



Floral Park Neighborhood Association

Constitution and Bylaws

ARTICLE I

- A. NAME: FLORAL PARK NEIGHBORHOOD ASSOCIATION (FPNA)
- B. BOUNDARIES:
 - South: Up to, and including the north side of 17th Street
 - North: Both sides of Riverside Drive
 - West: Both sides of Flower Street
 - East: Up to, and including, Broadway on the West Side

ARTICLE II MISSION STATEMENT/PURPOSE:

- A. MISSION STATEMENT:

To preserve the integrity of, and the historical significance of our homes and to develop a sense of unity within the Floral Park Neighborhood. To educate the neighborhood, surrounding communities, and the City of Santa Ana (City) of the historical significance of our neighborhood, its architectural value and the impact it has had on the City and County of Orange since its origin. In addition, to act as a communication vehicle to represent the Floral Park Neighborhood to outside entities, local businesses, other neighborhood associations, city officials and the City's agencies.
- B. PURPOSE/NO INDIVIDUAL GAIN:

The FPNA does not contemplate pecuniary gain or profit to any of its members whatsoever, and there shall be no distribution of any profit or assets at any time to its members.
- C. NON-DISCRIMINATION
Floral Park Neighborhood Association is committed to fostering a welcoming and inclusive community where all residents are treated with dignity, respect, and fairness. We embrace diversity in all its forms, including but not limited to race, ethnicity, nationality, religion, age, gender, sexual orientation, disability, socioeconomic status, and political affiliation. As such, Floral Park Neighborhood Association prohibits discrimination, harassment, and prejudice of any kind within our community and in our giving projects. We strive to create an environment where everyone feels safe, valued, and able to fully participate in neighborhood activities and decision-making processes.

ARTICLE III LIMITS OF AUTHORITY and STANDING RULES:

- A. No individual or group shall be authorized to commit FPNA to any agreement or obligation without the specific approval of the FPNA Board Members.
- B. Standing Rules shall be established by the Board of Directors of FPNA (Board) and may be amended as necessary by the Board to facilitate the operation of FPNA in the absence of the General Membership.

ARTICLE IV MEMBERSHIP/VOTING PRIVILEGES:

- A. All residents within the boundaries of FPNA shall be members. Owner residents and non-owner residents shall be eligible for membership.
- B. Each occupied residence constitutes one vote.

ARTICLE V CONTRIBUTIONS:

Contributions are voluntary and levels, if any, are established by the Board.

ARTICLE VI FUNDS:

- C. Two funds shall be established.
First: The Sponsorship Fund. This fund is established to collect donations for Scholarships and Charities, as well as collect net revenues from all Home Tour Events – currently consisting of 1) Opening Night Gala (100%), 2) Hospitality Wine Garden (100%), and 3) Home Tour Activities (a minimum of 15% of the net proceeds). It also includes any funds received through the end of the calendar year specifically earmarked for scholarships and/or charitable giving. Expenditures in the following year are to consist of donations to Santa Ana non-profit organizations and a minimum of five (5) scholarships to graduating seniors of the Santa Ana Unified School District (including public schools chartered through SAUSD) or other public schools as may be determined by the sponsorship committee), and/or Santa Ana College, who are also Santa Ana Residents.

Second: The General Fund. All other revenue and expenditures not specified as being part of the Sponsorship Fund will be accounted for in the General Fund.
- D. Allocation of all yearly Sponsorship expenditures must be approved by the General Membership via approval of the FPNA budget.
- E. Once the Board and General Membership has allocated funds via approval of the budget, they cannot be reallocated for any other purpose. When allocated funds remain unexpended for twelve (12) months, they shall revert back to the General Fund unless otherwise reauthorized by the Board.
- F. The Board shall approve all expenditures from reserves that exceed allocated budgeted amounts. All disbursements shall be paid by check, which shall be signed by Treasurer or President. Any expenditure exceeding an amount established by the Standing Rules shall be signed by both the Treasurer and President.
- G. The Treasurer shall present a financial report to the Board Members each month and to the General Membership each quarter. The financial report shall consist of a Balance Sheet. The Board may request additional reports as appropriate.

ARTICLE VII OFFICERS/BOARD MEMBERS:

The Board Members shall consist of President, First-Vice President, Second-Vice President, Treasurer, Secretary, Membership Director, Social Director, Home Tour Director, Communications Director, and Parliamentarian. Co-Board Members may fill any Board Member position, other than those elected to serve as President and Treasurer.

Co-Board Members shall have one vote between them in all matters coming before the Board. All provisions of these Bylaws relating to the responsibilities of Board Members shall apply equally with respect to Co-Board Members.

