

**BYLAWS OF  
OurNRB**

A California Nonprofit Public Benefit Corporation

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**Article I. Name**

1.0 The name of this corporation is OurNRB.

**Article II. Purposes & Limitations**

2.0 The Purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Public Benefit Corporation Law.

3.0 Within the context of the general purpose stated above, this corporation is formed by the community of North Redondo Beach as a means to maintain and improve the physical surroundings of the AACAP Zone as well as the community environment in the neighborhood. OurNRB shall achieve these objectives by pursuing activities including, but not limited to physical improvements, beautification efforts, general maintenance, advertising and promotion, volunteer activities, farmers market, staging of events and involvement in the City and community development efforts.

4.0 No part of the net earnings of the corporation may inure to the benefit to any member.

**Article III. Boundaries**

5.0 The OurNRB boundaries shall consist of properties within the City of Redondo Beach north of Ripley Blvd, south of Graham Ave expanding to east and west borders of the City.

**Article IV. Membership**

6.0 Primary/Voting Member – constrained to any adult resident, property owner, business owner, sponsor or donor within the Boundaries described in Article III. Privileges include voting rights on key organizational matters, such as electing board members, approving significant policy changes, or amending bylaws.

7.0 Supporting/Non-Voting Member – open to any adult resident, property owner or business owner in the City of Redondo Beach or any sponsor or donor to the OurNRB outside of the Boundaries described in Article III. Non-voting members participate primarily through their engagement in activities and sponsorship support.

8.0 No member shall use the name of the Corporation, or membership in the Corporation, for political or economic gain, outside of the normal business relations established by reason of said membership, without prior written consent of the Board of Directors.

## Article V. Primary Funding

- 9.0 **Funding Agreement:** Funds may also be raised by OurNRB via independently sponsored special events, membership dues, sponsorship, donation. These funds raised by OurNRB shall be deposited and held in the OurNRB account as the funds collected.

## Article VI. Board of Directors

- 10.0 **Powers & Responsibilities:** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation and bylaws regarding actions that require the approval of the members, the corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the Board's direction.
- 11.0 **Qualifications:** Any regular member of the Corporation shall qualify to serve on the Board of Directors. The number of Board of Directors shall be an odd number not to be fewer than five (5) not more than nine (9). No more than two (2) Board of Directors may be Supporting Members as described in Article IV, Section 7.0.
- 12.0 **Term:** The Board of Directors shall be elected at each annual meeting of the Corporation and hold office for two calendar years, unless in the case of earlier resignation, removal from office, or death. Terms shall commence on April 1<sup>st</sup> ending on March 31<sup>st</sup> with the majority half of Board elected in even years and the remaining Board of Directors in odd years to allow for consistency.
- 13.0 **Nomination and Election of Directors:** All persons wishing to serve on the Board shall be a member, officer, or authorized representative of a member and submit their name to the currently sitting Board not less than forty-five days in advance of the upcoming election.
- 14.0 **Elections:** The voting representatives of membership shall elect Board of Directors. Elections shall occur at the 4th Quarter Annual Meeting of each calendar year. The candidates receiving the largest number of votes for each Board of Directors position will be designated to the position for the upcoming term. If election results do not fill all available Board positions, the newly elected Board of Directors may solicit, nominate, and appoint any qualified neighborhood resident for an open position without a vote by the general membership.
- 15.0 **Vacancy:** In the event of a vacancy on the Board of Directors the vacancy shall be filled by appointment of a replacement by the remaining Board of Directors. An appointed Board Member shall serve the remainder of the unexpired term of his predecessor on the Board, if any.
- 16.0 **Authority to Contract:** The Board of Directors, except as in the ByLaws otherwise provided, may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power of authority to bind the Corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purposes or any amount, except as provided in the California Nonprofit Corporation Law.

## Article VII. Officers

- 17.0 The Officers of the Corporation shall consist of the Directors serving as President, Vice President, Secretary, and Treasurer, plus any other offices as the Board may create Regular Directors. Officers may be combined.
- 18.0 Election of Officers: Officers shall be elected by a majority vote of board members. Election of officers shall be held at the first board meeting of the newly elected board members.
- 19.0 Term & Term Length: Officers' terms shall be one year in length and commence on April 1<sup>st</sup> ending on March 31<sup>st</sup>.
- 20.0 Duties of Officers:
- 20.1 President: Shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; shall sign any written instruments; shall be responsible for all distributions of notices; nominate standing committee Chairs (for Board majority approval); act as ex-officio member of all committees; and conduct business as necessary for the proper function of the Corporation.
- 20.2 Vice President: Shall act as President in place of the President's absence, inability or refusal to act; shall be responsible for Marketing and Public Relations matters; and shall exercise and discharge other duties as required by the Board.
- 20.3 Secretary: Shall keep a record of all proceedings and elections, maintain an accurate set of By-Laws of the Corporation; serve notice of the meetings of the Board and membership; cause news updates to be published and sent to the members on a regular basis, and shall exercise and discharge other duties as required by the Board.
- 20.4 Treasurer: Shall receive and deposit in proper accounts all monies of the Corporation and disburse such funds as directed by the Board; sign all checks; keep all proper books of account prepare statements of income & expenditures; cause to be prepared all proper tax documents; and shall exercise and discharge other duties as required by the Board.
- 21.0 Resignation & Removal of Officers: Any Officer may be removed from office by the Board of Directors with cause by a majority vote of the Board. Any Officer may resign from office and the Board by giving written notice to the Board, which resignation takes effect on the date of receipt. The acceptance of such resignation is not required. Officers may resign a specific Office, but remain on the Board as a Director.
- 22.0 Filling Unexpired Terms & Vacancies for Officers: Upon resignation or removal of an Officer, the Board may elect a replacement Officer from the current Board. New Officers are elected by a majority vote of the Board. Replacement Officers shall complete the term of the former Officer and may stand for election by the membership during the election for the next term period.

