

Academy Hill Homes Association Bylaws

Article I. Purpose

The purpose of Academy Hill Homes Association, a non-profit mutual benefit corporation, (referred to herein as the "Association") is to protect, foster, and develop the rights and interests of the community commonly known and designated as "Academy Hill."

Article II. Members

Section 1. Qualifications

Membership in the Association shall be limited to record owners of lots located within Academy Hill who have paid all dues and assessments as required pursuant to Article X of these Bylaws. If there is more than one record owner of a single lot, such owners will be considered to share one membership.

Section 2. Termination of Membership

- A. Membership in the Association will automatically terminate upon the termination of home Ownership.
- B. Membership may be terminated for non-payment of dues for the period fixed in Article X, Section 3 of these Bylaws.
- C. Membership may be terminated for a violation of Article XII, Section 3 of these Bylaws.

Any termination or suspension of membership shall comply with the notice and hearing procedure set forth in California Corporations Code §7341 or any successor statute.

Section 3. Resignation

Any member may resign by filing a written resignation with the Secretary. Resignations cannot be rescinded.

Section 4. Transfer of Membership

Membership in this Association is neither transferable nor assignable.

Article III. Meeting of Members

Section 1. Annual Meeting

An annual meeting of the members shall be held in the month of September, at a date and time to be determined by the Board, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. A slate of candidates for Directors shall be presented at the annual meeting.

Section 2. Special Meetings

Special meetings may be called by the President, Board of Directors, or not less than 5% of the members. Written notice of meetings requested by the members will be sent within 20 days of receipt of the petition, and the meeting must be held between 35 and 90 days after notice has been given to the Board of Directors.

Section 3. Notice of Meetings

Written notice stating the place, day and hour, including an agenda, shall be provided to each member, not less than ten days before the date of such meeting (or not less than 20 days if sent by mail), at the direction of the President, Secretary, or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. Notice of the annual meeting shall contain a slate of candidates to be voted on for Directors.

Section 4. Quorum

Ten percent of the members shall constitute a quorum at a meeting.

Section 5. Voting by Mail or Email

Where Directors are to be elected by members, such election may be conducted by mail or email in such manner as the Board of Directors shall determine and in compliance with the Corporations Code. Any other matter which the Board of Directors considers of major importance may be submitted to the membership for a vote by circulation of petition or by mail or email. A vote by circulation of petition or by mail or email requires a response of one quarter of the members. The vote of the majority of those responding members will decide the issue submitted.

Article IV. Board of Directors and Elections

Section 1. General Powers

The affairs of the Association shall be managed by its Board of Directors, each of whom must be a member of the Association.

Section 2. Number, Tenure and Qualifications

The number of Directors shall be eleven (11) until changed by amendment of the Bylaws adopted by the members amending this Article IV, Section 2. Each Director shall hold office until the next annual meeting or until a successor has been elected and qualified.

Section 3. Nomination of Directors

The Board of Directors shall appoint a Nominating Committee consisting of no less than 3 members of the Association exclusively for the purpose of selecting members to run for Directors for the Association.

Section 4. Election and Supervision

At each annual meeting of the members, new Directors shall be elected by secret ballot. The Nominating Committee shall supervise and conduct the election of Directors.

Section 5. Voting Membership

The voting membership shall consist of one vote per member where dues have been paid to cover the term for which the officers elected are to serve.

Section 6. Tie Votes

Tie votes shall be decided by agreement of the candidates or run-off elections.

Section 7. Write-In Candidates

Write-in candidates shall be permitted. Nominations from the floor shall be requested and received at the time of the Annual Meeting

Section 8. Regular Meetings

An organizational meeting of the new Board of Directors shall be held immediately after the annual meeting for the purpose of electing Officers for the Association without other notice than this Bylaw. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such resolution, with a minimum requirement of at least quarterly meetings.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called by, or at the request of, the President or any two Directors.

Section 10. Notice

Notice of any special meeting of the Board of Directors shall be given at least two days in advance if delivered personally, by email or by telephone, or four days in advance if sent by first-class mail.

Section 11. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 12. Manner of Acting

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 13. Vacancies

Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors unless prohibited by law. A Director appointed to fill a vacancy shall be appointed for the remainder of the term of the predecessor in office.

Section 14. Informal Action by Directors

Any action required, or any action which may be taken at a meeting of Directors, may be taken without a meeting if all members of the Board shall individually, or collectively, consent in writing to such action.

Section 15. Miscellaneous

- A. The Board of Directors shall direct the Treasurer to prepare an annual statement of Association finances to be presented to the membership at the annual meeting.
- B. The Board of Directors shall authorize, prepare and approve a budget of all anticipated and necessary annual Association expenses and anticipated plans for the fiscal year. The Board shall incur no indebtedness in excess of available funds. The Board reserves the right to develop other plans for the fiscal year.

Article V. Officers

Section 1. Designation of Officers

The Officers of the Association shall be a President, a Vice President, an Assistant Vice President, a Secretary, and a Treasurer, all of whom shall be Directors.

Section 2. Term of Office

Each Officer shall be elected by the Board of Directors at the organizational meeting of each new Board of Directors for a period of one year and shall hold office until a successor has been duly elected.

Section 3. President

The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the members and of the Board of Directors and shall be ex officio member of all the standing committees.

Section 4. Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform 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. The Vice President shall perform such other duties as may be assigned by the President or by the Board of Directors.

Section 5. Assistant Vice President

In the absence of the Vice President or in the event of his/her inability or refusal to act, the Assistant Vice President shall perform the duties of the Vice President, and when so acting shall have all the powers of and be subject to all the restrictions upon the Vice President. The Assistant Vice President shall perform such other duties as may be assigned by the President or by the Board of Directors.

