

## BYLAWS

### BENNETT VALLEY HOMEOWNER'S ASSOCIATION

Revised 1/20/2011

#### I. PRINCIPAL OFFICE

The principal office for this not-for-profit corporation is located in Sonoma County, California.

#### II. PURPOSE

The specific and primary purposes of the Bennett Valley Homeowners Association are:

- (1) To promote and preserve the rural residential character and natural environment of Bennett Valley, located near Santa Rosa, Sonoma County, California as shown in the attached Bennett Valley Study Area Boundary map;
- (2) To serve as an open forum for Bennett Valley community participation; and
- (3) To provide a bridge for communication between government agencies and the Bennett Valley community.

#### III. MEMBERSHIP

1. **Members:** There shall be three classes of members of this corporation.

(a) **Voting Members** are members who have paid annual dues as established by the Board of Directors and who hold recorded title to any real property located within the unincorporated area as shown in the Bennett Valley Study Area map, attached to these bylaws. The real property described in this Study Area shall be known and referred to in these bylaws as "Bennett Valley." Any single owner of one or more parcels or multiple owners of one or more parcels in Bennett Valley are entitled to one membership in the Bennett Valley Homeowners Association. Each membership shall be entitled to one (1) vote.

(b) **Non-Voting Members** are members who qualify as Voting Members but who have not paid annual dues.

(c) **Associate Members** are members who do not hold recorded title to any real property located within Bennett Valley. They shall be eligible for membership as a non-voting Associate Member. They will receive copies of the Bennett Valley Homeowners Association newsletter, the **Voice**, with payment of annual dues.

2. **Meetings:**

(a) **Regular Meetings:** Regular meetings of the Board of Directors will be set annually by the board at dates, times and locations announced in the **Voice**, and can be revised by a majority vote of the Board of Directors.

(b) **Annual Election Meeting:** The Annual Election Meeting shall be held at the November Regular Meeting of the Board of Directors. At that meeting, the following will be conducted: (1) the outgoing Board of Directors will conduct its final meeting; (2) the votes for the vacancies on the new Board of Directors shall be counted and winning candidates announced; and (3) the new Board of Directors shall hold a Regular Meeting for the purposes of selection of officers and transaction of other business.

(c) **Special Meetings:** Special meetings of the Board of Directors for any purpose may be called at any time by the President or by any six (6) Directors. Written notice of the time and place of special meetings shall be sent to all members by mail or electronic mail at least five (5) days before the date of the meeting. When these special meetings are called and noticed as specified, then the transactions of such meetings shall be as valid as transactions at a regularly scheduled meeting, if a quorum is present. Minutes of special meetings will record any transactions which occurred, and these minutes will be filed with the corporate records and made a part of the minutes of the next regular meeting.

**3. Liabilities of Members:** A person who is now, or who later becomes a member of this corporation or a member of the Board of Directors of this corporation shall not personally be liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

#### **IV. BOARD OF DIRECTORS**

**1. The Board of Directors:** To qualify for the Board of Directors, a person must be a Voting Member and have a strong commitment to “promoting and preserving the rural character and natural environment of Bennett Valley,” as defined in II. Purpose. The Voting Members nominated and subsequently elected (or appointed, to fill a vacancy) on the Board of Directors shall consist of the President, Vice-President, Treasurer, Secretary, and five Directors, for a total of nine (9) members.

**2. Powers of Directors:** All the corporate powers and all business affairs of the corporation shall be exercised and controlled by the Board of Directors, in accordance with the Articles of Incorporation, these Bylaws and California law. Without limiting the general powers, the Board of Directors shall have the following powers:

- (a) To select the Directors to serve as Officers of the Corporation.
- (b) To select a Nominating Committee and an Elections Committee.
- (c) To select all agents and employees of the corporation, prescribing such powers and duties, fixing their compensation and requiring from them security for faithful service.
- (d) To conduct, manage and control the affairs and business of the corporation, and to make rules and regulations, as needed.
- (e) To borrow money and incur indebtedness for the purposes of the corporation, and for that purpose to cause to be executed and delivered in the corporate name, promissory notes, bonds, deeds of trust, mortgages or other evidence of debt and securities.

(f) To establish Standing Committees which may be assigned such powers or duties as the Board of Directors deems to be appropriate.

(g) To appoint the editor of the **Voice**, the newsletter of the Bennett Valley Homeowners Association.

