

BYLAWS

of the

**HACIENDA HEIGHTS IMPROVEMENT ASSOCIATION
(HHIA)**

**BY-LAWS OF
HACIENDA HEIGHTS IMPROVEMENT ASSOCIATION, INC.**

ARTICLE I: NAME

The name of this corporation is the "HACIENDA HEIGHTS IMPROVEMENT ASSOCIATION, INC.", (HHIA).

ARTICLE II: PURPOSE

The specific and primary purposes for which this corporation is formed are:

1. To foster and support those projects of improvement and development that will make Hacienda Heights a better place in which to live, and to do all things lawful and necessary and needful in connection therewith.
2. To develop and foster proper zoning and land use in the Hacienda Heights Unincorporated Community, assist the Los Angeles County Regional Planning Commission, and the Board of Supervisors, in studies, zone change requests, and other matters pertaining to land use in our area.
3. To unite in interest all of the property owners and residents of Hacienda Heights for the purpose of creating (non-partisan) community interest, and to effect a combined influence on matters pertaining to the development and welfare of Hacienda Heights.

ARTICLE III: HACIENDA HEIGHTS

Hacienda Heights, as referred to herein, means the area in Los Angeles County described as Hacienda Heights zoned District, Hacienda Heights Unincorporated Community (As defined by the Los Angeles County Board of Supervisors) and the Census Bureau, Hacienda Heights Census Designated Place (CDP).

ARTICLE IV: NONPROFIT CORPORATION

SECTION 1. This Corporation is an IRS 501 (c)(4) non-profit Social Welfare Organization under the Internal Revenue Code. This Corporation does not contemplate pecuniary gain or profit to the members thereof.

SECTION 2. Neither the members, the directors, nor the officers shall be personally liable for the debts, liabilities or obligations of the Corporation.

SECTION 3. Membership in this Corporation shall not in any way entitle any member to receive dividends, profits or other monetary returns from this Corporation, other than reimbursement for out of pocket expenses individually substantiated in writing and approved by the Board of Directors. No member of this Corporation shall have any property rights whatsoever in or to any of the assets owned by this Corporation. No member shall be entitled to a distributive share of the assets of the Corporation in the event of dissolution or other termination or liquidation of this Corporation.

ARTICLE V: MEMBERSHIP AND DUES

SECTION 1. An eligible membership shall be adult residents or owners of a business in Hacienda Heights. Membership shall be defined as an individual, a married couple, or registered domestic partners.

SECTION 2. Memberships consist of an 'Annual' Membership or a 'Lifetime' Membership. The membership cycle begins on July 1 and ends on June 30. Upon payment for an annual membership, that membership is for twelve (12) months. If renewal dues are not received by September 30, the member's name will be dropped from the membership list. Upon payment for a lifetime membership, that membership is paid in full.

SECTION 3 Each eligible membership as a married couple or registered domestic partners is entitled to hold only one vote and may vote at any regular or special meeting of the members of this corporation except as otherwise specified in Article VII, Section 5, even though they may qualify in more than one of the categories outlined in Section 1. A membership by a business in Hacienda Heights must be registered in the name of the owner in order to qualify for a vote. Clubs and associations are eligible to be non-voting members.

SECTION 4. Membership in this Corporation and the exercise of the rights and privileges appurtenant thereto, shall be non-transferable.

SECTION 5. Annual membership dues are provided in Exhibit "G". Annual membership dues paid outside of the membership dues year (July 1 through June 30) shall follow an established fee table as provided in Exhibit "G".

ARTICLE VI: PRINCIPLE OFFICE

The principle office for the transaction of business of the Corporation shall be located at such a place in Hacienda Heights as determined by the Board of Directors. The mailing address of the Corporation shall be Post Office Box 5235, Hacienda Heights, California 91745. The Board of Directors has full power and authority to change said office or mailing address from one location to another within Hacienda Heights.

ARTICLE VII: ASSOCIATION MEETINGS

SECTION 1. The annual meeting of this Corporation shall be held in January of each year, at such time and place as shall be determined by the Board of Directors. The annual meeting shall be prior to the January General Membership Meeting. EXHIBIT "A" is a guide for the agenda and conducting the annual meeting.

