Board Meeting

If the Board places an advocacy issue on the agenda for a final vote, any director may submit a written letter or memorandum not to exceed two pages to be included in the agenda package for the next regularly scheduled meeting. Such submissions must be delivered to the President or the Secretary no later than seven days before the Board meeting.

c. Final Vote at Next Board Meeting

As with all meetings of the Board, the discussion and final vote regarding an advocacy issue at the next regularly scheduled meeting shall be conducted in accordance with Robert's Rules of Order, latest revised edition.

d. Executive Committee Action

In cases of issue advocacy requiring action prior to a Board meeting, the Executive Committee may act for the Board, but in all cases the action must be brought to the next meeting of the Board for ratification.

11. Every WPRA member shall have the absolute right at any reasonable time to inspect the Association's books, records, documents of every kind, physical properties, and the records

of each of its subsidiaries. The inspection may be made in person or by the members' agent or attorney upon reasonable notice to the President. The right of inspection includes the right to copy and make extracts of documents, provided that the Association's President or his or her designee makes duplicate copies of whatever the member copies.

12. Amendments

A majority of the Board duly present at a Board meeting at which a quorum is present may adopt, amend, or repeal these standing rules.

CERTIFICATE OF SECRETARY

I certify that: I am the duly elected and acting Secretary of the West Pasadena Residents' Association, a California nonprofit public benefit corporation, that these standing rules, consisting of seven (7) pages, are the standing rules of this corporation as duly adopted by the Board of Directors on March 15, 2000 and restated and amended on November 5, 2003.

Executed on November 5, 2003, at Pasadena, California.

Michael Vogler, Secretary