

**BYLAWS of
FITCH MOUNTAIN ASSOCIATION**

ARTICLE I: OFFICES

SECTION 1. PRINCIPAL OFFICE

1. The principal office of the corporation for the transaction of its business is located at 2255 N Fitch Mountain Rd, Healdsburg, CA 95448. The Board of Directors may change the principal office from one location to another, and such changes of address shall not be deemed an amendment of these Bylaws.

ARTICLE II: MEMBERSHIP

SECTION 1. CLASS OF MEMBERSHIP

1. The Association shall have one class of Membership.

SECTION 2. MEMBERSHIP QUALIFICATIONS

1. An individual natural person who is a property owner, long-term renter, or a resident of unincorporated Fitch Mountain and who has paid the annual dues shall be a Member and shall be eligible to vote.

2. Becoming a Member. To become a Member, a person must:

- a. Reside, or own property on the unincorporated portion of Fitch Mountain. "Ownership" in this clause includes family members with interest in the property, and;
- b. pay annual dues as described in Section 4.

SECTION 3. VOTING RIGHTS

1. Each member shall be entitled to one vote.
2. Voting may take place by one of the following methods:
 - a. in person at the annual meeting;
 - b. via proxy at the annual meeting, in writing, delivered by a designated proxy;
 - c. online through a secure online survey.
3. Votes must be cast by the deadline stipulated by the Board of Directors, according to the method of voting.

SECTION 4. ANNUAL DUES

- 1. The annual dues shall be proposed in the annual budget and approved by the Board of Directors.
- 2. Notice of dues shall be sent to individual property owners and residents of the unincorporated portion of Fitch Mountain by May 1 each year. Dues are payable throughout the year, with dues paid after May 1 counting toward the upcoming membership year.

SECTION 5. NON-LIABILITY OF MEMBERS

- 1. A person who is now or who later becomes a Member of the Association shall not be personally liable to its creditors for any indebtedness or liability, and all creditors of this corporation shall look only to the assets of the Association for payment.

SECTION 6. MEMBERSHIP TERM

- 1. Membership year shall run from May 1 to April 30.

ARTICLE III: DIRECTORS AND OFFICERS

SECTION 1. POWERS

- 1. Subject to the limitation of the Articles of Incorporation, of the Bylaws, 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 Directors.

SECTION 2. NUMBER AND QUALIFICATION

- 1. The authorized number of Directors of the Association shall be an odd number between five (5) and nine (9), including the Board Chair.
- 2. The number of Directors at no time shall be less than three (3) to ensure all officer positions are filled.
- 3. No person shall be eligible to be a Director who is not a Member of the Association.
- 4. At no time shall two members of the same household serve simultaneously as Directors.

SECTION 3. COMPOSITION OF THE BOARD

1. The Association shall have, three (3) Directors serving *ex officio* as Officers at all times: A Chair, Secretary and Treasurer. Officer roles shall be appointed by the Board from the slate of current Directors in terms of not less than one (1) year, to be posted via the Association's website.
2. Additional Director roles and titles may be described in accordance with the needs of the Association, at the discretion of the Board in accordance with Article III Section 2.

SECTION 4. OFFICERS

1. The Officers of the Association shall be a Chair, a Secretary and a Treasurer.
2. No person may hold more than one office at one time. Offices are held by elected Directors, *ex officio*. All Officers are also Directors, but only those three designated as Officers hold the duties and powers of their office.
3. Officers to be selected by a majority vote of the Board of Directors in accordance with the needs and capacities of the Association and Board, for a period of not less than one year. Beyond this minimum term, officer roles may rotate as needed in a Director's term of service.
4. Current Officers to be publicly posted and kept up-to-date on the Association's website and through additional communication means as described in Article V, Section 3.

SECTION 5. CHAIR

1. The Chair shall have the general powers and duties of management usually vested in the office of the chair of an association, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.
2. The Chair shall convene and facilitate all board meetings. If the Chair is unable to convene the meeting a designated director will do so.