SECTION 2. Special meetings of the members shall be held at such time and place as selected by the Board of Directors of the Corporation upon ten (10) days notice to the members.

SECTION 3. Twenty (20) members shall constitute a quorum at any annual, regular or special meeting of the members.

SECTION 4. Regular scheduled General Membership Meetings shall be held monthly. Such meetings shall be open to all members and the public.

SECTION 5. Members of the Board of Directors shall be elected at the Annual Meeting of the members of this Corporation, in accordance with the instructions which are attached hereto and made a part hereof, marked EXHIBIT "B", Guide for Ballot Procedure Instruction. In order to be eligible to vote in the annual election a member must be in good standing 60 days prior to the Annual Meeting. A plurality of votes shall elect Directors.

SECTION 6. At the September General Membership Meeting, the Board of Directors shall elect five members of the Corporation to serve as a nominating committee. No member of the nominating committee may be nominated as a Director-Candidate. The nominating committee is prohibited from opening and counting ballots which shall be done in accordance with EXHIBIT "A". This committee shall select at least six members as Director-Candidates and shall present the slate at the October General Membership Meeting and at the November General Membership Meeting. At both meetings, nominations may also be made from the floor. The nominating committee shall verify the eligibility of all nominees. At the November General Membership Meeting each nominee must accept, either in person or by a signed statement submitted on his behalf. EXHIBIT "C" is a draft letter guide to accompany the ballots mailed to members.

SECTION 7. If the total number of candidates nominated does not exceed the number of Directors to be elected the vote may be taken by voice (viva-voce). If this occurs, ballots will not be mailed and all procedures required in connection with the content, mailing, control and counting of ballots will not be required.

SECTION 8. EXHIBIT "E" provides a guide for the "Rules of Procedure" for meetings.

ARTICLE VIII: DIRECTORS

SECTION 1. Subject to limitations of the Articles of Incorporation of these Bylaws, and of the Statutes of California, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be controlled by the Board of Directors.

SECTION 2. The number of voting Directors of the Corporation shall be twelve (12). Each director shall be a member of this Corporation for at least six (6) months immediately preceding election. Each director shall be a permanent resident of Hacienda Heights.

SECTION 3. The Directors shall be elected at the Annual Meeting. If any such Annual Meeting is not held or the Directors not elected, Directors may be elected at any special meeting of the membership on proper notice. All Directors shall hold a term for two (2) years or until their resignation and/or removal. A Director shall be eligible to succeed his/herself for two consecutive two year terms. After the expiration of the third consecutive two year term, a Director shall be ineligible to succeed his/herself for at least one year following the expiration of their last regular term. Six (6) new Directors shall take office at the January General Membership Meeting. After all unfinished business has been disposed of and before new business is entertained.

SECTION 4. Vacancies of Directors and/or officers may occur in the following manner:

A. RESIGNATION – A Director intending to resign should notify the President and Secretary in writing. Their written statement should be dated, signed, include a reason and effective date of the resignation. The President shall notify the other Board members within ten (10) days of receipt of notice of resignation.

B. DEATH – Upon death of a board member, a vacancy is immediately created. It is the President’s responsibility to notify the other board members within 10 days of his/her knowledge of same.

C. REMOVAL BY THE BOARD – The Board of Directors shall have the authority to remove a Director from office or any of its officers by a 2/3 vote of the Board of Directors for excessive absences from Board meetings as described below. The Secretary shall provide notice to all Directors, provided at least ten (10) days prior to said meeting in which a removal election is anticipated. Removal by board action may include the following circumstances:

1. At the time of a third consecutive unexcused absence from regularly scheduled meetings of the Board of Directors and general membership.
2. At the time of a fifth absence of any calendar year from regularly scheduled meeting of the Board of Directors and general membership. Failure to be present during at least two-thirds of a regular meeting shall constitute an absence.