ARTICLE VIII REQUIREMENTS OF BOARD MEMBERS:

- A. All FPNA Board Members are required to attend all monthly Board meetings, and all quarterly General Meetings. In the event that a Board Member's attendance is not possible, the Board Member must contact either the President or Secretary prior to the start of meeting. All FPNA Board Members shall be eligible for bonding.
- B. On a motion and second from a Board Member, the process to remove a Board Member for cause will start. Examples of cause for removal may include, but are not limited to: malfeasance, dereliction of duties, failure to comply with the vote of the Board majority, excessive absence from Board meetings, conflict of interest, and behavior that limits the Board's ability to function in a cohesive and professional manner. Removal of the Board Member shall be placed on the agenda of a meeting of the Board in Executive Session to be held within 30 days of the motion passing.

Any such Board Member whose removal is proposed shall be notified in writing of the reason for removal at least ten (10) days prior to the Executive Session and provided an opportunity to respond. The Board Member subjected to these actions can accept or decline the hearing in writing within 10 days of the notification or choose to resign from the position at that time. A mediator from Orange County Human Relations can be asked to attend hearing, if requested by any Board Member. Regardless, the Board will move forward to a vote on, permanent removal at the noticed Executive Session, which will require a two-thirds (2/3) vote of the Board attending the meeting. If the Board votes in favor of the removal, the Board Member shall be deemed removed.

- C. All FPNA Board Members shall not be salaried and shall not be related to any salaried personnel or to parties providing services, except as provided by federal and state conflict of interest laws and Article XVI of these Bylaws. Board Members cannot simultaneously provide salaried or compensated services while serving on the Board, but can be reimbursed for approved supplies used in the course of conducting business on behalf of FPNA.

Article IX DUTIES OF BOARD MEMBERS:

President: The President shall preside over all meetings of the FPNA and shall perform such duties as are necessary and proper for the administration of FPNA affairs. The President shall prepare agendas and ensure that all meetings are conducted according to parliamentary procedure.

First Vice President: The First Vice President shall assist in the administration of the affairs assigned to the President, and, in the absence of the President preside over any FPNA meetings. The First Vice President shall chair and direct the Sponsorship Committee, and oversee all Committee Chairs.

Second Vice President: The Second Vice President shall assist in the affairs assigned to the First Vice President, and, in the absence of the President and First Vice President preside over any FPNA meetings. The Second Vice-President shall chair and direct the Beautification Committee.

Treasurer: The Treasurer shall have custody of the FPNA funds, accounting to the Board at its monthly meetings and at such other times as prescribed by the Board. The Treasurer shall also serve as Treasurer for the Home Tour Committee. The Treasurer shall have the responsibility for all financial matters during his/her term, including closing out the books and preparing the tax returns with the assistance of a Certified Public Accountant. The Treasurer shall be responsible for procuring necessary insurance for the FPNA.

Secretary: The Secretary shall serve as Recording and Corresponding Secretary, shall maintain the association records, minutes and agendas of all meetings. shall take roll call at Board meetings. The Secretary shall maintain the FPNA Constitution, Bylaws, and the Standing Rules. The Secretary shall possess and be responsible for the key to the P.O. Box.

Membership Director: The Director shall maintain a General Membership roster in cooperation with the Treasurer. The Director shall prepare and deliver a welcome gift to new neighbors as quickly as possible after information is known, and plan at least three (3) neighborhood mixers each calendar year.

Social Director: The Director shall plan with Board approval all social events including the dates thereof.

Home Tour Director: The Director shall plan with the assistance of the Board the annual FPNA Home Tour.

Communications Director: The Director is responsible for newsletter, website, e-blasts, and signage. The Director shall publish and distribute newsletters to the General Membership on a schedule established by the Board and shall solicit and collect funds for newsletter and website sponsorship. General newsletter content is to be approved by the Board. The Director may establish and maintain Street Representatives to distribute Board approved communications.

Parliamentarian: The Parliamentarian shall act as Parliamentarian, annually review the Bylaws and the Standing Rules and make recommendations to the Board regarding same.

All officers shall submit a budget for Board approval annually on a schedule established by the Board, participate in the annual Transition Meeting, and sign the Code of Conduct, Conflict of Interest, and Acknowledgement of Fiduciary Duty.

