

PROPOSED MODIFICATIONS TO SBRPA BYLAWS

The ByLaws subcommittee has reviewed the Association's By-Laws and has recommended certain changes to the Board of Directors which has agreed with the recommendations and are now being put forth to the general membership for ratification.

The changes proposed by the subcommittee included and revolved around the following issues:

We modified that territory to include any or all of the Central Coast as determined by the Board of Directors. As such, we also implemented a name change throughout the document from Santa Barbara Apartment Association, Inc. (SBAA) to the Pacific Coast Rental Property Association, Inc. (PCRPA).

We modified the name and definition of "Sponsoring Member" to "Business Partner member" to match up with the launch of our Business Partner program.

We updated our standing committees to include the Government Relations Committee which has been so influential with the City of Santa Barbara and we changed the Isla Vista Rental Property Committee to the Student Housing Committee so that it would cover more than just UCSB and we expand up the coast.

Lastly, We also made some minor grammatical modifications substituted the more commonly accepted gender neutral "their" instead of using "his" in reference to directors and officers.

– Steven Battaglia

ByLaws of the Santa Barbara Rental Property Association

I. Name, Purpose and Location

Section 1.01. Name. The name of this organization is the Pacific Coast Rental Property Association, Inc. (PCRPA), dba Santa Barbara Rental Property Association in Santa Barbara County, incorporated as a non-profit mutual-benefit association under the laws of the State of California. [Note: This name change will only be implemented if the National Apartment Association approves of our expansion application]

Section 1.02. Purpose. The purpose of the PCRPA is to provide a wide-range of specialized services and activities which members of the association may utilize to collectively address needs, interests, and issues of the rental housing industry in the Central Coastal Area of California as determined or defined from time to time by the Board of Directors (Territory) on a continuing basis and to advocate and promote high professional standards and sound business methods in the best interests of the rental housing industry.

II. Compliance with Local, State and Federal Laws

Section 2.01. Compliance. It is the express intent of SBRPA in conducting any and all of its affairs to comply fully with all local, state, and federal laws which pertain to an organization of this type.

III. Membership, Dues, and Termination

Section 3.01. Classification of Members. There shall be the following classifications of members.

(a) Regular Members. Regular Members shall consist of owners, operating lessors, and managers of rental properties located within the Territory

(b) Affiliate Members. Affiliate members shall consist of former Regular Members or of persons engaged in business within the Territory, which businesses derive their income from the transfer or operation of residential rental property such as escrow companies, title insurance companies, and real estate brokerages.

(c) Associate Members. Associate members shall consist of owners, operating lessors and managers of residential rental properties located outside the Territory.

(d) Business Partner Members. Business Partners members shall consist of individuals, partnerships, and corporations which support the Association by advertising in its magazine, purchasing its mail-out services, or otherwise providing financial support in exchange for Association services. Business Partners offer services and goods to Regular, Affiliate and Associate members. Business Partners are required to be

licensed and insured in the specific field of expertise they offer and must maintain high standards of professionalism and workmanship. .

(e) Honorary Members. Honorary members shall consist of those persons who have demonstrated a sustained and continuing interest in the residential rental industry and who have performed notable service on behalf of either that industry or the Santa Barbara Apartment Association.

Section 3.02. Eligibility for Membership. Regular Members of the PCRPA shall consist of those members who are admitted to regular membership by the Board of Directors in accordance with these by-laws. Owners, operating lessors and managers of apartment houses, multiple dwelling units, and/or other rental residential properties in the Territory shall be eligible for regular membership in the PCRPA.

Section 3.03. Group Membership. A regular membership may be taken in the name of two or more parties jointly, provided they are jointly interested in the property on which their membership is based. Either of any of the joint members may exercise all membership rights, except that joint membership shall be entitled to only one vote, and only one of the joint members may hold office in the association at any one time.

Section 3.04. Transferability of Membership. A member in good standing may, upon the sale of their property, transfer their membership to the purchaser of the property. The registration fee is transferable and future dues will be paid by the new member when they become due.

