

**BYLAWS OF THE
JUNIPER HILLS COMMUNITY ASSOCIATION
A NON-PROFIT CORPORATION
Revised December 7, 2013**

ARTICLE I - NAME

The name of this corporation is the **JUNIPER HILLS COMMUNITY ASSOCIATION**.

ARTICLE II - POLICY

The Juniper Hills Community Association is a non-profit corporation and does not contemplate financial gain or profit. Instead we have organized as property owners, residents and friends of the designated area (see the map, Attachment A), to provide for our mutual interests. The Juniper Hills Community Association will collaborate with the Juniper Hills Town Council, in matters of common interest, to determine the development of and protect the distinctive quiet rural charm of the region. As a legally constituted body, under the provision of Sections 7130 through 7135, inclusive, of the California Corporation Code, we will endeavor to implement this policy by agreement, persuasion, or other peaceful and legal means.

ARTICLE III - OBJECTIVES

The objectives of this organization, working in conjunction with residents of the community and the Juniper Hills Town Council, are as follows:

- 1) Protect the general character of the neighborhood from intrusions which would tend to cause conflict or adversely change the environment, as stated in the Community Standards document.
- 2) Limit commercial activities to those that will serve the community or which will be located and conducted as to cause minimum interference with the essential residential rural character of the region.
- 3) Encourage conservation of all subterranean waters for domestic and limited agricultural uses with the objective of making the available water supply serve the minimum needs of all property owners.
- 4) Raise sufficient funds to maintain the Community Center and Association property in good repair, and pay all operating costs.
- 5) Provide a location for discussion and dissemination of information of interest to the community and a facility that can be rented by members in good standing (rental fee to be determined by the Board of Directors).

ARTICLE IV — MEMBERSHIP

- 1) Regular members in the Association are persons who are the owners of real property or residents in the designated area qualify for membership. The designated area is shown in Attachment A (Map). At general meetings, households have one membership, for voting purposes. Regular members have the right to vote and hold office; have the privilege to implement Association policy and objectives to protect corporate assets of the Association, and to participate in Association activities.
- 2) Associate membership is available to persons who have an interest in the Juniper Hills community, but do not live within the boundaries as shown on the Map. Associate members have the privilege to implement Association policy and objectives to protect corporate assets of the Association, and to participate in Association activities.
- 3) There are no restrictions on the number of associate members.
- 4) The Association will offer to new residents, a regular membership with dues deferred until the following January.
- 5) A member may be suspended from the Association for nonpayment of dues or for cause. A member suspended for cause will be given notice and the opportunity to make an appeal before the general membership.
- 6) Annual membership fees will be due in January of each year. Said monies are to be disbursed for property taxes, property assessments, insurance, legal fees, utilities, and property maintenance. The assessment amount of the dues will be determined by the Board of Directors and announced to the membership.

- 7) For discharging regular membership responsibility, such as elections, expenditures, and general business, two-thirds of those present must vote in favor of the item on which the vote is being taken.
- 8) No proxy may be voted at any general membership meeting.
- 9) The regular membership, at a general membership meeting, may, by a two-thirds majority vote of the members present, rescind or modify any action taken by the Board of Directors provided the rescission or modification is not in conflict with these Bylaws.
- 10) Members may be suspended from the membership by a two-thirds majority vote of the regular members present at a general membership meeting.
- 11) The regular membership may remove a director or officer by a two-thirds majority vote of the members present at a general membership meeting.
- 12) All other motions or resolutions will be approved by a simple majority of regular members present at a general membership meeting.
- 13) Each member has the right to attend any Board of Directors or Committee meeting but will not have the right to participate in said meeting without the consent of the Board of Directors or Committee as stipulated by a simple majority vote of the Board of Directors or Committee.

ARTICLE V - DIRECTORS/OFFICERS

- 1) The Board of Directors will be composed of regular members in good standing and who are duly elected by the membership. The board will be comprised of not less than seven members and not more than thirteen members. In addition, auxiliaries of the association will be represented on the board by the auxiliary president or the auxiliary president's representative and will have the responsibilities of an elected director.
- 2) Election of members to the Board of Directors will be by ballot cast by the regular members at the December general membership meeting. Only one vote per household for each directorship is allowed. To be eligible for election to the Board of Directors, a regular member must have been a member of the Association for at least one year.
- 3) Directors elected by the membership will serve a term of not more than three years. Every director whose term has expired, who has voluntarily resigned, or who has been suspended from the board is eligible for reelection.
- 4) A director will be considered to have resigned by failing to attend three successive regular board meetings without being excused.
- 5) A director elected by the membership may be suspended for cause by a two-thirds majority of the directors. The director to be expelled will be given an opportunity to appeal to the general membership. A suspended director does not forfeit his membership rights.
- 6) A quorum is a simple majority of the elected directors. A quorum is required for discharging the Board of Directors' responsibilities.
- 7) No proxy may be voted at any Board of Directors meeting.
- 8) The Board of Directors will elect officers by a simple majority at a Board of Directors meeting that follows directly after the general membership meeting in December. The officers will be president, vice president, treasurer, and secretary.
- 9) Vacancies occurring for any reason on the Board of Directors may be filled by a majority vote of the Board of Directors at a Board of Directors meeting. The member so elected will serve until the next annual meeting or until his successor is duly elected.
- 10) The President, with the advice and consent of the Board of Directors, is responsible for all appointments.
- 11) The Board of Directors may approve all other motions and resolutions with a simple majority at the meeting.
- 12) The President is the executive officer of the Association and chair of the Board of Directors. The President will

appoint all committee chairs with approval of the Board, and will be an ex-officio member of all committees. The President will preside over all meetings of the general membership and the Board of Directors.

