

**BYLAWS
OF
CONTEMPO MARIN HOMEOWNERS ASSOCIATION**

A Non-profit Association

ARTICLE I

OFFICES

Section 1.01. Name and Principal office. The name of this Association is Contempo Marin Homeowners Association hereafter called - the Association. The principal office for the transaction of the business of the Association shall be the residence of the President of the Association.

Section 1.02. Change of Address. The Board of Directors (hereinafter called the Board) may change the principal office from the residence of the President to another location by majority vote, and noting the changed address and effective date thereof, notifying all members thereof. Such changes of address shall not be deemed an amendment to these Bylaws.

ARTICLE II

OBJECTIVES AND PURPOSES

Section 2.01. Objectives and Purposes. The objectives and purposes of this association are to:

- a) encourage and assist resident homeowners of Contempo Marin Homeowner's Association in all dealings and negotiations with management relative to any facet of management/homeowner relationships;
- b) assist resident homeowners in understanding and using their rights and privileges;
- c) establish and maintain an active liaison with park management through the Board; and
- d) promote general welfare of all homeowners.

ARTICLE III

MEMBERS

Section 3. Determination of Members. Membership shall be of one class, open to and limited to all natural persons, who are resident homeowners. All resident homeowners shall become members of the Association. Dues, if any, shall be recommended by the Board - and approved by a -ballot vote by the general membership as described in Section 6.04(b)-. In cases of hardship, requests for immunity from dues shall be considered on an individual basis. Membership shall continue as long as homeowner lives in Contempo Marin.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01. Number. The Board of Directors- (hereinafter called the Board) shall consist of nine (9) members of the Association. The numbers may be changed by amendment to- this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

Section 4.02. Members. The members of the Board shall consist of:

- a) Four officers of the Association: President, Vice President, Secretary, and Treasurer.
- b) Five (5) directors.
- c) The Immediate Past President shall act as Advisor to the President & Board, upon their request. S/he shall not have a Board vote in this capacity.

Section 4.03. Powers & Responsibilities:

- a) The Board shall have all the powers necessary for the administration of the business of the Association and may do all such acts and things as are not by law or by these Bylaws prohibited or directed to be exercised and done by the members.
- b) All communications, written or verbal, which are policies of the Association, shall have prior approval of the Board.
- c) The Board shall meet at least once a month.
- d) The Board shall provide for a monthly general membership meeting at least 10 times each year; and
- e) Emergency meetings of the general membership may be called by the Board with no less than 7 days notice

ARTICLE V

DUTIES OF OFFICERS

Section 5.01. Length of Terms of Office. No one may serve for more than four consecutive years as an Officer or Director. No one will be eligible for board membership for one year after serving four years and leaving office.

Section 5.02. President. The term of office and duties of the President shall be:

- a) limited to two years; with the election to be held in odd years. The President is limited to one term of two years.
- b) to preside at all meetings and conduct the business of the Association subject to the decisions and approval of the Board .
- c) to meet with the Board at and report all activity and proposed activity to the Board and, together with the Board, shall form the policy of the Association.
- d) to appoint committees with the consensus of the Board and receive committee reports. The President shall appoint members of the committees who may be any member of the Association.
- e) to appoint: (1) an interim director from the general membership to fill temporary vacancy(ies) on the Board,. (2) an interim officer(s) from the Directors to fill a temporary vacancy(ies). (See Section 6.03 for election of interim appointments)
- f) to prepare an annual report of all aspects of the activities of the Association for the year. This report shall be presented to the membership at the June Annual Meeting.
- g) to perform all duties incident to the office of President and such other duties as may be required by law or by these Bylaws, or which may be assigned to him or her from time to time by the Board

Section 5.03. Vice President. The term of office and duties of the Vice President shall be:

- a) limited to two years.
- b) to assume the duties of the President and fulfill the unexpired term of the President in the event the President is unable to fulfill his/her term.
- c) responsible to investigate and initiate long-term projects that would benefit the community. The projects shall come from a variety of sources within the community.