Section 3.05. Initiation Fees and Dues. Every person or group becoming a Regular Member of the PCRPA shall pay a registration fee and annual dues as determined by the Board of Directors. Membership in the PCRPA shall cease whenever a membership is three (3) months in arrears in the payment of dues or fees, whereupon all rights which such member has will cease automatically.

Section 3.06. Procedure for Admission to Regular Membership. A prospective member shall be admitted to the PCRPA as follows.

(a) An applicant for membership must submit an application to the Board of Directors , in writing, accompanied by one year's dues in advance;

(b) The application shall be reviewed at a meeting of the Board of Directors during the month following the

month of receipt of the application for membership, and either approved or disapproved at that meeting;

(c) Following review of the application, the applicant shall be informed by the Association Executive that their application has been accepted or rejected;

Section 3.08. The Fiscal Year. The fiscal year of the PCRPA shall be the calendar year (January 1 through December 31). Membership years in PCRPA shall commence upon the acceptance of the individual membership applications and fees and annual dues payments and shall continue for twelve (12) consecutive months thereafter in accordance with these by-laws.

Section 3.09. Termination of Membership.

(a) Resignation. Any Regular Member in good standing, whose dues are fully paid, may resign; their resignation shall be accepted at the next regularly scheduled meeting of the Board of Directors and shall be effective as of the date of resignation. Thereafter, the terminated member shall be entitled to none of the benefits of membership and shall not be entitled to a refund of any funds previously paid to the PCRPA.

(b) Termination for Non-Payment of Dues. Upon failure to pay all the PCRPA membership dues within three (3) months after the same have become due, membership shall automatically terminate and thereupon the member shall forfeit all rights and privileges of membership, provided a written notification of the delinquency was mailed to the member's address of record in question no later than thirty (30) days prior to the termination date. No member who has failed to pay all the PCRPA dues within thirty (30) days after the same has become due, as herein provided, shall be entitled to vote at any membership meetings, whether they be general or special meetings.

(c) Disciplinary Action. A member of the PCRPA may be suspended or expelled from membership for conduct in violation of, or derogatory to, the principles established by the articles of incorporation or by-laws of this association or the National Apartment Association (NAA), or the adopted policies of either this association or the NAA.

(1) Written charges of such conduct may be filed with the Secretary or First Vice-President by any dues-paying member. Upon receipt of such charges, the Secretary or First Vice-President shall transmit a copy thereof and a copy of the current by-laws by registered mail to the member against whom the charges have been

filed. The member shall have the opportunity of filing an answer to the charges, provided that any answer so made shall be filed within fifteen (15) days from the date the charges are transmitted to the member. If no answer is received within fifteen (15) calendar days, the charges shall be deemed admitted for purposes of this section. A copy of each such answer, if any, shall be forwarded promptly by the Secretary or First Vice-President to the complaining active member. The latter shall have the opportunity of filing a reply to the answer, a copy of which, if any, shall be transmitted to the Secretary or First Vice-President within ten (10) calendar days after the answer is mailed to the complaining active member.

(2) The Secretary or First Vice-President thereafter shall refer the written charges, the answer, and the reply thereto, to a committee appointed by the President consisting of three (3) members of the Board of Directors who shall investigate such charges as expeditiously as possible.

(3) The committee shall afford all parties to the controversy an opportunity to be heard, if they so desire. Thereafter, a committee shall file a written report setting forth its conclusions and recommendation with the Secretary or First Vice-President, who shall present the report to the Board of Directors at its next regular meeting, or a special meeting called for this purpose. The Board of Directors may either approve the report of the committee or direct such further investigation of the charges to be made as it determines necessary or desirable. The board shall then dismiss the charge, suspend the offending member for the period of up to one year, expel the offending member, or take other action the Board of Directors may deem advisable.

(4) The Secretary or First Vice-President shall notify the member against whom the charges have been filed and the member making the complaint of the action (as) taken by the Board of Directors.

(5) Action taken by the Board of Directors as set forth in sub-paragraph (3) above shall require a vote of two-thirds of a quorum of the Board of Directors. Any member of the Board of Directors, officer, or committee member, whose membership has been terminated, shall thereupon cease to hold office or committee membership in the PCRPA and the vacant office or committee membership shall be filled in accordance with these by-laws.

