

# **BROOKTRAILS PROPERTY OWNERS ASSOCIATION, INC.**

## **BYLAWS**

### **ARTICLE I** **PRINCIPAL OFFICE**

Section 1. The principal office for transaction of business of the Corporation is as may hereafter be fixed and located by the Board of Directors in the County of Mendocino.

### **ARTICLE II** **MEMBERSHIP**

Section 1. The members of this Corporation shall consist of the persons who have signed the Articles of Incorporation as incorporators and original directors and residents and property owners of Brooktrails Township who desire to be members.

Section 2. Members shall be in good standing upon payment of the current year's dues.

Section 3. Annual dues shall be \$10.00 per individual member, or \$20.00 per family unit. Dues are due on September 1 of each year.

Section 4. Any member in arrears as of November 30 shall be dropped from the membership rolls. Such members may be reinstated upon full payment of the current year's dues.

### **ARTICLE III** **FISCAL RESPONSIBILITY**

Section 1. The fiscal year of the Corporation shall commence on the first day of September and shall end on the last day of August of the following year.

Section 2. An audit shall be made as soon as possible after the close of the fiscal year and reported to the Board of Directors and the membership no later than at the November meeting.

Section 3. No funds shall be disbursed by the Corporation except per the approved budget or by approval of the Board of Directors. All checks or drafts shall be executed, with two signatures, on behalf of the Corporation, by the Treasurer and either the President, Vice President, or Secretary.

Section 4. Dues received before the start of the membership year shall be deposited and segregated until September. Budgeted and funded expenditures that may not become payable until after the close of the fiscal year shall not be included in the next fiscal year budget, but kept separate on the ledger sheet until payable. (Scholarship awards are the most common example of this delayed payment.)

### **ARTICLE IV** **DIRECTORS**

Section 1. The authorized number of Directors shall be five (5) until changed by amendment to the Bylaws. Directors shall serve for two years or until their successors are elected.

Section 2. Subject to the limitations of the Articles of Incorporation, of the Bylaws, and the California General Nonprofit Corporation Law as to the action to be authorized or approved by the members, and subject to the duties of the Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit:

a. To appoint and remove all officers, agents and employees of the Corporation and to prescribe such powers and duties for officers, agents, and employees as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.

b. To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefor not inconsistent with law, or with the Articles of Incorporation, or the Bylaws, as they may deem best.

c. To designate any place within the County of Mendocino for the holding of any membership meeting or meetings and to change the principal office of the Corporation for the transaction of its business from one location to another in the County of Mendocino.

d. To borrow money and incur indebtedness for the purposes of the Corporation and to cause to be

executed and delivered therefor in the Corporation's name, promissory notes, debentures, deeds of trust, mortgages, pledges, hypothecation or other evidences of debt, and securities therefor.

e. To manage in such manner as they may deem best all funds and property, real and personal, received and acquired by the Corporation, and to distribute, loan or dispense the same and/or the income and profits therefrom.

Section 3. If a Director shall fail to attend 3 consecutive meetings of the Board of Directors, without leave of absence, his office as a Director may be declared vacant by a vote of a majority of all the remaining Directors. In event of a vacancy for any cause in the office of a Director, the remaining directors, by a majority vote may elect a successor to hold office until the next regular election.

## **ARTICLE V** **OFFICERS**

Section 1. The officers of the Corporation shall President, Vice President, Secretary, and Treasurer. Officers shall be selected from the Board of Directors, by majority vote of the Directors .

Section 2. All officers are responsible to the Board of Directors and shall not act independently.

Section 3. The officers shall be chosen annually at the organizational meeting of the Board of Directors. Each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve. Officers shall serve a term of one year and may be re-elected. Officers must be members of the Corporation.

Section 4. Officers may be removed with or without cause, at any meeting of the Board of Directors by the affirmative vote of a majority of all of the Directors.

