

**BYLAWS OF THE TROPICS RESIDENTS' CLUB, INC.**  
**A NONPROFIT ORGANIZATION**  
**ALAMEDA COUNTY, CALIFORNIA**

**ARTICLE I**  
**OFFICE**

**SECTION A. PRINCIPAL OFFICE:**

The principal office for the transaction of business of the Corporation is hereby fixed and is located at 33000 Almaden Blvd. (Tropics Mobile Home Park facilities), Union City, Alameda County, California 94587.

**ARTICLE II**  
**OBJECTIVE**

**SECTION A.**

**THE TROPICS RESIDENTS' CLUB, INC.** is a nonprofit organization founded for the purpose of bringing together all residents in a spirit of friendliness and good fellowship to share in the pleasures of mobile home living, sociability, entertainment and community betterment.

**ARTICLE III**  
**MEMBERS**

**SECTION A.**

All legally registered residents of the Tropics Mobile Home Park are eligible to be members of the Club, and are subject to Park rules and State of California laws.

**SECTION B.**

It will be the responsibility of each member to adhere to Park rules and regulations.

**ARTICLE IV**  
**MEETINGS OF MEMBERS**

**SECTION A. ANNUAL MEETING:**

An Annual meeting of the membership shall be held on the second Thursday in the month of July, at the hour of 7:00 p.m., to be consistent with all other meeting times, for the purpose of electing directors and for the transaction of such other business as may come before the membership. If the day fixed for the Board Meeting in July will be a legal holiday in the State of California, such meeting shall be held the next succeeding week. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment hereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may conveniently be held. Such meeting shall be posted to the membership at least seven (7) days before such meeting.

### **SECTION B. MONTHLY MEETINGS:**

A regular meeting of the members (General Meetings) shall be held on the second Thursday of each month at 7:00 p.m. If the day fixed for the Board Meeting is a legal holiday in the State of California, the General Meeting shall be held the next succeeding week. Each member shall be entitled to one vote. No meeting of the General Membership shall be competent to transact business unless twenty (20) of the voting membership are present.

### **SECTION C. SPECIAL MEETINGS:**

Special meetings of the members may be called by the Board of Directors, and notice of such special meeting shall be posted to the General Membership at least seven (7) days before such meeting, as set forth in Section A above.

### **SECTION D. BOARD OF DIRECTORS' MEETINGS:**

Regular meetings of the Board of Directors (Board Meetings) shall be held on the first Thursday of each month at 7:00 p.m. If the day fixed for this meeting is a legal holiday in the State of California, such meeting shall be held the next succeeding week. Special Board Meetings may be held at any time, for a specific purpose. Notice of such meeting shall be given to each Director personally, or by telephone, at least twenty-four hours before such meeting, and consider a majority a quorum. Emergency Board Meetings may be called, for a specific purpose, if an immediate decision by the Board is necessary. All Board members must be contacted personally or directly by telephone and noted in the minutes. If any Board Member is excluded from notification or attendance at a Board Meeting, all decisions made at such meeting are invalid. No decision or motion may be made unless a quorum is present at the meeting.

### **SECTION E. MEMBERSHIP VOTING:**

Any action required by law or by these bylaws to be taken at all meetings of the members will be taken by a majority vote of all members attending said meeting once a voting quorum of twenty (20) is present at the said meeting for the transaction of said business by hand vote.

### **SECTION F. RULES GOVERNING MEETINGS:**

Roberts' Rules of Order will be used as proper procedure for all Board, Special Board, and General Meetings. The Secretary is to have a current copy of Roberts' Rules of Order at each meeting.

## **ARTICLE V DIRECTORS**

### **SECTION A. BOARD OF DIRECTORS:**

The Board of Directors shall consist of nine (9) members: President, Vice-President, Secretary, Treasurer, and **five** Board Members-at-Large. All Board Members have one vote.

## **SECTION B. NOMINATION AND ELECTION OF DIRECTORS:**

At the General Meeting held in the month of April, a Nominating Committee of at least three general members shall be appointed by the President. The Nominating Committee shall determine the Chairperson. Members of the Nominating Committee cannot be nominees for the new Board of Directors. The Committee can request the Board's assistance with various tasks if needed.

