

**BYLAWS OF
The Tahoe Park Neighborhood Association**

ARTICLE 1

**Name, Purpose and Principal Address
Name and Purpose**

1.1 The association's name shall be "Tahoe Park Neighborhood Association" which may also operate and do business as "TPNA".

1.2 TPNA neighborhood association and non-profit organization with members composed of the residents of Tahoe Park, those who own and operate businesses in and around Tahoe Park, property owners who have interests in Tahoe Park, and those who wish to support the Tahoe Park community and TPNA's objectives.

1.3 These bylaws (the "Bylaws") shall constitute the bylaws of the association, its governing principles, and its Governing document within the meaning of California Corporations Code section 18008 or any successor statute.

Boundaries

1.4 The northern boundaries of TPNA shall be defined as the area between Highway 50 & Broadway bounded on the west by 57th Street and on the east by Redding Ave.

1.5 The central boundaries of TPNA shall be defined as the area between Broadway and 14th Avenue bounded on the west by Stockton Boulevard and on the east by Business Drive.

1.6 The southern boundaries of TPNA shall be defined as the area between 14th Avenue and 21st Street bounded by 58th Street on the west and 65th Street Expressway on the east.

Purpose

1.7 The basic objectives of TPNA include:

- a) to improve the quality of life for all residents in the Tahoe Park neighborhood.
- b) to create opportunities to build community and connections between neighbors.
- c) to serve as a liaison between the residents of the neighborhood, local governments, and organizations.
- d) to provide a non-partisan forum for discussion of neighborhood concerns and priorities.
- e) to ensure, for Tahoe Park residents, equal opportunity without discrimination or harassment on the basis of race, color, religion, sex, sexual orientation, gender identity or expression, age, disability, marital status, citizenship, national origin, genetic information, housing status, or any other characteristic protected by law. TPNA prohibits any such discrimination or harassment.
- f) to provide information about and maintain a dialogue covering issues of concern to the residents of Tahoe Park including but not limited to:

- a. Community safety
- b. Land development proposals and active projects
- c. Public events
- d. Use of the public right-of-way and traffic flow
- e. Ordinances and planning proposals
- f. Other public and/or private actions which have potential impacts on the residents of Tahoe Park

1.8 The name of the Association and/or the name of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the promotion of the objectives of the organization.

ARTICLE 2

Members

Membership and Rights

2.1 TPNA will be comprised of members.

2.2 The “**Membership**” or individual “**Member(s)**” of TPNA for purposes of these Bylaws shall include those persons qualified to be and duly admitted as Members in accordance with the provisions of these Bylaws.

Qualifications

2.3 Qualifications for Membership are as follows:

- (a) “**Member(s)**” shall have the following qualifications:
 - (i) Be a person 18 years of age or older or a person under the age of 18 with the cooperation of a legal guardian completes a membership application.
 - (ii) Be a person who lives in or around the Tahoe Park neighborhood.
 - (iii) Be a person who is a business owner or operator who owns or operates a business in or around the Tahoe Park Neighborhood.

Initial Eligibility for Membership

2.4 Qualified persons will be admitted to Membership upon fulfillment of all of the following requirements, except where one or more of such requirements is deemed waived or satisfied by the Executive Committee:

- (a) **Submitting a completed application for membership.** The application must be made on an application form or forms as prescribed from time to time by TPNA.
- (b) **Payment of initial membership dues.**
- (c) **Acceptance of these Bylaws.** The application form or forms shall contain a statement to the effect that the applicant has read these Bylaws and any other rules that may be

adopted from time to time, that the applicant is familiar with and understands them, and that if admitted to Membership, the applicant agrees to be bound by such instruments.

(d) Acceptance and approval of the application by any member of the Executive Committee.

2.5 At the time of acceptance of these Bylaws, all current Members are deemed to have satisfied the eligibility requirements but remain subject to the eligibility retention requirements below. These Bylaws supersede any and all previous Bylaws, policies, procedures, or agreements about membership and dues.

2.6 TPNA shall not discriminate against applicants or members based on race, color, religion, creed, sex, sexual orientation, gender identity, national origin, ancestry, age, veteran status, disability, genetic information, military service, residency, housing status, or other protected status.

