ASSOCIATION BYLAWS
BYLAWS FOR DELTA SHORES COMMUNITY ASSOCIATION
A NEIGHBORHOOD ASSOCIATION

ARTICLE I
PURPOSE

Section 1 **NAME OF ORGANIZATION**:
The name of the organization shall be DELTA SHORES COMMUNITY ASSOCIATION. Herein after referred to as the Association.

Section 2 **PURPOSE:**
The purposes for which the Association is organized are:

To enhance the livability of the area by establishing and maintaining an open line of communication and liaison between the neighborhood, government agencies and other neighborhoods.

To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.

To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted and engage in any lawful activity for corporations that may be organized under California non-profit corporation law.

To be organized exclusively for educational, scientific and charitable purposes. Any statement of purpose or powers aforesaid, this association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purpose.

ARTICLE II
MEMBERSHIP

Membership in the Association shall be open to all residents, property owners and business licensees located within the boundaries of the Association as defined in Article Xll of these bylaws. To become a member, a membership application must be completed and filed with the Association Secretary and, if required, annual dues are paid.

ARTICLE III
FUNDING

Section 1 **DUES**:
Annual dues may be set forth by a resolution of the Board of Directors.

Section 2 **CONTRIBUTIONS**: Voluntary contributions will be accepted if approved by the Board of Directors.

ARTICLE IV
MEETINGS

Section 1 **GENERAL MEMBERSHIP MEETINGS**:
There shall be at least two general membership meetings yearly held on days decided upon by the majority vote of the Board of Directors. Notification for all meetings shall require seven days advance by written, telephone or email notice to all members of the Association.

Section 2 **ANNUAL MEETING:** One membership meeting shall be designated as the annual meeting. At this meeting:

The President shall report on the state of the association, The Treasurer shall give an annual financial report, and Elections for Members of the Board shall be held.

Section 3 **SPECIAL MEETING**: A special meeting of the membership may be called by the President or by a majority of the Board of Directors as deemed necessary. On and purpose of the special meeting shall require seven days advance written, telephone or email notice to all members of the Association.

Section 4 **AGENDA:** The President shall prepare the agenda for general and special meetings of the membership. Any member may suggest an item to be added to the agenda by submitting the item in writing to the Board of Directors at least seven days in advance of the membership meeting. Any member of the Association may make a motion to add an item to the board, general or special agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

Section 5 **QUORUM**: A quorum for any general or special meeting of the Association shall be the number of members in attendance. Unless otherwise specified in these bylaws, decisions of the Association shall be made by a majority vote of those members present at any meeting.

Section 6 **PARTICIPATION:** Any general, special, or committee meeting is open to any person and all that wish to may be heard. However, only members are entitled to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority reports.

Section *7* **VOTING:** All members, 18 years of age or older, shall have one vote each to be cast during attendance at any general or special meeting.

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

ARTICLE V
BOARD OF DIRECTORS

Section 1 **COMPOSITION OF THE BOARD:** The Board of Directors hereinafter referred to as the Board shall be composed of five (5) members.

Section 2 **DUTIES OF THE BOARD:**

MANAGEMENT: The Board shall manage the affairs of the Association in the interim between general meetings. The Board shall be accountable to the membership; shall seek the views of those affected by any proposed policies or reactions before adopting any recommendation on behalf of the Association; and shall strictly comply with these bylaws.

***V*ACANCIES:** The Board may fill any vacancy on the Board or a committee by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term.

BOARD MEETINGS: The Board shall meet a minimum of once a year and at least fourteen days prior to any general or special meeting or at any other time the President may designate. These meetings shall be open session; however only Board members may vote. A quorum for board meetings shall be fifty percent plus one of the Board members; decisions shall be made by majority vote. Directors shall be notified of board meetings in advance by written, telephone or email. A majority of Board members may call a board, general or special meeting as deemed necessary.

EMERGENCY POWERS: In such cases where the Board is required to provide neighborhood response before the question is presented to the membership, the Board must indicate to the questioner that this is the case and shall present the action taken at a special or general meeting with 30 days, or within a reasonable time for ratification by the membership where circumstances dictate.

CONFLICT OF INTERESTS: Whenever a director of the Association has a direct financial or personal interest in any contract coming before the Board, the affected person shall: a) fully disclose the nature of the interest; and b) withdraw from discussion, lobbying and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE VI
ELECTION OF BOARD MEMBERS

Section 1 **ELGIBILITY:** Only members are qualified to hold an elected position.

Section 2 **TERM OF THE BOARD:** Members of the Board shall be elected to serve for two years.

Section 3 **NUMBERING OF SEATS:** The Board seats shall be numbered from one (1) through five (5) and these number designations shall remain and determine year of election. Even numbered seats will be elected in even numbered years and odd numbered seats will be elected in odd numbered years.

Section 4 **METHOD OF ELECTION:** Elections will be held at the annual meeting. Nominations to the Board must be submitted at least 30 days prior to the annual meeting in the format approved by the Board. All members in good standing at the annual meeting are eligible to vote at the annual meeting. If the available positions are the same or more than qualified candidates, a majority voice vote will be sufficient for election. If the number of qualified candidates is greater than the number of available positions, a vote by ballot will be used to determine the candidates having the largest number of votes. Each ballot will allow the voter to vote once for any candidate, not to exceed the number of available board member positions. For example, if there are three (3) candidates, and only two (2) open positions, the voter may cast a vote for two different candidates.

