



DEL MONTE FOREST PROPERTY OWNERS

BYLAWS

ARTICLE I – NAME AND PURPOSES

- (1) **NAME:** The name of this non-profit California Corporation is the “DEL MONTE FOREST PROPERTY OWNERS.”
- (2) **PURPOSES:** The specific and primary purposes are to promote and preserve the high standards of the residential community of Del Monte Forest in Monterey County, California; to obtain such additional community facilities as are necessary for the safety, comfort, health and welfare of residents of the area; to cooperate in the proper and desirable development of the Del Monte Forest area; and to promote harmony, civic enthusiasm, and community pride.

ARTICLE II – MEMBERSHIP

- (1) **CLASS:** There shall be one class of membership: regular members.
- (2) **ELIGIBILITY:** All owners of real property in Del Monte Forest are eligible for membership.
- (3) **VOTING:** Each member in good standing shall be eligible to hold office and entitled to one vote. Where the real property is jointly owned, only one of the owners may hold office and vote. A corporate owner may designate an agent to represent it.
- (4) **DUES:** Annual dues shall be set by the Board of Directors. Dues shall be payable January 1 of each year, and if not paid by April 30 shall be considered delinquent and the membership cancelled. A member whose membership has become delinquent may be reinstated to membership by payment of the annual dues.
- (5) **EXPULSION OR SUSPENSION:** No member may be expelled and suspended, and no membership terminated or suspended, except after fifteen (15) days’ prior notice, giving the reason for the expulsion, termination, or suspension, and an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, termination, or suspension, by the Board of Directors. Notice, if given by mail, must be given by first class or registered mail sent to the last address of the member shown on the corporation’s records.

ARTICLE III – MANAGEMENT AND OFFICERS

- (1) **BOARD OF DIRECTORS:** The power of the corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors of twelve (12) members in good standing.
- (2) **NOMINATIONS:** Nominations for election to the Board of Directors shall be presented by a report of a Nominating Committee of five members, appointed by the Board of Directors. The Nominating Committee shall consist of three members of the Board of Directors and two non-Board members. The Nominating Committee may present more nominees than there are directors to be elected. The Nominating Committee report shall be filed in the office of the corporation by the first Monday in September. The names of additional nominees may be submitted by petition. The petition must be signed by at least 2% of the membership and delivered to any officer within eleven months prior to the close of nominations. Nominations by petition are closed on the first Monday in October.

- (3) **ELECTION:** An election of directors shall be held annually in November, after the 10th of the month. Four directors shall be elected each year for three (3) year terms. No board member shall serve more than two (2) consecutive elective terms. In the event that the nominations for election to the Board of Directors exceed the number of vacancies to be filled, the election shall be conducted by written ballot. Otherwise the nominees named by the Nominating Committee shall be deemed duly elected without the formality of a written ballot. If a ballot is necessary, it shall be mailed to all members in good standing at least thirty (30) days before the election date, to be set each year by the Board of Directors. Ballots must be received at the office of this corporation at least two (2) business days before the annual meeting, which deadline is deemed to be the election date. Newly elected Board members shall assume office at the first meeting of the Board following January 1.
- (4) **BOARD MEETINGS:** Regular meetings of the Board of Directors shall be held monthly. Special meetings may be called by the President, or by any six (6) members, on five (5) days’ notice. At any meeting of the Board of Directors, seven (7) Directors shall constitute a quorum, and a majority of the Directors present at a Board meeting, in the presence of a quorum, decide its action.
- (5) **OFFICERS:** The Board of Directors shall elect from the directors the following officers: (1) President, (2) one or more Vice Presidents, (3) Secretary, and (4) Treasurer, and shall likewise fill any officer vacancies that may occur. The initial election shall be at the first meeting of the Board following January 1.
- (6) **POWERS:** The Board of directors and officers shall have full power to conduct the affairs of the corporation, and to appoint and instruct such committees selected from the membership as are deemed necessary, subject to such regulations as may be imposed by resolution of the membership.
- (7) **VOTING:** Directors shall vote at all meetings of the Board of Directors in person and not by proxy.
- (8) **REMOVAL:** A Board member may be removed from office by action of the Board of Directors for failure to attend three (3) consecutive Board meetings without excuse acceptable to the Board of Directors.
- (9) **VACANCIES:** Board vacancies, whether the result of resignation, death, removal, or any other cause may be filled by the majority vote of the directors in office. A vacancy or vacancies not filled by the directors may be filled by a majority vote of the membership. The person(s) selected to fill the vacancy or vacancies shall complete the full term of office of the director(s) whose vacancy is filled.
- (10) **REMOVAL OF OFFICERS:** Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the whole Board of Directors.

