

Garden Villa Association  
Representing Residents of All 3-story Buildings

## The Garden Villa Association Bylaws

Revised April 26, 2018

### Article I

The name of this organization is the Garden Villa Association. The principal office shall be located at such place as the Governing Board may decide.

### Article II

#### *Definitions*

"Association" - The Garden Villa Association is the organization which represents all of the residents in all of the 3-story buildings in Laguna Woods village.

"At Large Board Member" – is a Building Captain who is elected by the Governing Board.

"Building Captain" – is a resident of a building selected by the building residents as described in Article IV.

"Emeritus" – past presidents shall be afforded Emerita status, which means that they are advisors to the Governing Board and are invited to attend all Governing Board meetings.

"Executive Board" – is made up of all of the Officers of the Association.

"Fiscal Year" of the Association will be the calendar year.

"Garden Villa"- as referred to in these Bylaws, is hereby defined as a 3-story building within Laguna Woods Village.

"General Membership Meeting" – periodic meetings to which all Members are invited. See Article IX.

"Governing Board" – is made up of the Elected Regional Representatives and Officers. See Article VIII

"Member" – is any resident of a manor in a Garden Villa

"Officers" – see Article V

"Regional Representative" – is a Building Captain responsible for buildings within his or her Region as designated by the Governing Board. See Article VII.

"Resident" – is a person residing in a manor in a Garden Villa

"Voting Members" – At Large Board Members, Regional Representatives and Officers of the Association, which shall be limited to one vote per Regional Representative, one vote per At Large Board Member and one vote per Officer for all votes taken by the Governing Board. If a person serves as both a Regional Rep and an Officer, he/she shall have only 1 vote. Emeritus status members shall not have a vote on the Governing Board.

### **Article III**

#### *Purpose*

To promote livable and well maintained buildings and surrounding common areas for the Residents by facilitating communication with Third Mutual, the Golden Rain Foundation ("GRF") and the Managing Agent. .

To promote participation by Residents in the decision making process in matters affecting any of the Garden Villas.

To facilitate communications between Residents and the Garden Villa Board to assist in the care and maintenance of the buildings.

To represent all residents of Garden Villas at meetings and in discussions with Third Mutual, GRF and the Managing Agent.

### **Article IV**

#### *Building Captains*

A Building Captain is a resident of a Garden Villa who is elected to be the Building Captain by the Residents of the building. In the event that a building is unable to elect a Building Captain for a period of at least 6 months, the Governing Board may appoint a building Captain for that Building.

### **Article V**

### *At Large Board Members*

Building Captains are eligible to be elected as an At Large Board Member, provided they have served at least one year as a Building Captain. There shall be a maximum of three (3) At Large Board Members.

## **Article V**

### *Officers*

The Officers of the Association shall be: a president, vice presidents, secretary and treasurer, all of whom shall be members of the Executive Board and Governing Board.

**President** - shall be the chief executive officer of the Association. He/ she shall preside at all meetings of the Executive Board, the Governing Board, and General Membership Meetings and shall have such general powers and duties as are usually vested in the office of a President of an Association.

**First Vice President** – shall perform such duties as the President may assign. In addition he/she shall take the place of the President and perform his/her duties whenever the President shall be absent or unable to act.

If neither the President nor First Vice President is able to act, the Second Vice President shall act in that capacity. If both the First and Second Vice Presidents cannot act, then the Secretary followed by the Treasurer, shall act. If there is no Officer available to act, the Governing Board may appoint a Governing Board member to act on an interim basis.

**Second Vice President** – shall perform such duties as shall be allocated by the President.

**Secretary** - shall keep minutes of all meetings of the Association and the Governing Board. The Secretary shall give notice of all meetings, shall have custody of such books and papers as the Governing Board may require and, in general, perform all duties incidental to the Office of the Secretary.

**Treasurer** - shall be responsible for preparing an annual budget for the Association, receiving and depositing membership contributions and funds received by the Association, disbursing such funds, maintaining appropriate records of such transactions.

Other Officer positions to the Executive Board may be made by a majority vote of the Executive Board, and with the concurrence of a majority of the Governing Board then present and voting.

## Article VI

### *Governing Board*

**Composition** - The Governing Board shall be comprised of a Regional Representative from each region, At Large Board Members and the elected Officers.

**Duties** - The Governing Board shall have all the powers and duties necessary to the operations of the Association and for the accomplishment of the purposes of the Association.

## Article VII

### *Election and Terms of Office*

**Building Captains** shall be elected by each building's Residents. The method of election shall be determined by the Residents of each building. The term of office shall also be determined by the Residents of each building.

**Regional Representatives** shall be elected by the Building Captains in a designated region.

**At Large Board Members** shall be elected by the Governing Board.

**Officers** are elected by a majority vote of the Voting Members who are present at the Election Meeting in November of even-numbered years.

**Notice of the Election Meeting** shall be provided to the Voting Members at least fifteen (15) calendar days prior to the Election Meeting.

Officers and At Large Members are elected for a term of two years for each At Large Board Member position and each Officer position, which positions shall commence with the January General Membership Meeting in odd-numbered years.

## Article VIII

### *Vacancy*

In the event an officer or an At Large Board member position becomes vacant, the Governing Board shall select a person to fill the vacancy by majority vote at the next

Governing Board meeting, or at a specially called Governing Board meeting, for the remaining term of the position.

## **Article IX**

### *Meetings*

**The Governing Board** shall meet at least bi-monthly and at such times and place to be determined by the Governing Board. All binding decisions at the Governing Board meetings shall require a quorum of at least five members in attendance. When a Regional Representative is unable to attend a meeting, he/she may appoint a Building Captain or resident to represent him/her, with full voting privileges. All issues subject to a vote shall be determined by a majority of those present. Notice of Governing Board meetings shall be provided via email or regular mail.

**General Membership Meetings** shall occur every other month on the odd months. Notice of General Membership Meetings shall be provided by Building Captains via email and posting in the Garden Villas.

## **Article X**

### *Committees*

The President and the Governing Board may jointly appoint, or cause to be appointed, any committee for any purpose.

## **Article XI**

### *Amendments*

These Bylaws may be amended at any regular or special meeting of the Governing Board, by at least 2/3 of those present, provided a quorum of at least 2/3 of the Governing Board members is present. Notice of a Governing Board meeting to vote on an amendment to the bylaws shall be provided at least fifteen (15) calendar days prior to such meeting

## **Article XII**

### *Rules of Order*

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws.

### **ARTICLE XIII:**

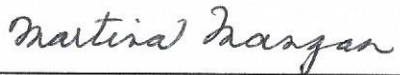
#### *Dissolution or Merger*

In the event of the dissolution or merger of the association, no officer, Regional Representative, Building Captain or Member shall be entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all money and other assets or property owned, held or received by the Association from any source, after the payment of all debts and obligations of the Association shall be distributed to the Laguna Woods Foundation.

### **Article XIV**

#### *Ratification*

I certify that I am the duly elected and acting Secretary of the Garden Villa Association and that the above Bylaws, consisting of 5 pages, are the Bylaws of The Garden Villa Association as amended by the Governing Board on April 26, 2018.



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Martina Mangan, Secretary