

BY-LAWS OF THE RIVIERA ASSOCIATION

a California non-profit association

These By-Laws are in lieu of and supercede all previous By-Laws of the Riviera Association and all amendments thereto.

ARTICLE I

NAME, GEOGRAPHICAL TERRITORY AND PURPOSE

Section 1 - Name.

The organization shall be known as The Riviera Association. Its principal place of business shall be the office of the Secretary.

Section 2 - Nature and Area

It is a voluntary, non-profit organization composed of residents, property owners, and persons having an interest in or conducting a business or profession on property located in the Riviera area and territory contiguous on the north, more particularly shown on Exhibit "A" attached hereto and made a part hereof, situated in the City of Santa Barbara, County of Santa Barbara, State of California.

Section 3 - Purpose.

Its purpose shall be the continuous maintenance of the high standard of living and structural improvements generally characteristic of the area, including but not restricted to concern for matters of zoning, density, policing, roadways, utilities, traffic safety, fire protection, land use, view issues and neighborhood preservation in the geographical territory of the district. While the thrust of any action by the Association and its Board of Directors shall remain essentially limited to matters directly arising within the territory of the Association, any City- or County-wide problem which might affect the foregoing purposes of the Association may be a proper subject of action by the Association or its Board of Directors.

ARTICLE II

MEMBERSHIP

Section 1 - Qualifications.

Any person, whether individual or corporate, who resides in, owns or has a legal interest or conducts a business or profession (as owner or managing director) in a property located within the geographical boundaries of the Association shall be eligible for membership in The Riviera Association upon payment of dues. Membership shall be personal and not related to or limited by specific parcels of property.

Section 2 - Dues

Each member of the Association shall pay an annual membership fee as established by the Board of Directors which shall be due and payable January 1 of each year. Members whose dues are not paid prior to the Spring meeting of the Association in any given year shall be dropped from membership.

Section 3 - General Meetings.

The general meetings of the members of the Association shall be held in the spring and fall of each year at such a time and place as is designated by the Board of Directors. It shall be held for the purpose of election of Directors, and the transaction of other business as may lawfully come before the meeting. Notice of such General meetings shall be given to each member appearing on the books of the Association by written notice at least twenty (20) days prior to the meeting. Said notices shall be incorporated into the Newsletter sent to all members and shall state the time and place of the holding of such meeting.

Section 4 - Special Meetings.

Special meetings of the membership may be called by the Board of Directors, the President, or the Secretary. Notice of such special meeting shall be given to each member of the Association in writing at least five (5) days prior to such meeting. Said notice shall state the time and place of holding of such meeting and the purpose of said meeting shall be set forth in the call or notice and any business which may lawfully be transacted by the members may be transacted at any special meeting.

Section 5 - Quorum and Voting.

The members of the Association present in person or by proxy shall constitute a quorum at all meetings of the members of the Association for the transaction of business.

In all matters which shall come before the General or special meetings of this Association, each member of the Association shall have one (1) vote. Voting may be by proxy dated for the day of the meeting, signed by a member in good standing, and delivered to the Secretary, or any Board Member as agent for the Secretary, by the member named in the proxy as authorized to cast the vote for the signing member.

ARTICLE III **DIRECTORS**

Section 1 - Board of Directors.

The governing body of the Association shall be a Board of Directors composed of fifteen (15) paid-up members of the Association. The term of office of each director shall be three (3) years. No director shall serve longer than two (2) consecutive terms, except that any director appointed to fill a vacancy of less than one (1) year may serve an additional two (2) consecutive terms. Any director appointed to fill a vacancy of more than one (1) year shall serve only one additional consecutive term.

Section 2 - Nomination of Directors.

Nominations for directors of the Association shall be made by a nominating committee composed of three (3) or more members of the Association selected by the President and approved by a majority of the Board of Directors in attendance at a regular meeting of said Board. None of the members of such nominating committee shall be members whose directorships are involved in the election for which nominations are to be made. In addition to nominations by said committee, nominations for directors may be made from the floor by members at the Fall meeting and seconded by two (2) members other than the member so nominated.

Section 3 - Vacancies.