ARTICLE X ELECTION OF OFFICERS/BOARD MEMBERS:

- A. Slate of candidates shall be introduced and nominations will be accepted from the floor at the Special Election Meeting. Annual election shall be held after the Special Election Meeting by mailed ballot, procedures as determined by Election Committee. Envelopes shall be opened and counted by an independent Elections Committee, with results tabulated at a time and place open to members of the Association. Election results shall be posted on the FPNA website and FPNA e-blast.
- B. The President, with the concurrence of the Board, will appoint a three (3) member independent Election Committee, not to include current Board Members, relatives of nominees or those running for Board Member positions, to oversee nominations and elections for the FPNA.
- C. A Board transition meeting shall be held annually, during the first full month of the newly elected term beginning July 1, for the purpose of maintaining Board continuity.
- D. Term of Office:
 - 1. Officers (President, First Vice President, Second Vice President, Treasurer, and Secretary): Twenty-five *(25) months, beginning July 1 and ending July 31 as listed in subsections 2 and 3.
 - 2. The President, Second Vice President and Secretary will be elected in even numbered years.
 - 3. The First Vice President and Treasurer will be elected in the odd numbered years.
 - 4. Directors: Thirteen months*(13) beginning July 1 and ending July 31 of each year.
*Term extended to July 31 with no voting rights in July, but to ensure ample time for transition of Board positions.
- E. Vacancies in Office. The Board shall fill the office for the unexpired term. For a one-year (1) term Board position or year two (2) of a two-year (2) term Board position. For the first year of a two-year Board position, the Board shall fill the office for the balance of the year, then hold an election for a one year term.
- F. Candidates may be nominated for a Board position by either being present at the Special Election meeting or through a letter of interest, presented at least forty-eight (48) hours before the Special Election meeting to the Board for conveyance to the General Membership at the Special Election meeting.
- G. If a Board Member moves out of the neighborhood during his/her term, he/she may complete his/her term of office with Board approval.

ARTICLE XI MEETINGS:

- A. General Membership meetings shall be held once each calendar quarter, and other meetings may be held for special topics as directed by the Board Members.
- B. Board meetings shall be held once per month and be open to the neighborhood.
- C. Only Board Members may vote at Board meetings.
- D. The President or three (3) of any other Board Members may request a closed executive session.
- E. All meetings may be held by means of conference telephone, electronic video screen communication or any other electronic transmission authorized by the Board that is permitted by the California Corporations Code.
- F. The General Membership shall be given fourteen (14) days' notice of General Membership Meetings and the agenda.
- G. Board meeting dates shall be posted on the FPNA Calendar and the agenda posted on the website 5 calendar days prior to the meeting.

ARTICLE XII QUORUM:

- A. General Membership meetings: No quorum is required.
- B. A quorum for any meetings of the Board shall be five (5) Board Members.
- C. Proxies shall not be recognized for any reason.

ARTICLE XIII COMMITTEES:

- A. The President shall appoint committee chairs, with approval of the Board.
- B. A committee chair shall select no less than two (2) FPNA members for their committee.
- C. Each committee chair shall report to the Board in a manner specified by the President.

ARTICLE XIV PARLIAMENTARY AUTHORITY:

The New Robert's Rules of Order shall be the parliamentary authority for FPNA.

ARTICLE XV AMENDMENTS:

These Bylaws may be amended by majority vote of the Board, and be ratified by majority vote of the General Membership present at the General Membership meeting at which they are presented for ratification. Notice of a vote to be taken on ratification of Bylaw amendments shall be given to the General Membership by newsletter, e-mail blast, and posting on the website homepage at least two (2) weeks in advance of the date for the General Membership meeting when the ratification vote is to take place.

ARTICLE XVI CONFLICTS OF INTEREST:

- A. **Duty to Disclose.** In connection with any actual or possible conflict of interest on the part of a Board Member, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board Members and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- B. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- C. **Conflict of Interest Policy.** The Board has established a Conflict of Interest Policy, which shall be signed annually by all Board Members and shall be maintained by the Secretary, or his or her designee. Members of the FPNA Board, committees, and other FPNA formed groups shall adhere to said policy. Board Members shall have the responsibility to enforce said policy.

ARTICLE XVII (17) DISSOLUTION:

In the event of the dissolution of the FPNA, dissolution shall occur in accordance with federal, state, and local rules and regulations.

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| Approved by General Membership Sept 1997 |
| Article X Section D As amended September 20, 2000 |
| Article IX Membership amended Nov. 15, 2006 |
| Article II, VI Amended |
| Article XVI & XVII added |
| Approved by Membership Sept 2008 |
| Article II, VI, VIII, IX, XII, XVI Amended |
| Approved by the FPNA Board June 7, 2011 |
| Approved by the General Membership June 12, 2011 |
| Change in terminology from “dues” to “contributions” and “advertisement” to “promotional sponsorship” approved by General Membership Nov 18, 2011 |
| Article X amendment approved by Membership 3/21/12 |
| Approved by the General Membership Nov 19, 2013 |
| Approved by the General Membership Sept 22, 2015 |
| Approved by the General Membership Sept 20, 2016 |
| Approved by the General Membership March 28, 2019 |
| Amendments Adopted February 9, 2021 |
| Amendments Approved by the General Membership March 13, 2025 |