

**BY LAWS OF THE
HOMESTEAD VALLEY COMMUNITY ASSOCIATION**

*Revised and Ratified January, 2011,
Reflecting Amendments Adopted April, 2005, and February, 2008*

The specific and primary purpose for which the corporation is formed is to promote the welfare of the community generally, and to engage in activities which are humanitarian in nature and rendered for the general improvement and betterment of mankind, including, but not limited to, holding informational meetings, forums, discussion programs, and seminars to inform the public as to matters of community interest, and to provide cultural, educational, and recreational programs open to the public generally, and to engage in activities designed to help the needy without regard to race, religion, or national origin.

Article I

Principal Office

The principal office for the transaction of the business of the association is hereby fixed and located in Marin County, California. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in said county.

Article II

Membership

Section 1. Members

There shall be two (2) classes of members. Membership shall be open to all persons 18 years old or above and residing within the boundaries of County Service Area #14, Homestead Valley. Other persons shall be eligible for non-voting membership upon payment of dues as set by the Board of Directors from time to time.

Section 2. Voting Rights

Each resident member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Annual Meetings of Members

The annual meeting of the members shall be held during the month of January/February each year, at a location selected by the Board of Directors. Thirty (30) members in good standing shall constitute a quorum at annual meetings.

Section 4. Special Meetings of Membership

- 4.1 Special Meetings. Special Meetings of the members may be called by the President, the Board of Directors, or not less than 100 members in good standing.
- 4.2 Place of Special Meetings. The Board of Directors may designate any place, within the County of Marin, as the place of meeting for any special meeting of the members called by the Board of Directors.
- 4.3 Notice of Special Meetings. Written notice stating the place, day and hour of any meeting of members shall be posted at least seven days before the day of such meetings. If one of the purposes of the meeting is the amendment of the articles of incorporation, written notice shall be mailed to each member at least seven days before the date of such meeting and said notice shall state the purpose for which the meeting is called.
- 4.4 Quorum of Special Meetings. Fifty-one (51) members in good standing shall constitute a quorum at such special meetings called by the membership. Quorum for a special meeting called by Board of Directors shall be twenty-one (21) members in good standing. If a quorum is not present at any meeting of members in good standing, a majority of the members in good standing present may adjourn the meeting without further notice.
- 4.5 Purpose of Special Meetings. Special meetings called by other than the Board of Directors, when properly noticed and membership in good standing verified by the secretary of the corporation, shall be limited to making motions for the approval of the Board of Directors or for the recall of one or more of the Board of Directors.

Section 5. Liabilities and Property Rights of Members

No member of the association shall be personally liable to its creditors for any indebtedness of liability, and any and all creditors shall look only to the association's assets for payments.

Section 6. Liabilities and Property Rights of Board of Directors

No member of the Board of Directors of the association or its officers shall be personally liable to its creditors for any indebtedness of liability, and any and all creditors shall look only to its assets for payments. The association shall carry Directors and Officers insurance for its Board of Directors and officers.

Section 7. Recall of One or More of the Board of Directors

When a special meeting has been called for the purpose of recall of one or more of the Board of Directors, pursuant to all of section four then a recall election for one or more of the Board of Directors shall be presented to the total membership of the Homestead Valley Community Association. A duly noticed recall election shall be submitted to the entire membership of the HVCA. Notice of recall election shall be mailed sixty (60) days prior to the conduction of the recall vote by the secretary of the Board of Directors. All voting shall take place at the Homestead Valley Community Center and each voter shall present evidence of membership in

good standing in the Homestead Valley Community Association prior to casting their vote. Recall shall be valid if fifty-one percent (51%) of verified members in good standing voting authorize the recall of one or more of the Board of Directors.

Article III

Board of Directors

Section 1. Composition of the Board of Directors

The Board of Directors shall consist of fifteen (15) members in good standing who are residents of CSA-14.

A majority of the Board shall constitute a quorum for the transaction of business.

Section 2. Powers of the Board of Directors

Subject to the powers of the members as provided by law or as herein set forth, all powers of the association shall be exercised by or under the authority of, and the business and affairs of the association shall be controlled by the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- A. To conduct, manage and control the affairs and business of the association, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the By-laws, as they may deem best.
- B. To borrow money and incur indebtedness for the purpose of the association, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

Section 3. Election and Term of Office

The fifteen (15) elected directors shall be elected at the annual meeting of members in good standing. All directors shall hold office until their respective successors are appointed or elected. Directors shall serve for two years, with staggered terms.

Section 4. Vacancies

Any vacancy or vacancies in the elected directors resulting from death, incapacity, resignation, removal or otherwise, shall be filled by the remaining directors or director then in office even though less than a quorum.

Section 5. Place of Meeting

Regular or special meetings of the Board of Directors shall be held at any place within the

County of Marin which has been designated from time to time by the Board of Directors.