IV. Meetings of Members

4.01. Annual Meeting. There shall be an annual meeting of the members of the PCRPA held at such time and place as the Board of Directors may determine. At this meeting any proper business within the power of the members may be transacted.

4.02. Regular Meeting. In addition to the annual meeting, other meetings shall be held at times, dates, and places designated by the Board of Directors.

4.03. Special Meetings. A special meeting of members may be called by the Board of Directors, the President, or upon the request of five percent (5%) or more of the Regular Members submitted in writing to the principal office of the PCRPA. The request shall specify the date and time desired for the meeting, not less than thirty-five (35), or more than ninety (90), calendar days after receipt of the request, and shall also state the general nature of the business proposed to be transacted at the meeting.

A special meeting shall be set at a time and place designated by the Board of Directors on a date not less than thirty-five (35), nor more than ninety (90), calendar days after receipt of the request. Notice shall be given to all members entitled to vote at the meeting of the place, date, time, and of the general nature of the business to be transacted at the meeting, in the next regularly scheduled publication of the PCRPA. If there is no such publication scheduled for publication and distribution prior to the scheduled special meeting, then special written notice shall be given. No business other than that set forth in the notice may be transacted at the meeting.

4.04. Notice of Meetings. All notices of meetings of members, shall be mailed to the members' current addresses of record prior to said meetings and shall specify the place, date, and time of the meeting. Publication in the association's regularly scheduled monthly magazine shall fulfill the requirements of this section.

4.05. Record Date for Notice of Meeting of Members. Record Date for notice of Meeting of Members shall be the close of business on the business date preceding the day on which notice is given, and members as of the Record Date are entitled to notice of membership meeting.

4.06. Quorum – Membership Meetings. The presence in person, or by proxy if authorized by the Board of Directors, of five per cent (5%) of the votes authorized

for members entitled to vote at a duly called or held meeting of members constitutes a quorum for the transaction of business at the meeting. The number of members entitled to vote shall be determined as of the record date for notice. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, shall be required to pass a motion representing an act of the members, unless the vote of a greater number is required by law. If a quorum attends a meeting, but some members withdraw from the meeting, leaving less than a quorum, the remaining members may continue to transact business; if any action is taken, it shall be approved by at least a majority of the number of members required for a quorum.

4.07. Voting. All Regular Members shall have equal voting rights and each Regular Member shall be entitled to cast one (1) vote, excepting the election of the Board of Directors of the PCRPA. In the election of the Directors of the PCRPA, each member shall have one vote for each vacant seat to be filled on the Board of Directors. There shall be no cumulative voting for any motion or directorship.

4.08. Assessments. No assessments shall be levied; however, the Board of Directors may solicit the membership for individual contributions to selected causes.

4.09. Voting by Proxy. Voting by proxy in membership meetings shall be governed by the provision of the California Corporations Code, or such other provisions of California law as is in effect at the time of voting.

V. Board of Directors

5.01. Corporate Powers. Subject to the limitations of these by-laws, the Articles of Incorporation, and the laws of the State of California, the activities and affairs of the PCRPA shall be conducted by, and all corporate powers shall be exercised by or under, the direction of a Board of Directors, all of whom shall be members in good standing.

5.02. Number and Qualification. The authorized number of directors of the PCRPA shall be thirteen (13) until changed by an amendment of the Articles of Incorporation or by an amendment of these by-laws adopted by the members. Each director of the PCRPA shall be a Regular Member of the PCRPA, and if a person ceases to be a Regular Member of the PCRPA he shall also cease to be a director of the PCRPA.

5.03. Nomination of Directors. The Board of Directors shall, at least sixty (60) days before each annual meet-

ing, or special meeting held in lieu of the annual meeting, submit to the general membership the names of those persons nominated by the committee to be directors for the ensuing year. Persons nominated may be any eligible member, ~~including, including~~ any director or officer who has held or who currently holds office, other than a director on the nominating committee. If the Board of Directors fails for any reason to appoint the committee within the time specified, it shall be the duty of the President to appoint the committee. Submission to the general membership of the names of those persons nominated may be accomplished by publication in the association's magazine at least thirty (30) days prior to the annual meeting.

