

5/11/2000  
BY-LAWS OF

Fitch Mountain Association

ARTICLE I  
MEMBERSHIP

Section 1. CLASS OF MEMBERSHIP

1. The Association shall have one class of Membership.

Section 2. MEMBERSHIP QUALIFICATIONS

1. An individual who is a property owner or a resident of Fitch Mountain and who has paid the annual dues shall be a member and shall be eligible to vote.

Section 3. VOTING RIGHTS

1. Each member shall be entitled to one vote.

Section 4. ANNUAL DUES

1. The annual dues shall be \$10.00 per individual per annum and are due and payable by the 1st day of July each year.

Section 5. PAYMENT OF DUES

1. Notices of dues shall be sent to individual property owners and residents of Fitch Mountain by June 15th each year.

ARTICLE II  
TRUSTEES

Section 1. POWERS

1. Subject to the limitation of the Articles of Incorporation, of the By-Laws and of the Laws of the State of California, as to action which must be authorized or approved by the members, all powers and business affairs shall be exercised by or under the authority of a Board of Trustees.

Section 2. NUMBER AND QUALIFICATION

1. The authorized number of Trustees of the Association shall be four, plus the President of the Association.

2. The number of Trustees at no time shall be less than three (3).

3. No person shall be eligible to be a Trustee who is not a member of the Association.

Section 3. CHAIRMAN OF THE BOARD

1. The Association may have, at the discretion of the Board of Trustees, a Chairman of the Board of Trustees.

2. The Chairman of the Board, if there shall be such a position, shall, if present, preside at all meetings of the Board of Trustees, and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Trustees or prescribed by the By-Laws.

Section 4. ELECTION AND TENURE

1. The Trustees shall be elected at the annual membership meeting.

2. The term of a Trustee shall be six years which begins immediately upon election.

3. The terms of the Trusteeship shall be staggered with two Trustees being elected every three years.

Section 5. VACANCIES

1. Vacancies on the Board of Trustees may be filled by a vote of the remaining Trustees and any Trustee so appointed shall

hold office until this Trustee or the Trustee's successor is elected at the next annual meeting or at a special meeting called for that purpose.

2. The members may, at any time, call a special meeting to elect a Trustee to fill a vacancy if the vacancy is not filled by the Trustees.

3. No reduction of the number of Trustees shall have the effect of removing any Trustee prior to the expiration of that Trustee's term.

#### Section 6. RESIGNATION OR REMOVAL

1. Any Trustee may resign at any time, by giving written notice to the Board of Trustees, or to the President.

2. Any Trustee may be removed by a majority vote of the membership.

ARTICLE III  
OFFICERS

Section 1. OFFICERS

1. The officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer.
2. One person may hold two or more offices, except those of President and Secretary.
3. Officers must be members of the Association.

Section 2. ELECTION

1. The officers of the Association, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this article, shall be elected by the membership at the annual membership meeting.
2. The terms of the officers shall be two (2) years.
3. Officers shall hold office until the officer shall resign, be removed, be otherwise disqualified to serve, or until a successor be chosen.

Section 3. SUBORDINATE OFFICERS, ETC.

1. The Board of Trustees may appoint such other officers as the business of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Trustees may from time to time determine.

Section 4. REMOVAL AND RESIGNATION

1. Any officer may be removed, either with or without cause, by a majority of the Trustees.
2. Any officer may resign at any time by giving written notice to the Board of Trustees, or to the President.
3. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein.
4. The acceptance of such resignation shall not be necessary to make it effective.

#### Section 5. VACANCIES

1. A vacancy in any office shall be filled by the Board of Trustees unless the President is so authorized.

#### Section 6. PRESIDENT

1. The President shall be the chief executive officer of the Association and shall, subject to the direction of the Board of Trustees, have general supervision, direction and control of the business and officers of the Association.

2. The President shall preside at all meetings of the Association and, in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Trustees. The President shall be an ex officio member of all committees, and shall have the general powers and duties of management usually vested in the office of president of an association, and shall have such other powers and duties as may be prescribed by the Board of Trustees or the By-Laws.

#### Section 7. VICE PRESIDENT

1. In the absence or disability of the President, the Vice-President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to, all the restrictions upon, the President.

2. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Trustees or the By-Laws.

#### Section 8. SECRETARY

1. The Secretary shall keep, or cause to be kept, minutes of all membership meetings.

2. The book of minutes shall be kept at the principal office of the Association or at such other place as the Board of Trustees may order.

3. The Secretary shall record the time and place of all meetings, whether regular or special, and record the names of all those present.

4. If a special meeting is held, the Secretary shall record how this meeting was authorized and how notice was given.

5. The Secretary shall keep, or cause to be kept, at the principal office of the Association, a book showing the names of the members and members of the Board of Trustees and the addresses at which said members and Board of Trustees have elected to receive mail.

6. The Secretary shall give, or cause to be given, notice of all membership meetings as required by the By-Laws.

7. The Secretary shall keep the seal of the Association in safe custody.

8. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or the By-Laws.

#### Section 9. TREASURER

1. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

2. The financial records shall at all reasonable times be open to inspection by any Trustee.

3. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositaries as may be designated by the Board of Trustees.

4. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Trustees.

5. The Treasurer shall render to the President or the Trustees, whenever it is requested, an account of all Association transactions or of the financial condition of the Association.

6. The Treasurer shall prepare the annual report as per Article VI, Section 5.

7. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or the By-Laws.

ARTICLE IV  
EXECUTIVE AND OTHER COMMITTEES

Section 1. EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of the officers of the Association: President, Vice President, Secretary and Treasurer.