Retention of Eligibility for Membership

2.7 Qualified persons retain eligibility for Membership by fulfillment of all of the following requirements, except where one or more of such requirements is deemed waived or satisfied by the Executive Committee:

- (a)** Prompt payment of membership dues for the current calendar year.
- (b)** Compliance with all other requirements set forth in these Bylaws.

2.8 Loss of eligibility for membership shall be corrected within 60 days or may be grounds for involuntary termination of membership in accordance with Section 2.15 below.

Number of Members

2.9 There is no limit on the number of members that TPNA may admit.

Transferability of Membership

2.10 Membership in TPNA nor any rights in the Membership may be transferred or assigned for value or otherwise, without the express consent of the Executive Committee.

Membership Records

2.11 The Association will keep membership records containing the name, contact information, and other relevant information of each member. The membership records shall note if a membership has terminated, the manner of termination, and the date on which that membership ceased. The membership records may be kept in electronic format and preserved in accordance with the discretion of the Executive Committee, subject to any rights of inspection as may be required by law.

Termination of Membership

2.12 Voluntary Termination of Membership. Any Member in good standing may voluntarily terminate membership at any time by postal or electronic mail notice to any member of the Executive Committee and must return all TPNA property.

2.13 Termination By Death. The membership of any Member of TPNA automatically terminates on the death of the Member.

2.14 Loss of Eligibility for Membership. Any Member who has not corrected the grounds for loss of eligibility for membership, including, but not limited to, the failure to pay dues, within 60 days of notice of such loss of eligibility shall have their membership terminated.

- (a) Such termination shall be within the discretion of the Executive Committee. At the discretion of the Executive Committee, the Member may be given further opportunity to remedy any cause or grounds for ineligibility.
- (b) The involuntary termination of a Member's membership shall bar the person from future eligibility for membership unless such future membership is approved by a majority vote of the Executive Committee.
- (c) Notice of loss of eligibility and any subsequent termination may be given to the Member by mail or electronic mail to the postal address or email of record of the Member.

2.15 Suspension and Expulsion for Good Cause. The Executive Committee is authorized to suspend or expel from Membership, any Member for good cause.

- (a) "Good cause," as used in this section, means any of the following:
 - (i) Any conduct that brings TPNA into disrepute or violates the purposes for which TPNA was formed.
 - (ii) Any failure or refusal to abide by these Bylaws or other rules and policies.
 - (iii) Failure to abide by TPNA's standards of Member conduct, as set forth below in these Bylaws.
- (b) The Executive Committee shall have the discretion to establish any process or procedure it deems necessary and appropriate to consider and enforce the suspension or expulsion of any Member for good cause.

Member Conduct

2.16 All Members engaged in association-related activities shall abide by TPNA's standards of Member conduct, both in-person and online, as follows:

- (a) All Members shall respect common-sense rules for public behavior, personal interaction, common courtesy, and respect for private property. Harassing or offensive behavior will not be tolerated.

Rights and Obligations on Termination

2.17 All rights and interests of a Member cease on the termination of membership. There shall be no pro-rated dues return or fee refunds following termination.

2.18 Termination of membership does not relieve the Member, or the Member's estate in the event of termination by death, of the obligation to pay any dues or other charges that have accrued and remain unpaid at the time of termination.

2.19 Upon termination of a Member's membership, any TPNA property in the possession of the Member shall be returned to TPNA.

2.20 Termination of a Member's membership, does not release the Member from his or her obligations to TPNA, including, but not limited to, any obligation to return TPNA property.

2.21 Members of the general public are welcome to attend regular meetings but hold none of the rights that TPNA Members enjoy.

ARTICLE 3

Meetings of Members

Regular and Annual Meetings

3.1 Members generally meet on a monthly basis and on such dates and at such locations as designated by the Executive Committee.

3.2 Elections for Board members will be held at an annual meeting to be set by the majority of the Board members.

Special Meetings

3.3 Special meetings of Members may be called by the Executive Committee or by decision of the majority of Board members of TPNA.

Notice of Meetings

3.4 Notice of regular Membership meetings is not required. However, as a matter of practice, the date, time, and location of all meetings shall be published online on the TPNA website and the Membership shall generally be advised of the regular meeting schedule from time to time by email and/or other communications.