5.04. Nomination Committee Report. The Nominating Committee shall make its report at the regular annual meeting, which shall be held in accordance with these by-laws. After the report of the committee is received, other nominations, if any, shall be received from the floor.

5.05. Election of Directors. At the annual meeting, or at any special meeting held in lieu of the annual meeting, the election of the directors shall be held. The names of those persons ~~receiving~~ thereceiving the highest number of votes for the vacancies to be filled shall be the directors of the association for the following two (2) years. Election of the directors shall be by voice vote, or if requested, by written ballot. If by ballot, each Regular Member of the PCRPA attending the meeting shall be furnished with a ballot on which are listed the names of all persons nominated to be a director. All directors shall hold office until the respective successors are elected, except in the case of the resignation, death, disability or removal of a director. Directors may be removed, at any time, with or without cause, by a majority of a quorum of the Board of directors at a meeting held for that purpose.

5.06. Vacancy. A vacancy in the Board of Directors caused by death, resignation, disability or removal shall be filled by a majority vote of the remaining directors.

5.07. Meetings of the Board of Directors. Meetings of the Board of Directors shall be held at such times and locations as may be designated by the board. Any meeting, regular or special, may be held without the physical presence of some or all directors through conference telephone or similar communications equipment, as long as all directors participating in the meeting can hear and address one another. Special meetings of the Board of Directors may be called at

any time by the president, First Vice-President, Secretary, or any five (5) directors. Notice of the time and place of any special meeting of the Board of Directors shall be given to each director with a minimum of four days' notice by first class mail, or forty-eight (48) hours' notice delivered in person or by telephone or telegraph at the director's address of record. The notice must specify the purpose of the meeting and no business other than that specified may be transacted at such special meeting. The presence of a majority of the board constitutes a quorum for the transaction of business at its meetings.

5.08. Action without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote by the Board of Directors. Such written consent shall be filed with the minutes of the Board of Directors.

5.09. Adjournment. A majority of the directors present, whether or not a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than seventy-two (72) hours, notice of the adjournment shall be given to the directors who were not present at the time of adjournment. Notice shall be provided as though the re-scheduled meeting were a special meeting in accordance with Section 5.07.

5.10. Assumption of Office. The elected directors shall assume office at the time of their election. The term of office for members of the Board of Directors shall be two (2) years, five or more members of the board being elected during each year.

5.11. Resignation of a Director. Any director may resign by written notice to the President, the Secretary, or the Board of Directors.

VI. Officers

6.01. Elected Officers. The elective officers of the PCRPA shall be President, First Vice-President, Second Vice-President, Secretary, and Treasurer. A person may not hold two or more offices.

6.02. Appointed Officers. The association may have such other officers, who need not be directors, as may be appointed by the Board of Directors.

6.03. Election of Officers. The officers shall be chosen annually by the Board of Directors, which shall include newly elected directors, at the first meeting of the

Board of Directors following the election of the Board of Directors. Each officer shall hold their office until ~~he~~ **they** shall resign, be removed by the Board of Directors, or otherwise disqualified to serve, or until their successor shall be elected. All officers shall be elected for a term of one (1) year.

6.04. Qualifications of Officers. No individual shall serve as a PCRPA elected or appointed officer unless such officer is a Regular Member of the PCRPA.

6.05. Removal and Resignation. Any officer may resign from their office. Their resignation shall be effective as of the date of resignation. Any officer may be removed, at any time, with or without cause, by a majority of a quorum of the Board of Directors at a meeting held for that purpose.

6.06. Filling of Vacancies. Any vacancy caused by death, resignation, or removal of any officer may be filled by election by a majority of a quorum of the Board of Directors. Any such appointment shall exist only until the next annual meeting of the PCRPA.

