

BY-LAWS OF WOODLANDS ASSOCIATION

A CALIFORNIA NON-PROFIT CORPORATION

ARTICLE I

Name

The name of this association shall be Woodlands Association.

Article II

Offices

The principal office of the association in the State of California shall be located in the City of Walnut Creek, County of Contra Costa, at such addresses, as shall from time to time be fixed by the Board of Directors, and the Board of Directors is hereby granted full power and authority to change said principal office from one location to another within the City of Walnut Creek, County of Contra Costa, State of California.

Article III

Purpose

The association is organized by the residents of the Woodlands Area, Walnut Creek California for the purpose of group action toward the betterment and protection of the common interests of said residents, and for considering such other matters as may arise involving the interests of the householders as a group, including but not limited to community and civic improvement.

Article IV

Membership

Section 1 – Eligibility/Qualification for Membership. One Membership in this association shall be available to each single-family dwelling or duplex of the Woodlands Area, Walnut Creek, California. The Woodlands Area is defined as the interior of the following boundaries:

- a. The Contra Costa Canal on the North
- b. Oak Grove Road on the West
- c. Ygnacio Valley Road on the South
- d. The Ygnacio “Relift Canal” on the East

Each unit of a duplex shall qualify individually.

Section 2 – Termination of Membership. Membership shall be terminated in case of a property owner, by the sale of his property. Membership shall also be terminated by resignation or by the action of the Board of Directors for non-payment of dues within three (3) months after the due date

Section 3 – Dues. Dues shall be fixed by the Board of Directors at a two-year interval, during the annual meeting of even years. There are no minimum member dues. The board shall have the authority to set dues.

Article V
Voting

Two (2) votes shall be cast representing any one home within the Woodlands Area. All residents will qualify as voters. The voter must be eighteen (18) years of age or older and the votes must be cast in person, approved Web portal, mail or by designation of a proxy in writing filed with the Secretary. Such Proxy must be delivered by the member in person or by mail to reach the Secretary at least one (1) hour prior to the meeting, except as provided in Article XIII.

Article VI
Meeting of Members

Section 1 – Regular Meetings. The regular meetings of the membership shall be held at least annually during March, at a date, time and place to be determined by the Board of Directors, at which time appointed Committees will report their activities and the membership shall vote on matters brought before the association.

Section 2 – The Annual Meeting. The annual meeting shall be held once per year in July. During this meeting the board shall:

- 1) Verify the election of officer.
- 2) The fiscal year, shall begin.
- 3) The Treasurer shall submit an annual report and projected budget.
- 4) The President and Vice President shall audit the financials in cooperation with the Treasurer. In compliance with the audit, the President and Vice President, shall verify all finances are in good standing or recommend a third-party audit.

Section 3 – Special Meetings. Special meetings may be called at any time by the Board of Directors or upon petition of twenty percent (20%) of the membership of the association.

Section 4 – Notice of Meetings. Written notice of the regular and special meetings stating the place, day and hour of any meetings of members shall be delivered either personally or by mail to the members by the secretary at least twenty-four (24) hours prior to such meetings.

Section 5 – Quorum. The full membership of the Board of Directors shall constitute a quorum of the membership. . All meetings shall be governed by Roberts Rules of Order (Revised) insofar as they do not conflict with the Articles of Incorporation and these By-Laws.

Article VII
Board of Directors

Section 1 – Number of Directors. The authorized number of directors shall be between three (3) and nine (9) and must be an odd number. In the event an odd number is not reached one board member must be designated a non-voting member until an odd number has been achieved.

Section 2 – Election and Terms of Office. Five (5) Directors shall be elected by the popular vote at the meeting which will be held annually. Two (2) Directors shall be elected for one (1) year at the first general membership meeting, and three (3) Directors shall be elected for two (2) years. Following the first general membership meeting of the association, all elected Directors thereafter shall serve for two

(2) years. The five (5) Directors so elected shall appoint two (2) additional Directors. The appointed Directors shall serve for one (1) year. All Directors shall hold office until their respective successors are elected or appointed.

Section 3 – Eligibility. No Director shall be an employee, an elected official or a member of any commission of the City of Walnut Creek.

Section 4 – Regular Meetings. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5 – Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors or upon petition of twenty percent (20%) of the membership of the association.

Section 6 – Notice. Notice of any special meeting of the Board of Directors shall be given at least twenty-four (24) hours previous thereto by written notice delivered personally or sent by mail or via Board approved digital communications to each Director at his address as shown by the records of the association. For special meetings of the Board of Directors resulting from petition of twenty percent (20%) of the membership, notice will be given to members as provided in Section 3, Article VI. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7 – Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any time; but if less than a majority of the Directors are present at said meeting, a majority of Directors present may adjourn the meeting from time to time without further notice.

