

**HIDDENBROOKE
COMMUNITY ASSOCIATION
BYLAWS**

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ARTICLE I – Name and Location

- Section 1.** The name of this association shall be HIDDENBROOKE COMMUNITY ASSOCIATION, a nonprofit corporation, hereinafter known as HCA.
- Section 2.** The address of the HCA shall be at such place as may from time to time be designated by the Board of Directors.
- Section 3.** The Association shall keep correct and complete books and records of account on the cash basis of accounting with a fiscal year ending June 30th. The Association shall also keep minutes of the proceedings of all meetings of the Board of Directors and shall keep a record listing of the names and addresses of the Board of Directors, President, Vice President, Secretary, Treasurer, and any other Officers, Employees, and Members of said Association.
- Section 4.** HCA shall be incorporated.

ARTICLE II – Purpose

To promote and maintain the quality of life and high standards of services in Hiddenbrooke; to promote area safety and security, quality schools, parks and local businesses; to promote the understanding of and encourage compliance with the Covenants, Conditions, and Restrictions (CC&Rs) to protect and enhance property values; and to foster social and recreational opportunities among our neighborhoods and members.

ARTICLE III – Membership

Section 1. Persons owning or renting a house in the Hiddenbrooke development in Vallejo, California are eligible for membership. For purposes of voting and annual dues, each residence is considered to be one membership. Membership is granted upon payment of annual dues.

Section 2. Associate (non-voting) membership shall be available to any commercial property owner or business interest in the City of Vallejo that wishes to promote the Association's goals. Associate membership shall be permitted at the sole discretion of the Board. Associate members may not hold positions as officers or Board members.

ARTICLE IV – Annual Dues and Banking

Section 1. *Annual Dues*

- A. The annual dues for membership are set by the Board by majority vote, and shall be reviewed annually by the Board.
- B. Members will be notified annually to renew their memberships.

Section 2. *Banking Authority*

The Board of Directors shall, from time to time, determine the rules and regulations governing the banking authority and practices of HCA.

Section 3. *Loans*

The Association shall loan no money to any Officer, Director, Employee or Member of HCA.

Section 4. *Checks*

All checks or demands for money and notes of the Association shall be signed by both the President and the Treasurer. In the absence of one of the above officers, the Vice President or one other approved Board Member shall be authorized to co-sign. A check register shall be published to Board Members at each Board meeting covering checks issued since the previous meeting.

ARTICLE V – Meetings

Section 1. *Location, Date, Time and Notice of Meetings*

The Board shall designate the date and place for all Board meetings. Written notice stating the place, date and hour of meetings shall be published in the HCA newsletter, or by email to the membership, at least ten days in advance, with the exception of Special Meetings, which may be called on shorter notice.

Section 2. *Annual Meeting*

An Annual Meeting of the General Membership shall be held during the month of May or June as selected by the Board of Directors for the purpose of transacting such business as may come before the Members and to hold elections. Notice will be given in the same manner as set forth in Section 1.

Section 3. *Regular Meetings*
Regular Meetings of the General Membership may be held in addition to the Annual Meeting, at the Board's discretion. Notice will be given in the same manner as set forth in Section 1.

Section 4. *Special Meetings*
Special Meetings of the General Membership may be called by the Board of Directors, upon seventy-two (72) hour notice by e-mail to the membership. Special Meetings of the Board may be called by the President or by two Board members, upon seventy-two (72) hour notice by e-mail to the entire Board. No business should be transacted other than those items of business which were included in the advance notification.

Section 5. *Quorum*
A. At all Annual, Regular and Special Meetings of the General Membership, ten percent (10%) of the current Membership (including proxies) shall constitute a quorum to conduct business.
B. A majority of the Board will constitute a quorum at Board Meetings.

ARTICLE VI – Voting

Section 1. *Eligibility*
Each HCA residence shall be entitled to one (1) vote for all matters properly coming before the Membership. In elections, this means one vote for each position available. Votes shall be non-cumulative, that is, a residence may not cast multiple votes for an individual running for a single position.

Section 2. *Proxies*
Proxies at General Membership Meetings will be allowed as explicitly assigned to another member and must be in writing. Directors must be present personally or by conference call to vote at Board Meetings, except that votes may be taken via email when sufficient detail has been provided to clearly state the Director's vote on a matter.