6.07. Duties of the Officers.

(a) President. The President shall serve as the chief executive officer of the PCRPA and shall preside at meetings of the membership and of the Board of Directors; shall represent the PCRPA and act in its name, performing all other duties as are necessarily incident to the office, or as may be prescribed by the Board of Directors; shall appoint all standing committees and any special committees that the association shall from time-to-time authorize, and shall fill any vacancies in these committees; shall have the power to give non-members the floor to address meetings of the members, if there is no objection from a majority of the members present; and shall exercise all other powers and perform all other duties not in conflict with these by-laws, which may be acted upon or by the PCRPA.

(b) First Vice-President. The First Vice-President shall take the place of and perform the duties of the President at any time that the President is unable to act. Unless the board votes otherwise at the time officers are elected, the First Vice-President shall succeed to the office of President. The First Vice-President shall oversee the administrative functions of the association.

(c) Second Vice-President. The Second Vice-President shall take the place of and perform the duties of the President at any time that the President and First Vice-President are unable to act. Unless the board

votes otherwise at the time officers are elected, the Second Vice-President shall succeed to the office of the First Vice-President. The Second Vice-President shall oversee the administrative function of the association publications.

(d) Secretary. The Secretary shall keep and safeguard all records of the PCRPA, including minutes of all meetings of the membership and of the board of all financial records. He shall attend to all membership correspondence, collect dues on behalf of the association and turn them over to the Treasurer, and shall perform all duties and provide reports required by the PCRPA or the Board of Directors.

(e) Treasurer. The Treasurer shall oversee the handling of all PCRPA funds and shall cause safeguards and prudent policies to be implemented for financial procedures, deposits, and investments in accordance with the policies of the Board of Directors. The Treasurer shall also render a complete statement of the PCRPA's accounts and financial affairs and such other financial reports as the Board of Directors may require, including year-end statements as are required, which year-end statements shall be completed on or before March 1 or each year. The Treasurer shall receive all funds of the association and give receipt for them, and shall pay over any funds incidentally collected for any political action committee within one month of receipt by the association. Monies of the PCRPA shall be paid out of any depository only on withdrawals or checks signed by the President or First Vice-President and counter-signed by the Treasurer. Records not required for day-to-day use by the Treasurer shall be delivered to the Secretary to safeguard.

VII. Committees

7.01. Standing Committees. The President shall appoint the chairperson or Board of Directors Liaison member of the following standing committees to consist of at least two members each: membership, magazine, ~~government~~, government relations, education and programs, membership, student housing and business partners. . All standing committees shall be appointed at the board meeting next following the election of officers. Each committee shall consist of at least one member of the Board of Directors, who shall be the chairperson of that committee or the Board of Directors Liaison member of that committee.

7.01.01. Membership Committee. The Membership Committee shall be responsible for increasing the membership of the Association and encouraging the attendance of the members at the meetings. It shall

also accept applications for membership and submit them to the Board of Directors for approval.

7.01.02. Government Relations Committee. The Government Relations Committee shall stay informed of, track, and inform the Board of Directors on housing related issues that come before the cities or county; maintain a relationship with elected city and county officials; and coordinate with other local groups and associations that advocate for housing and/or property rights.

7.01.03. Magazine Committee. The Magazine Committee shall be responsible for publishing the Association's magazine and distributing copies to the members.

7.01.04. Education and Programs. The Education and Programs Committee shall provide a meeting place for the regular meetings of the association. The meetings shall be held at an establishment that will provide a dinner at reasonable cost to members.

7.01.05. Member Benefits. The Member Benefits Committee shall be responsible for insuring that the widest range of benefits to members of the association is made available to them. In so doing, the committee's responsibilities include determining which benefits may be attractive to members, investigating any proposed new benefit to insure the perceived benefit is valuable and formulating a plan to facilitate the understandability and availability to members of the benefits of the association.

7.01.06. Student Housing Committee. The Student Housing Committee shall be responsible for improved communication between student housing property owners and the association, and increasing association membership.

~~7.01.07 Business~~7.01.07 Business Partners Committee: The Business Partners Committee shall be responsible for increasing the membership of business partners, creating events to educate the general membership on services, tradespeople and improvements that benefit the general membership.