Section 8 – Manner of Acting. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 9 – Fiscal. The Directors are authorized to expend monies necessary to carry out their responsibilities. However, on matters which involve the expenditure of fifty dollars (\$50) or more, actions cannot be taken without the approval of a quorum of the Board of Directors at a regular or special meeting of the Board.

Section 10 - Limits of Authority The Board of Directors cannot take legal action on any matter without prior approval of the majority of the members present at a regular or special meeting of the association.

Section 11 – Vacancies. Any vacancy in the Board of Directors shall be filled by appointment by a majority vote of the remaining elected members of the Board. Appointees shall serve out the unexpired term of their predecessors.

Section 12 – Approval of Minutes. The transactions of any meeting of the Board of Directors, however called and noticed, or where ever held, shall be as valid as those transacted at a meeting duly held if

each of the Directors not present approves, in writing, the minutes of said meeting. All such approvals shall be filled with the records of the association or made part of the minutes of the meeting.

Section 13 – Fees and Compensation. Directors shall receive no compensation for their services, but may receive such reimbursements for expenses as may be fixed by resolution of the Board.

Article VIII Officers

Section 1 – Officers. The officers of the association shall be a President, a Vice-President, a Secretary and a Treasurer. The association may also have such other officers as may be appointed by the Board of Directors.

Article VIII – Officers (Continued)

Section 2 – Election and Term of Office. The officers shall be chosen annually by the Board of Directors and each shall hold his office until he/she shall resign, be removed or otherwise be disqualified to serve, or his successor shall be elected and qualified. The President and Vice-President of the association shall be elected from the Directors elected by the general membership at the annual meeting. The Secretary and Treasurer of the organization may be elected from either the elected Directors or the appointed Directors.

Section 3 – Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the association would be served thereby.

Section 4 – Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5 – President. The President shall be the executive officer of the association and shall have general supervision, direction and control of the affairs of the association subject to the control of the Board of Directors. He/she shall preside, or appoint a designee to preside, at all meetings of members and meetings of the Board of Directors.

Section 6 – Vice-President. The Vice-President shall, in the absence or disability of the President, perform all the duties of the President, and then so acting shall have the powers of, and be subject to the restrictions upon, the President.

Section 7 – Secretary. The Secretary shall keep at the principal office of the association a book of minutes of the meetings of the Directors and members, with the time and place of holding, how called or authorized, the notice thereof given, the names of those present at Directors meetings, the number of members present or represented at member meetings, and the proceeding thereof. The Secretary shall keep at the principal office of the association a register showing the name of the members and their addresses.

Section 8 – Treasurer. The Treasurer shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the association and an account of its cash and other assets, if any. Such books of account shall be, at reasonable times, open to inspection by any member or Director. The Treasurer shall deposit all money of the association with such depositors as are designated by the

Board of Directors and shall disburse the funds of the association as may be ordered by the Board of Directors, and shall render to the President or the Board of Directors, upon request, statements of the financial condition of this association.

July 1 through June 30 shall constitute the fiscal year of this organization.

Article IX Committees

Section 1 – Committees. Committees may be designated by resolution of the Board of Directors.

Section 2 – Authority. The Board of Directors may delegate to such committee such authority as may be required for the performance of their assigned functions.

Article IX – Committees (Continued)

Section 3 – Eligibility. Members of such committee shall be members of the association, except that the Board of Directors may appoint non-member of the association to obtain professional and/or technical knowledge required for the accomplishment of mission assigned to the committee.

Section 4 – Term of Office. Each member of a committee shall continue until his successor is appointed.

Section 5 – Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 6 – Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or rules adopted by the Board of Directors.

Section 7 – Removal. Any committee member may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interest of the association shall be served by such removal.

Article X Dissolution

Upon dissolution of the association, assets will be disposed of pursuant to the majority vote of the membership.

Article XI Miscellaneous

Section 1 – Liability of Members. Members of the association shall not be personally liable for the debts, liabilities or obligations of the association.

Section 2 – Liability of Directors and Officers. No Director or Officer of this association shall incur, except in the event of bad faith, any liability or responsibility to any member as a result of any error in judgment, any action taken or omitted, or any other exercise of the power vested in the Directors and Officers by these By-Laws.

Section 3 – Construction and Definition. Unless the contents otherwise require, the general provisions, rules or construction and definitions contained in the California General Non-Profit Corporation Law shall govern the construction of these By-Laws.

Article XII
Amendments

New By-Laws may be adopted or these By-Laws may be amended or repealed only by a written vote of the membership except as otherwise provided by law or by the articles of incorporation. The revisions must be presented to each member at least fourteen (14) days prior to the closing of the ballot, and the majority of those responding within the fourteen (14) day period shall rule. The written votes shall be delivered or mailed to the Secretary.