3.5 Written notice of any annual meeting of the Membership shall be given by electronic mail to the email of record of all Members not less than **14 days** before the date of the meeting. Written notice of any special meeting of the Membership shall be given by electronic mail to the email of record of all Members not less than **3 days** before the date of the meeting.

Quorum

3.6 A quorum at any meeting of Members shall consist of at least one member of the Executive Committee and a majority of Board Members. A quorum is considered established unless an

objection is raised at the meeting. If an objection is raised, the Executive Committee member presiding over the meeting shall make a final determination.

Lack of Quorum

3.7 In the absence of a quorum, no business may be transacted, or vote taken at any meeting of Members, except as otherwise provided in these Bylaws.

Loss of Quorum

3.8 The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment unless enough members withdraw leaving less than a quorum.

Voting by Membership

3.9 Each Member shall be entitled to one vote on each matter submitted to a vote of the Members, including the election of Board members.

(a) Members entitled to vote are not permitted to vote or act by proxy.

3.12 Voting will be by voice vote for all matters other than the election of Board members unless otherwise specified by the person presiding over the meeting.

3.13 Unless otherwise specified by these Bylaws, any action that may be taken at any meeting of Members may be approved, ratified, and/or adopted by a majority vote of the Members present, including the election of Board members.

3.14 In the case of a tie, a re-vote or runoff election may be held.

Conduct of Meetings

3.15 Any member of the Executive Committee or, in the absence of all members of the Executive Committee, any other person designated by the Executive Committee may act as chairperson of and preside over the meetings of the Members.

3.16 The presiding Executive Committee member or designee of the Executive Committee may establish any rules of order they deem necessary or appropriate in the conduct of any meeting of the Members. Robert's Rules of Order may be adopted but shall not be required.

Record Date of Membership

3.17 The record date for the purpose of determining the members entitled to notice of any meeting of Members is **14 days** before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is **14 days** before the date of the meeting of Members. The record date for the purpose of determining the

Members entitled to exercise any rights in respect to any other lawful action is **14 days** before that other action.

ARTICLE 4

Member Rights and Obligations

All TPNA Members

4.1 All Members shall have the following rights and privileges, as further set forth in these Bylaws:

- (a)** To communicate with other members and participate in online discussion groups as described in these Bylaws;
- (b)** To nominate persons for Board member positions;
- (c)** To cast ballots in Membership votes as described in these Bylaws;
- (d)** To attend TPNA meetings and events and otherwise participate in TPNA activities.
- (e)** To be nominated and serve as a Board member as further set forth in these Bylaws.
- (f)** To petition for the removal of Board members as further set forth in these Bylaws.

Member Liability

4.2 No Member or agent of this nonprofit association shall be liable for a debt, obligation, or liability of the association solely by reason of being a Member, or agent.

4.3 To the fullest extent permissible under California law, it is the express intent of these Bylaws that no Member shall have any legal liability or obligation to any third party by virtue of such Member's participation in TPNA.

ARTICLE 5

Notice to and Communication with Members

Electronic Discussion Groups

5.1 Members may subscribe to the electronic discussion groups that the Executive Committee selects as means of communication. Provisions for Members without internet access may be handled on a case-by-case basis. Members should keep all communications on any such discussion groups confidential and between the Member and the other TPNA Members, unless approved by the Executive Committee or otherwise consented to by the Members involved in the communications or unless the nature of the communications is such that they are clearly intended to be shared with others.

Member Electronic Mail (Email) Address

5.2 Members are responsible for ensuring that their electronic mail address of record is a good and valid address capable of receiving and transmitting messages in a timely manner. TPNA shall not be responsible for failures in delivery.

Member Mail Address and Telephone Number

5.3 Members are responsible for ensuring that their postal mail address and phone number of record are valid and capable of receiving notifications in a timely manner. TPNA shall not be responsible for failures in delivery.

Manner of Giving Notice to Members

5.4 Unless otherwise specified, notice to Members may be given by (i) mail to the postal address of record of the Member; (ii) electronic mail to the email address of record of the Member; (iii) or by telephone.

5.5 Where written notice is required by these Bylaws, such written notice to Members may be given by either (i) mail to the postal address of record of the Member or (ii) electronic mail to the email address of record of the Member.

