

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 May 31 shall be considered delinquent. A member whose membership has become delinquent may be reinstated to membership by payment of the annual dues.
- (5) **TERMINATION OR SUSPENSION:** No membership may be terminated or suspended, except after fifteen (15) days’ prior notice, giving the reason for the 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 termination or suspension, by the Board of Directors. Notice must be given by 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 no more than twelve (12) members in good standing.
- (2) **NOMINATIONS:** Nominations for election to the Board of Directors shall be presented to the Board by a report of a Nominating Committee of five members, appointed by the Nominating Committee chair. The Nominating Committee shall consist of three members of the Board of Directors and two members at large. names of additional nominees may be submitted by petition signed by at least 2% of the membership and delivered to any officer of the Del Monte Forest Property Owners.
- (3) **ELECTION:** Board Members are elected for a three-year term. No board member shall serve more than two (2) consecutive three-year 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 sent by US mail or electronic mail to all members in good standing at least thirty (30) days before the semiannual meeting. The Board of Directors will set the annual meeting date each year. Ballots must be received at the Del Monte Forest Property Owners corporate office at least three (3) business days before the semiannual meeting. The term of a newly elected board member will begin on the 1st day of the month elected. After serving two consecutive three-year terms, a former board member may apply to fill a board vacancy after a period of twelve months.

- (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. Notice may be given by US mail or electronic mail. At any meeting of the Board of Directors, a simple majority of the board members shall constitute a quorum and decide its action.
- (5) **OFFICERS AND COMMITTEES:** The Nominating Committee shall provide to the Board of Directors, candidates from the current board for election to the positions of president; vice president; secretary; and treasurer (known as the Executive Board). The election of officers shall be held at the last regularly scheduled Board meeting of the year. The president may preside for no more than two consecutive years during his/her tenure on the board.

The president shall appoint chairs from the current Board of Directors for the following committees, including but not limited to: (1) Hiking and Equestrian Trails, (2) Roads and Traffic, (3) Newsletter, (4) Seminars/Presentations, (5) Nominating/Bylaws, (6) Website, and (7) Membership. In addition, the President shall appoint the following: (1) Architectural Review Board representative, (2) two Open Space Advisory Committee representatives, (3) Pebble Beach Community Services District Board observer, (4) Land Use Advisory Committee observer, and shall otherwise fill any chair or representative vacancies that may occur. All appointments will be made from the Board of Directors with the exception that the Architectural Review Board representative can be any DMFPO member in good standing.

- (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. Members not present may give their proxy to the President.
- (8) **REMOVAL OF OFFICERS AND BOARD MEMBERS:** Any officer elected or appointed by the Board of Directors may be removed at any time, with cause, by the affirmative vote of two-thirds of the whole Board of Directors. Failure to attend three

(3) consecutive Board meetings without excuse acceptable by the Board of Directors is cause for removal.

- (9) **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. The 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 meetings of the Board of Directors, membership meetings, and shall record the minutes of all proceedings. 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.
- (10) **CHECKS:** All checks of the corporation shall be signed by the Treasurer or in the Treasurer's absence, by the President. The Board of Directors may prescribe that checks in excess of a specified amount be co-signed by the President or Vice-President.
- (11) **AUDITS AND ANNUAL REPORTS:** The Board of Directors shall annually designate a qualified person or persons to perform one of the following: (1) Audit, or (2) Compilation Report. An Audit will include an evaluation of all funds held and financial activities for the prior fiscal (calendar) year with random testing of reports, and will include an analysis of internal control measures. A Compilation Report will include statements of financial position, activities, functional expenses, cash flow, and notes to the statements for the prior fiscal (calendar) year without audit or review. The annual compilation report or audit will serve as the annual report and is available upon request to the Del Monte Forest Property Owner office.
- (12) **CONFLICT OF INTEREST:** Board members will be required to sign an annual "conflict of interest statement" to avoid any assumption or appearance of conflict of interest or unauthorized representation of the Del Monte Forest Property Owners.

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 sent by U.S. mail or electronic mail 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.
- (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 sent by U.S. mail or electronic mail 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 the notice 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) Vice-President, (2) Secretary, (3) Treasurer, (4) other members of the Board of Directors.
- (4) **QUORUM:** Fifty (50) or more members present at a meeting shall constitute a quorum.
- (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, and that notice shall contain a copy of the proposed amendments to be considered at the meeting in addition to other notice information required by these bylaws. Upon approval and ratification by two-thirds of the eligible voting members present at the noticed meeting, the amendment will be validated and become effective.

Amended by Del Monte Forest Property Owners membership vote at the General Meeting on October 24, 2021.