

**BYLAWS OF
THE BUTTE MEADOWS AND JONESVILLE COMMUNITY ASSOCIATION**

PREAMBLE

This Association is organized to protect and promote the safety and welfare of the Butte Meadows and Jonesville Community, to create a strong influence for the common good of the community, to provide a parent organization under which other service oriented groups can be organized to benefit all who reside in the community area, to help preserve the community's history and to serve as one of the community's representatives to Federal, State, and Local governments as well as other organizations or businesses as deemed necessary.

PRIMARY GOALS

Safety:

To promote and support fire safety through financial and personal support of the Butte County Volunteer Fire Department.

To encourage the creation, maintenance, and enforcement of the recommended defensible fire space around all community dwellings and out-buildings

To support a community watch program.

To promote on and off-road vehicle safety.

Welfare:

To encourage healthy activities such as hikes, local trips to historical or natural sites, bicycle rides, cross country ski trips, or off-road vehicle trips.

To sponsor activities which promote a spirit of unity and mutual support among community members.

To maintain a good relationship with the Boy Scouts of America including Camp Lassen.

To promote community meetings with government agencies.

ARTICLE I

CORPORATE OFFICE

The principal office of the Association in the State of California is to be located in the County of Butte. The Association will continuously maintain, in the State of California, a registered office and a registered agent whose office is identical to the registered office, as required by the laws of the State of California. The registered office may or may not be identical with the principal office and the address of the registered office may be changed by the Board of Directors.

ARTICLE II

MEMBERS AND BOUNDARIES

Section I - Membership

Regular Membership in the Association is limited to those persons who (1) own, in whole or in part, residential real or personal property situated within the Butte Meadows and Jonesville Community Association boundaries as delineated in Section II. Ownership includes a leasehold interest when the particular leasehold is for a term of more than six months; or (2) physically reside within the Butte Meadows and Jonesville Community Association boundaries provided the person has maintained the residence for a consecutive six-month period prior to the application for membership. All members will be assessed the designated membership dues and will be entitled to one vote per paid regular membership at any business meeting or election of Board Members. Annual memberships are based on the January 1 to December 31 fiscal year.

Other interested persons who pay the dues prescribed for honorary members may attend regularly scheduled meetings, voice opinions, serve on committees and offer constructive criticism, but will have no vote on any items put forth for vote by the members. This class of members will be known as honorary members.

Section II - Association Boundaries

The Butte Meadows and Jonesville Community Association boundaries include all property along and on Humboldt Road from the intersection with Highway 32 to the end of the pavement just beyond Jonesville, including those subdivisions having access from that section of Humboldt Road and all property in the West Branch area.

Section III - Dues

The Board of Directors, with the approval of the regular members, may determine the amount of annual dues payable to the Association by the members. Dues are payable on the first day of January of each fiscal year. New members entering the Association later in the year will be charged full annual dues. Only members whose dues are current are eligible to vote.

Section IV-Voting Rights

Each paid regular membership of the Association, as previously defined in Section I, will be entitled to one vote on each matter submitted for vote to the membership. Each vote will be given at any regular or special meeting. Proxy, absentee or cumulative votes will not be allowed. Honorary members will have no voting right.

Section V - Transfer of Membership

Membership in this Association is not transferable or assignable.

ARTICLE III

BOARD OF DIRECTORS

Section I – Qualifications, Number, Tenure and Nominations

Qualifications for a position on the Board of Directors are:

- 1) Must be a voting member of the Association.
- 2) Must be willing to be involved in Association projects.

The number of Board Members will be a minimum of nine to a maximum of twelve. Board Members will be elected for two-year terms with half being elected in even numbered years and half being elected in odd numbered years. Board Member nominations are made by a nominating committee appointed by the President. Additional nominations may be made by the regular membership provided those nominations are made in writing and are received by the President and/or Vice-President at least seven days prior to the annual membership meeting. Board Members elected during the annual membership meeting will assume office in October following the annual membership meeting.

Section II - General Powers

The members of the Board of Directors will make every effort to attend all Board meetings as well as the annual and any special meetings of the Association. They will formulate and propose action to be presented at meetings for approval by the members assembled. They will act as a committee upon appointment by the President to prepare and research material on proposed actions. They will assist the Officers in all matters whenever possible. Any Director who, without good cause, is absent from three consecutive meetings of the Board, or any other meeting called during his/her term of office, may be removed from office by majority vote of the Board.

Section III – Regular Meetings

Regular meetings of the Board of Directors may be held with or without notice to the membership at a time and place so designated by the President or any three Board Members calling the meeting. The Board will meet at least twice during each calendar/fiscal year. At least one of the two required meetings is to be held within the association boundaries. On those occasions when there is a need for confidentiality about sensitive issues, the Board may hold an “Executive Session” meeting where

attendance is limited to Board members only.

Section IV-Special Meetings

Special meetings of the Board of Directors may be called by, or at the request of, the President or any three Board Members. The person(s) calling a special meeting may fix any place within Butte County for holding that meeting.