5.6 The postal and email addresses “of record” for a Member shall be those addresses appearing on the membership book/roll of Members maintained by TPNA or at the addresses given by the Member to the Association for the purpose of notice. If no address appears or was given by the Member, notice will be given if made by posting of such notice at any regular or annual meeting of TPNA.

5.7 Notice is deemed given for electronic mail when it is submitted for electronic transmission. Notice is deemed given for postal mail when deposited with the U.S. Postal Service for delivery.

5.8 Except for extraordinary reasons, the Executive Committee shall endeavor to advise all Members of any changes in the regular means of communication with Members so as to reasonably keep all Members advised of TPNA affairs and to avoid disenfranchising any Member if reasonably possible. Generally, the Executive Committee shall endeavor to provide two months’ notice of any intended change in the regular means or medium of communication with Members so as to facilitate an orderly transition to the new means or medium of communication.

5.9 Notwithstanding the provisions of these Bylaws dispensing with notice of regular meetings, no action may be taken on any of the following matters at any regular or special meeting unless written notice of the general nature of the matter or proposal has been given to the Membership:

- (i) any proposal to sell, lease, convey, exchange, transfer, or otherwise dispose of all or substantially all of the property or assets of TPNA;
- (ii) any proposal to incur any indebtedness and/or to disburse funds above the threshold set forth in Article 9;
- (iii) any proposal to incorporate or otherwise change the structure of TPNA’s nonprofit entity;

- (iv) any proposal to amend the TPNA's Bylaws; or
- (v) any proposal to wind up and dissolve TPNA.

Contents of Written Notices

5.10 Where written notice of a meeting is required by these Bylaws, the notice must state the place, date, and time of the meeting. In the case of special meetings, the notice must specify the general nature of the business to be transacted.

ARTICLE 6

Board / Executive Committee

Number

6.1 The association will have no less than five (5) and no more than fifteen (15) elected board members who shall serve as the “**Board members(s)**” of TPNA.

Qualifications

6.2 Any Active Member of TPNA is qualified to be a Board member. All Board members must be Active Members of TPNA.

6.3 The Board may, from time to time, allow for the nomination of a provisional youth board member. This provisional youth board member will be allowed to participate in board activities and will be allowed a ceremonial vote on matters which are determined by the board.

Terms of Office

6.4 The term of office of all Board members shall be for two years, coinciding with TPNA's annual meeting. There shall be no restriction on the number of consecutive or total terms of office that a Board member may hold. No Member may be selected to hold more than one office unless the Membership of TPNA is less than six (6) Members. The Board members elected during the 2022 election shall serve until December 31, 2023, to accommodate for the adoption of the new fiscal year designation.

Nominations

6.5 Any person qualified to be a Board member may be nominated by the method of nomination authorized by the Executive Committee or by any other method authorized by law.

6.6 The current process for the making of nominations, which shall be subject to change or modification at any time by the Executive Committee, is as follows:

- (a)** Nominations for the election of Board members shall open no less than two months prior to the scheduled election of Board members.

(b) Nominations may be submitted in writing to any member of the current Executive Committee or made public on the electronic communication medium in use by the association.

(c) A nomination shall consist of the name of the Member, the office for which the Member is being nominated. A supporting statement may be included by the nominee. The nominator shall be a Member in good standing, and a Member may nominate themselves. A nomination is subject to acceptance by the nominee.

(d) Any Board member elected by a vote of Members entitled to vote in any given election shall be deemed to have been regularly and properly nominated for such office unless otherwise determined by the Executive Committee.

Election

6.7 The Board members of the Executive Committee shall be elected in accordance with Section 7.2 of these Bylaws.

Compensation

6.8 The Board members serve without compensation, except that they shall be allowed and paid their actual and necessary expenses incurred in accordance with any provisions of these Bylaws allowing compensation for such expenses.

Duties

6.9 The duties of the Officers of the Executive Committee include the following:

(a) To perform any and all duties imposed on them collectively or individually by law, by these Bylaws, and/or any other applicable organizing documents of the association.

(b) To employ agents and/or employees as may be authorized from time to time by a vote of the Members.

(c) To supervise all agents and employees to ensure that their duties are properly performed.

(d) To take all other lawful actions in the management and conduct of the affairs and business dealings of TPNA.

