

APARTMENT ASSOCIATION OF GREATER LOSANGELES BYLAWS



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**ARTICLE I
NAME, PURPOSE,
AND LOCATION**

- SECTION 1.** The legal name of the Association is the Apartment Association of Los Angeles County, Incorporated and it is doing business as the APARTMENT ASSOCIATION of Greater Los Angeles (AAGLA). AAGLA is a mutual benefit C Corporation under the laws of the State of California.
- SECTION 2.** The Purpose and Mission of AAGLA is to provide services and activities for members; to provide guidance to its members; to promote better relations between housing providers and renters; to promote high professional industry standards and good business practices; and to advocate for the multi-family housing industry at the city, county, state and federal government levels.
- SECTION 3.** The principal corporate office and regional service centers shall be located in Los Angeles County at locations as determined from time to time by the Board of Directors. Services centers shall be located in Los Angeles County, San Bernardino and/or Ventura County at locations as determined.
- SECTION 4.** For the purpose of providing services and programs through the National Apartment Association ("NAA") the AAGLA service territory will consist of all of Ventura county, and all of San Bernardino county, and Los Angeles County except for the areas and cities of Artesia, Avalon, Bell Gardens, Bellflower, Carson, Cerritos, Commerce, Compton, Cudahy, Dominguez Hills, Downey, El Segundo, Gardena, Harbor City, Hawaiian Gardens, Hawthorne, Hermosa Beach, Huntington Park, Inglewood, La Mirada, Lakewood, Lawndale, Lennox, Lomita, Long Beach, Lynwood, Manhattan Beach, Maywood, Midway City, Montebello, Norwalk, Palos Verdes, Palos Verdes Estates, Paramount, Pico Rivera. Rancho Palos Verdes, Redondo Beach, Rolling Hills, Rolling Hills & Rosemead, San Pedro, Santa Fe Spring, Signal Hill, South Gate, Temple City, Torrance, Westchester, Whittier, Willowbrook and Wilmington, unless and until such service territory is modified by NAA.

**ARTICLE II
COMPLIANCE WITH THE LAW**

- SECTION 1.** It is the express intent of AAGLA to comply fully with all local, state and federal laws which pertain to an organization of this type.
- SECTION 2.** The fiscal year of the Association shall be from January 1 to December 31, i.e. the calendar year.

**ARTICLE III
MEMBERS**

- SECTION 1.** There shall be three classes of membership in this Association: Owner, Associate and Manager.
- SECTION 2.** Owner membership may be held by one who at the time of joining holds title in multi-family residential and rental property. Owner Members are entitled to one vote on each matter submitted to a vote of the members, Associate and Manager Members are not. No person, or entity, shall hold more than one such membership in the Association.

- SECTION 3.** Associate membership may be held by realtors, vendors and trades people selling to or dealing with rental housing providers and operators.
- SECTION 4.** Manager membership may be held by those persons employed as resident managers in rental housing properties. No person or company eligible for Owner membership shall qualify for Manager membership.
- SECTION 5.** Termination of any memberships shall occur on the occurrence of any of the following causes:
- 1) The voluntary resignation of a member;
 - 2) Where membership is issued for a period of time, the expiration of such period of time;
 - 3) The death of a member; (see Section 6 below)
 - 4) The dissolution of corporate members;
 - 5) The nonpayment of dues or underreported number of units subject to a fair hearing, if requested in writing; (see Section 6 below)
 - 6) A two-thirds vote of a quorum the Board of Directors after charges have been brought against the member.
- SECTION 6.** **Owner** Members considered for termination must be given at least a 15 day notice of expulsion, suspension or termination and a statement of the reasons for such termination. The Owner member shall be given an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination and the persons (namely two-thirds of a quorum of the Board of Directors) hearing the Owner member shall be authorized to determine if the proposed expulsion, termination or suspension not take place. The required notice shall be in writing and may be given by any method reasonably calculated including, but not limited to, e-mail, first class mail, registered mail, etc., to the member's last address shown on AAGLA's records.

ARTICLE IV DUES

- SECTION 1.** All membership dues and registration fees shall be set by the Board of Directors.
- SECTION 2.** Upon failure to pay membership dues within ninety (90) days after due date, such membership is automatically cancelled, unless a hearing pursuant to Section 6 above is requested.
- SECTION 3.** Upon applying for membership, registration fees and dues shall be paid in advance for the period of not less than one year.