3. The Secretary of the Corporation shall certify the occurrence of the above at the time of occurrence and shall enter such certification in the minutes of the Corporation. The Secretary shall notify any Director of his automatic removal from office by mail or E-mail with copies to the Board members.

4. Absences due to, but not limited to, serious illness, family emergencies or circumstances beyond the Director's control shall be considered excused absences. The Officers of the Corporation shall discuss impending actions to include removal from the board. Recommendations will be made to the Directors and discussed in a closed meeting at a General Membership Meeting to determine if the above does not apply to item (1) or (2).

D. REMOVAL BY MEMBERSHIP – A Director may be removed on the vote of 2/3 of the members present at a membership meeting; provided notice of intention to remove is given the membership in writing at least thirty (30) days prior to the meeting. (Except as provided in Article VIII, Section 4E.)

E. AUTOMATIC REMOVAL – A Director shall be automatically removed from office upon the occurrence of any of the following, but not limited to:

1. Has been convicted of a felony.
2. When no longer a permanent resident of Hacienda Heights.

SECTION 5. Vacancies on the Board of Directors shall be filled by a majority of the remaining Directors. All remaining Directors must receive written notice within ten (10) days of a vacancy. Vacancies on the Board of Directors shall be filled within thirty (30) days after the effective date of the vacancy. In all cases Directors elected to fill vacancies shall take office immediately upon election, except when the Board has selected a successor prior to the indicated effective date of a resignation. In such case, the successor shall not assume office until the effective date of the related resignation. The successor will complete the term of the Director being replaced. This term does not count as one of the three terms the successor would be eligible to serve.

SECTION 6. Seven (7) Directors will constitute a quorum for the transaction of business by the Board, except if Board vacancies exist, then a majority of the remaining Directors shall constitute a quorum. If no quorum is present at a General Membership Meeting, the meeting may nevertheless be called to order solely for the purpose of recording attendance, but no business may be transacted.

SECTION 7. The President shall hold a special meeting of the Board within 5 days after receiving a written request from five Directors to do so. Notice of any special meeting must be made known to each Director at least forty eight (48) hours prior to the meeting date and time. The notice must disclose the nature of the business to be discussed.

SECTION 8. Notification of actions described above may be accomplished by U.S. Mail, electronic mail (E-mail), or other verifiable means.

SECTION 9. Board actions may be taken in an emergency without a Board meeting if two-thirds (2/3's) of the Board members meet and then consent in writing to the action.

SECTION 10. A majority of the Board present is necessary for passage of a motion. The President is a full voting member of the Board.

SECTION 11. No member of the Board of Directors of this Corporation shall receive compensation for acting as a Director; nor shall any member receive compensation for acting as an officer.

SECTION 12. All powers of the Board of Directors as set forth in these Bylaws shall be subject to the discretion of the voting members of this Corporation at their Annual Meeting or other meetings. EXHIBIT "D" outlines the standing rules of HHIA.

ARTICLE IX: OFFICERS AND RESPONSIBILITIES

SECTION 1. OFFICERS: The Officers of this Corporation shall be President, Vice President, Secretary, and Treasurer, all of whom shall be elected by the Board of Directors. The Board may elect such other officers, as it deems necessary. Officers shall be elected at the January General Membership Meeting. The election of officers shall occur under new business at the January General Membership Meeting. It shall be the responsibility of each outgoing officer to transfer custody of all materials and equipment to their successor.

SECTION 2. PRESIDENT: The President shall be the chief executive officer of the Corporation, the Chairman of the Board of Directors, and shall preside at all meetings of the Board and of the general membership. The President shall:

- A. Exercise general supervision, direction and control of the activities of the corporation and its officers.
- B. Acquaint the officers and committee chairpersons of their duties.
- C. Be an ex-officio, a non-voting member, of each committee except the nominating committee.
- D. Have the power to call special meetings of the membership when requested to do so by five (5) Directors, in writing.
- E. Appoint all committee chairpersons not otherwise provided for by resolution. All Directors shall review and approve the selections. The President or Vice President, with the Secretary, shall sign all written contracts and financial obligations of the organization authorized by the Board of Directors. The President will do and perform other duties that properly pertain to the office.