Meetings of the Executive Committee

6.10 Meetings of the Executive Committee may be called by the President or any two Executive Committee Members.

6.11 A majority of the authorized number of Executive Committee Members constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

6.12 Except as otherwise provided in these Bylaws, or by law, every act or decision done or made by a majority of the Executive Committee Members present at a meeting duly held at which a quorum is present is the act of the Executive Committee. If the Executive Committee

elects to act on an item or make a decision on an item, it can only be to complete a task or goal previously approved by the Board during a previous meeting. The Executive Committee cannot begin new business during an Executive Committee meeting, notwithstanding critical actions in moments of extreme crisis when timely action is required for the benefit of the association.

6.13 At any meeting at which a quorum was initially present, the Executive Committee may continue to transact business notwithstanding the withdrawal of Board members. If any action taken is approved by at least a majority of the required quorum for that meeting, or any greater number as is required by the law or these Bylaws.

6.14 The President or, in their absence, any Officer selected by the members of the Executive Committee then present, will preside at meetings of the Executive Committee. The Secretary or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Executive Committee may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. This participation constitutes a personal presence at the meeting.

6.15 The presiding Officer may establish any rules of order he or she deems necessary or appropriate in the conduct of any meeting of the Executive Committee. Robert's Rules of Order may be adopted but shall not be required.

6.16 Any action required or permitted to be taken by the Executive Committee may be taken without a meeting, if all members of the Executive Committee consent to that action, recorded in writing. Action by written consent has the same force and effect as the unanimous vote of the Executive Committee.

6.17 The Executive Committee shall provide written notice on any actions taken during an Executive Committee meeting to the full board within 3 days or at the next regular meeting, whichever is sooner.

Removal

6.18 The entire Executive Committee, or any individual Board member, may be removed from office at any time by the vote of a majority of the voting Members of TPNA. If any or all Board members are so removed, new Board members may be elected at the same meeting and the new Board members hold office for the remainder of the terms of the removed Board members. If new Board members are not elected at the meeting, the vacancy or vacancies created by the removal will be filled as provided by these Bylaws.

6.19 Any Active Member may petition for removal of the entire Executive Committee or any individual Board member.

Vacancies

6.20 Vacancies on the Executive Committee exist

- (i) on the death, resignation, or removal of any Board member;
- (ii) whenever the number of authorized Board members is increased by amendment; and
- (iii) on the failure of the Members in any election to elect the full number of Board members authorized.

6.21 The Board may remove and declare vacant the office of a Board member if

- (i) the Board member is declared of unsound mind by an order of the court, or charged with or finally convicted of a felony;
- (ii) the Board member either fails to accept the office after notice of election or fails to adequately fulfill his or her duties as a Board member; or
- (iii) the Board member becomes ineligible for membership.

6.22 Vacancies caused by the death, resignation, or disability of a Board member or Board members, or by removal as provided in these Bylaws, or by an amendment increasing the authorized number of Board members shall be filled by appointment by the President, or if the office of President is vacant, by a majority vote of the remaining Board members even if less than a quorum, or by appointment by any sole remaining Board member.

6.23 If the entire Executive Committee has become vacant and no Board member is left to fill the vacancies, the vacancies shall be filled by a majority of the voting Members present at a meeting of Members called for that purpose.

- (a)** Persons elected to fill vacancies hold office for the unexpired terms of their predecessors and until their successors are qualified and elected.

ARTICLE 7

Officers

Titles

7.1 The Officers of the association and their duties will be as follows:

(a) President. The President is the primary executive Officer of TPNA and, in general, but subject to the control of the Executive Committee, supervises and oversees the affairs of TPNA. The President shall be the representative of TPNA on any occasion when a person is required to act in that capacity. The President shall be responsible for TPNA marketing and public relations and may appoint assistants in these areas at their discretion. The President shall be an authorized signatory on TPNA bank accounts. The President shall have the discretion and authority to appoint volunteer coordinators for such purposes as the President may see fit, subject to the management authority of the Executive Committee.

(b) Vice President. The Vice President shall maintain the official membership book/roll of club Members and make it available to Board members in accordance with the performance of their duties. The Vice President is responsible for overseeing the signing-up of new Members and retaining existing Members. The Vice President shall perform

the duties of the President at meetings, and other occasions as appropriate, should the President be unable to attend.