Section 6. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds of the Association, receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board of Directors. The Treasurer shall maintain a roster of paid memberships, and prepare a financial report for presentation at each meeting of the Board of Directors.

Section 7. Secretary

The Secretary shall keep the minutes of the meetings of the Association and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Association records; keep a current computer list of the mail and email addresses of each member which shall be furnished to the Secretary by each member; and in general perform all the duties as may be assigned by the President or by the Board of Directors.

Article VI. Committees

Section 1. Committees of Directors

The Board of Directors may designate and appoint one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing; appointing or removing any member of such committee or any Director or Officer of the Association. No person other than a Director shall serve on a committee as described in this Article VI, Section 1.

Section 2. Standing Committees

The Board of Directors may designate and appoint members of the Association to specific tasks or committees as may be deemed necessary. Such individuals or committees shall make recommendations to the Board of Directors and implement approved actions. The individuals or committees so appointed shall act only in an advisory and counseling capacity to the Board of Directors. One such standing committee shall be the Block Captains (Article VII).

Section 3. Term of Office

Each member of a committee shall continue until the following annual meeting or until his/her successor is appointed, unless the committee shall be sooner terminated by the action of the Board of Directors, unless such member is terminated from the Committee by the Board, at its sole discretion, or unless such member shall resign or cease to qualify as a member thereof.

Section 4. Committee Chairs

Each committee shall select a member as Chairperson.

Section 5. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 6. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum. The act of a majority of the members present at a meeting, at which a quorum is present, shall be the act of the committee.

Section 7. Rules

Each committee may adopt rules for its own governance consistent with these Bylaws and/or with rules adopted by the Board of Directors.

Article VII. Block Captains

Section 1. Selection

Block Captains representing neighborhood areas within Academy Hill will be appointed by the Board of Directors.

Section 2. Term

Block Captain shall serve for a one-year term, unless such Block Captain is terminated by the Board, at its sole discretion, or unless such Block Captain resigns or ceases to qualify as a Block Captain.

Section 3. Activities

Block Captains shall disseminate Association information to their neighborhoods, as requested by the Board of Directors, and reciprocally communicate neighborhood status and attitudes to the Board of Directors. The Block Captain Committee Chairperson, the conduit for this two-way information flow, or his/her designee, shall be a regular attendee at Board of Director meetings.

Article VIII. Contracts, Checks, Deposits, and Funds

Section 1. Contracts

No officer or agent of the Association may enter into a written or oral contractual obligation on behalf of the Association not specifically authorized by resolution of the Board of Directors. The authority so granted shall be limited to the transaction so specified in the resolution.

Section 2. Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the Association, shall be signed by two of three authorized officers. The authorized officers shall be the President, Vice President, and Treasurer.

Section 3. Deposits

All funds of the Association shall be deposited periodically to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may determine.

Section 4. Gifts

The Board of Directors may accept on behalf of the Association (but not for themselves individually) any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Association.

Article IX. Books and Records

The Treasurer shall keep correct and complete books and records of account. The Secretary shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, copies of the Association's Newsletter, and a record of the names and addresses of the members eligible to vote. All books and records of the Association may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time upon reasonable notice.

Article X. Dues and Assessments

Section 1. Dues

The amount of dues for membership in the Association shall be fifty dollars (\$50.00) per member per annum payable on the first day of the Association's fiscal year. New residents moving in after the

beginning of the fiscal year shall begin paying dues upon the beginning of the next fiscal year. No refunds of dues will be made.

Section 2. Assessments

The Board of Directors shall make recommendations for special assessments as may be required. Special assessments shall require the approval of two-thirds of the members of the Association, and shall be due and payable as set forth in the notice of the special assessment distributed to the members by the Board of Directors.

Section 3. Default and Termination of Membership

When any homeowner is in default in the payment of dues or assessments for a period of three months from the beginning of the fiscal year, or a period for which such dues or assessments became payable, such homeowner's membership may be terminated. Membership shall be reinstated upon payment in full of outstanding dues or assessments.

Article XI. Fiscal Year

The fiscal year of the Association shall begin on the first day of October, and end on the last day of September of each year.

Article XII. Miscellaneous

Section 1. Waiver of Notice

Whenever any notice is required to be given under the provision of these Bylaws of the Association, a waiver thereof in writing by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice.

Section 2. Amendment to Bylaws

Bylaws may be adopted, amended or repealed by the vote or written consent of a majority of the members, or the vote of a majority of a quorum of a special members meeting duly called for the purpose according to these Bylaws.

Section 3. Public Statements

Public statements representing the official opinion or position of the Association shall be made only upon the approval of the Board of Directors. Failure on the part of any member to comply with this provision of the Bylaws shall be considered as cause for the termination of membership pursuant to Article II, Section 2 of these Bylaws.

Section 4. Distribution of Assets upon Dissolution

In the event of dissolution or winding up, any remaining assets shall be distributed pro rata to the members.

CERTIFICATE OF SECRETARY
OF
ACADEMY HILL HOMES ASSOCIATION

I, the undersigned, do hereby certify that:

1. I am the duly appointed and acting Secretary of ACADEMY HILL HOMES ASSOCIATION, ("Association"); and

2. The foregoing Bylaws comprising 8 pages, including this page, constitute the Bylaws of the Association, duly adopted by the Association on January 25, 20 11

IN WITNESS WHEREOF, I have hereunto subscribed my hand this 25th day of of January, 2011.


Sylvia L. Bronaugh
Secretary