Whenever any vacancy on the Board of Directors shall occur by death, resignation, or otherwise, the same shall be filled as soon as practical by a majority vote of the remaining members of the Board. The person so chosen as a successor director shall hold office for the unexpired term of the director whose position is filled, subject to the provisions set forth in Section 1 of this Article.

Section 4 - Committees.

From time to time the Board of Directors may appoint such committees as it shall deem advisable. The Board shall specify the duties, select the members of the committee all of whom shall be members of the Association, and designate the number of members to serve on all such committees. Committee members need not be members of the Board of Directors, except that if an executive committee of the Board of Directors is established to which committee the Board delegates one or more of its functions, all members thereof shall be members of the Board of Directors. Any such executive committee shall consist of no less than five (5) members of the Board, one of whom shall be the President and at least one other shall be an officer of the association.

The Board of Directors may delegate to such executive committee such of its powers and duties as it may from time to time deem advisable provided, however, that all acts of such executive committee between meetings of the Board of Directors shall be reported to the Board of Directors at its ensuing meeting or special meeting and shall be subject to approval or disapproval by the Board of Directors at that time, except (1) where a particular act or decision has been specifically authorized in advance by a resolution of the Board of Directors; or, (2) where the matter is of such an emergency nature as to require immediate action so that the prior approval or special meeting of the Board of Directors is impossible.

Section 5 - Meetings.

The Board of Directors shall meet at least six (6) times a year at such a time and place as may be selected by the President. Notice of the time and place of such meetings shall be given the Board of Directors by phone or email at least one (1) week prior to the date of such meeting.

Special meetings of the Board of Directors may be called by the President or any two (2) directors with notice by phone or email without the one (1) week requirement stated above.

Section 6 - Powers and Duties.

The Board of Directors shall have the management and control of the business of the Association and shall employ such agents and or individuals as they deem advisable and fix the rates of compensation of all such persons. They shall have full and complete authority to determine the method or plan upon which the powers of this Association shall be exercised and may do everything necessary and proper in their discretion to accomplish the purposes of this Association and to do and perform all acts stated in Article I Section 3 of these By-Laws which state the purpose for which this Association is formed and to perform and transact all other business and acts which this Association is permitted to transact and perform by the laws of the State of California.

Section 7 - Quorum.

Eight (8) directors shall constitute a quorum at all meetings of the Board.

Section 8- Removal for Absence.

Any board member who is absent for two (2) or more unexcused board meetings in a twelve (12) month period, without notifying the secretary in advance of such absence, shall be automatically terminated from the Board.

ARTICLE IV
OFFICERS

Section 1-A - Selection of Officers.

At each Fall meeting of the members of the Association and immediately following the election of the Directors, the members by a majority vote, shall elect a President, a Vice-President, a Secretary and a Treasurer who shall also be Directors. The Secretary and Treasurer may be the same person. These officers shall perform the usual duties of such offices and the term of each office shall be one (1) year. The officers so elected shall not hold the same office for a period longer than three (3) consecutive terms and shall not receive compensation for their services in such capacities.

Should the President be unable to fill the position of Secretary, the President may recruit a Temporary Secretary from the General Membership, with compensation approved by the Board, if necessary, until such time as a Secretary may be elected from the members of the Board of Directors, by the Board of Directors. The position of Temporary Secretary shall not exceed a period of four (4) months.

Section 1-B - Nomination of Officers.

Nominations for officers of the Association shall be made by a nominating committee composed of three (3) or more members of the Association selected by the President and approved by a majority of the Board of Directors in attendance at a regular meeting of said Board. None of the members of such nominating committee shall be members whose offices are involved in the election for which nominations are to be made. In addition to nominations by said committee, nominations for officers may be made from the floor by members at the Fall meeting and seconded by two (2) members other than the member so nominated.

Section 2 - President.

The President shall be the chief executive officer of the Association and shall preside at all meetings of the members and directors. He shall have the general management of the business of the Association and such general powers as are usually vested in the office of the President of a Corporation and shall have such other powers and perform such other duties as may be described by the Board of Directors.

Sections 3 Vice-President.

The Vice-President, in the absence of the President, shall perform the duties and exercise the powers of the President and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 4 - Secretary.