1. Before the General Meeting in May, the Nominating Committee compiles a list of recommended candidates for the new Board of Directors and other officers. At least one candidate for each office is required.
  - a. All nominees must be members willing to serve according to the Bylaws (Article VI, Section B6), and not employed by the Park.
  - b. The Nominating Committee shall advise all nominees of these qualifications, and may interview candidates.
2. It shall be the duty of the Nominating Committee to present the names of the nominees for the offices of President, Vice-President, Secretary, Treasurer, and **five** Board Members-at-Large at the General Meeting held in May. The nominees for Breeze Editor will also be presented at this meeting. At said meeting the President shall also call for any additional nominations or volunteers from the floor. Nominations from the floor will be added if they accept the nomination and meet the previously stated qualifications. When the nominations are closed, the committee can prepare the ballots.
3. Ballots: It shall be the duty of the Nominating Committee to prepare ballots of candidates.
  - a. The Committee will obtain a current list of residents from the Tropics office to confirm member's names and check off delivery of a ballot.
  - b. Absentee ballots will be issued on request, and will be available at least 30 days before the election. Instructions for returning the ballot will be included with the absentee ballot. All absentee ballots should be mailed or delivered as instructed to the Nominating Committee at least five (5) business days prior to the election.
  - c. Ballots are distributed to members at the Annual Meeting in July. Any person who already received an absentee ballot will not receive another ballot at the election.
  - d. Ballots are numbered to detect duplication. Official ballots are considered valid. Unidentified, unnumbered, or duplicate ballots are considered invalid.
4. The election occurs at the Annual Meeting in July. The Nominating Committee supervises the election. Elections shall be done by secret ballot. All members (who did not already receive an absentee ballot) get one ballot, distributed at the General Meeting in July.
  - a. Write-in candidates must meet the previously stated requirements and must be present at the election to accept the office if they are elected.
  - b. It shall be the duty of the Nominating Committee to count the ballots.
  - c. A plurality vote shall constitute an election.
  - d. At the close of the election, the Nominating Committee Chair provides a report to the Board, and the results are read to the members, including the number of votes for each candidate and the total number of valid and invalid ballots cast. After the results are confirmed by the members, the current Board thanks and dissolves the Nominating Committee.

### **SECTION C. ELECTORATE:**

The newly-elected Board of Directors and the Breeze Editor shall be installed immediately following confirmation of the election, and shall hold office for one (1) year. The term begins August 1<sup>st</sup> and ends July 31<sup>st</sup>.

### **SECTION D. ORIENTATION MEETING:**

Within ten (10) days of the election, the outgoing Board Members will meet with the incoming Board Members to assist with the transition. At this meeting:

1. Outgoing Board Members will
  - a. Explain their roles in detail; coordinate any events that remain in July, and transfer keys after these events.
  - b. Present any receipts for outstanding expenses to the Treasurer, along with the required expense reports or explanations.
2. Outgoing Secretary will
  - a. Provide the General Meeting minutes at the orientation meeting in July, showing the names of the newly-elected officers;
  - b. Transfer all secretarial equipment, records, and the official seal;
  - c. Review any unfinished business on the agenda;
  - d. Assist the incoming Secretary in filing the correct Non-Profit Corporation forms with the Secretary of State to notify change of officers.
3. Outgoing Treasurer will
  - a. Prepare a closing financial report for the year ending July 31<sup>st</sup>, and
  - b. Relay information about recurring monthly sources of income and expenses, so that the new board can discuss the budget for the coming year.

### **SECTION E. VACANCIES:**

Vacancy in the office of President shall be filled by the Vice-President for the remainder of the unexpired term. Any other member of the Board of Directors that resigns from office is removed from office and a vacancy of that office is declared. Vacancies on the Executive Committee may be filled by existing Board Members, which would result in a vacancy for their office. Vacancies in the remaining Board of Directors shall be filled from nominees submitted to the Board of Directors within **sixty (60)** days of vacancy, at which time the majority vote of the remaining Board of Directors shall select one to fill the unexpired term. Nominees for the vacancy must meet the qualifications of office and be willing and able to serve (per Article V, Section B1, and Article VI, Section B6).

### **SECTION F. POWERS OF DIRECTORS:**

The powers of Directors shall be:

1. To conduct, manage, and control the affairs and business of the Corporation, and to make rules and regulations consistent with the Laws of the State of California, the Articles of Incorporation, and the Bylaws for the guidance of the officers and the management of the affairs of the Corporation.
2. To call special meetings of the members when they deem it necessary; and they must call a meeting any time upon written request of twenty (20) of the voting membership.