## **ARTICLE VI** **DUTIES OF OFFICERS**

Section 1. The President shall be the chief executive officer of the Corporation and shall, subject to the approval of the Board of Directors:

- a. Have supervision, direction and control of the business and affairs of the Corporation.
- b. Preside at all meetings of the Board of Directors and of the members.
- c. Be an ex-officio member of all Standing Committees, except the Nominating Committee.

Section 2. The Vice President, in the absence or disability or refusal to act, of the President, shall perform all the duties of the President, and when so acting shall have the powers of and be subject to all the restrictions upon the President.

Section 3. The Secretary shall:

- a. Keep or cause to be kept, at the principal office of the Corporation, or such other place as the Board of Directors may order, a book of minutes as described in Roberts Rules of Order, of all meetings of the Board of Directors and members.
- b. Keep or cause to be kept at the principal office of the Corporation, a membership list containing the names and addresses of each individual member, and in case where membership has been terminated such fact shall be recorded.
- c. Give notices of meetings of the Board of Directors and of the membership as provided in these Bylaws. Supervise the production and mailing of minutes and other BPOA information to members monthly, or as directed by the Board.
- d. Perform such other duties as prescribed by the President of the Board of Directors.

Section 4. The Treasurer shall:

- a. Keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and the business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at any time be open to inspection by any Director or by any member of the Corporation.
- b. Deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors.
- c. Disburse the funds of the Corporation per the approved budget or as ordered by the Board of Directors.
- d. Render to the President and the Directors, upon request, an account of all his transactions as Treasurer, and of the financial condition of the Corporation.
- e. Perform such other duties as prescribed by the President of the Board of Directors.

**ARTICLE VII**  
**PERSONAL LIABILITY AND PROPERTY INTEREST**

Section 1. No member of the Corporation shall be personally liable to its creditors or for any indebtedness or liability, and creditors shall look only to the Corporation's assets for payment.

Section 2. If any member shall cease to be such, any interest he shall have in and to the property, assets and privileges of the Corporation shall cease and revert to the Corporation and such cessation of membership shall operate as a release and assignment to the Corporation of all the right, title and interest of such member in and to property, assets, and privileges for the Corporation; provided, however, that any cessation of membership shall not affect any indebtedness of the Corporation to such member.

**ARTICLE VIII**  
**STANDING COMMITTEES and SPECIAL INTEREST GROUPS**

Section 1. The Standing Committees of the Corporation shall be: Finance, Membership, Program, Nominating, Scholarship, Citizen of the Year, Community Center Use Agent, and Neighborhood Watch. A Special Interest Group shall be the BPOA Women's Club.

Section 2. Only members in good standing may serve on Standing Committees.

Section 3. Committee chairpersons and members shall be appointed by the President for a term of one year and may be re-appointed. Special Interest Groups shall select their Chairperson from within their group, to be confirmed by the President.

Section 4. The Finance Committee shall prepare a budget and method of financing expenditures and present to the Board of Directors at the September Business Meeting for approval. They shall perform an audit of the Corporate financial books (including the separate financial books of any Special Interest Group) and submit a written report at the October meeting.

Section 5. The Membership Committee shall promote and develop membership giving periodic reports to the Board of Directors.

Section 6. The Program Committee shall develop a program for the year and present to the Board of Directors at the October Business Meeting, for approval.

Section 7. The Nominating Committee shall recruit and present candidates for the Board of Directors at the July Business Meeting.

Section 8. The Scholarship Committee shall select our scholarship winners from the graduating student applicants presented by all Willits High Schools. Amount and number of scholarships available shall be determined by the Board of Directors prior to March 15. The committee shall follow the schedule set out by the School co-ordinator for completing the selection and award process, report the names of recipients to the Board of Directors, and invite them to the next meeting for introductions and congratulations.

Section 9. The Citizen of the Year Nominating Committee shall select one or more nominees for the Citizen of the Year Award. The nominee or nominees shall be submitted to the Board no later than three (3) weeks prior to the July business meeting. The Award shall be presented at the July meeting.