SECTION 3. VICE PRESIDENT: In the absence or disability of the President, the Vice President shall perform all of the duties of the President and while so acting shall have all the powers, and be subject to the same restrictions, as the President.

SECTION 4. SECRETARY: The Secretary shall:

- A. Keep or cause to be kept in a permanent book, the minutes of all meetings of the Board and of the membership. Such minutes will include all relevant notices of meetings, consents, agendas, and committee reports submitted at such meetings.
- B. Keep or cause to be kept a list of the current members. Said list shall be available to the Directors at all meetings.
- C. Conduct the routine correspondence; receive all communications addressed to the organization or to the proper committee.
- D. Issue notices of all meetings and prepare a list of Officers and committees, including their names, address, and telephone numbers to be distributed to each Director.
- E. Maintain an updated inventory and location of the property of the Corporation.
- F. Prepare, or cause to be prepared, all filings with the Regulatory Agencies associated with the State of California related to this Corporation's nonprofit status.

SECTION 5. TREASURER: The Treasurer shall:

- A. Collect all fees, dues, and accounts and give proper receipts.
- B. Have charge of all funds and shall deposit them to the credit of the Corporation in such depositories as may be designated by the Board of Directors and shall pay all duly approved expenditures.
- C. Maintain records relating to the foregoing, all of which shall be at all times open to the inspection of the officers and the Board of Directors.
- D. Present at each Annual Meeting a detailed written statement showing the receipts and expenditures during the previous fiscal year, which statement must be duly audited after the meeting by an auditing committee consisting of three (3) active members, to be appointed by the Board of Directors at the Annual Meeting.
- E. Prepare, or cause to be prepared, all tax returns, and may be required to provide a bond for the faithful performance of his duties, in such amount and with such securities as the Board of Directors may require, the premium on the bond to be paid by the organization.
- F. Present a budget for the coming calendar year. The budget process is proscribed as follows:

1. The Officers of the Corporation will meet and review the budget for the previous year. A draft budget for the coming calendar year will be drafted and presented at the November General Membership Meeting.
2. A preliminary budget will be completed by the December General Membership Meeting and finalized at said meeting.
3. The approved budget will take effect on January 1st of each year.

SECTION 6. Said officers shall hold office for one (1) year and until their successors are elected.

SECTION 7. Officers of this corporation shall be required to be members of the Board of Directors.

SECTION 8. If the office of President, Vice President, Secretary or Treasurer becomes vacant, by reason of death, resignation, disqualification, or otherwise, the Board of Directors shall choose a successor or successors to hold office for the unexpired term.

SECTION 9. The immediate Past President of the Association, if their term as a Director has expired, shall be a non-voting member of the Board of Directors, unless they shall have been removed from office, during the year following the end of their term of office, except in the absence of a quorum, the immediate Past President shall act as a voting Director at that meeting.

SECTION 10. Each principal Officer and committee chairperson has the duty of preparing and maintaining a "Directors Binder" which describes in working detail the responsibilities, activities, and procedures of their office. Such book shall be delivered to the officer's successor upon the successor assuming office. EXHIBIT "F" provides a guide for the "Directors Binder".

ARTICLE X: COMMITTEES

SECTION 1. The standing committees of this Corporation shall be the Zoning Committee, the Code Enforcement Committee, the Streets and Highways Committee, the Parks and Recreation Committee, the Membership Committee, the Program Committee, the Environmental Improvement Committee, and the Public Relations Committee.

SECTION 2. Additional standing Committees and/or interim committees shall be established as the President, with the concurrence of a majority of the Board, shall deem necessary.

SECTION 3. The President shall appoint the chairperson of each committee. All such appointments must have the approval of a majority of the Board of Directors. Each appointee shall continue their chairpersonship until replaced by appropriate Board action.

SECTION 4. The President shall appoint all standing committee chairpersons by the February General Membership Meeting. If any standing committee chairpersons have not been approved and confirmed by the Board by that date, it must be filled by action of the Board at its next meeting.