7.02. Ad Hoc Committees. Ad Hoc committees may be established by the board. The president shall appoint members to any Ad Hoc committee created by board action.

VIII. Indemnification

8.01. Indemnification. The PCRPA shall indemnify every director, member of a committee of the PCRPA, officer or employee of the PCRPA, their heirs, executors, and administrators, against all liabilities and all expenses, (including attorney fees) reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of their being or having been a director, member of a committee, officer, or employee of the PCRPA. No indemnification shall be provided in relation to matters as to which he shall be finally adjudged in an action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of their duties to the PCRPA. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which a majority of the entire Board of Directors of the PCRPA, after having received the opinion of counsel, shall by resolution determine that the person to be indemnified did not commit a breach of duty. The foregoing right of indemnification shall not be exclusive as to other rights to which such director, members of a committee, officer, or employee may be entitled.

IX. Books, Records and Reports

9.01. Annual Reports to Members. Each year, each member shall be notified of the member's right to receive the annual financial report of the PCRPA in accordance with Section 9.03.

9.02. Maintenance and Inspection of Corporate Records. A copy of the PCRPA's articles of incorporation and by-laws, as amended to date, shall be maintained at the principal office of the PCRPA and shall be open to inspection by any Regular Member at all reasonable times during office hours

9.03. Maintenance and Inspection of Other Corporate Records. The PCRPA's books and records of account and minutes of the proceedings of its membership meetings and board of directors' meetings shall be kept at the principal office of the PCRPA. The minutes shall be kept in written form and the books and records of account shall be kept either in written form or in any other form capable of being converted into written form. The minutes and books and records of account shall be open to inspection by Regular Members in accordance with the California Corporations Code.

9.04. Who May Inspect. Any right of inspection by a director or Regular Member stated in these by-laws includes the right to inspect in person, or by agent or attorney. Any record request for inspection shall be made available in written form, on reasonable notice, if not maintained in written form.

X. Membership Benefits

10.01. Benefits. The Board of Directors may, from time to time, authorize the establishment or sponsorship of programs intended to provide benefits for members, and for this purpose may contract with outside organization. Should such programs accrue to the PCRPA a portion of any charge for such services or goods, the Board of Directors may determine that all or a part of such funds shall be distributed to all members and participants whose dues were paid at the close of the year for which the charge was made and have continued to be paid through the date of distribution; alternatively, the Board of Directors may approve retention of the funds by the association to be used to fulfill the purpose of the PCRPA.

XI. Rules of Order

11.01. Rules of Order. The latest edition of Robert's Rules of Order shall be the authority for establishing meeting procedures of the PCRPA when not in conflict with these by-laws, the articles of incorporation, or local, state or federal laws.

XII. Amendments

12.01. Amendments of Bylaws. These by-laws may be amended by a majority vote of members entitled to vote at any meeting where a quorum of voting members is present. It may also be amended by a majority vote of the members of the Board of Directors, at which a quorum of Board is present at a meeting of the Board of Directors. Any amendment made or proposed by the Board of Directors may be over-ridden by a majority vote of the members entitled to vote at a membership meeting of members. Any amendment to be proposed to the membership shall be published in the PCRPA magazine or publication at least thirty (30) days prior to such meeting.

XIII. Dissolution

13.01. Dissolution. The PCRPA does not contemplate pecuniary gain or profit to the members thereof and is organized solely for non-profit purposes. Upon the dissolution of the PCRPA, after paying or adequately providing for the debts and obligations of the PCRPA, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation in California which is organized and operated exclusively for educational and/or scientific purposes and which has established its tax exempt status under the internal revenue code; provided, however, that if such dissolution shall occur in connection with an event other than liquidation, then the assets of the PCRPA shall be distributed to the entity charged with performing the functions and fulfilling the purposes enumerated in section 1.02 of Article I.

XIV. Adoption

14.01. These by-laws were adopted by the Board of Directors at its regular monthly meeting and replace in their entirety all by-laws of this corporation previously adopted.

Date _____

Betty Jeppesen, President

Lori Zahn, Secretary