Section 10. The Neighborhood Watch Committee shall be responsible for developing and maintaining a viable Neighborhood Watch Program for all of Brooktrails. The Committee will provide periodic reports, as activity warrants, to the BPOA at it's regularly scheduled monthly business meeting.

Section 11. The BPOA Women's Club shall conduct meetings and other activities which are of particular interest to the women members of BPOA. They shall govern their internal activities with Bylaws which are not in conflict with the Articles of Incorporation and the Bylaws of the BPOA. Regular reports shall be made to BPOA at it's monthly business meeting. If the group maintains its own fiscal activity, the treasurer must make a monthly financial report to the BPOA treasurer. The BPOA annual audit will include a review of the Women's Club financial records.

Section 12. The Community Center Use Agent is responsible for maintaining a calendar to schedule the use of the Community Center in compliance with our lease agreement. The Vice President shall serve as back-up to this ongoing activity. The detailed instructions for assigning the dates for use of the Community Center and the appropriate deposits, fees, and damage assessments and other details will be followed. The Agent shall report any problem areas or suggestions to the Board for action.

**ARTICLE IX**  
**ELECTIONS**

Section 1. Two Directors shall be elected in each odd numbered year and three shall be elected in each even numbered year.

Section 2. Each individual member in good standing shall be entitled to one vote. Each family membership shall be entitled to two votes.

Section 3. Ballots will be mailed to all members prior to July 15th of each year. Postage-paid return envelopes will be included with all ballots.

Section 4. Ballots will be opened and counted by the Election Committee at the Annual Meeting. The Election Committee, of at least four members, is to be appointed the night of the Annual Meeting.

Section 5. Results of the ballot count shall be announced before the meeting is adjourned. Vacancies shall be filled by the candidate(s) receiving the most votes, starting with the vacancy having the longest term.

Section 6. Elected Directors shall take their seats after the close of the Annual Meeting and immediately set the date for the organizational meeting.

**ARTICLE X**  
**MEETINGS**

Section 1. An Annual Meeting of the members shall be held in August of each year. The notice of the Annual Meeting shall designate it as such and state the names of persons nominated for Director.

Section 2. Regular meetings of the Board of Directors and members shall be held monthly at the principal office, except no meeting is scheduled for December.

Section 3. Special meetings of the membership may be called by a majority of the Board of Directors. Notice of each special meeting must be mailed to members at least seven (7) days prior to the special meeting.

Section 4. A Special meeting of the Board of Directors may be called by the President or by a majority of the members of the Board. Notice of said meeting to be given all Board members 24 hours in advance of the meeting. Special meetings of the Board shall be held at the principal office or as designated by the Board within Mendocino County.

Section 5. Within two weeks following each Annual Meeting the newly elected and continuing Directors will hold a meeting for the purpose of organization for the new year.

Section 6. Emergency action can be taken by the Board by taking a telephone vote and said action to become part of the minutes of the Board.

Section 7. The Board shall set the order of meetings.

**ARTICLE XI**  
**QUORUM**

Section 1. A majority of the members of the Board of Directors in attendance at a meeting shall constitute a quorum.

Section 2. The number of members present at the Annual Meeting shall constitute a quorum.

**ARTICLE XII**  
**PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Organization's meetings in all cases. The presiding officer shall solicit comments from the floor regarding each motion before it is voted. Only the Board will vote on motions with the exception noted in Article XIII.

**ARTICLE XIII - AMENDMENTS**

Section 1. The Board of Directors shall approve all Bylaws amendments before presentation to the membership.

Section 2. All amendments to the Bylaws will be voted upon by the membership at a business meeting. Members must be mailed a copy of the proposed amendments 21 days prior to the meeting at which approval will be voted.

Section 3. Amendments to the Bylaws shall be effective when approved by two-thirds or more of the members voting.