

# **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.
2. A member who is unable to attend a meeting may authorize another member to vote for the absent member as the absent member's proxy provided the proxy is given written approval by the absent member, which writing is given to the Chair prior to any vote being taken.

### **SECTION 4. ANNUAL DUES**

1. The annual dues shall be proposed in the annual budget and approved by the Board of Trustees. Dues are payable on or before the July membership meeting.

### **SECTION 5. PAYMENT OF DUES**

1. Notice of dues shall be sent to individual property owners and residents of Fitch Mountain by June 30th 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 (4), 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 four years, which begins immediately upon election.
3. The terms of the Trusteeship shall be staggered, with two Trustees being elected every two years, with the exception of the two trustees elected in 2020, who will serve 3 years, and then four-year terms thereafter.

## **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 the office for such period, have such authority and perform such duties as the Board of Trustees may from time to time determine. Subordinate officers (e.g., Historian/ Archivist) do not have the voting rights of the Trustees and Officers.

### **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 duties of the President and when so acting shall have all 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 and all actions taken.
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 document 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 transaction 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 depositories 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 convenient to 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 least quarterly, at a day and time agreed upon by the Trustees, with appropriate notice to the membership.

## **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 notice of the time and place of said special meeting shall be given to each Trustee and officer.

## **SECTION 4. MEMBERSHIP MEETINGS**

1. The annual membership meeting shall be held every year in July at a place convenient to Fitch Mountain Road. Additional meetings will be held as deemed necessary by the Trustees and/or the Officers of the Association.
2. All members, their guests, property-owners, and residents may attend.
3. Only current members will be allowed to vote. No business of the association can be conducted without a quorum of 20% of the membership.

## **SECTION 5. NOTICE OF MEETINGS**

1. Notice of regular meetings of the Board of Trustees need not be given ~~in~~ 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 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 contact 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 to 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 and President, hereby certify that the preceding amended By-Laws were adopted by the Board of Trustees on June 4, 2017, and approved by the membership on July 16, 2017.

Pat Abercrombie, Trustee \_\_\_\_\_ Date \_\_\_\_\_

Ken Hite, Trustee \_\_\_\_\_ Date \_\_\_\_\_

Donita Proctor, Trustee \_\_\_\_\_ Date \_\_\_\_\_

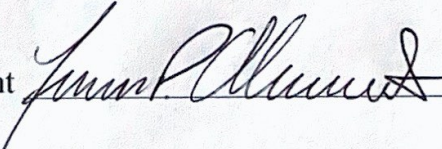
Alfred Pucci, Trustee \_\_\_\_\_ Date \_\_\_\_\_

Dave Henderson, President \_\_\_\_\_ Date \_\_\_\_\_

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Due to oversight, no signed copy of these amended By-Laws, approved by the membership at the July 2017 annual meeting, can be located. The minutes of the meeting accurately reflect the results of the vote and thus the amendments made to the prior version of the By-Laws. To the best of my knowledge this document reflects the current version of the Fitch Mountain Association By-Laws.

Pat Abercrombie, President  Date: 2/1/2021