- 13) The Vice President will assume the duties of the President in the President's absence and, in the case of resignation or death of the President, will automatically become President for the unexpired term.
- 14) The Treasurer will be the officer of the Association responsible for the treasury. The Treasurer will be the final recipient of all monies received and will disburse the monies as authorized by the President and Board of Directors. The Treasurer will deposit all monies received in a checking account, savings account, or other investment vehicle in a bank or financial institution as designated by the President and Board of Directors. The Treasurer is authorized to pay utility bills, taxes, insurance, maintenance, and publicity costs without receiving prior authorization. The Treasurer will maintain records of all receipts and disbursements, will submit said accounts to the membership at each general membership meeting and will submit said accounts as demanded by the Board of Directors or a legitimate financial audit committee. At the conclusion of each calendar year, the financial records of the Association must be audited prior to being archived. The audit may be conducted by an audit committee or by a professional auditor. The Treasurer will be responsible for submitting the Non-Profit Corporation Report and/ or State and Federal Tax Returns, if appropriate. The Treasurer will make recommendations to the Board on proper investment of monies. At the conclusion of the year, all financial records will be placed in the Association archives.
- 15) The Secretary will be the officer of the Association responsible for the records except for such records kept by the treasurer. The Secretary will keep all minutes of membership meetings and Board of Directors meetings. The Secretary will be responsible for meeting notification and will handle such correspondence as the President may direct. The records of the Secretary will be submitted to the membership at each and every general meeting and as demanded by the Board of Directors or any member, membership group, or committee. At the conclusion of the year, all secretarial records will be placed in the Association archives.
- 16) The officers, i.e., the President, Vice President, Secretary, and Treasurer, will carry out the Board of Directors' instructions and administer the Association affairs between meetings.

ARTICLE VI - APPOINTEES

- 1) Appointees are in keeping with good business practice and the policy and objectives of the Association. The appointees include, but are not limited to, Parliamentarian and Nominating Committee.
- 2) Circumstances may require appointments at any time during the year. When circumstance requires expertise not available from the general membership an appointee may be from the community at large. All appointments require a two-thirds majority approval by the Board of Directors.
- 3) The Parliamentarian will be appointed no later than the February meeting of the Board of Directors. The Parliamentarian, or the Secretary, will be responsible for distributing the bylaws of the Association to the new directors at the first Board meeting of the New Year.
- 4) The Parliamentarian, skilled in parliamentary rules, will be responsible for imposing the rules contained in "Roberts Rules of Order, Revised" in all cases to which they are applicable and they are not inconsistent with these bylaws. The Parliamentarian will perform this function at all general membership meetings.
- 5) The Nominating Committee will be appointed at or before the October Board of Directors' meeting of each year. The Nominating Committee will, with the consent of the nominees, prepare and present a list of nominees to the Board of Directors at their November meeting for approval. The list will contain at least one name for each director's position to be filled. Upon approval by the Board of Directors, the nominating committee will prepare ballots. The chair, during the December membership meeting, will introduce the nominees, and will accept nominations from the floor. The election will be conducted by the chair of the Nominating Committee or by the Parliamentarian. If nominees named fill all director positions up for election, and no further nominations are accepted from the floor, a motion can be made to close the nominations and elect by acclamation; no written ballot will be necessary.

ARTICLE VII - STANDING COMMITTEES

- 1) The standing committees include but are not limited to: building maintenance and repair, historian, rentals, membership, events, publicity, and newsletter.
- 2) The President will appoint, from the members of the Board of Directors and with the advice and consent of the Board

of Directors, chairs for the standing committees. Said appointments will be made no later than the first Board of Directors meeting of the New Year.

- 3) Circumstances may require establishment of committees at any time during the year. These committee chairs will be appointed as needed.
- 4) The building and maintenance committee chair will be responsible for the general maintenance of the association's real property, and for the safety of said property.
- 5) The rental chair, with approval of the Board of Directors, will create and/or modify the Association Rental Agreement. The chair will be responsible for rental of the property and enforcement of the Agreement. Rentals will be made only to persons who have been regular or associate dues-paying members for at least six months. Furnishings and equipment will remain on the premises.
- 6) The membership chair will be responsible for maintaining the membership lists, both active and inactive. The chair will provide mailing labels or cover sheets for the mailing of newsletters, and will send membership renewal notices with the January newsletter, with a reminder in the second newsletter, for those who have not yet renewed.
- 7) The events chair will be responsible for overseeing the planning, scheduling, organizing, and implementing of all fund raising events. The chair will develop an event plan, including event schedule and estimated cost, if needed. The tentative plan will be presented at the August meeting and approved by the Board of Directors at the September Board meeting. Progress concerning events will be reported at each Board of Directors meeting and each General Membership meeting.
- 8) The publicity committee chair will be responsible for publicity leading to and following special events and meetings.