2. The Executive Committee shall prepare the annual budget for approval by the Board of Trustees. The budget shall be submitted to the Board in the 4th quarter of each fiscal year.

3. The Executive Committee shall prepare the agenda for the membership meetings.

4. The Executive Committee shall establish ad hoc or standing committees as deemed necessary.

Section 2. OTHER COMMITTEES

1. The chair of each ad hoc or standing committee shall be subject to the approval of the President.

2. Any correspondence emanating from ad hoc or standing committees must first be submitted to the President for co-signing.

ARTICLE V  
MEETINGS

Section 1. PLACE OF MEETINGS

1. All meetings of the Trustees shall be held at the Office of the Association in the State of California as may be designated for that purpose from time to time by the Board of Trustees, or at such other place on Fitch Mountain Road, County of Sonoma, State of California as shall be designated by the President and approved by the Board of Trustees.

Section 2. REGULAR MEETINGS OF THE BOARD OF TRUSTEES

1. Regular meetings of the Board of Trustees shall be held at 10:00 o'clock A.M. on Sundays on a quarterly basis.

Section 3. SPECIAL MEETINGS OF THE BOARD OF TRUSTEES

1. Special meetings of the Board of Trustees for any purpose shall be called at any time by the President or by the Board of Trustees, or by any two (2) members thereof.

2. Fourteen (14) days written notice of the time and place of said special meeting shall be given.

Section 4. MEMBERSHIP MEETINGS

1. The annual membership meeting shall be held every year at 11:00 o'clock A.M. commencing 1 July, 1979 and on the 1st Sunday of every July thereafter. Additional meetings will be held as deemed necessary by the Trustees and/or the Officers of the Association.

2. All property owners and residents may attend.

3. Only members will be allowed to vote.

Section 5. NOTICE OF MEETINGS

1. Notice of regular meetings of the Board of Trustees need not be given in writing unless the place or time of such meeting is changed from that set at the last regular meeting.

2. Such notice shall be given by the Chairman of the Board, if there be such a position, otherwise by the President.

3. Notice of membership meetings shall be made in writing to members.

4. Notice of special meetings of the Board of Trustees and of membership meetings shall be given in writing as provided below.

5. Where notice of meetings must be given in writing, such notice shall be sent to the Trustee (or member) at the address appearing on the books of the Association, or supplied by the Trustee (or member) to the Association for the purpose of notice, not less than fourteen (14) days before such meeting. Written notice of any meeting shall specify the place, the date, and the hour of meeting, and the general nature of the business to be transacted.

#### Section 6. MEETING RECORDED

1. The transactions of any meeting of the Board of Trustees shall be recorded.

#### Section 7. QUORUM

1. No business of the Association can be conducted at a Trustees' meeting unless a quorum is present.

2. A simple majority of the Trustees is a quorum.

ARTICLE VI  
ASSOCIATION RECORDS AND REPORTS

Section 1. RECORDS

1. The Association shall maintain accounts, books and records of its business and properties.

2. The accounts, books and records shall be kept at its principal place of business in the State of California, as designated by the Board of Trustees.

3. The accounts, books and records of the Association shall be open for inspection by the Trustees and members.

Section 2. CERTIFICATION AND INSPECTION OF BY-LAWS

1. The original or a copy of these By-Laws as amended, certified by the Secretary, shall be open for inspection by the Trustees and members of the Association.

2. The location of the official binder of By-Laws shall be at the principal office of the Association or at such other site as designated by the Board of Trustees.

Section 3. CHECKS, DRAFTS, ETC.

1. All checks, drafts or other orders for payment of money, notes or other evidences 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 manner as shall be determined from time to time by resolution of the Board of Trustees.

Section 4. CONTRACTS

1. The Board of Trustees, except as in the By-Laws otherwise provided, may 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.

2. Such authority may be general or confined to specific instances.

3. Unless so authorized by the Board of Trustees, no officer, agent or employee 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 to any amount.

Section 5. ANNUAL REPORT

1. The fiscal year of the Association shall be July 1st through June 30th of the following calendar year.

2. The annual report of the financial status of the Association, as of the closing date of each fiscal year, shall be made available to the membership no later than one hundred twenty (120) days after the close of each fiscal year.

ARTICLE VII  
CORPORATE SEAL

Section 1. CORPORATE SEAL

1. The corporate seal shall be circular in form and shall have inscribed thereon the name of the Association, the date of its incorporation, and the word California.

ARTICLE VIII  
AMENDMENT

Section 1. AMENDMENT OF BY-LAWS

1. The Board of Trustees shall have the power to amend or repeal the By-Laws subject to the approval of a majority of members present at a membership meeting.

Section 2. RECORDING OF AMENDMENTS

1. Whenever an amendment or new By-Law is adopted, it shall be included with the original By-Laws in an official binder.

Section 3. REPEAL OF BY-LAWS

1. If any By-Law is repealed, the fact of its being repealed and the date of the repeal, shall be included in the official binder of By-Laws.

Section 4. MAINTENANCE OF BY-LAWS

1. The Secretary shall maintain the official binder of By-Laws which shall be kept in safe custody.

We, the undersigned Trustees, having been elected as Trustees on October 3, 1999, at a membership meeting of the Association, as provided in the original By-Laws dated May 6, 1979, hereby assent to the foregoing amended By-Laws and adopt same as the By-Laws of the Association, subject to membership approval.

TRUSTEES

Ernest A. Garbarino 5-7-00  
Ernest A. Garbarino Date

John J. Murray 5-7-00  
John J. Murray Date

Donita F. Proctor 5-7-00  
Donita F. Proctor Date

Alfred J. Pucci 5-7-00  
Alfred J. Pucci Date

Joseph R. Taylor 5-7-00  
Joseph R. Taylor Date