SPECIAL CIRCUMSTANCE:
The first election of the Board if in an even numbered *y*ear will elect odd numbered seats for three years or if in an odd numbered will elect even numbered seats for three years. Subsequent to this election, all seats will be elected to t*w*o-year terms.

Section 5 **IMPEACHMENT:** Any holder of an elected office may be removed and replaced by a two-thirds vote of a general or special meeting of the membership. Removal does not require cause.

ARTICLE VII
OFFICERS
Section 1 **TITLES:** The Board shall elect from among its members a President, Vice President, Secretary and Treasurer at the first board meeting following the annual election.

Section 2 **DUTIES OF THE OFFICERS:**

PRESIDENT: The President shall prepare the agenda and preside at all meetings of the board and membership, shall appoint chairs of committees with majority approval of the Board.
VICE-PRESIDENT: The Vice President shall assist the President and preside at meetings in the absence of the President.
SECRETARY: The Secretary shall keep minutes and written records of majority and minority opinions expressed at all meetings; shall be responsible for all correspondence for the Association, shall make records of the Association available for inspection for any proper purpose at a reasonable time.
TREASURER: The Treasurer shall be held accountable for all funds and shall give an accounting at each general meeting; shall receive, safekeep and disburse the Association funds, but such disbursement shall require the signature of one other Board member.

ARTICLE VIII

COMMITTEES

Section 1 **STANDING COMMITTEES:** Standing Committees may be instituted to be responsible for programs and activities of the Association of a long-standing nature. The President shall institute with the agreement of the Board such Standing Committees as are deemed necessary. The chairman of the committee shall be appointed by the President with the agreement of the Board and may be dismissed without cause by the President with the agreement of the Board.

Section 2 **AD HOC COMMITTEES:** The President shall institute with the agreement of the Board such other committees as are deemed necessary to transact the business of the association. The chairman of the committee shall be appointed by the President with the agreement of the Board and may be dismissed without cause by the President with the agreement of the Board.

ARTICLE IX

GRIEVANCE PROCEDURE

Section 1 **PERSON OR GROUP ADVERSELY AFFECTED:** A person or group adversely affected by a decision or policy of the Association may submit in writing a complaint to the President.

Section 2 **RECEIPT OF COMPLAINT:** Within seven days of receipt of the complaint, the President shall arrange with the petitioner a mutually acceptable place, day and hour for a review of the complaint, and will in writing, within thirty days recommend a resolution of the grievance to the Board.

Section 3 **FINAL RESOLUTION:** If the Board and petitioner cannot reach agreement, final resolution of the complaint shall be by vote of a majority of the membership at a general or special meeting.

ARTICLE X

PROCEDURE FOR CONSIDERATION OF PROPOSALS

Section 1 **EXECUTION**: The Board shall be responsible for the execution of this article.

Section 2 **SUBMISSION OF PROPOSALS**: Any person or group, inside or outside the boundaries of the Association and any city agency may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of either the Board, standing or special committees of general or special meetings.

Section 3 **NOTIFICATION:** The proponent and members directly affected by such proposals shall be notified in writing, telephone or email in of the place, day and hour the proposal; not less than seven days in advance.

Section 4 **ATTENDANCE:** The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

Section 5 **DISSEMINATION:** The Association shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

ARTICLE XI
ADOPTION AND AMENDMENT OF THE BYLAWS

Section 1 **ADOPTION OF THE BYLAWS:** Adoption of these bylaws shall require a two-thirds vote of the members present at a general meeting.

Section 2 **AMENDMENT OF THE BYLA*WS*:** Amendments to the bylaws shall be made at any general or special meetings after the members have been notified of all proposed amendments to the bylaws by a minimum of at least seven days advance written, telephone or email notice. Adoption of amendments shall require a two-thirds vote of the members present at the meeting.

ARTICLE XII
BOUNDARIES
Section 1 B**OUNDARIE**S: The boundaries of the Association shall be defined as follows: Consumnes River Boulevard in the north, Intersection of Consumnes River Boulevard and Delta Shores Circle in the east, Delta Shores Circle in the south, and I-5 to the west. The boundary of the Association shall run along the centerline of all right-of-way*s* and projections mentioned above.

ARTICLE XIII
MISCELANEOUS PROVISIONS
Section 1 **POLITICAL ACTIVITY:** The Association shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to any candidate for public office. The Association also shall not endorse any candidate for public office.

Section 2 **DISSOLUTION:** In the event of the dissolution of this Association, any and all remaining assets shall be used exclusively for an exempt purpose as defined under section 501(C)3 of the Internal Revenue Code.

Certificate of Secretary
I, the undersigned, certify that I am the presently elected and acting Secretary of The Delta Shores Community Association, and the above bylaws, consisting of pages, are the bylaws of this corporation as adopted by the members of the Association on the *day of*

By:

Secretary