- d) to perform all duties incident to the office of Vice President and such other duties as may be required by law or by these Bylaws, or which may be assigned to him or her from time to time by the Board

Section 5.04. Secretary. The term of office and duties of the Secretary shall be:

- a) limited to two years.
- b) to keep minutes of both General Membership meetings and the Board meetings.
- c) responsible for forwarding a copy of the minutes to the appropriate publication.
- d) responsible to perform all duties incident to the office of Secretary and such other duties as may be required by law or by these Bylaws, or which may be assigned to him or her from time to time by the Board

Section 5.05. Treasurer. The term of office and duties of the Treasurer shall be:

- a) limited to two years.
- b) the financial officer of the Association, reporting to and responsible to the Board
- c) responsible to receive all funds acquired by the Association, and shall receive all bills and invoices as pertains to the Association and shall account for each item received and each item disbursed and furnish receipts therefore.
- d) responsible to present all bills amounting to more than \$100.00 to the Board prior to payment. The Board will review and approve each such bill to be paid.
- e) responsible to maintain and control a checking account in a financial institution designated by the Board. Checks executed on behalf of the Association shall be signed by (1) either the President or the Vice President, and countersigned (2) by either the Secretary or Treasurer
- f) responsible to receive payment of dues from the members, record same, and maintain a roster of members who have paid dues.
- g) The Treasurer shall prepare monthly financial reports for presentation to the Board and General Membership at their monthly meetings. These reports shall reflect the activity during the month and the status of the Treasury to date.
- h) The fiscal year shall extend from the first day of June to the last day of May.
- i) responsible to certify that officers and directors are current with their dues.
- j) responsible for preparation of all reports required by Governmental Units for Non-profit Organizations.
- k) responsible to prepare an annual report of all financial aspects of the Association's activity to be presented at the June Annual Meeting.
- l) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law or by these Bylaws, or which may be assigned to him or her from time to time by the Board

Section 5.06. Directors are limited to serving no more than four (4) consecutive one-year terms. In no case can an individual serve for more than four consecutive years as Director and would not be eligible for board membership for one year after serving four years and leaving office. There shall be five (5) Directors on the Board who shall be elected each year and they shall:

- a) serve as representatives of the Membership to the Board
- b) serve as liaison to committees as directed by the President
- c) prepare reports for Board meetings as requested
- d) assist in periodic review of Association Bylaws as requested
- e) prepare and submit at least one (1) article per year for publication in an appropriate publication
- f) perform all duties consistent with the office

ARTICLE VI

ELECTIONS AND VOTING

Section 6.01 Nomination. The Board shall notify membership that a Nominating Committee must be appointed, consisting of three (3) members at large, at least ninety (90) days before the June Annual Membership Meeting. Nominations for Officers and Directors may be made to the Nominating Committee by any member of the Association prior to or at the May Monthly Membership Meeting. Nominations shall be closed at the end of the May Monthly Membership Meeting. Nominations received by the Nominating Committee shall certify that the nominees are current with their dues, if any, and are members of the Association as defined in Section 3.00.

Section 6.02 Elections. The Board shall notify membership that an Elections Committee shall be appointed consisting of three (3) members at large, at least ninety (90) days before the June Annual membership meeting. In the event there is only one nominee per office, the President can take a voice vote. When more than one candidate per office and/or more than 5 nominees for director positions has occurred, they shall be elected by the general membership by ballot, one vote per household. Absentee ballots shall be provided on request. Results of the election shall be announced immediately after the President's annual report, and the Board shall be installed and perform the duties of their offices from this time.

Section 6.03 Replacement. Replacement of Officers and Directors shall be by voice vote if only one candidate is presented, and by ballot vote if there is more than one candidate, to fulfill the term(s) of the member(s) who leave(s) the Board. Board members who have a total of four (4) unexcused absences from either Board or Membership meetings shall be removed from the Board. The removal of an Officer(s) or Director(s) by the Board shall be for cause and by a two-third (2/3) vote of the total Board. Permanent replacement of Officer(s) or Director(s) shall be voted into place at a general membership meeting as soon as possible after their nomination.

Section 6.04 Manner of Voting.

- a) Voting shall be conducted at meetings; no proxy voting shall be permitted.
- b) Bylaws changes, dues changes, and such changes as affect the entire membership community shall be conducted by ballot, one vote per household, voting time and place to be determined by the Board. Absentee voting shall be permitted. No proxy voting shall be permitted.

Section 6.05 Absentee voting: Members may apply to the Secretary or the Election Committee Chair for authorization permitting another member to cast the applicant's vote at a future specific meeting. The Secretary or the Election Committee Chair shall verify that the substitute voter represents a homeowner who is unable to attend the meeting where voting takes place. On specific matters, a member may record their own vote with the Secretary or Election Committee Chair in advance.