Section V - Notice

Notice of any special meeting of the Board of Directors will be made by the person(s) calling the meeting at least three days before the meeting by personal contact, written note or confirmed electronic notice to each Board Member

Section VI - Quorum

A majority (more than half) of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board. If fewer than a majority are present, the majority of those present may adjourn the meeting.

Section VII-Compensation

Board Members will not receive any salary compensation for their services. However, they may receive reimbursement for expenses incurred in conducting the affairs of the Association.

Section VIII - Vacancies

Any vacancy occurring in the Board of Directors will be filled by an appointment made by the President with approval of the Board. The appointment will continue until the next Association election.

Section IX – Removal of a Member of the Board of Directors:

Any member of the Board of Directors may be removed by a majority vote of the Board whenever, in their judgment, the removal is in the best interest of the Association. However, the removal will be without prejudice to the contract rights, if any, of that member.

Section X – Informal Action by Board of Directors

Under circumstances with substantial time constraints, when calling a special Board meeting is impossible, a vote by phone and/or email may be conducted. A majority of Board members must respond for the vote to be valid. The vote count will be recorded and subsequently ratified at the next board meeting.

ARTICLE IV

OFFICERS

Section I -Officers

The officers of the Association will be a President, Vice-President, Secretary and Treasurer, and other officers that may be elected in accordance with the provisions of this Article. The Board of Directors may also appoint other temporary officers as it deems desirable. The officers will have the authority to perform the duties prescribed in Section V of this Article. However, officers will have no vote on the Board of Directors unless they are also members of the Board separate and distinct from their temporary office. No two offices may be held by the same person.

Section II - Election, Limitations and Term of Office

The officers of the Association will be elected annually by the Board of Directors at the first Board Meeting following the annual meeting of the Association. Each officer will hold office until his/her successor is elected. No officer may hold a specific office for longer than a term of four years. This "term limit" requirement does not preclude a Board member from then serving in a different Board officer position or from returning to his/her original position after a two year absence.

Section III - Removal

Any officer elected by the Board of Directors may be removed by a majority vote of the Board whenever, in their judgment, the best interest of the Association will be served by the removal. However, the removal will be without prejudice to the contract rights, if any, of the officer being removed.

Section IV – Vacancies

Any vacancy in any office because of death, resignation, removal, disqualification or any other reason will be filled by the Board of Directors from within the Board.

Section V - Duties and Responsibilities

(1) President

The President will be the executive officer of the Association and will, in general, supervise the business affairs of the Association. He/she shall preside at all meetings of the membership and the Board of Directors. He/she may sign, with the Secretary, Treasurer, or any other officer of the Association authorized by the members, any deed, mortgages, bonds, contracts, or other instruments which the Association members have authorized to be executed, except in cases where the signing and execution of such documents is expressly delegated by the members or by these Bylaws or by statute to some other officer or agent of the Association. In general, the President will perform all duties incidental to the office of the President and any other duties as may be prescribed by the members. He/she may be an ex-officio member of all committees.

(2) Vice President

In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President will perform the duties of the President, and when so acting, will have all the powers of, and be subject to, all restrictions upon the President. The Vice-President will perform other duties as may be assigned to him/her by the President or by the Association members.

(3) Secretary

The Secretary will keep the minutes of the meetings of the members and meetings of the Board of Directors in one or more books provided for that purpose and will see that all notices are duly given in accordance with the provision of the Bylaws or as required by law. The Secretary will also be custodian of the Corporate Seal and records. The Secretary will keep a register of the post office address and the Butte Meadows or Jonesville address of each member which will be furnished to the Secretary by each member. In general, the Secretary will perform all duties incidental to the office of Secretary and any other duties as assigned by the President or by the members of the Association.

(4) Treasurer

The Treasurer will have full charge and custody, and be responsible for all funds and securities of the Association. The Treasurer will receive monies due and payable to the Association from all sources and deposit all monies in the name of the Association in any banks, trust companies or other depositories selected in accordance with the provision of Article VII of these Bylaws. In general, the Treasurer will perform all duties incidental to the office of Treasurer and any other duties assigned by the President or by the members. The Treasurer will submit a proposed annual budget to the Board of Directors at the first Board meeting of each fiscal year. The Treasurer will submit all books and records for audit purposes when so directed by the Board. The Treasurer will provide a detailed report of receipts and disbursements at each annual meeting of the members and at all Board meetings.

(5) Assistant Treasurer

The Assistant Treasurer will function as an assistant to the treasurer. The Assistant Treasurer's responsibilities will also include the ability to deposit monies payable to the Association from all sources in ~~such~~ any banks, trust companies or other depositories ~~as shall be~~ selected in accordance with the provision of Article VII of these Bylaws. The Assistant Treasurer will also have full signing authority on Association checks to pay bills, debts or reimbursements. The Assistant Treasurer is to receive copies of all bank statements and gain an understanding of the Treasurer's financial processes, statements and records.