SECTION 5. Recommendations to remove a committee chairperson must have the approval of a majority of the Board.

SECTION 6. The chairperson of each standing committee shall select committee members as needed.

SECTION 7. Each chairperson shall select their committee members from the general membership, including the Board. No Director may serve on more than two standing committees and one interim committee at the same time. Each chairperson shall submit to the President, and keep current, a list of committee members.

SECTION 8. At all committee meetings, a majority of the committee shall constitute a quorum. Each committee shall maintain a written record of its activities, including copies of any correspondence received or sent as previously instructed by the Board of Directors, and shall retain all relevant material. On a monthly basis, each chairperson shall submit to the Board a written summary of the substance of the committee's activities for the preceding period. These materials shall be submitted in sufficient time to distribute the materials to each Board member prior to a General Membership Meeting.

ARTICLE XI: MISCELLANEOUS

SECTION 1. Changes in the Bylaws may be made only by a vote by HHIA members in good standing by submitting a ballot distributed to its members. A plurality of votes shall accept or decline the revised Bylaws.

SECTION 2. The Corporation shall keep at its principal office or at a designated location a copy of the Bylaws as amended to date certified by the Secretary. Said copy shall be open to inspection by the members at all reasonable times and upon written request to the Secretary to inspect said document.

SECTION 3. The Board, by resolution, shall designate those persons who may endorse instruments payable to the Corporation and who may execute instruments issued by the Corporation, provided the President must be a signatory to any instrument in excess of \$300. All expenditures must be authorized by a majority of the total number of Directors.

SECTION 4. Unless authorized by the Board of Directors, no officer, agent or employee of this Corporation shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

SECTION 5. If at any time this Corporation shall be dissolved, its remaining funds and property, after payment of all indebtedness, shall be distributed for the benefit of HACIENDA HEIGHTS, in such manner as the Board of Directors shall determine, subject to the provisions of Article IV, Section 3 of these Bylaws and the provisions governing IRS 501(c)(4) organizations.

SECTION 6. These Bylaws, Robert's Rules of Order, or Newly Revised (or latest edition) shall be used as a guide.

SECTION 7. The records, books, and Membership Directory of this Corporation shall be kept at the principal office or other designated location. All records shall be open for inspection by members of this Corporation and upon written request to the Secretary to inspect said documents.

SECTION 8. All matters not specifically provided for in these Bylaws shall be matters of policy to be determined by the existing Board of Directors.

SECTION 9. The President, with the approval of the Board of Directors, may appoint a Parliamentarian who is not a Board Member.

SECTION 10. The fiscal year of this Corporation shall end the last day of each calendar year, effective in 1977.

SECTION 11. Dissemination of external written communications requiring Board approval are described in Exhibit "H".

SECTION 12. These amended Bylaws to be effective on February 1, 2023.

SECTION 13. "Exhibits" contained herein provide guidance on procedural activities. These Exhibits may be revised as deemed necessary by the HHIA Board of Directors. Doing so does not require parliamentarian voting to amend or revise the HHIA Bylaws.

ARTICLE XII: CERTIFICATION

These amended Bylaws and a Summary of Changes were provided along with instructions for reviewing and voting in the December (2022) HHIA Newsletter.

These amended Bylaws were proposed at the Annual Business Meeting on January 18, 2023, by the HHIA President. A motion to accept the revised Bylaws was made by Director Murray Edwards and seconded by Director Andrea Gordon. A vote by Members in attendance was conducted and carried by a two-thirds majority. Results of the motion were a vote: Number of votes (total): 43 Votes by decision: Yea: 38 Nea: 5.

Signatures:

Eric Kempell 1-18-2023
Motion to Accept Date

Andrea Gordon 1/18/2023
Motion to Second Date

These Bylaws were approved on the above date with more than a two-thirds majority vote.