## Article VIII. Meetings

### 23.0 Board of Directors Meetings

- 23.1 Regular Directors Meetings: Regular meetings of the Board shall be held a minimum of four times per year. Notice of regular Board meetings shall be made to all Directors not less than five (5) days prior to the meeting. Board members agree to attend 75% of the meetings held annually. The Board may vote to remove a member of the Board for excessive absences.
- 23.2 Special Directors Meetings: Special meetings of the Board shall be called by the President or any two Directors. Notice of special meetings shall be given by email not less than two (2) days prior to the vote on any issue to be considered at the Special Directors meeting. All Directors shall vote by email on the issues considered at a special meeting.
- 23.3 Board of Directors Quorum: Every act or decision made by the Directors presented at a duly held meeting at which a quorum is present shall be regarded as an act of the Board. A quorum is defined as a minimum of 60% of Board of Directors.
- 23.4 Remote Attendance: Allowed under just cause. A quorum of Board Members must be present in person.

### 24.0 Meetings of Members

- 24.1 Regular Meetings of Members: General meetings of the members shall be held once a year within 30 days of the end of the fiscal year unless otherwise notified.
- 24.2 Notice of Meetings: Written notice for each meeting of the members shall be given at the direction of the Secretary at least seven days in advance of the meeting. Such notice shall specify the time, day, location, and the purpose of the meeting.

## Article IX. Procedure

- 25.0 All meetings of the Corporation shall be governed by legally acceptable parliamentary procedures established by the Board of Directors. Unless otherwise specified by amendment or board action, Robert's Rules of Order (current edition) shall govern as the prevailing parliamentary format.

## Article X. Records & Inspection

- 26.0 The by-laws, books, records, and papers of the Corporation shall be made available during reasonable business hours, for inspection by any members in the principal office. Records of the Corporation must be in compliance with all applicable rule, laws and regulations for a period of not less than two years in a place designated by the Board.

## Article XI. Insurance

- 27.0 The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any

liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

## **Article XII. Indemnification**

- 28.0 Right of Indemnity - To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses", as used in this by-law, shall have the same meaning as in Section 7237(a) of the California Corporations Code.
- 29.0 Approval of Indemnity- On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, members present at the meeting in person or by proxy shall authorize indemnification.
- 30.0 Advancement of Expenses - To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 28 of these by-laws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is not entitled to be indemnified by the corporation for those expenses.

## **Article XIII. Dissolution**

- 31.0 Corporation may be dissolved only upon a written three-quarter vote of the Board. The Treasurer shall, after an affirmative vote for dissolution, distribute the balance of any surplus funds, after expenses, in accordance with the disbursement procedure recommended by the Board at that time, however subject to all laws relating to non-profit public benefit corporations.
- 32.0 No Member of the Corporation shall have any right, title or interest whatsoever in or to any property or asset that the Corporation may have or hereafter acquire. In the event of or upon the dissolution or winding up of this Corporation, the Directors or persons in charge of the liquidation shall distribute any assets remaining, after the payment or discharge of all the Corporation's debts or obligations, to a charitable organization holding an exempt status, or otherwise in accordance with California Nonprofit Corporation Law.

**Article XIV. Amendments to Bylaws**

33.0 These ByLaws may be amended or repealed, or new ByLaws may be adopted, by a majority vote of the Members, or by the vote of the majority of the authorized number of Directors pursuant to the provisions for action by the Board set forth in these ByLaws, at any regular or special meeting upon no fewer than 14 days written notice setting forth the intention to alter, amend, repeal, or adopt new ByLaws at such meeting.

**Article XV. Certification**

I, the undersigned, do hereby certify that I am the duly elected President and a Board Member of the Board of Directors of OurNRB, and that the foregoing By-laws constitute the succeeding By-laws of said Corporation, as duly adopted at a meeting of the Board of Directors, held on the 6<sup>th</sup> day of February, 2026, and ratified by a majority of the membership present at a regular meeting.

By: \_\_\_\_\_  
President