3. To remove, by a majority vote of all the officers and directors, any elected officers (including the Breeze Editor) or directors of the Corporation, for any reason the board deems appropriate.
4. To declare the vacancy of a Director's seat after non-attendance of three (3) regular Board of Directors' meetings, unless a good cause is shown. A finding of a majority of the Directors on the question of good cause shall be conclusive.
5. Officers and Directors shall serve without compensation of any kind.
6. A majority of the Board of Directors may direct the President to remove any Committee Chairperson for failure to follow Board directives.
7. The Board also serves as an agent (Ombudsman) between Ownership/ Management of the Park and the Residents in any matter such as complaints, suggestions, or improvements.
8. No individual member of the Board of Directors will have the authority of the entire Board without their prior approval.

## **ARTICLE VI OFFICERS**

### **SECTION A. EXECUTIVE OFFICERS**

The President, Vice-President, Secretary and Treasurer, shall be known as the "Executive Officers".

### **SECTION B. OFFICERS AND OFFICERS' DUTIES:**

It is the purpose of the Residents' Club to provide monthly social events for the residents, and the Board of Directors is responsible for arranging these events.

1. The President, or in his/her absence the Vice-President, shall perform the following duties and functions:
  - a. Preside over all General Membership and Board of Directors' meetings.
  - b. Sign, as President, all contracts and other instruments in writing, when authorized to do so by the Board of Directors.
  - c. Have, subject to the advice of the Board of Directors, general direction of the Corporation.
  - d. Have such other powers and have such other duties as may be prescribed by these Bylaws or the Board of Directors.
  - e. Call the Directors together whenever he/she deems it necessary, and must do so at the request of any three (3) Directors.
  - f. Act as an ex-officio member of all committees except the Nominating Committee.
  - g. Appoint all Committee Chairpersons except the Nominating Committee, all with the approval of the Board of Directors.
2. The Vice-President shall preside over all meetings in the President's absence. At the direction of the Board of Directors, the Vice-President shall perform any other Presidential duties during the President's absence.
3. **The Vice-President shall run the Board meeting and the General meeting in the months of October and February. This is for knowledge and experience.**
4. The Secretary shall keep a record of the proceedings of the Corporation and its meetings. The Secretary is required to keep minutes of all Board and General Meetings, have them approved in a timely manner by the Board, and make them available to all members as required by the Board. If the Secretary is not present

or is unable to perform these duties, another Board member must be assigned this duty. Board Meeting minutes must be approved by a majority of Board Members before being posted or published for review by the members. General Meeting minutes are approved by the members. The Secretary shall keep the Corporate Seal of the Corporation, and shall sign, as Secretary, all contracts and instruments in writing when authorized to do so, and affix the said Corporate Seal to all papers requiring a seal. The Secretary shall serve all notices required by law or by the Bylaws of the Corporation, but in case of the Secretary's absence, inability, refusal or neglect to do so, then such notices may be served by an appointee of the Board.

5. The Treasurer shall keep proper accounting books, and cause to be kept and maintained accurate and correct accounts of the affairs of the Corporation. The Treasurer shall cause all funds of the Corporation to be deposited in the name of the Corporation and in such depositories as may be designated by the Board of Directors, which funds shall be withdrawn and disbursed by checks drawn and signed or debit cards assigned, as the Board of Directors may direct. The Treasurer shall prepare a report of the financial condition of the Corporation each month and present it at the Board Meeting. After approval by the Board, the Treasurer's report is presented to the members at the General Meeting. The Treasurer shall submit all transactions and disbursements of the Corporation to the Board of Directors for approval prior to disbursing checks. The Treasurer shall have such other powers and perform such other duties as may be prescribed by these Bylaws or the Board of Directors. The Treasurer shall close the books for the Corporate Fiscal Year ending July 31<sup>st</sup> and submit them to the Board of Directors before August 10<sup>th</sup> for review by any or all interested residents. The Treasurer shall prepare a report of estimated Income and Expenses for the coming Fiscal Year (July through June) no later than August 31<sup>st</sup> of each year and present it to the Board for review, as a guideline for preparing the annual budget.
6. All Board of Directors members are required to attend all Board and General Meetings, and are requested to work at events put on by the Residents' Club, unless excused by extenuating circumstances. All Board Members are expected to volunteer to be an Event Chair or Co-chair.
7. The Breeze Editor is responsible for editing and distribution of the monthly community publication, *The Breeze*. Although this is not a Board position, the information in *The Breeze* directly affects events and residents, so the Board has oversight over the editing of this publication.