Scott W. Mantua 1-18-23
President Date

EXHIBIT "A"

GUIDE: AGENDA FOR ANNUAL BUSINESS MEETING

Location: _____

January __, 20__

1. REGISTRATION OF MEMBERS AND GUESTS
 - a. Membership Chairperson to verify members.
 - b. Public Relations Chairperson to sign in guests.
 - c. Vice President for general reception.

2. THE VICE PRESIDENT, PRIOR TO CALL TO ORDER, SHALL COME FORWARD AND ANNOUNCE A LAST CALL FOR RECEIPT OF BALLOTS FROM THE MEMBERSHIP BY THE NOMINATING COMMITTEE. THIS MUST BE DONE BEFORE THE CALL OF ORDER BY THE PRESIDENT PURSUANT TO ARTICLE VII, SECTION 6 OF THE BYLAWS.

3. CALL TO ORDER BY PRESIDENT
 - a. Flag salute and pledge.
 - b. Welcome by President.
 - c. President shall direct that ballots be opened and counted by at least six (6) members chosen from those present.

4. PRESIDENT REPORTS
 - a. Accomplishments: (Suggestion: No longer than 15 minutes)
 - b. Projects under way:
 - c. Goals for the future:

5. COMMITTEE REPORTS
 - a. All Chairpersons
 - b. Treasurer's Annual Report
 - c. Nomination of Chairperson and two (2) auditing members for HHIA account records.

6. NEW BUSINESS
TABULATED BALLOT RESULTS SHALL BE REPORTED TO THE PRESIDENT AND ANNOUNCED TO MEMBERSHIP AND POSTED
 - a. President thanks volunteers who counted ballots
 - b. Recognition of new Directors by President
 - c. Other

7. ANNOUNCEMENTS

8. ADJOURNMENT

EXHIBIT "B"

INSTRUCTIONS FOR BALLOT PROCEDURE AND GUIDE

1. The President shall direct the Public Relations Chairperson to publicize the nominating rules, procedures and schedule in the June Newsletter.
2. The Nominating Committee shall verify the eligibility of all candidates.
3. Nominees must qualify for election pursuant to Article VIII, Section 2 and must complete a Nominee Questionnaire.
4. Nominees must be present, in person to accept or reject nomination, except that they may accept by written statement presented by the person making said nomination.
5. The Public Relations Chairperson shall publicize the biographical sketches of candidates in the December HHIA Newsletter.
6. It is the intent and the duty of the Nominating Committee to be charged with the following:
 - a. Preparation
 - b. Printing
 - c. Distribution: Ballots to be mailed on or before December 10th
 - d. Collection
 - e. Delivery of Ballots to Annual Meeting

The Nominating Committee is prohibited from opening and counting sealed ballots. This shall be done according to Section 3.c of Exhibit "A".

EXHIBIT "C"

(HHIA Letterhead Black & White)

Dear Member:

Enclosed is your ballot, for use in voting for candidates for the Board of Directors.

You may vote for six or less candidates, write-in candidates included. Each "membership" is entitled to one (1) vote. In the case of a married couple or registered domestic partners living at the same address, one (1) ballot must be placed in an envelope. The sealed ballot envelope should be placed in the HHIA addressed envelope.

Each voter must sign the HHIA addressed envelope in the space provided in the upper left hand corner. This is only for the purpose of verifying your membership and can in no way be used to identify your ballot.

Please print your name and address above your signature on the mailing envelope.

We urge you to exercise your right to vote. Those elected will speak for the Hacienda Heights Improvement Association, of which we all are a part of.

Very truly yours,

Nominating Committee Chairperson

EXHIBIT "D"

HHIA PROPOSED STANDING RULE

(As of December 13, 1989 – effective January 1, 1990)