ARTICLE V NOMINATIONS AND ELECTIONS OF DIRECTORS AND OFFICERS

- SECTION 1.** The officers of this Association shall be the President and up to three Vice Presidents, as determined and selected by the President, (one will be known as Vice President - Treasurer), and shall be selected from the Board of Directors and elected by a majority vote of the Board of Directors.
- SECTION 2.** The Board of Directors may be composed of no more than 27 voting members of the Owner Member Division. The Directors shall be elected for terms of one (1), two (2) or three (3) years terms, with Directors new to the Board serving an initial one (1) year term, by the majority vote of those entitled to vote. The term

of service shall begin January 1.

- SECTION 3.** No paid employee or any other person receiving compensation from the Association, shall be eligible to serve on the Board of Directors, (excluding reimbursement for expenses incurred in assigned duties)..
- SECTION 4.** The President for the following year shall be elected by a majority vote of the Board of Directors at the October or November Board Meeting and is to be installed in January. All other officers shall be elected to their offices by a majority of the Board of Directors at the November Board Meeting. Term of service shall be the calendar year, i.e., January 1 - December 31. The Nominations Committee shall make a recommendation for each officer to assist the Board in its choices.
- SECTION 5.** At a regular meeting of the Board of Directors in January, the Nominations Committee shall be formed and members selected. The President shall appoint two (2) members to the Nominations Committee, the Board shall nominate not less than two (2), and the immediate past President shall serve as Chair for a committee of five (5), who are current members of the Board of Directors and at least two (2) of which are serving or have served as an officer of the Board. If more than two (2) are nominated by the Board, at the discretion of the President secret ballots shall be prepared and distributed to all present voting members of the Board, who shall elect two (2). To be elected, a nominee must have a majority vote.
- SECTION 6.** No later than the September or October meeting of the Board of Directors, said committee shall submit nominations for members of the Board of Directors to be elected for the forthcoming year.
- SECTION 7.** Directors nominated by the Board of Directors shall be submitted to the membership in September or October. For nomination from the floor a nominee shall submit a petition, signed by at least 100 Owner Members in good standing, to an Association Officer prior to the September Meeting. 30 days prior to the Annual General Meeting in November the General Membership shall be notified of the nominations, including a list of all nominees, by publishing the names of the nominees in the Association's October magazine, posting them on the Association's website and posting them in the Main office. Elections shall be held in November for Directors.
- SECTION 8.** Officers and Directors so elected shall take office at the January Board and Membership meetings.
- SECTION 9.** A vacancy on the Board of Directors may be filled by a majority vote of the Board at a regular or special meeting. The new Director will complete the fiscal year.
- SECTION 10.** Any officer or Board member may be removed for cause by a two-thirds vote of the Board of Directors at a regular or special Board meeting.
- SECTION 11.** Any member of the Board of Directors who shall fail, without good cause, to attend three (3) or more regular consecutive meetings, of their assigned committees and Board of Directors, or who shall sever all active connection with the multifamily rental housing industry may be removed at the request of the President by a majority vote of the Board of Directors at a regular or special Board meeting. This removal does not require ratification by the Association membership.
- SECTION 12.** The Board of Directors is hereby authorized to nominate any person who has served on the Board of Directors to the position of a Lifetime Honorary Director. Such Lifetime Honorary Director shall not be a member of the Board of Directors, nor have any of the powers and duties of a Director. Such person shall be entitled to attend meetings of the Board of Directors and any committee thereof and may be given the

privilege of the floor at any such meeting, but shall not be entitled to vote. Lifetime Honorary Directors' terms shall renew automatically unless terminated by a two-thirds vote of the Board of Directors at a regular or special Board meeting.

ARTICLE VI MEMBERSHIP VOTING

- SECTION 1.** Voting shall be restricted to Owner Members and each Owner Member shall be entitled to one (1) vote.
- SECTION 2.** Voting shall be in accordance with Roberts Rules of Order.
- SECTION 3.** A quorum shall be not less than one half of a percent of voting memberships. Cumulative voting is not permitted.
- SECTION 4.** Proxy voting is not permitted. Telephonic voting is permitted at the discretion of the President.

