

BYLAWS OF
ARDEN PARK HOMEOWNERS ASSOCIATION
A CALIFORNIA NON-PROFIT CORPORATION

ARTICLE I NAME, PURPOSES, OFFICE, GEOGRAPHIC BOUNDARIES

Section 1. **NAME OF ORGANIZATION:** The name of the organization shall be Arden Park Homeowners Association.

Section 2. **PURPOSE:** The purposes for which the Association is organized are to promote the health, safety, and welfare of the residents of Arden Park.

Section 3. **PRINCIPAL OFFICE:** The principal office of the transaction of the business of the Arden Park Homeowners' Association ("Association") is hereby fixed and located at 1010 La Sierra Drive, County of Sacramento, State of California, 95864. By a majority vote of the Board of Directors, the designated location for the principal office may change from one location to another within the Arden Park area. Any changes to the location or status of the principal office will be announced by the Association President at the board meeting immediately following said changes and will be recorded in the minutes. Reasonable effort must be made to notify Association members of said changes.

Section 4. **GEOGRAPHIC BOUNDARIES:** "ARDEN PARK" consists of residences and businesses located in the unincorporated area of the County of Sacramento, State of California which are bound on the north by Arden Way, on the east by Eastern Avenue, on the south by Fair Oaks Boulevard, and on the west by Watt Avenue.

ARTICLE II MEMBERSHIP

Section 1. **ELIGIBILITY:** There shall be one type of membership, open to all persons of the age of eighteen (18) years or over and entities residing and/or located within the subdivision known as “ARDEN PARK.” Membership dues are optional.

There are three (3) categories of membership:

- 1) Residence Membership, defined as one membership per address in Arden Park;
- 2) Voting Membership, defined as a resident who has paid or committed to pay annual dues;
- 3) Business Membership defined as a business located within Arden Park that pays annual dues.

ARTICLE III FUNDING

Section 1. **DUES:** The amount of membership dues for a specific calendar year shall be determined by a two-thirds majority vote of the Board of Directors. Once dues are determined by the 2/3 majority vote of the Board, the amount of dues for a specific calendar year is final. Dues are payable annually on a calendar year basis, and shall be stated and collected on a per-address basis. Dues are payable January 1 of each calendar year. For purposes of voting and other privileges, each membership will be on a per address basis and first payment of dues must be current prior to voting. Dues received in the calendar year will be accredited to membership for that year, unless otherwise noted. In the event of more than one voting membership per address, the owner of record shall have precedence of vote.

Section 2. **CONTRIBUTIONS:** Voluntary contributions will be accepted. Additional fund-raising activities, though not in any way connected to dues-paying member’s rights and privileges, are hereby allowed.

ARTICLE IV MEETINGS

Section 1. **PLACE OF MEETING:** The Principal office, located at 1010 La Sierra Drive, will be utilized as the Association’s primary place of meeting. All official Association meetings shall be held in or near ARDEN PARK, or at such other place within the County of Sacramento which may be designated by the Board of Directors. Any general, special, or committee meeting is open to any person.

Section 2. **VOTING:** At all meetings of members, dues-paying members shall have the right to vote in person only, based on the one vote per-address membership stipulation.

Section 3. **REGULAR BOARD MEETINGS:** Monthly meetings of the Board of Directors shall be held without call at 7:00 p.m. on the first Tuesday of each month or at such time and date as designated by two-thirds majority of the Board.

Section 4. **ANNUAL MEETINGS:** The annual meeting of the members shall be held in October of each year. Notice of the annual meeting shall be published. Every reasonable effort shall be made by the board to notify members of the date, time and place of the annual meeting. Notification of the annual meeting shall be given not less than seven (7) days advance by written or electronic notice to all members of the Association, or by posting in public places and/or the Association’s website, and shall state such other matters as may be required by statute or by these Bylaws. At this meeting:

- a. The President shall report on the state of the association;
- b. The Treasurer shall give an interim financial report;
- c. Elections for Directors of the Board shall be held.

Section 5. **ORGANIZATION MEETING:** The Board of Directors shall hold a regular meeting in November of each calendar year for the purpose of organization,

election of officers, and the transaction of other business. Separate notice of such meeting is hereby dispensed.

Section 6. **SPECIAL MEETINGS:** A special meeting of the membership may be called by a majority of the Board of Directors as deemed necessary. Notification and purpose of the special meeting shall require seven days advance written or electronic notice to all members of the Association, or by posting in public places and/or the Association's website. No matter shall be acted upon at a special meeting other than the business specified in the notice.

Section 7. **AGENDA:** The President shall prepare the agenda for general and special meetings of the membership. In the absence of the President, the Vice President shall be responsible for this duty. Any member may suggest an item to be added to the agenda by submitting the item in writing to the Board of Directors prior to a regular meeting or at those respective meetings.

Section 8. **PROCEDURES:** The association shall follow Roberts Rules of Order (revised) in all areas not covered by the Bylaws.