Section 3. *Order of Election*
Elections will take place at the Annual Meeting of the General Membership. In 2003, seven (7) Board members will be elected, four to two-year terms and three to one-year terms, based upon descending order of votes received. Thereafter, in each even numbered year three members will be elected for two year terms, and in each odd numbered year four members will be elected for two year terms.

ARTICLE VII – Board of Directors, Officers, and Employees

Section 1. *Qualifications*

Any candidate for election as a Director or Officer must be a bona fide member of HCA of good standing at the time of election. Only one person from the same residence may hold HCA Officer or Director position simultaneously.

Section 2. *Terms of Office*

Newly elected Board Members shall assume office on July 1 following the Annual Meeting, to serve terms running through June 30 two years following. Newly elected Board members and returning Board members will meet, following the Annual Meeting but before July 1, to elect Officers for the upcoming year. Officers serve for one year terms running from July 1 through June 30 of the following year.

Section 3. *Resignation and Removal*

- A. Any Member of the Board of Directors or any Officer may resign by giving written notice thereof to the Board President or Secretary of HCA. Such resignation shall take effect at the time specified therein. Directors or Officers who are no longer members of HCA will be considered to have resigned their position.
- B. A Director, Officer, or Committee Chair may be removed by the same authority that placed him/her in office.
- C. Three (3) unexcused absences in a twelve month period shall constitute grounds for expulsion from the Board.

Section 4. *Vacancy in Office*

The Board of Directors may fill a vacancy in the office of President, Vice President, Secretary, Treasurer or Director by appointment of another eligible HCA member for the balance of the unexpired term.

Section 5. *Board of Directors*

- A. Members
 1. The Board shall consist of seven directors..
- B. Duties
 1. Decide the policies of the Association.
 2. Govern the affairs of the Association, including adoption of an annual budget and oversight of Association activities and expenditures.
 3. Seek the advancement of HCA purposes and objectives.
 4. May employ such person(s) as may be necessary to carry out functions on behalf of the HCA.
 5. May appoint an independent CPA to perform the audits and prepare the certified financial statements.
 6. May appoint a legal advisor.
 7. Elect persons to act as President, Vice President, Secretary and Treasurer from among its Membership.

Section 6. *Officers*

- A. The Board of Directors shall elect from among its members a President, Vice President, Secretary, Treasurer, and other Officers. Any Board Member, including the President or Vice President, may also hold the office of Secretary or Treasurer.
- B. These Officers shall carry out the policies, functions, and affairs of HCA and be voting Members of the Board.
- C. Duties
 - 1. The President shall:
 - a. Preside at all Board, General Membership, Annual and Special Meetings of HCA.
 - b. Have power to call meetings of the Association or Board.
 - c. Appoint, with the advice and consent of the Board, members to standing and temporary committees of the HCA including Committee Chairs.
 - d. Supervise, control, direct, and manage the business activities and perform related duties as set forth in the Bylaws or Standing Rules or by the Board of Directors.
 - 2. The Vice President shall:
 - a. Preside at all Annual, Regular and Special Meetings of the General Membership or Board in the absence of the President.
 - b. Exercise all powers and duties, and responsibilities as may be delegated by the Bylaws, Standing Rules, President or the Board of Directors.
 - 3. The Secretary shall:
 - a. Attend all Meetings of the Board or General Membership.
 - b. Be responsible for recording the proceedings of all said meetings.
 - c. Maintain a record of attendance of all meetings and certify a quorum.
 - d. Determine the validity of any vote taken; assuring that only Members shall vote, and only one vote per residence.
 - e. Prepare the Association's correspondence.
 - f. Keep a list of the Officers, Board Members, and General Membership.
 - g. Have such other powers, duties, and responsibilities as may be delegated by the Bylaws or Standing Rules, the President or Board of Directors.

4. The Treasurer shall:
 - a. Attend all Meetings of the Board or General Membership.
 - b. Be responsible for the collection, safekeeping and expenditure of funds, and the keeping of timely and accurate financial records.
 - c. Each month prepare a financial report to be reviewed and approved by the Board of Directors.
 - d. Have such other powers, duties, and responsibilities as may be delegated by the Bylaws, the Standing Rules, the President or the Board of Directors.