ARTICLE VII POWER & DUTIES OF DIRECTORS AND OFFICERS

- SECTION 1.** The Board of Directors, subject to the limitations placed thereon by law, shall direct and control the affairs and the business of the Association.
- SECTION 2.** The President shall be the Chief Executive Officer of the Association. The President shall be the Chair of the Board of Directors of all meetings of the Board and shall be an ex officio member of all committees except the Nominations Committee. The President shall have general direction of the affairs of the Association under the supervision of the Board of Directors.
- SECTION 3.** A Vice President, designated by the President, shall exercise all the functions of the President in his absence. In the event the Vice Presidents are unable to serve. The Board of Directors may elect a successor.
- SECTION 4.** The Vice President-Treasurer shall be the custodian of the funds of the Association and shall serve as the Chairperson of the Association's Finance Committee.
- SECTION 5.** The Board of Directors shall have the power to retain an Executive Director, and authorize other necessary and customary positions to be filled by the Executive Director, to fix compensation of all employees and prescribe their powers and duties.
- SECTION 6.** Every Director shall serve on at least two (2) standing committees approved by the President and the Board of Directors.
- SECTION 7.** A majority vote of the Board of Directors shall establish AAGLA policies. These policies shall be followed by the Board and membership of the AAGLA. The Board may establish annual Board dues which shall go to the AAGLA PAC, unless designated by the individual Board member to go to the AAGLA general fund. Payment of dues is mandatory,
- SECTION 8.** The Board shall cause to be made an annual independent review or audit of the Association financial statements as required by law, by an outside certified public accountants to be completed 120-270 days after the close

of the fiscal year. The Board shall cause to be made an executive summary of said review or audit and the accountants' recommendations.

ARTICLE VIII EXECUTIVE COMMITTEE

- SECTION 1.** There shall be six members of the Executive Committee (the Committee). Five will have the power to vote. One member will not.
- SECTION 2.** The voting members of the Committee shall be comprised of the current President, immediate-past President, the current Vice President/Treasurer, and the other two current Vice-Presidents duly-elected at the previous November's Annual General Membership Meeting. The non-voting member of the Committee shall be the Executive Director.
- SECTION 3.** The current President shall preside as the "Chair" of the Committee meetings.
- SECTION 4.** The Committee shall meet at the discretion of the current President and/or Executive Director.
- SECTION 5.** The Committee shall primarily act as a guide and confidant to the ED.
- SECTION 6.** The Committee shall have the ability to make decisions regarding building maintenance, Association policy, and organizational issues excluding those affecting the employees or contractors, hired by the Association.
- SECTION 7.** The Committee shall have the ability to make financial decisions for individual expenditures up to \$20,000.00.
- SECTION 8.** All approved motions made by the Committee will be reported to the Board of Directors at their next meeting.

ARTICLE IX MEETINGS

- SECTION 1.** Meetings of the membership shall be designated by the Board of Directors.
- SECTION 2.** Meetings of the Board of Directors shall be held on any day designated by the Board of Directors.
- SECTION 3.** A majority of Directors shall constitute a quorum of the Board of Directors.
- SECTION 4.** Special meetings of this Association may be called by the Board of Directors, by the President, by any ten (10) members of the Board of Directors or by ten (10) percent or more of the Owner members. Except when called by the Board, a special meeting may be called by a written request to the President, or in the absence of the President, any officer. The Board of Directors must then set the date of the meeting not less than 35 days nor more than 90 days after receipt of the request. Notice of a meeting must be given within 20 days after receiving the request. The notice of a special meeting must state the general nature of the business to be transacted. No other business may be transacted at that meeting.

ARTICLE X COMMITTEES

The committees shall be:

- A. Nominating
- B. Finance
- C. Membership
- D. Local Government Relations
- E. Legal,

and such other committees as may be deemed advisable by the President or the Board of Directors.

The President, or a committee appointed by the President, shall appoint, with approval of the Board of Directors, all committees and the committees shall hold office at the pleasure of the President with approval of the Board of Directors.

ARTICLE XI PROPERTY RIGHTS

SECTION 1. The members of the Association shall have no property rights in any of the property of this Association upon dissolution or otherwise.

SECTION 2. Upon dissolution all assets of this Association shall be donated to a tax exempt charity or charities selected by the then existing Board of Directors.

ARTICLE XII INDEMNIFICATION OF DIRECTOR

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

ARTICLE XIII
BOOKS, RECORDS AND REPORTS

Each Owner member shall have a right to receive the annual financial report of AAGLA. Articles of Incorporation and By-Laws, as amended to date, shall be maintained at the principal office of the Association and shall be open to inspection by any regular member at all reasonable times during office hours.

The Association'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 Association. 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 summary books and records of account shall be open to inspection by regular members in accordance with the California Corporation's Code. Any right of inspection by a Director or regular member stated in these bylaws includes the right to inspect in person, or by agent or attorney. Any request for inspection shall be made available in written form, with reasonable notice, if the record is not maintained in written form.

ARTICLE XIV
AMENDMENTS

These Bylaws may be amended, altered, or rescinded only upon a two-thirds vote of the members of the Board of Directors in office voting on the question of the amendment, alteration, or rescission at the time the amendment is adopted. The proposed amendments shall be distributed with the notice of the meeting.

ARTICLE XV
RULES OF ORDER

Roberts Rules of Order shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XVI
DATE OF
ADOPTION

Adopted: 1982 Amended: 1989, 1997,
1998, 2009, 2011, 2013, 2014, 2018