ARTICLE V DIRECTORS

Section 1. **NUMBER AND QUALIFICATIONS OF DIRECTORS:** The authorized number of Directors of the corporation shall be eleven (11) until changed by amendment of the Articles of Incorporation. Any voting member is eligible to be elected as a Director.

Section 2. **POWERS:** Subject to the limitations of the Articles of Incorporation, the Bylaws, and of the California General Non-Profit Corporation Law and the General Corporation Law, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors.

Section 3. **ELECTION AND TERM OF OFFICE:** Directors shall be elected at the annual meeting of the members. If an annual meeting is not held, or the Directors are not elected thereat, Directors may be elected at any special meeting of the members held thereafter for that purpose. All Directors shall hold office for two (2) years or until their respective successors are elected or appointed. Six (6) Directors shall be elected in even-numbered years and five (5) in odd-numbered years.

Except for the year of incorporation, at least eight (8) weeks before the annual meeting, the President, with the concurrence of the Board of Directors, shall direct the nominating committee of three (3) persons who shall present a slate of prospective Directors to the membership in connection with notice of the annual meeting. Other nominations may be made by the membership at the annual meeting. Contested Board Directorships will be resolved by written ballot which will be provided by the Association to each dues-paying member.

Section 4. **VACANCIES:** Vacancies of the Board of Directors may be filled by the Board of Directors. Each director so appointed shall hold office for the unexpired term or until a successor is elected.

Section 5. **REMOVAL AND RESIGNATION:** Any Board Director may be removed by a 2/3 majority vote of the Directors at the time in office, at any regular or special meeting of the Board. Any Board Director who misses three (3) consecutive regular meetings or a total of six (6) regular meetings in a given calendar year will be subject to removal with a 2/3 majority vote of the Board. The President solely has the authority to excuse Board Directors from attending monthly, special or other required meetings. Such exceptions will be entered into the minutes of said meeting by the Board Secretary.

Section 6. **RESIGNATION:** Any Board Director may resign from the Board by submitting a written notice of resignation to the Board of Directors.

- Section 7. **ENTRY OF NOTICE:** Whenever any Director has been absent from any special meeting of the Board of Directors, an entry in the Minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such special meeting was given to such directors as required by law, and by the Bylaws of the corporation.
- Section 8. **WAIVER OF NOTICE:** The transactions of any meeting of the Board of Directors, however called and noticed or whenever held, shall be as valid as though it was a meeting duly held after regular call and notice; if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to holding such a meeting, or an approval of the Minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the Minutes of the meeting.
- Section 9. **QUORUM:** A majority of the current number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision known or made by a majority of the directors present at a meeting held at which a quorum is present shall be regarded as an act of the Board of Directors.
- Section 10. **FEES AND COMPENSATION:** Directors may receive no compensation for their services, but may receive such reimbursement for expenses, actually incurred on behalf of the Association, as may be fixed or determined by resolution of the Board.
- Section 11. **ADJOURNMENT:** A quorum of the Directors may adjourn a Board meeting to meet again at a slated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors then present may adjourn until the time fixed for the next regular meeting of the Board.

Section 12. **ACTION WITHOUT A MEETING:** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent to such action. Such consent, or consents, shall be indicated in the Minutes of the proceedings of the Board of Directors. Such action, by consent, shall have the same force and effect as a unanimous vote of such Directors.

Section 13. **MEETINGS BY TELEPHONE OR SIMILAR COMMUNICATION EQUIPMENT:** Participation in any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law, Section 20, are satisfied. All such Directors shall be deemed to be present in person at such a meeting.

Section 14. **ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING:** Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all Directors of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, “all Directors of the board” shall not include any Directors with a conflict of interest. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

Section 15. **CONFLICTS OF INTEREST:** Board Directors are prohibited from recommending vendors, banks, or other entities based on an existing familial, employment, or investment relationship with an officer or employee of that entity.

ARTICLE VI OFFICERS

- Section 1. **OFFICERS:** The officers of the corporation shall be President, Vice President, Secretary, and Treasurer. Only Board Members shall be officers. Board Members shall not hold more than one office concurrently. The Association President, with a 2/3 majority vote of the Board, has the authority to appoint directors for special duties as specified.
- Section 2. **SEGREGATION OF DUTIES:** If two or more members of the same family or household are on the Board at the same time, no more than one of them can be an authorized signor on the Association's bank account or be the custodian of the checkbook and bank statements. Family members include people related by birth, adoption, or marriage.
- Section 3. **ELECTION:** The officers of the Association shall be elected annually by the Board of Directors at the first regular board meeting following the annual meeting or special meeting of the Board. Each officer may hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.
- Section 3. **REMOVAL AND RESIGNATION.** Any officer may be removed by a 2/3 majority vote of the Directors at the time in office, at any regular or special meeting of the Board. Any Board officer may resign from the Board by submitting a written notice of resignation to the Board of Directors.
- Section 4. **VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.
- Section 5. **PRESIDENT.** The president shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Association. The President shall prepare the agenda and preside at all meetings of the members

and at all meetings of the Board of the Directors. The President shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 6. **VICE PRESIDENT.** In the absence of the President, the Vice President shall perform all duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have other such powers and perform other such duties as prescribed by the Board of Directors or the Bylaws.

