

**BYLAWS
of the
Cheviot Hills Home Owners Association**

**Article I
Name**

Section 1. The Name of this corporation shall be the Cheviot Hills Home Owners' Association, hereafter know as the association.

Section 2. This corporation is a Nonprofit Mutual Benefit Corporation under California Corporations Code.

**Article II
Purpose**

The purposes of this association shall be:

- A) To promote and maintain an organization for the mutual benefit, advantage and welfare of its members and the community it represents; and
- B) To exchange and disseminate information regarding, and take action concerning, public or private improvements or other projects of significance to the Association.

**Article III
Boundaries**

The boundaries of this association shall be the area commonly known as Cheviot Hills as indicated on the attached map.

**Article IV
Membership**

Section 1. Eligibility.

Every person is eligible for membership who is:

- A) A legal or equitable owner of a single family residence within the association boundaries, or
- B) A parent of a legal or equitable owner of a single family residence within the association boundaries, or
- C) An adult son or daughter or sibling of a legal or equitable owner of a single family residence within the association boundaries.

Section 2. Dues.

- A) The annual dues of the association shall be set by the Board of Directors.
- B) Only paid members may vote or serve as officers or directors of the Association.

Section 3. Voting Power

Any member is entitled to one vote, except that there shall only be one vote per single family residence.

Section 4. Resignation

- A) Any person may resign from the association in writing to the President or Secretary of the association.
- B) There shall be no refund of dues in the event of a resignation

Section 5. Removal

Any member shall be removed from membership after 60 days delinquency in dues payment. Such member may be reinstated after payment of outstanding dues obligations.

ARTICLE V
Membership Meetings

Section 1. Regular Meetings

- A) Two Regular Meetings shall be held annually. One meeting shall be held in March and the other at a time and place to be determined by the Board.
- B) The March meeting shall be designated as the “Annual Meeting” and shall be for the conduct of such business as may be required and the election of Directors of the Board.
- C) The Board, for good cause, may vote to delay the Annual Meeting for up to 30 days.

Section 2. Special Meetings

- A) A Special Meeting of the membership may be called by the President, any three officers or by the members upon presentation of a petition to the President stating the reason for the meeting and containing the signatures representing not less than 50 different single family residences.
- B) The President shall call such Special Meeting to order not less than 15 days nor more than 45 days after receipt of such petition.

Section 3. Notice

A) The Notice of any Annual, Regular or Special meeting shall be made by mail, email or facsimile not less than 10 days prior to the date of the meeting.

B) The notice shall include the date, time and location as well as a description of the items to be discussed and/or voted on at the meeting.

ARTICLE VI **OFFICERS**

Section 1. Composition

There shall be four officers, a President, a Vice-President, a Secretary, and a Treasurer, all whom shall be members in good standing of the Association. Officers shall be selected by the Board at the first meeting of the Board of Directors following the March Annual meeting.

Section 2. Term

Officers shall be selected for a one-year term.

Section 3. President

Subject to the control of the Board of Directors, the president shall be the chief executive officer of the association and shall have general supervision, direction and control of the business and officers of the association. He/she shall preside at all meetings of the members and directors, and shall appoint all chairs of committees. He/she shall be the ex officio member of all committees. The president shall have such other powers as may be prescribed by the Board of Directors.

Section 4. Vice-President

In the absence of the president, the vice-president shall perform all the duties of the president, and when so acting shall have all the powers of the president. The vice-president shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 5. Secretary

The secretary shall keep a full and complete record of the proceedings of the Board of directors, shall keep the seal of the association and affix the name to such papers and instruments as may be required in the regular course of business, shall make service of such notice as may be necessary and proper, shall supervise the keeping of the books of the association, and shall discharge such other duties as pertain to the office or as prescribed by the Board of directors.