ARTICLE VIII - RESPONSIBILITY AND AUTHORITY

- 1) The private property of the members, directors, or officers will not be subject to the payment of Association debts to any extent whatever. Neither the members, directors, nor officers will be personally or individually liable for debts, liabilities, or obligations of the Association.
- 2) No member, director, officer or auxiliary organization will have the authority to incur any expense or obligation chargeable against the Association except as authorized by resolution of the membership or by the Board of Directors.
- 3) Neither the membership, directors nor officers may authorize any expense or obligation unless the authorization is for a specific sum of monies or a "not-to-exceed" amount of monies; the exception being expenditures of monies required to protect corporate assets as approved by the President and disbursed by the Treasurer.
- 4) The membership will be responsible for protection of the corporate assets, for election of directors, for the conduct of the directors, for implementation of the Association policy, objectives, and these bylaws.
- 5) The directors and officers will be responsible for the day-to-day conduct of the Association and will have full power to act in all particulars of the Association as stated in these Bylaws, and as modified by county, state, and federal regulations and laws.
- 6) The rules contained in "Roberts Rules Of Order, Revised", will govern the Association in all cases to which they are applicable.

ARTICLE IX - AUXILIARY ORGANIZATIONS

- 1) Auxiliary organizations will be constituted after presenting a charter to the Board of Directors and the general membership. The charter must be approved by a two-thirds majority of the Board of Directors at a Board of Directors meeting. It must then be approved by a two-thirds majority of the membership present at a general membership meeting. Revision to an existing charter must be approved as described above.
- 2) Auxiliary functions may be discontinued for cause by a two-thirds majority vote of the Board of Directors at a Board of Directors meeting or by a two-thirds majority vote of the membership present at a general membership meeting, providing the auxiliary has been given the opportunity to be heard.

- 3) The Junibeas, an organization composed principally of ladies of the Juniper Hills Community Association, will be an auxiliary of this association.
- 4) The Barry Brown Memorial Fund, established in the memory of Barry Brown, former resident of Juniper Hills, who was killed in the Vietnam War, is an auxiliary of this association. The monies donated to this fund, (as specified by his parents, Dave and Alice Brown, and by Jim Fulcher - who established the fund) are to be used for children's activities and for scholarships, when sufficient funds are available. The Barry Brown Memorial Fund is overseen by a committee of not less than three (3) members from the Association and three (3) members from the Junibeas.

ARTICLE X - MEETINGS

- 1) General membership meetings will be held semiannually in the months of June and December, for the conduct of good business by the Board of Directors. A special General Meeting may be called by the President with approval by the Board of Directors.
- 2) In the event a membership meeting is not held within a 90-day period of the appointed time, a meeting may be called by a petition signed by twenty members in good standing, filed with the Secretary or in the Secretary's absence with another officer, or in the absence of all of the officers, with a director. Upon filing said petition, a general membership meeting will be scheduled within a twenty-day period.
- 3) The time and date of all general membership meetings will be announced to the membership and will be held at the Juniper Hills Association Community Center.
- 4) General membership meetings will not be conducted in conjunction with special events.
- 5) Meetings of the Board of Directors will be generally held monthly, or as necessary. Special Board of Directors meetings may be scheduled by the president or the Board of Directors.
- 6) Directors' meetings will be held at the Community Center or at the home of one of the officers - and the time, date, and place of the meeting will be announced to the general membership in the Newsletter. If it becomes necessary to meet elsewhere, the meeting must be held at a location within the boundaries of the Association.
- 7) Committee meetings will be conducted as necessary for the conduct of good business. The Board of Directors will be notified of the time, date, and place of each meeting. All committee meetings will be conducted at a location within the boundaries of the Association.
- 8) Any member of the Association will have the right to attend any meeting of the Board of Directors or any committee meeting, but such members will not have the right to take part in the meeting without the consent of the Board of Directors or committee members. No member other than the Board of Directors or committee members will have voting privileges.
- 9) Monies required to discharge the association policy and objectives will be acquired through donations and fund raising functions. Extraordinary expenditures must be approved by a two-thirds majority vote of the membership present at a general or special meeting.

ARTICLE XI - AMENDMENTS TO THE BYLAWS

These bylaws may be amended by two-thirds vote by the regular membership present at a regular membership meeting or at a special membership meeting. The proposed amendment will have been first presented in writing and/or read aloud at an earlier regular membership meeting held not less than one week previously, or a written notice of the proposed amendment having been given to the membership by mail at least one week prior to the meeting when a vote will be taken.