SECTION 6. SECRETARY

1. The Secretary shall keep, or cause to be kept, minutes of all Membership meetings.
2. The book of minutes shall be kept digitally, or at such other place as the Board of Directors 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. The Secretary shall create a summarized version of the minutes and cause these to be posted on the Association's website.

5. If a special meeting is held, the Secretary shall record how this meeting was authorized and how notice was given.
6. The Secretary shall keep, or cause to be kept, records showing the names of the Members and members of the Board of Directors and the addresses at which said Members and Board of Directors have elected to receive mail or email.
7. The Secretary shall give, or cause to be given, notice of all Membership meetings as required by the Bylaws.
8. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

SECTION 7. 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 Director.
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 Directors.
4. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors.
5. The Treasurer shall render to the Board Chair or the Directors, whenever it is requested, an account of all Association transactions or of the financial condition of the Association.
6. The Treasurer shall prepare the financial statement as part of 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 Directors or the Bylaws.
8. To preserve separation of powers, the Treasurer shall not vote on budget actions.

SECTION 8. ELECTION AND TENURE

1. Directors shall be elected annually in accordance with Article II, Section 3. Election results shall be announced at the annual membership meeting.
2. The term of a Director shall be three (3) years, which begins immediately upon election.
3. At the conclusion of their initial three-year term, a Director may run for additional terms in three year increments.

4. The terms of the Directorship shall be staggered, with full turnover across each three years. In a 5-person Board, one (1) to two (2) Directors will be elected each year. In a 7- to 9-person Board, two (2) to three (3) Directors will be elected each year.

SECTION 9. VACANCIES

1. Vacancies on the Board of Directors may be filled by a vote of the remaining Directors, and any Director so appointed shall hold office until this Director or the Director's successor is elected by the Membership at the next annual meeting.
2. The Members may, at any time, call a special meeting to elect a Director to fill a vacancy if the vacancy is not filled by the Directors.
3. No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of that Director's term.

SECTION 10. DIRECTOR RESIGNATION OR REMOVAL

1. Any Director may resign at any time by giving written notice to the Board of Directors or to the Chair. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein.
2. Any Director may be removed by a majority vote of the membership.

SECTION 11. OFFICER REMOVAL, RESIGNATION AND VACANCIES

1. Any Director may be reassigned from an officer role by a majority of the Directors, without leaving the board.
2. Any Director may resign from an any officer role at any time by giving written notice to the Board of Directors, or to the Chair without leaving the board.
3. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein.
4. A vacancy in any officer role shall be filled by the Board of Directors in accordance with Sections 3 and 4.

SECTION 12. NON-LIABILITY OF DIRECTORS

1. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

SECTION 13. INDEMNIFICATION AND INSURANCE

1. To the extent that a person who is, or was, a Director, Officer or other agent of this Association 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.

2. 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 or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 14. ADVISORY COUNCIL, ETC.

1. The Board of Directors may appoint such other Advisors 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 Directors may from time to time determine. Advisors do not have the voting rights of the Directors.

SECTION 15. COMPENSATION

1. The Directors shall not receive compensation but shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

ARTICLE IV: EXECUTIVE AND OTHER COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of the Chairperson of the board and one to two other Directors, one of which is currently performing the Secretary role.
2. The Executive Committee shall work with Directors to prepare the annual budget for approval by the Board of Directors. 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. Each ad hoc or standing committee shall include a current member of the Board of Directors and be formally chartered by the Board. The committee is otherwise open to participation by any member of the Fitch Mountain community.
2. Directors serving on ad hoc or standing committees must issue regular program reports to the full Board.
3. Ad hoc or standing committee chairs are responsible for convening, conducting and ensuring that minutes of each meeting are recorded.
4. The desired minimum number of participants on a committee is three (3), but shall never fall below two (2). Chartered committees lacking sufficient participation shall be considered dormant, or can be disbanded at the discretion of the Board in accordance with the needs of the Association.

ARTICLE V: MEETINGS AND NOTICES

SECTION 1. PLACE OF MEETINGS

1. All meetings of the Directors shall be held online and/or at a place convenient to Fitch Mountain, County of Sonoma, State of California-as shall be designated by the Chair and approved by the Board of Directors.