ARTICLE VII

PROCEDURAL RULES

Section 7.01. Quorum. For purposes of holding a meeting, the presence, in person of at least 15 members of the Association (including at least 2 Officers and 1 Director) shall constitute a quorum. In the absence of a quorum, the members may take procedural action only, and only if two Officers and one Director are present.

Section 7.02. Conduct of Meetings. "Roberts Rules of Order Revised" shall govern this Association whenever applicable.

ARTICLE VIII

COMMITTEES

Section 8.01. Committees. The Contempo Marin Homeowner's Association shall have such committees as may from time to time be designated by resolution of the Board. Such committees may consist of person(s) who are not members of the Board.

Section 8.02. Meetings and Actions. Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board. All committees shall be dissolved at the end of their business or at the June Annual Meeting when the President presents his/her Annual Report. The new President, at the June Annual Meeting, may reconstitute any or all the committees at his/her discretion with the exception of Standing committees, which are established by a membership vote. (see Section 8.03)

Section 8.03. Standing Committees. The Board shall create Standing Committees as required or allowed by these Bylaws with concurrence of the Membership. Standing Committees are constituted to perform a continuing function and remain in existence permanently or for the life of the assembly that establishes them.

Section 8.04 These Bylaws call for Standing Committees as follows: (a) Nominations, (b) Elections, and (c) Parking/Traffic

ARTICLE IX

FISCAL MANAGEMENT

Section 9.01. Fiscal Year. The fiscal year of the Association shall begin on the first day of June and end on the last day of May every year. The commencement date of the fiscal year herein established shall be subject to change by the Board should Association practice subsequently dictate.

Section 9.02. Books and Accounts. Books and accounts of the Association shall be kept under the direction of the Treasurer.

Section 9.03. . At the close of each fiscal year, the books and records of the Association shall be reviewed. Based on such reviews, the Associations' Treasurer shall make an annual report at the June Annual Meeting.

Section 9.04. Annual Review of books and records: The Board may appoint a committee of three (3) members at large to assist the Treasurer in the annual review of the books of the association. This review shall become a part of the Treasurer's annual report to the membership.

Section 9.05. Execution. With the prior authorization of the Board, all notes and contracts shall be executed by either the President or the Vice President, and all checks shall be executed by (1) either the President or the Vice President, and countersigned (2) by either the Secretary or Treasurer.

ARTICLE X

BYLAWS

Section 10.01. Bylaws of Association. These Bylaws shall supersede any existing Bylaws.

Section 10.02. Bylaws Committee. The Board may appoint a Standing Bylaws Committee composed of five persons from the membership.

- a) Amendments may be proposed by six or more members of the Association. The amendment proposed must be in writing and signed by the person(s) proposing the amendment and submitted to the Bylaws Committee.
- b) The Bylaws Committee shall bring to the Board any recommended changes at a regular Board meeting. The recommended changes, if any, shall be brought to the next General Membership meeting. Discussion shall take place, and distribution of changes, if any, shall be made. Voting shall be by ballot as outlined in Section 6.04(b).

ARTICLE XI

DISSOLUTION

Section 11.01. Dissolution. No member, Director, officer, employee, or other person connected with Association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided that this provision shall not prevent payment to any such person reasonable compensation for services performed for the Association in affecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by a resolution of the Board; and no such person or persons shall be entitled to share in distribution of, and shall not receive any of the Association assets on dissolution of the Association. All members, if any, of the Association shall be deemed to have expressly consented and agreed that on such dissolution winding up of the affairs of the Association, whether voluntarily or involuntarily, the assets of the Association, after all debts have been satisfied, then remaining assets in the hands of the Board shall be distributed by the Association proportionately to Homeowners according to the contributions made by those Homeowners so contributing.

ARTICLE XII

MISCELLANEOUS

Section 12.01. Notices. Any notices permitted, or required to be delivered, as provided herein may be delivered in person, by depositing in the paper boxes of the Homeowners, or by mail. If delivery is made by mail, it shall be deemed to have been delivered forty-eight (48) hours after a copy has been deposited in the United States mail, postage prepaid, addressed to each such person at the address given by such person to the Board for the purpose of service of such notice or to the unit occupied by such person if no address had been given. Such address may be changed from time to time by notice in writing to the Board.