(c) Treasurer. The Treasurer shall be an authorized signatory on, and the primary caretaker of, TPNA's bank account(s). The Treasurer shall

- (i) manage all financial transactions,
- (ii) maintain a correct record of TPNA's available funds and debts outstanding,
- (iii) maintain the dues and fees schedule and the petty cash fund,
- (iv) be responsible for the initiation, management, and termination of accounts in accordance with good and prudent financial practice, and
- (v) be responsible for oversight of disbursement of funds.

The Treasurer shall report financial activity status at the annual meeting. The Treasurer shall also be responsible for producing and reporting other financial reports and analyses as requested by the Executive Committee and ensuring the filing of any required tax or other regulatory compliance filings. The Treasurer shall assume the duties of the Vice president at meetings or other events should the Vice President be unable to attend or has assumed the duties of the President.

(d) Secretary. The Secretary shall keep

- (i) a record (the minutes) of meeting activities, including votes, and shall make the same reasonably available to the Executive Committee and Membership and
- (ii) the original or a copy of TPNA's operative bylaws as amended or otherwise altered to date. The Secretary shall be responsible for meeting room/venue scheduling, notifying the Membership of meetings, and coordinating meetings as may be required. The Secretary shall be responsible for maintaining an inventory of TPNA property and Member-owned property loaned to TPNA.

Election of Board members

7.2 The Board members will be elected by the vote of a majority of the voting Members of TPNA at TPNA's annual meeting.

7.3 The procedures for conducting the election of Board members shall be determined by the Executive Committee.

General Duties of Board members

7.4 All Board members must perform all duties incident to their office and any other duties as may be required by law, by the organizational instruments, or that may be assigned to him or her from time to time by the Executive Committee or by a vote of the Members.

ARTICLE 8

Committees and Special Interest Groups

Ad Hoc Committees

8.1 Ad hoc committees for specific purposes or activities may be designated from time to time by resolution of the Executive Committee. Chairs will be appointed by the Executive Committee Board. Members of ad hoc committees will be appointed by their respective chairs in the number deemed advisable unless otherwise provided by the Executive Committee in its resolution designating an ad hoc committee.

Terms of Office

8.2 Chairs and members of ad hoc committees serve as such for the life of the committee unless they are sooner removed, resign, or cease to qualify as the chair or a member of the committee.

Rules

8.3 Each Committee may adopt rules for its own government and procedure not inconsistent with law, with these Bylaws, or with the rules, regulations, and resolutions adopted by the Executive Committee. Committee will provide the appropriate records to keep the Board informed of their activities, including but not limited to, meeting minutes and details of their correspondence, as agreed upon by the Board.

Responsibilities

8.4 The Chair of each Ad Hoc Committee shall be responsible for maintaining meeting notes, minutes, and correspondence and making these items accessible to the Board as directed by the Executive Committee.

ARTICLE 9

Records, Dues, TPNA Property, Reimbursements, Budgets and Fiscal Year Keeping Records

9.1 TPNA shall keep adequate and correct records of account and minutes of the proceedings of its Executive Committee and any other committees.

9.2 TPNA shall also keep a record of its Members, including their names and addresses and the roles held by each. This membership book/roll shall be kept in written form, though it may be kept electronically.

Annual Dues

9.3 All Members shall pay annual dues in the amount and on such dates as determined by the Board members.

Property of Association

9.4 Dues paid to TPNA and any other funds collected by TPNA in the ordinary course of its operation, such as event or admissions fees, are the property of TPNA.

9.5 All association funds shall be kept in a recognized financial institution, except for a small amount of petty cash held by the Treasurer or other member of the Executive Committee as the Executive Committee may deem appropriate or convenient.

9.6 In accordance with the club purpose as set forth in Article 1 of these Bylaws, TPNA may acquire and dispose of property as necessary to support operations. Modification or disposal of TPNA property must be approved by the Executive Committee in advance.

9.7 The Secretary shall establish and maintain a master inventory of association property. Subject to the discretion of the Executive Committee, such master inventory shall include any club property with a value of more than \$20.00. Notwithstanding the foregoing, the master inventory need not include any property the Executive Committee deems to be consumable property, which shall generally consist of property intended to be consumed or distributed to others within one year, including property such as supplies, etc.