## **ARTICLE VII COMMITTEES**

### **SECTION A. STANDING COMMITTEES**

The Standing Committees shall be:

1. Bingo
2. Breakfast
3. House (Facilities)
4. Library

5. Potluck
6. Senior Citizens / City Hall Liaison
7. Sunshine
8. Welcoming
9. Traffic / Safety
10. Disaster Preparedness
11. Residents' Club Tropics Travelers
12. Residents' Club Snack Bar
13. Audit

## **SECTION B. REPORTING**

All committees shall be prepared to submit monthly reports at the General Meetings, and may be required to submit reports at the Board Meetings.

## **SECTION C. EXPENDITURES**

1. Board Members:
  - a. All Board members shall submit a request to the Board of Directors for approval prior to expenditure of any corporate funds, with the exception of purchasing food and supplies for the Breakfasts, Snack Bar, and Dinners.
  - b. Dated, legible receipts must be submitted to the Treasurer immediately.
  - c. Any expenditure exceeding \$1,000 must be approved by majority vote of the General Membership prior to expenditure of any corporate funds.
2. Committees:
  - a. All requests for purchases must be submitted to the Board of Directors for prior approval.
  - b. Any committees that maintain a separate checking account must provide a written financial report to the Board at each monthly Board Meeting and at each General Meeting.
  - c. The Bingo Committee maintains separate checking accounts (general and charity) and is required to provide written financial reports to the Board and General Meeting for each account as specified in Article VIII Section A1.
3. Events:
  - a. Any resident can volunteer to be the chairperson for an event (Event Chair). Event Chairs are given a budget for their event. Any expenses over budget must be approved in advance. All revenue collected from event ticket sales must be returned to the Treasurer immediately and cannot be used to offset expenses. A complete accounting and expense report is required at the close of the event.
  - b. All receipts for expenses from an event must be turned in to Treasurer by event day. Any lost, misplaced or late receipts will not be paid.

**ARTICLE VIII  
DUTIES OF COMMITTEES**

**SECTION A. DESCRIPTION**

**1. BINGO**

The Board of Directors of the Residents' Club is the sole governing body of Bingo. The Chairperson shall be charged with the scheduling of games and purchasing supplies and equipment from the funds of the Committee. Bingo rules set by the City of Union City through the permit process will be strictly adhered to:

1. The Chairperson will be required to make written monthly reports to the Board of Directors with copies for all board members. The Chairperson will make a verbal report at the monthly Residents' Club meeting, and provide a copy of the written report at the meeting, to be distributed to the residents.
2. All donations made by the Bingo Committee must first be approved by the Residents' Club Board of Directors.
3. The Chairperson will keep accurate records of all proceeds and disbursements. At the end of the fiscal year (June 30), as soon as possible, but no later than September 1<sup>st</sup>, all data pertinent to the operation of Bingo, including a complete inventory of supplies, will be turned over to the Residents' Club Board of Directors.
4. The Chairperson will provide information to the accountant to prepare reports to the IRS and the State of California.

**2. BREAKFAST:**

The Breakfast Chairperson shall be charged with the duties of assisting in the purchase and distribution of supplies, recruiting, and maintaining volunteer kitchen help for the monthly breakfast.

**3. HOUSE (FACILITIES):**

The House Chairperson shall be charged with preparing the clubhouse facilities for all meetings and social functions for the Club as requested, maintaining an inventory of all materials belonging to the Corporation, and ascertaining that clubhouse facilities are left in a satisfactory condition after each use.

**4. LIBRARY:**

The Library Chairperson shall be charged with keeping the Library room current and posting notices for need of certain types of books, games, and movies.

**5. POTLUCK:**

The Potluck Chairperson shall be charged with the duties of preparing and scheduling the monthly Potluck dinner, and shall submit requests for any supplies to the Board of Directors.

## **6. SENIOR CITIZENS / CITY HALL LIAISON:**

The Senior Citizens / City Hall Liaison shall be charged with the responsibility for being the liaison between The Tropics Residents' Club, the Ruggieri Senior Center, and the Union City Government regarding changes in laws and ongoing activities for the betterment of all members.

## **7. SUNSHINE:**

The Sunshine Chairperson shall be charged with the mailing of Get Well and Sympathy cards, as needed, as well as requesting assistance from other residents to visit and support those in need.

## **8. WELCOMING:**

The Welcoming Chairperson shall be charged with obtaining new residents' names and addresses from Park Management. He/she shall greet new residents in the Park, provide them with a Welcome Gift Pack, and invite them to participate in park activities.