ARTICLE V

COMMITTEES

Section I - Members

Members of each committee must be voting or honorary members of the Association. Officers will

appoint the committee Coordinators. Coordinators may appoint or remove committee members as needed.

Section II-Term of Office

Each member of a committee will continue to serve until the installation meeting following the annual election of the Board of Directors or until his/her successor is appointed, unless the committee is terminated or the member ceases to qualify as a member.

ARTICLE VI

MEMBERSHIP MEETINGS

Section I - Annual Meeting

An annual meeting of the members is to be held during the months of July, August or September for the purpose of electing the Board of Directors and the transaction of other business that may come before the membership.

Section II - Special Meetings

Special meetings of the membership may be called by the President, Board of Directors, or not less than 1/10th of the members having voting rights, provided that the entire membership is notified not less than ten days nor more than sixty days in advance of the meeting.

Section III -Place of Meetings

The Board of Directors may designate any place in Butte County for any special meeting called by the President, the Board of Directors or the persons calling the meeting.

Section IV –Notice of Meetings

At the direction of the President or the Board of Directors or the Secretary or the officers or the persons calling the meeting, a notice, by means of postal mail or BMJCA Newsletter stating the place, day and time of any meeting of members, will be delivered to each member entitled to vote not less than ten days nor more than sixty days before the day of the meeting.

Section V - Informal Actions by Members

No action required by law to be taken at a meeting of the membership will be taken without there being a properly conducted regular or special meeting as set forth in these Bylaws. Written waivers signed by all voting members will not cancel this requirement.

Section VI - Quorum

Twenty-five members whose dues have been paid no later than fifteen days prior to the meeting of the membership and who are entitled to cast a vote at any meeting will constitute a quorum at the meeting. If a quorum is not present at any meeting of members, the majority of the members present may adjourn the meeting and reschedule it with a quorum requirement of 15 members.

Section VII - Voting

A member entitled to vote at any annual or special meeting must be present to vote. Voting by proxy, postal mail or electronic communication is not permitted.

Section VIII - Rules of Order

All meetings shall be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section I-Contracts

The membership may authorize any officer(s) or agent(s) of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. This authorization may be general or confined to specific instances.

Section II- Checks, Drafts, etc.

All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, will be signed by at least two of the following: Treasurer, Assistant Treasurer, Secretary, President or Vice President. All expenditures will be paid in accordance with the annual budget. Any deviations from the budget must be approved by the Board of Directors. Requests for reimbursement by a member is to be accompanied by a receipt or invoice verifying the subject matter and amount involved. All requests for Association funding for non-Association related projects are to be made in writing to the Board of Directors. Each project funding request will be voted on at a meeting of the Board of Directors.

Section III - Deposits

All funds of the Association are to be deposited on a monthly basis to the credit of the Association in the banks, trusts companies or other depositories selected by the Board of Directors.

ARTICLE VIII

BOOKS, RECORDS, AND INTERNAL AUDIT

The Association will keep correct and complete books and records of financial accounts and will also keep minutes of the proceedings of its members. The Board of Directors and committees having any of the authority of the Board will keep at the registered or principal office of record, the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time.

During years ending in "0" and "5" an internal audit is to be conducted during the month of May with results reported to the Membership at the Annual Meeting. The audit will be conducted by an Audit Committee established by the officers.

ARTICLE IX

FISCAL & CORPORATE YEAR DESIGNATIONS

The fiscal year and corporate year of the Association are synonymous with the calendar year.

ARTICLE X

CORPORATE SEAL

The Board of Directors shall provide a Corporate Seal, which is to be in the form of a circle inscribed with the corporate name of the Association.

ARTICLE XI

AMENDMENTS

All proposed amendments to the Bylaws are to be submitted in writing to the Board of Directors for recommendation before being submitted to the membership for action. All proposed amendments which have received the opinion of the Board will be posted in at least two locations within the community at least two weeks prior to the special Association Bylaw meeting. Members are also to be advised how they can request a copy of proposed amendments before the meeting.

ARTICLE XII

DISSOLUTION

This Association is not organized, nor will it be operated for monetary gain or profit. It does not contemplate the distribution of gains, profits, or dividends to Association members, and is organized solely for non-profit purposes. The property, assets, profits and net income of this Association are irrevocably dedicated to charitable purposes and no part of the profits or net income

will ever be directed toward the benefit of any officer, director, or member, or to the benefit of any private shareholder or individual. Upon the dissolution of this Association, any assets remaining after payment of, or provisions for payment of, all debts and liabilities of this Association, will be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 23701 (d) of the Revenue and Taxation Code and/or Section 501 (c) (3) of the Internal Revenue Code. If this Association holds assets in trust, such assets are to be disposed of in a manner as may be directed by decree of the superior court of the county in which this Association's principal office is located, upon petition by the Attorney General or by any person concerned in the liquidation, in which the Attorney General is a party.