Section 7. **SECRETARY.** The Secretary shall keep, or cause to be kept, at the principal office, a Book of Minutes of all meetings of Directors and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given thereof, the names of those present at Directors meetings, the number of dues-paying members present or represented at members' meetings, and the proceedings thereof. The Secretary shall be charged with Association record keeping, correspondence on behalf of the President and Board, recording the minutes of Association meetings, maintaining a roster of current Board members and Chart of Directors Attendance for all meetings. The Secretary will possess other powers and perform duties as prescribed by the Board of Directors or the Bylaws.

Section 8. **TREASURER:** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct amounts of the properties and business transactions of the Association. The books of account shall at all times be open to inspection by any Director. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors, shall render to the President and Directors, whenever they may request it, an account of all transactions and of the financial condition of the Association and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the

Bylaws. The Treasurer shall maintain the checkbook for the Association but shall not have check-signing authority. The Board will designate check-signing authority.

Section 9. **FEES AND COMPENSATION.** No officer of the Board shall receive compensation for his or her services; however, subject to approval of the Board of Directors, officers may receive reimbursement for expenses actually incurred on behalf of the Association. Such expenditures will be reported to the Board at the Association's monthly meeting.

ARTICLE VII COMMITTEES

Section 1. **AUTHORITY OF COMMITTEES:** Committees of the board shall be standing or special. Each committee shall exercise such power and carry out such functions as are designed by these Bylaws or as delegated by the board from time to time. Except as described below, such committees shall be advisory only and subject to the control of the board. A majority of the members of the committee shall constitute a quorum at any meeting of the committee. Each committee shall meet as often as necessary to perform its duties.

Section 2. **STANDING COMMITTEES:** The following Standing Committees shall be instituted to be responsible for programs and activities of the Association of a long-standing nature. Standing Committees of the Association shall be:

- Membership Committee
- Communications Committee
- Neighborhood Preservation Area (NPA) Committee
- Security Committee
- Nominating Committee.

Section 2.1. The Membership Committee shall promote and maintain a roster of dues-paying members.

- Section 2.2 The Communications Committee shall publish a newsletter and coordinate communications between the Board and the Membership.
- Section 2.3 The Neighborhood Preservation Area (NPA) Committee respond to the needs of members and be a liaison to appropriate County staff, monitor building activities, create awareness of NPA among residents, and work with the County as needed to reflect the needs of Arden Park.
- Section 2.4 The Security Committee shall coordinate any security services contracted by the Board, determine estimated annual expenses for security, present reports of security incidents, and assist the Board in evaluating security contractors' performance. Every three (3) to five (5) years, or as needed, request quotes for security services from qualified vendors.
- Section 2.5 The Nominating Committee shall identify recruit, and evaluate prospective Board Directors. The Nominating Committee shall present a slate of prospective Directors to the Directors prior to the annual meeting of the membership. The Nominating Committee shall be responsible for planning the annual meeting of the Association.

ARTICLE VII MISCELLANEOUS

- Section 1. **CONTRACTS, HOW EXCLUDED:** The Board of Directors, except as otherwise provided herein, may in writing authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer or agent shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.
- Section 2. **PROCEDURE:** Robert's Rules of Order, Revised, shall be the official guide of the Association where parliamentary procedures are involved, except where such rules conflict with the Articles or Bylaws.

Section 3. **COMMERCIAL PAPER:** All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the association, shall be signed or endorsed by such person or persons and in such a manner as, from time to time, shall be determined by a resolution of the Board of Directors.

Section 4. **INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS:** To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 5. **INSURANCE FOR CORPORATE AGENTS:** The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

ARTICLES VIII

AMENDMENTS

Section 1. **POWERS OF MEMBERS.** New Bylaws maybe be adopted or these Bylaws may be amended or repealed by the majority vote of dues-paying members or by the written assent of a majority of such members.

Section 2. **POWERS OF DIRECTORS.** Subject to the right of members as provided by Section 1 of the Article VII to adopt, amend, or repeal Bylaws, Bylaws other than a Bylaw or amendment thereof changing the authorized number of Directors may be adopted, amended or repealed by a 2/3 vote of the Board of Directors at a monthly or annual meeting

THE UNDERSIGNED DOES CERTIFY:

1. That I am the duly elected and acting Secretary of said corporation organized under the laws of the State of California; and
2. That the foregoing Bylaws comprising thirteen (13) pages, including this page, constitute the revised Bylaws of said corporation as duly authorized by the Board of Directors of the Association.

IN WITNESS THEREOF, I have hereunto subscribed by name and of said corporation on the 4th day of June, 2019

Charles Linebarger

Suzanne Linebarger, Secretary

Ariane Lyons, Treasurer

Annette Manolis

Gene Renda

Tricia Rosenbaum

Tina Seattris

Melissa Shrout, President

Dave Smith

Gwen Stephens, Vice President

June 4, 2019