Section 6. Treasurer

The treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the association, and submit a monthly report to the Board of Directors. The books of account shall at all times be open to inspection of any member of the association. The treasurer shall collect all dues and assessments and shall deposit all money in the name and to the credit of the association with such depository as may be designated by the Board of Directors. The treasurer shall keep the records of all the members or whose membership has for any reason been terminated. The treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 7. Removal and Vacancies

A) Any officer can be removed by a 75% vote of the entire Board at any regular meeting, or by a 60% vote of the members voting at any regular or special meeting, provided that the notice of the meeting indicates the removal proceeding.

B) Any vacancy among the officers shall be filled for the remainder of the vacant office's term by a majority vote of a quorum of the Board.

ARTICLE VII **Board of Directors**

Section 1. Composition

- A) The Board shall be composed 15 members, four of whom shall be Officers.
- B) No two directors can be members residing in the same single family residence.

Section 2. Term

- A) In the year 2007, eight members shall be elected to the Board of Directors for one year terms. Thereafter, beginning in 2008, these eight "even year seats" shall be filled for two year terms.
- B) In the year 2007, seven members shall be elected to the Board of Directors for two year terms. Thereafter, beginning in 2009, these seven "odd year seats" shall continue to be filled for two year terms.

Section 3. Meetings

- A) The Board of Directors shall meet monthly, at a time and place to be determined by the Board and publicized to the membership.
- B) The Quorum for any Board meeting shall be a majority of the Board.
- C) Board meetings shall be open to any member of the association, unless declared an "Executive Session."

D) An Executive Session of the Board of Directors may be called at any time for any purpose or purposes by the presiding officer at the meeting or by a majority of the Board.

Section 4. Power and Duties

The Board of Directors shall have all powers and duties of the association that are not specifically given to the membership.

Section 5. Removal and Vacancies

A) Any Director can be removed by a 75% vote of the Board at any regular board meeting, or by a 60% vote of the members voting at any regular or special meeting, provided that the notice of the meeting indicates the removal proceeding.

B) A vacancy in the Board of Directors may be filled by a majority vote of the remaining Board Members for the remainder of the vacant seat's term.

ARTICLE VIII **Nomination and Elections**

Section 1. Nominating Committee

A) A Nominating Committee of nine members in good standing shall be appointed by the President with the approval of the Board.

B) The Nominating Committee shall be appointed no later than the second general meeting.

C) The Nominating Committee shall nominate one candidate for each Board seat to be filled.

D) The Nominating Committee shall deliver its report to the Board no later than January 31 each year.

E) The Secretary shall publicize the Nominating Committee's report before or with the notice of the Annual Meeting.

Section 2. Election

A) Any member may nominate from the floor any other member as a candidate for the Board of Directors.

B) A Parliamentarian shall be present at the Annual Meeting to act as Parliamentarian and to act as the Teller for the election.

C) The Parliamentarian shall be accredited by the National Association of Parliamentarians.

D) The Parliamentarian shall have no business, family or close personal relationship with any current Board Member or with any member whom the Nominating Committee has recommended to be nominated at the Annual Meeting.

E) Should no accredited and independent Parliamentarian be reasonably available, a Substitute Parliamentarian shall be approved by a majority of the members present at the Annual Meeting but before the election.

Article IX **Parliamentary Authority**

The most current edition of “Robert’s Rule of Order” shall govern the procedures of this Association in all cases not provided for in these bylaws, or where superseded by legal authority.

Article X **Amendment**

These bylaws may be amended or revised as prescribed in the parliamentary authority.

Article XI **Construction and Definition**

Section 1. Construction

A) Unless the contents otherwise require, the general provisions, rules of construction, and definitions in the California Nonprofit Mutual Benefit Corporation law shall govern the construction of these bylaws.

B) Without limiting the generality of the above, the masculine gender includes the feminine and neuter gender, the singular includes the plural, and the plural includes the singular and the term “person” includes both the legal entity and a natural person.

Section 2. Severability

If any provision in these bylaws shall be found to be in opposition or violation of the Association’s Articles of Incorporation, or any applicable public law, that provision shall be rendered null and void without prejudice to any other section of these bylaws.

Adopted by vote of the Cheviot Hills Home Owners Association at its November 15, 2006 General Meeting.