The Secretary shall attend all sessions of the Board and all meetings of the members and record all votes and make minutes for all proceedings in a book, electronic file or other electronic medium to be kept for that purpose. The Secretary shall give or cause to be given notice of all General and special meetings of the members and directors as prescribed by these By-Laws and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors. The Secretary shall maintain and distribute to the Board, a list of the current board members and their contact information.

Section 5 - Treasurer.

The Treasurer shall have such powers as are usually vested in a Treasurer of a Corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors. The Treasurer shall keep the accounts of the Association current and shall render an account when requested by the Board of Directors and shall render a full account at each Fall meeting of the members. The Treasurer shall maintain a list of Association Members based on information collected with the annual dues.

Section 6 - Absence of Officers.

In case of the absence of any officer of the Association or for any other reason that the Board may deem sufficient, the Board of Directors may delegate for the time designated by the Board, the powers or duties or any of them of such officer to any other officer or to any director provided the majority of the entire Board vote in favor of such delegation of power.

Section 7 - Signatures.

All official papers involving the authority of the Association shall bear the signature of at least one of the following officers: President, Vice President or Secretary of the Association.

Section 8 - Expenditures.

Expenditures exceeding the sum of five hundred (\$500.00) must be authorized by affirmative vote of the Board of Directors. If not approved in a regular Board meeting, expenditures in excess of \$500.00 may be approved by a quorum of Directors obtained by email. All checks issued through the accounts of the association established for expenditures shall bear two signatures of the officers so designated, one of which shall be either the President or Treasurer.

**ARTICLE V
OPEN MEETINGS**

All meetings of the directors and any committee established by the directors except the nominating committee shall be open to any member of the Association except when personal matters are being discussed and except when matters are being discussed which affect or might affect existing litigation in which the Association is or may be a party.

**ARTICLE VI
RIGHTS OF MEMBERS IN ASSETS**

No member shall have any property right or beneficial interest in any of the assets of the Association. All of the assets now owned by the Association or to be hereafter acquired shall be held in trust for the uses and purposes of the Association. The Board of Directors shall hold and manage said assets as trustees thereof. In the event of dissolution of the Association, no member shall participate in the distribution of the Association's assets and such assets as are then available for distribution shall be disposed of as provided by law and the majority vote of the Board of Directors holding office at such time.

**ARTICLE VII
AMENDMENTS**

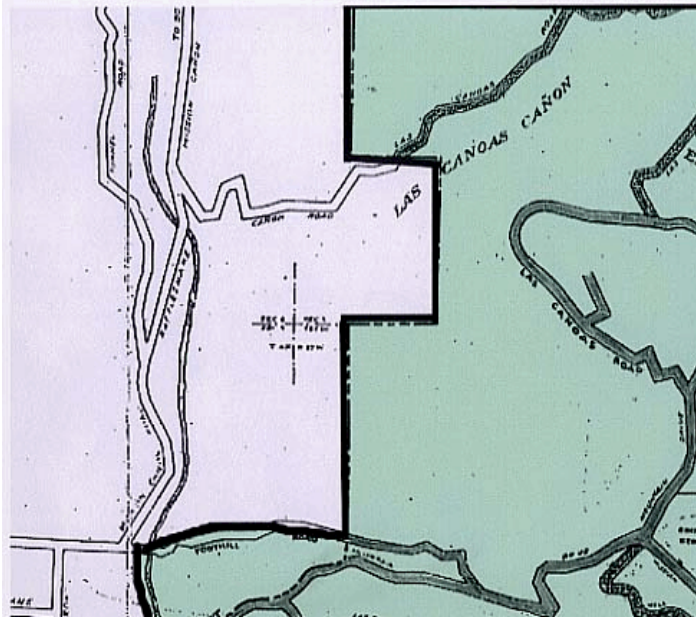
These By-Laws may be amended, added to, or altered by an affirmative vote of ten (10) directors at any regular or special meeting called for that purpose or in any other manner provided by law.

Adopted as the By-Laws of the Riviera Association this ___ day of _____. 2007, by the vote of the Board of Directors .

Attest:

President

Secretary



“A”

EXHIBIT