- (11) **Duties Of Officers:** The President shall be the chief executive officer of the corporation and, subject to the Board of Directors, shall have general charge of management and affairs of the members and the Board of Directors, and shall be responsible for keeping the membership regularly informed.

A Vice-President shall, in the absence or in the event of the disability of the President, perform the duties and exercise the powers of the President and perform such other duties as the Board of Directors may prescribe.

The Secretary shall attend all meetings of the Board of Directors and all membership meetings, and shall record all votings and the minutes of all proceedings. It shall be the Secretary's duty to give notice of all other duties as may be prescribed by the Board of Directors and/or the President.

The Treasurer shall keep full and accurate accounts of the corporation funds and properties and of all receipts and disbursements in books kept for that purpose, and deposit all monies and valuable effects in the name and to the credit of the corporation in such depositories as may be approved by the Board of Directors. At each regular membership meeting the Treasurer shall render a written report detailing all receipts and disbursements since the previous report, specifying the balance available.

- (12) **CHECKS:** All checks of the corporation shall be signed by the Treasurer, or in the Treasurer's absence, by such officer as the Board of Directors may designate. The Board of Directors may prescribe that checks in excess of a specified amount be co-signed by the President or Vice-President.
- (13) **AUDITS:** The Treasurer's accounts shall be audited at the close of each calendar year and at such other times as may be prescribed by the Board of Directors, which shall designate a qualified person or persons to perform the audit.
- (14) **ANNUAL REPORT:** An annual report shall be prepared not later than one hundred twenty (120) days after the close of the corporation's fiscal year, and each member shall be notified of the members' right to receive a copy of the report. The report shall contain a balance sheet as of the end of the fiscal year and an income statement and statement of changes in financial position for the year; a statement of the place where the names and addresses of the current members are located; information regarding any transaction in which the corporation was a party and any officer of the corporation who had a direct or indirect material financial interest or any indemnification of an officer or director.

ARTICLE IV – MEMBERSHIP MEETINGS AND VOTING

- (1) **REGULAR MEETINGS:** Two regular meetings of the membership will be held annually: one in the second quarter and one in the fourth quarter. Notice of such meetings shall be mailed to the membership at least twenty (20) days and not more than ninety (90) days before the meeting. The notice shall specify the general nature of the business to be transacted, provided, however, other business may be transacted at regular meetings if at least one-third (1/3) of the voting power is present at the meeting.
- (2) **SPECIAL MEETINGS:** A special membership meeting may be called by the Board of Directors, the President, or by a signed request from fifty (50) or more members in good standing or five percent (5%) of the members in good standing, whichever is less.

Written notice of a special meeting called by persons other than the Board of Directors shall be noticed at a time fixed by the Board not less than thirty-five (35) days nor more than ninety (90) days after the receipt of the request. Written notice of the time and place of special meetings called by the Board or the President shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote; except that if notice is given by mail, and the notice is not mailed by first class, registered, or certified mail, the notice shall be given not less than twenty (20) days before the meeting. The notice shall state the nature of the business or proposal to be considered at the special meeting and no action taken by members at a special meeting shall be valid unless it pertains to the business concerning which the notice was given.

- (3) **ORDER OF PRESIDING:** The President shall preside at all meetings, but, in the event of an unavoidable absence, officers shall succeed to the chair of the Presiding Officer in the following order: (1) A Vice-President, (2) Secretary, (3) Treasurer, (4) other members of the Board of Directors
- (4) **QUORUM:** Fifty (50) or more of the total membership present at a meeting shall constitute a quorum at all membership meetings, and unless otherwise provided for, a majority of the members present, in the presence of a quorum, shall decide its action. The Board of Directors shall be empowered to refer for decision to the full membership, by mail, any action taken in this manner.
- (5) **VOTING:** Members shall vote at all membership meetings in person.
- (6) **RULES OF ORDER:** Robert's Rules of Order shall govern proceedings at all meetings of the Board of Directors and at membership meetings.
- (7) **MANNER OF VOTING:** Voting at membership meetings shall be accomplished orally, by show of hands, or by standing, as called for by the Presiding Officer.

ARTICLE V – INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall indemnify and hold harmless any officer or director, or any former officer or director against any and all costs, expenses, judgments, liabilities, settlements, and other amounts imposed upon and reasonably incurred by him or her in connection with any proceeding as described in Corporations Code Section 7237 to the fullest extent permitted by said section.

ARTICLE VI – AMENDMENT OF BYLAWS

An amendment to these bylaws may be proposed in writing to the Secretary, by the Board of Directors, or by fifty (50) or more members in good standing. All members in good standing shall be sent written notice of any regular or special meeting at which proposed amendments will be considered. No amendment shall become valid and effective until it has been approved and ratified by two-thirds (2/3) of the members present and voting at such a meeting

Amended by Del Monte Forest Property Owners membership vote at the General Meeting on November 15, 1998.