(h) To educate, inform, communicate and provide a forum to discuss issues that affect the rural, residential character and natural environment of Bennett Valley. When discussing any proposed project, the Board of Directors shall invite the proponent of the project to attend its meeting to ensure that the Board of Directors and members fully understand the proposal and to allow the project proponent to address any questions or concerns. The Board of Directors shall not take a position on issues relating to design review.

**3. Election and Term of Office:** The term of office for each of the Directors of this corporation shall be three years from when he or she is elected at the Annual Election Meeting, except as noted below for “Vacancies.” After three years, the Director may choose to run for re-election for another three years. In this manner, the election of one third (1/3) of the members of the Board of Directors will be held each year.

**4. Vacancies:** Vacancies may be filled by an appointment by the President, with majority approval of the Board, until the next scheduled election for that position on the Board of Directors.

**5. Nominating Committee:** No later than May each year, the Board of Directors will select a Nominating Committee. The **Voice** will solicit Voting Members for the Nominating Committee before May. The Nominating Committee shall announce open board positions in the July **Voice** and shall otherwise locate nominees for the vacancies about to occur at the next Annual Election Meeting. The deadline for nominations shall be August 30 each year, and a list of candidates and their resumes shall be included in the September **Voice**. At least thirty (30) days prior to the Annual Election Meeting a ballot containing the names and brief resumes of the candidates for the then-occurring vacancies on the Board of Directors shall be sent to all Voting Members. In the event the number of candidates for then-occurring vacancies equals or is less than the number of vacancies to be filled, the Nominating Committee shall inform the Board of Directors and, upon notice in the September **Voice**, and motion and approval in the September board meeting, said candidates shall be deemed elected without a vote.

**6. Election Committee.** The Board of Directors shall select an Elections Committee, which shall gather and count all ballots. The Elections Committee may include board members who are not standing for election.

**7. Quorum:** A quorum at a Board of Directors’ meeting shall consist of a majority of the Directors, which would be five (5).

**8. Action Without A Meeting:** Any action by the Board of Directors may be taken without a meeting if a majority of the members of the Board of Directors consent in writing or by electronic mail to this action. Such written consent shall be filed with the corporate records as a part of the minutes of the next regularly scheduled meeting of the Board of Directors.

9. **Removal:** An officer or a director may be removed from office, for cause, by a vote of a majority of the Directors.

10. **Compensation:** The Directors shall receive no compensation for their services as Director.

11. **Insurance.** The Board of Directors shall maintain directors and officers insurance.

## **V. OFFICERS**

1. **Officers:** The officers of this corporation shall be a President, Vice-President, Secretary, Treasurer, and such other officers as the Board of Directors may appoint. Each officer shall be selected to serve a term of one (1) year or until their successors are elected and qualified. A vacancy in any office shall be filled by the Board of Directors.

2. **President:** Subject to the control of the other Directors, the President shall have general supervision, direction, and control of the affairs and business of the corporation and shall preside at all meetings of the Directors.

3. **Vice-President:** In the absence or disability of the President, the Vice-President shall perform all the duties of the President and in so acting shall have all the powers of the President.

4. **Secretary:** The Secretary shall prepare and maintain minutes of all meetings and actions of the Board of Directors, and maintain all records of the corporation, as required by the California Corporation Code.

5. **Treasurer:** The Treasurer shall keep all funds of the corporation and deposit them in financial institutions as designated or approved by the Board of Directors, in the name of and to the credit of the corporation. The Treasurer shall also disburse said funds as approved by the Board of Directors. Those funds shall be paid out only on checks of the corporation signed by members of the board as may be designated by the Board of Directors as authorized to sign them. The Treasurer shall render to the Board of Directors, whenever requested, an account of all financial transactions and the financial condition of the corporation.

**VI. AMENDMENT OF BYLAWS**

These Bylaws may be amended by the vote of a majority of the Board of Directors at any meeting, except for a Bylaw amendment changing the number of Directors. In order to amend the Bylaws to change the number of Directors, the Voting Members must approve by a majority of votes cast by the Voting Members.

**Revision: January 16, 2008**

\_\_\_\_\_, **President**  
**Craig S. Harrison**

\_\_\_\_\_, **Vice-President**  
**Eric Burns**

\_\_\_\_\_, **Treasurer**  
**Fay Blair**

\_\_\_\_\_, **Secretary**  
**Connie Montague**

\_\_\_\_\_, **Director**  
**James K. Cobb**

\_\_\_\_\_, **Director**  
**Larissa Goliti**

\_\_\_\_\_, **Director**  
**Paul Hamilton**

\_\_\_\_\_, **Director**  
**Frank Lacombe**

\_\_\_\_\_, **Director**  
**Richard Lukasko**