ARTICLE VIII – Nominations and Elections

Section 1. *Nominations*

- A. The Nominating Committee shall meet each year on a date and time set by the Committee. The Committee shall consist of one (1) Board Member and two (2) HCA Members selected by the Board. The Board will normally appoint the nominating committee by January 31st of each year, absent emergency circumstances as the Board may determine. The President will choose the Chair.
- B. The Committee shall solicit from the membership (including from sitting Board members whose terms are expiring) persons willing to be candidates for election to the Board. Any member may request that he/she be considered for candidacy. The Committee shall review all candidates for skills or abilities to further the goals of the Association, including (1) demonstrated commitment to promoting the goals of HCA, including past service to HCA, (2) ability to dedicate the time required to participate in the duties of Board members, and (3) diversity of representation among the various developments within Hiddenbrooke. The Nominating Committee shall publish a list of recommended candidates. The list should contain at least as many candidates as there are positions available at the election, but may contain more candidates than the number of positions available. Any member who requests consideration but is not recommended by the Nominating Committee is nevertheless entitled to run for election to the Board, or to withdraw the candidacy, as the member chooses.
- C. The list of all candidates, including a notation of the Nominating Committee's recommendations, shall be published in the HCA newsletter and distributed at least thirty (30) days prior to the Annual Meeting. If such a publication is not possible, said list should be e-mailed to all Members and hand delivered to Members without email at least thirty (30) days before the Annual Meeting. If any candidate recommended by the Nominating Committee becomes unable or ineligible to serve after recommendations are published, and there are less candidates recommended than positions open for election, the Nominating Committee may select a replacement recommended candidate at the Annual Meeting.
- D. Notwithstanding the above, any member present may enter his/her candidacy at the Annual Meeting as a write-in candidate.

Section 2 *Elections*

Officers of the Association shall be elected by majority vote of the incoming Board. In the event no person receives a majority, a runoff will be held between the person(s) receiving the most votes.

ARTICLE IX – Standing Committees

Section 1. The Board of Directors may authorize the formation of Standing Committees as needed.

Section 2. The President shall appoint the Chair of each Standing Committee, with the advice and consent of the Board. .

ARTICLE X – Order of Business

Section 1. *Meetings*

Meetings of the Board or General Membership shall be presided over by the President, or the Vice President in the President's absence. If the Secretary is not present, the presiding officer shall appoint any qualified Member present to act as temporary Secretary.

Section 2. *Order of Business*

The following shall be the standard order of business at Board Meetings:

1. Call to Order
2. Changes or additions to Agenda
3. Approval of minutes
4. Reports from the Board of Directors
5. Reports from the Officers
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
6. Reports from the Standing Committee Chairpersons
7. Unfinished Business
8. New Business
 - a. Guest Speakers
9. Announcements
10. Adjournment

ARTICLE XI – Parliamentary Authority

The current edition of *Robert's Rules of Order* shall govern this organization in all meetings.

ARTICLE XII – Amendments to Bylaws

- Section 1.** These Bylaws may be amended, repealed or altered in whole or in part by a two-thirds (2/3) majority vote of the Board of Directors in attendance, provided that the proposed amendment has been published to the membership for review and comment at least thirty (30) days in advance.
- Section 2.** These Bylaws may also be amended by a majority vote of the membership at the Annual Membership Meeting, provided that the proposed amendment has been published to the membership at least thirty (30) days in advance.

ARTICLE XIII – Indemnification.

HCA will hold harmless, defend and indemnify any Officer or Director of the Association from and against any claims arising from his/her actions taken for or on behalf of the Association, if that person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Association, to the fullest extent permitted under California law (see California Corporations Code sections 204, 317).

ARTICLE XIV – Dissolution

The property of this corporation is irrevocably dedicated to Social Welfare purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for Social Welfare purposes and which has established its tax exempt status under Section 501(c)(4) of the Internal Revenue Code.

Approved by the Board of Directors of the Hiddenbrooke Community Association on February 26, 2003 and amended Article XIV on January 8, 2004.