## **9. TRAFFIC/SAFETY:**

The Traffic/Safety Chairperson shall be charged with the responsibility of keeping the General Membership informed as to current issues and hazardous conditions that may affect the safety and wellbeing of all residents, particularly in regards to motor vehicle and pedestrian traffic.

## **10. DISASTER PREPAREDNESS:**

The Disaster Preparedness Chairperson is charged with developing a team of volunteer residents who will help residents in the Park prepare themselves in the event of an earthquake or other major disaster that affects the entire Park. In an emergency, the team will assist in coordinated recovery efforts with park management and government agencies.

## **11. RESIDENTS' CLUB TROPICS TRAVELERS:**

The Tropics Travelers Chairperson shall be charged with arranging bus trips for the enjoyment and enrichment of all residents. Tropics Travelers maintains a separate checking account and shall provide a monthly written report to the Board and the general membership.

## **12. RESIDENTS' CLUB SNACK BAR:**

The Snack Bar is run by the Resident's Club to provide a reasonably-priced meal for residents and to encourage social activities. Accounting is maintained by the Treasurer. Receipts for Snack Bar expenses and cash boxes must be submitted to the Treasurer at the conclusion of each Snack Bar event.

## **13. AUDIT COMMITTEE**

The Audit Committee will be comprised of a minimum of three (3) members of the general public appointed by the Board. The audits can only be performed with all members of the committee present. The audits will be performed quarterly, (Aug.-Sept.-

Oct.), (Nov-Dec.-Jan.), (Feb.-March-April), and (May-June-July). The audit committee will give a verbal and written report to the Board and at General Meetings in December, March, June and September.

**1. CONFLICTS:**

No audit committee member can be a relative of a committee member of a committee being audited. No audit committee member can work for or be associated with any committee being audited.

**2. RESPONSIBILITIES:**

**A.** Act as a resource to help correct fiscal problems and/or discuss fiscal issues. The members of the committee can help to correct or restructure the organization's books and accounting procedures.

**B.** Ensure that financial reporting requirements - including tax returns to the IRS and the state are accomplished.

**C.** Catch any illegal, unethical, or incompetent financial dealings engaged in by the executive director, fiscal or other staff, or board members.

**ARTICLE IX  
RECORDS**

**SECTION A. RECORDS, BOOKS AND PAPERS:**

The Corporation shall keep at its principal office the original copy of these Bylaws as amended or otherwise altered to date, certified by the Board of Directors at all reasonable times.

**SECTION B. SEAL:**

The Corporation shall have a common seal consisting of a circle having on its circumference "TROPICS RESIDENTS' CLUB, INC." and in the center the words "INCORPORATED FEBRUARY 2, 1978" under the supervision and control of the Secretary.

**ARTICLE X  
AMENDMENTS**

**SECTION A.**

At any time a change to the Bylaws is proposed, a Bylaws Committee shall be formed, upon approval at a General Meeting. The committee of at least three, including no more than one existing board member, shall be appointed by the Board to review these Bylaws and make the necessary changes.

The Board may make changes to the Bylaws by submitting them to the Bylaws Committee. When the proposed Bylaws changes are approved by the Committee, they will be submitted to the Board of Directors at a Board Meeting, and to the membership at a General Meeting. After posting the proposed changes in writing for at least thirty

(30) days, they will then be approved by a majority vote of the General Membership voting at a General Meeting.

In addition to the above provision, all amendments to these Bylaws, in order to be binding, must be in accord with the statutes under which this Corporation was formed.

**We, the undersigned, adopt these Bylaws of said Corporation  
IN WITNESS WHEREOF WE HAVE HEREUNTO SET OUR HANDS THIS DAY OF**

\_\_\_\_\_  
(Date Signed)

\_\_\_\_\_  
Richard Stoll, President

\_\_\_\_\_  
Fran Eikenberg, Vice President

\_\_\_\_\_  
Carol O'Quinn, Secretary

\_\_\_\_\_  
Barry Lependorf, Treasurer

\_\_\_\_\_  
Steve Evans, Director

\_\_\_\_\_  
Jerry Agular, Director

\_\_\_\_\_  
Carolyn Hoppes, Director

\_\_\_\_\_  
Patricia Harris, Director

\_\_\_\_\_  
Jayme Ojeda, Director

Approved by the Board and the Residents: April 13, 2017