1. Each year the President shall be responsible for the maintenance of the permanent on-going Record Book of Directors. The book shall list name, address, telephone, date elected or appointed, office(s) held, length of time in office, and committee(s) chaired.
2. The membership list, maintained by the secretary, for inspection by members shall be comprised of the following; member's name, date of originally joining the organization and most current renewal date.
3. The secretary shall be responsible for maintaining an attendance sheet of Directors and publicly reporting at each meeting during roll call, the total number of absences for any absent Director. Additionally, the Secretary shall indicate if it is a second consecutive absence.
4. Upon leaving the Board, Directors, who have completed one full term (2 years) of office shall receive a token of recognition and appreciation. The Vice President shall be responsible for obtaining the gift, not to exceed \$40.00
5. Directors who serve less than one full term (2 years) of office shall receive a certificate of appreciation. The Vice President shall obtain and maintain a supply of certificates.
6. An outgoing President, after having served a minimum of one full term (2 years) receives a plaque not to exceed \$50. The Vice President shall be responsible for obtaining the gift.
7. Upon death of a "sitting" director, a memorial remembrance, not to exceed a value of \$75.00 shall be sent to the family from the remaining Board of Directors. The responsibility for this task lies with the President.
8. The Board of Directors shall hold a workshop to familiarize rules, Bylaws, procedures, etc. each year, for the coming year. This workshop shall be held between the January and the February General Membership Meetings.
9. Committee chairpersons shall announce the members of their committees at the March General Membership Meeting.

EXHIBIT "E"
RULES OF PROCEDURE

These procedural rules govern the conduct of the meetings of the Board of Directors:

1. Before speaking, one must first obtain the floor.
2. A motion always precedes debate.
3. Motions must be clear and to the point.
4. Each member has the right to speak twice on the same question, but cannot speak the second time as long as any member who has not spoken on the question desires the floor.
5. Debate must be germane.
6. Amendments are made by:
 - a. Inserting or adding words
 - b. Striking out words
 - c. Striking out and inserting words
 - d. Substituting one paragraph for another.
7. To limit debate: "Move the previous question."
8. Disposition of the motion:
 - a. Lay on the table
 - b. Postpone to a definite time
 - c. Commit or refer by placing item on the agenda
 - d. Vote

EXHIBIT "F"
DIRECTORS BINDER

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The Directors Binder may contain additional support documents and references as deemed helpful by the President or Director responsible for the development of this binder.

EXHIBIT "G"

ANNUAL MEMBERSHIP DUES AND PRORATED DUES SCHEDULE

Annual dues are forty dollars (\$40.00) a year. HHIA's membership cycle begins on July 1 and ends on June 30 of the following year. Annual membership dues paid outside of the membership cycle are prorated as described below. Lifetime dues are a one-time payment in the amount of two hundred (\$200.00).

Annual membership dues paid between July 1 thru September 30: \$40.00

Annual membership dues paid after September 30, will require prorated amounts as follows:

Annual membership dues paid between October 1 thru December 31: \$30.00

Annual membership dues paid between January 1 and March 31: \$20.00

**Annual members can pay the prorated amount and the full*

following year's amount: \$60.00

Annual membership dues paid between April 1 thru June 30: \$10.00

**Annual members can pay the prorated amount and the full*

following year's amount: \$50.00

EXHIBIT "H"

EXTERNAL WRITTEN COMMUNICATIONS REVIEW REQUIREMENTS

PURPOSE:

To provide guidance for the creation, review, approval, and dissemination of correspondence from the HHIA Board of Directors.

GUIDELINE:

Any letter or memo written for distribution to external recipients under the HHIA logo is subject to the following review:

1. Any member of the HHIA Board of Directors may write a letter or memo.
2. Any document that states an HHIA position or questions any proposal, litigation, appointment or other pending action must be reviewed and approved by the HHIA Board of Directors. The document should include all submitted Board comments.
3. Approval will require a greater than 50% majority of the board members voting in favor or opposing. A quorum of seven (7) or more Board Members is required to participate to validate a voting process.
4. Abstention will be considered as participating however; will not be considered either an approval or objection for the purpose of voting to favor or oppose.
5. Responses must be made in a timely fashion. If a rush review is required it should be requested by either text, e-mail or voice and reviewed within 4 calendar days. Routine reviews should be completed within 7 calendar days.
6. Any document simply stating thanks, condolences, congratulations or other acknowledgement is not subject to review.
7. All approved documents stating an Association position will be posted on the HHIA website. Others need not.