Section 6. Regular and Special Meetings

Regular meetings of the Board shall be held on the first Tuesday of each month or such date as designated by the Board of Directors. Special meetings of the Board may be called at any time by the President or on the written request of any four (4) directors.

Section 7. Notice

The Secretary of the Board shall cause notice of the Board of Directors' meeting to be published by appropriate means, personal notice of the time and place of special meetings shall be given to each director not less than twenty-four hours prior to the time of the holding of the meeting. The transaction of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to the holdings of such meeting or an approval of the meeting thereof. All such waivers, consents or approval shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8. Removal

A director may be removed from office, for cause, or for three unexcused board meeting absences, by a vote of the majority of the directors.

Section 9. Compensation

The Directors shall receive no compensation for their service as such, although reimbursement of reasonable expenses may be authorized by the Board of Directors.

Article IV

Officers

Section 1. Officers

The officers of the association shall be a president, vice-president, secretary, treasurer, executive director, and such other officers as the Board of Directors may appoint. When the duties do not conflict, one person other than the president, may hold more than one of these offices. Officers, except the executive director, shall be members of the Board of Directors.

Section 2. Election

The directors shall, at their first meeting after the annual meeting, elect all officers of the association for terms of one year, or until their successors are elected and qualified.

Section 3. Vacancies

A vacancy in any office because of the death, resignation, removal, disqualification or otherwise, shall be filled by the president and approved by the Board of Directors.

Section 4. President

Subject to the control of the Board of Directors, the president shall have general supervision, direction and control of the business and affairs of the association. The president shall preside at all meetings of members and directors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 5. Vice President

In the absence or disability of the president, the vice president shall perform all the duties of president, and in so acting shall have all the powers of the president. The vice president shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. Secretary

The secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall serve such notices as may be necessary and proper, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors. The secretary shall also forward a proposed agenda for a Board of Directors' meeting and the minutes of the previous meeting not less than three days prior to a regularly scheduled meeting.

Section 7. Treasurer

The treasurer shall receive and safely keep all funds of the association and deposit the same in such bank or banks as may be designated by the Board of Directors, such funds shall be paid out only on the check of the association signed by the president, vice president, treasurer, or secretary, or by such other person as may be designated by the Board Directors as authorized to sign the same. The treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors. The records shall be maintained in Homestead Valley at a place designated by the treasurer and shall be available, upon reasonable notice, for review by any member in good standing. The treasurer shall prepare a written annual report including all receipts and expenditures of the association during the year to be presented at the annual meeting. An annual audit shall be conducted by an audit committee appointed by the Board of Directors comprised of three (3) directors and the result of this audit shall be presented to the Board of Directors.

Section 8. Executive Director

The executive director is an employee of the corporation. The executive director carries out the management of the facilities and programs at the direction of the Board of Directors. The

executive director attends Board meetings but does not vote.

Section 9. Removal

Any officer may be removed by majority vote of the Board of Directors for cause, or for three unexcused missed board meetings.

Section 10. Executive Committee

The executive committee shall consist of all the officers of the corporation except the executive director. The executive committee shall have the authority to act on behalf of the Board of Directors between board meetings. All actions of the executive committee shall be ratified at the next scheduled Board of Directors' meeting. The Executive committee shall also act as the personnel committee and as the core of the Strategic Planning Committee.

Section 11. Standing Committees

The standing committees shall be: Audit Committee, By-laws Committee, Center Committee, Insurance Committee, Executive Committee, Pool Committee, Strategic Planning Committee, and such other committees as deemed appropriate by the Board of Directors. Each new board shall commence with an orientation of the strategic planning committee's vision plan. The Standing Committees shall commence the new term with a strategy for implementation of the vision plan.

ARTICLE V

Annual Dues

Section 1. Annual Dues

A member in good standing is defined as a resident of CSA-14, pursuant to Article II Section 1, who has paid dues each calendar year as defined by the Board of Directors.

Section 2. Payment of Dues

At the March meeting of each year the Board of Directors shall establish an annual dues schedule, or the Board of Directors may choose to establish a zero dues schedule.

ARTICLE VI

Amendment of the By-laws

These By-laws may be amended or repealed and new By-laws adopted by the vote of a majority of the members of the Board of Directors at any Directors' meeting, or by a majority of the members in good standing present at a meeting of the membership, except that a by-law fixing or changing the number of directors may be adopted, amended or repealed only by the vote of a majority of the members of the corporation.

ARTICLE VII

Dissolution of Corporation

The dissolution of the corporation shall be accomplished according to the rules and procedures established by the secretary of state. All residual assets shall be distributed to charitable organizations having a similar mission as the Homestead Valley Community Association as selected by the Board of Directors.