9.8 The association can accept gifts, donations, loans, or similar property or items consistent with its purpose, or furthering of its goals, subject to a review and their acceptance by the Executive Committee. Such property may be added and maintained as part of the association's property inventory by the Secretary and used by the club for its purposes as determined by the Executive Committee and/or applicable committee chairperson.

9.9 The Executive Committee may from time to time determine that some property in the association's possession is no longer needed, and/or in the association's interest. In such cases, property loaned to the association shall be returned to its original owner via a means determined by the Executive Committee. Association-owned property so determined may be disposed of by the association by sale, donation, or destruction, as determined by the Executive Committee. If disposal by sale is determined, the property availability shall be announced to all Members in good standing for purchase, in a manner chosen by the Executive Committee. If no Member(s) wish to purchase such property, it shall be disposed of as determined by the Executive Committee.

Reimbursements

9.10 If an expense authorized in advance by the Executive Committee is incurred by a Member, that Member is eligible for reimbursement, provided that the Member provides adequate receipts for the expenditure. The Executive Committee may authorize other reimbursements provided that such reimbursements do not otherwise violate these Bylaws or any other applicable law.

Budgets

9.11 The association shall operate on a cash basis for accounting purposes and shall not expend funds if the association does not already hold the funds.

9.12 There is no requirement for an association budget. Should the Executive Committee so decide and direct, a budget may be developed.

Fiscal Year

9.13 Beginning January 1st, 2023, the TPNA fiscal year begins on January 1 and ends on December 31.

Association Insignia, Seal, and/or Logo

9.14 The Board may adopt, use, alter, or cancel an association insignia, seal, or logo. The Board may adopt rules prescribing the time, manner, and place in which the insignia, seal, or logo may be worn or used.

ARTICLE 10

Execution of Instruments and Funds

Execution of Instruments

10.1 The Executive Committee, except as otherwise expressly provided in these Bylaws, may by resolution authorize any officer or agent of the association to enter into any contract and deliver any instrument in the name of and on behalf of the association. This authority may be general or confined to specific instances.

Checks and Notes

10.2 Except as otherwise specifically determined by resolution of the Executive Committee or as otherwise required by law or by these Bylaws, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this association must be signed by the Treasurer or President.

Deposits

10.3 All funds of the association must be deposited from time to time to the credit of the association in banks, trust companies, or other depositories as the Executive Committee may select.

ARTICLE 11

Dissolution

11.1 TPNA may be dissolved in accordance with the provisions of California Corporations Code sections 18410 and 18420, or any successor statutes.

11.2 Upon the dissolution of TPNA, its assets remaining after payment, or provision for payment, of all its debts and liabilities, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated for charitable purposes, as directed in the resolution

that authorizes the dissolution of the association. Any Member-owned property shall be returned to such Member if possible.

ARTICLE 12

Bylaws

Adoption, Amendment, and Repeal

12.1 These Bylaws become effective on their being signed by the President and certified by the Secretary following their adoption by the vote or written consent of the voting Members in accordance with the then-existing bylaws of the association. These Bylaws may be amended or repealed, in whole or in part, and new bylaws adopted by the vote or written consent of a majority of the voting members of the association.

12.2 Revision History of Bylaws. The following is the revision history of TPNA's operative bylaws:

Initial Revision approved by membership vote; released TBD

Certification and Inspection

12.3 The original or a copy of the Bylaws, as amended or otherwise altered to date, shall be recorded and kept by the association. The Bylaws shall be open to inspection by the Members upon reasonable request or other made available for inspection including via TPNA's website.

I, the undersigned, am the current President of this association and a member of the Executive Committee. The foregoing is a true and correct copy of the Bylaws presented to the Membership for consent and adoption as the bylaws of this association.

Signed: *Isaac Gonzalez*

Name: Isaac Gonzalez

Date: June 1, 2022

CERTIFICATE OF SECRETARY OF TPNA

I hereby certify that I am the duly elected and acting Secretary of this association and that the foregoing Bylaws, comprising 17 pages, constitute the Bylaws of this association as duly adopted by vote of the Membership on **April 20, 2022**.

Signed: *Kelly Burns*
KELLY BURNS (JUN 1, 2022 11:00 PDT)

Name :Kelly Burns

Date: June 1, 2022