SECTION 2. METHOD OF MEETINGS

1. Any Board meeting, regular or special, may be held in person or by conference telephone, electronic video screen communication, or electronic transmission by and to the corporation as defined in Sections 20 and 21 of the California Corporations Code. Participation in a meeting by use of conference telephone constitutes presence in person at that meeting if all Directors participating in the meeting can hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment constitutes presence in person if all of the following apply:

- a. Each Director participating in the meeting can communicate with all other Directors concurrently.
- b. Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board.
- c. The Board adopts and implements a means of verifying the following:
 1. A person participating in the meeting is a Director or other person entitled to participate in the Board meeting; and
 2. All actions of, or votes by, the Board are taken or cast only by the Directors and not by persons who are not Directors.

SECTION 3. NOTICE OF MEETINGS; ELECTRONIC TRANSMISSION

1. Notice of regular meetings of the Board of Directors need not be given 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 Board Chair or Secretary.

3. Notice of membership meetings shall be made in writing or by email to Members.

4. Notice of special meetings of the Board of Directors and of membership meetings shall be given in writing or by email as provided below.

5. Where notice of meetings must be given in writing or email, such notice shall be sent to the Director (or Member) at the address appearing on the books of the Association, or supplied by the Director (or Member) to the Association for the purpose of notice, not less than fourteen (14) days before such meeting. 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 4. MEETING RECORDED

1. The transactions of any meeting of the Board of Directors shall be recorded as summarized meeting notes, to be posted publicly on the Association’s website.

SECTION 5. QUORUM

- 1. No business of the Association can be conducted at a Directors’ meeting unless a quorum is present.
- 2. A simple majority of the Directors is a quorum.

SECTION 6. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

- 1. Special meetings of the Board of Directors for any purpose shall be called at any time by the Chair or by the Board of Directors, or by any two (2) Members thereof.
- 2. Four (4) days’ notice of the time and place of such special meeting shall be given by first-class mail addressed to each Director at his or her address as shown on the books of the corporation or 48 hours’ notice delivered personally or by telephone, including a voice messaging system, or by email by the Association.

SECTION 7. 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 Directors of the Association.
- 2. All association Members, their guests, and members of the Fitch Mountain community may attend.
- 3. Only current association Members will be allowed to vote. No business of the association can be conducted without a voting quorum of 25% of the membership.

SECTION 3. REGULAR MEETINGS OF THE BOARD OF DIRECTORS

1. Regular meetings of the Board of Directors shall be held at least quarterly, at a day and time agreed upon by the Directors, with appropriate notice to the membership.

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 in the Association's digital archive or in hardcopy at its principal place of business in the State of California, as designated by the Board of Directors.
3. The accounts, books and records of the Association shall be open for inspection by the Directors and Members.

SECTION 2. CERTIFICATION AND INSPECTION OF BYLAWS

1. The original or a copy of these Bylaws as amended, certified by the Secretary, shall be open for inspection by the Directors and Members of the Association.
2. All Bylaws shall be stored digitally and be accessible via the Association's website.

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 a current Officer of the Board of Directors.

SECTION 4. CONTRACTS

1. The Board of Directors, except as in the Bylaws otherwise provided, may vote, by written authorization deputize 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. Unless so authorized by the Board of Directors, 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 January 1 to December 31.
2. The annual report of membership, accomplishments and the financial status of the Association, shall be made available to the Membership at the annual meeting.

ARTICLE VII: AMENDMENT

SECTION 1. AMENDMENT OF BYLAWS

1. The Board of Directors shall have the power to amend or repeal the Bylaws subject to the approval of a majority of Members voting as described in Article II, Section 3.

SECTION 2. RECORDING AND MAINTENANCE OF AMENDMENTS

1. Whenever an amendment or new Bylaw is adopted, it shall be recorded in the original Bylaws in the Association's digital archives and publicly posted on the Association's website.

SECTION 3. REPEAL OF BYLAWS

1. If any Bylaw is repealed, the fact of its being repealed, and the date of the repeal, shall be recorded in the Association's digital archives and publicly posted on the Association's website.