

Garden Villa Association Representing Residents of All 3-story Buildings

The Garden Villa Association Bylaws

Revised October 24, 2024

Article I

The name of this organization is the Garden Villa Association. We are dedicated to representing the needs of all residents in 3-story buildings in Laguna Woods Village.

Article II

Definitions

"At Large Board Member" - is a Building Captain who is a member of the Governing Board, elected by a majority of the Governing board.

"Building Captain" - is a resident of a building selected by the building residents to represent their needs.

"Emeritus" - past presidents shall be afforded Emerita status, which means that they are advisors to the Governing Board and may attend all Governing Board meetings, without a vote.

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

"Garden Villa"- as referred to in these Bylaws, refers to all 3-story building within Laguna Woods Village.

"General Membership Meeting" - periodic meetings to which all Members are invited.

"Governing Board" – consists of Regional Representatives and At-Large Board Members.

"Member" - is any resident of a manor in any three-story building.

"Notice" – can be provided electronically.

"Officers" – consist of a president, vice president, secretary treasurer and communications director.

"Regional Representative" - is a Building Captain who assists Building Captains within a designated Region.

"Voting Members" – Consists of at-Large Board Members, who each have one vote and Regional Representatives who have one vote per region. Officers serve a dual role of Regional Rep plus officer duties, therefore they vote only as Regional Reps. Emeritus status members shall not have a vote on the Governing Board.-

Article III

Purpose

To facilitate communications between Members and the Garden Villa Association to assist in the care and maintenance of the buildings and quality of life of residents in three-story buildings.

To promote livable and well-maintained buildings and surrounding common areas for the Members by facilitating communication within 3-story buildings and the community's governing entities, including: Third Mutual, the Golden Rain Foundation and the managing agent.

To encourage participation by Members in the decision-making process in matters affecting any Members of three-story buildings.

Article IV

Building Captains

A Building Captain is a resident of a three-story building selected by the residents of the building. If a Building Captain position remains vacant for at least six months the Governing Board may propose a building captain for that building. The proposed appointment will be posted, with proper contact information, within the affected building. If no objections are received before the following GVA board meeting the appointment will be confirmed by a vote of the Governing Board.

Article V

At Large Board Members

Building Captains are eligible to be elected as an At-Large Board Member. There shall be a maximum of three At-Large Board Members.

Officers

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

President - shall be the chief executive officer of the Association and shall preside at all meetings.

Vice President - shall perform such duties as the President may assign. In addition the vice president shall be acting President, performing the duties of that position, if the President is absent or unable to act.

If neither the President nor Vice President is available, the secretary, then treasurer will assume duties of the president. If no officer is available, the Governing Board, by majority, may select a Governing Board member to act on an interim basis.

Secretary - shall keep minutes of general membership and board meetings and confirm meeting notices have been distributed. The Secretary 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 prepare a financial report for the GVA, to be reviewed at every board meeting. Shall receive and deposit all contributions and funds received by the Association, disburse funds as directed by the Governing Board and maintain appropriate records of such transactions.

Communications Director - shall ensure the timely dissemination of information to member and the community through various channels, including emails, flyers, news articles, etc., while keeping all records and documents current and accessible.

Other Officer positions may be proposed by a majority vote of the in-attendance Governing Board. Such proposals require 30-day notice to members before being voted on by the Governing Board.

Article VI

Governing board

Composition - The Governing Board shall be comprised of the Regional Representatives from each of the nine regions and the At-Large Board Members.

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 selected by each building's residents. The term of office shall also be determined by the residents of each building.

Regional Representatives shall be selected by the Building Captains in that designated region.

At-Large Board Members shall be nominated by an existing board member and voted upon by the Governing Board.

Officers are elected at the October board meeting of even-numbered years, by a majority vote of the Voting Members who are present.

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

Officers and At-Large Members serve two-year terms, beginning January, following the October election.

Article VIII

Vacancy

In the event an officer, Regional Representative or an At-Large Board member resigns their position or fails to attend two consecutive board meetings without prior notification to the president, the Governing Board may declare the position vacant. A date to fill the vacancy will be determined, and the affected party will be notified by a board-selected representative of the vacancy and the meeting date of the intent to fill the vacancy. The Governing Board may fill the remaining term of the vacancy by majority vote on the date selected for action.

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 50% of board members in attendance. When a Regional Representative or At-Large Board Member is unable to attend a meeting, they may appoint a Building Captain or 3-story building resident to represent them, 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 electronically.

General Membership Meetings shall occur every other month on the odd months. Notice will be sent electronically to Regional representatives, who will then send to Building Captains, who are encouraged to share it with residents.

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

Notice of meeting to amend the bylaws shall be provided electronically to the Governing Board, at least fifteen (15) calendar days prior to such meeting.

These Bylaws may be amended at any regular or special meeting of the Governing Board, provided a quorum of at least 50 percent of the Governing Board members is present. Passage requires 2/3 of those Governing Board members present.

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, are the Bylaws of The Garden Villa Association as amended by the Governing Board on XXXX

Cindy Baker, Secretary



Dated: October 27, 2024