

NCTD:

1077378
CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF

FILED DR
In the office of the Secretary of State
of the State of California

THE WINCHESTER HOME OWNERS ASSOCIATION

JUN 11 2012

1. The undersigned certify that:

We are the president and secretary of THE WINCHESTER HOME OWNERS ASSOCIATION, a California Nonprofit Public Benefit Corporation.

2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is: WINCHESTER TOWN ASSOCIATION, INC.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.


4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: June 7, 2012


Cindy Domenigoni
President

Dated: 6-7-12


Charlie Green
Secretary



I hereby certify that the foregoing transcript of _____ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JUN 28 2012

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

BYLAWS OF THE WINCHESTER HOME OWNERS ASSOCIATION

ARTICLE I

GENERAL

SECTION I. NAME

This organization shall be incorporated by and under the laws of the State of California and shall officially be known as Winchester Home Owners Association.

SECTION II. PURPOSE

The Winchester Home Owners Association is organized to preserve, enhance and advance the commercial, industrial, agricultural, recreational, youth, civic, cultural and general interest of the political subdivisions and geographical locations where its members are located; to promote and expand the trade, industry, tourism, cultural pursuits and the public welfare of the covered area so as to expand the income potential of all persons located therein and increase the functional and aesthetic values of the community and to prevent controversies which are detrimental to the expansion and growth of business in the community or to adjust them if they should arise.

SECTION III. LIMITATION OF METHOD

The Association shall be an independent non-profit, non-partisan and non-sectarian membership corporation and shall neither take part nor lend its influence or facilities either directly or indirectly to the nomination, election or appointment of any candidate for office in City, State or Federal Government. The Association shall abide by all laws pertaining to not-for-profit corporations established by the Internal Revenue Code and the State of California.

ARTICLE II

MEMBERSHIP

SECTION I. ELIGIBILITY

Any reputable person interested in and fostering the objectives and purpose of the Winchester Home Owners Association, shall be eligible for membership.

SECTION II. DUES

Membership dues shall be established at such rates, as may from time to time be prescribed by the Board of Directors and are due on the date of membership and the 1st of January, and are payable as prescribed by the treasurer. Partial year dues will be pro-rated.

SECTION III. TERMINATION

A. Resignation

Any member may resign from the Association upon written request to the Board of Directors, but such resignation shall not entitle the ex-member to reimbursement of any membership dues.

B. Delinquency

A member whose account is in arrears for thirty (30) days shall be notified of such delinquency.

C. Expulsion

Accounts delinquent for forty-five (45) days shall be brought to the attention of the Board of Directors, so that a vote to expel the delinquent member shall be entertained.

Also, any member may be expelled by a two-thirds (2/3) vote of the Board of Directors present at a properly convened regular meeting, which expulsion shall be based upon conduct unbecoming a member or prejudicial to the aims or repute of the Association. The member or members in question shall be given thirty (30) days written notice of said meeting and be afforded an opportunity to be heard at said meeting and present a case.

D. Effect of Expulsion or Termination

The death, resignation or expulsion of a member shall terminate membership. Termination of a membership shall work a forfeiture of all interest of the member in and to the property of the Association and the member shall thereafter have no right thereto or any part thereof.

SECTION IV. REINSTATEMENT

The Board of Directors may reinstate any member expelled by reason of a delinquent investment account on the payment of all arrears.

SECTION V. VOTING

A. Each member, shall be entitled to cast one vote, except that any such member whose dues are in arrears forty-five (45) days shall lose all voting and nominating privileges until such arrearage is totally eliminated.

B. Each member may appoint one person who shall have voting privileges for that member. The name of such voting representative, if not the named member, must be forwarded, in writing, to the Board of Directors prior to the casting of any vote by that representative and such representative's power shall stay in effect until the Board of Directors is otherwise notified in writing.

SECTION VI. ORIENTATION

At regular intervals, not less than annually, orientation on the purpose and activities of the Association shall be conducted for the following groups: new directors, officers, committee chairpersons, committee members and new memberships. This orientation may be undertaken by the Board of Directors, existing and retiring directors, new and retiring officers, committee chairpersons and any other persons who the Board of Directors believes could assist in this process. A detailed outline for the orientation of each of these groups shall be a part of this organization's policy and procedure manuals.

SECTION VII. HONORARY MEMBERSHIP

Upon retirement and/or as a result of distinguished service to the Association and/or the public, the Board of Directors may confer upon such person or persons an honorary membership in the Association which shall entitle those persons to all privileges of membership, except the right to sit on the Board of Directors or hold office and shall exempt such person from the payment of all dues. Such Honorary Membership shall be conferred or revoked by a majority vote of the entire Board of Directors.

ARTICLE III

MEETINGS

SECTION I. ANNUAL MEETING

The annual business meeting of the Association will be held during January of each year. The time and place shall be fixed by the Board of Directors and notice thereof shall be given to each member at least ten (10) days before such meeting.

SECTION II. GENERAL MEMBERSHIP MEETING

A general meeting of the Association shall be held each month at a time and place designated by the Board of Directors.

SECTION III. BOARD OF DIRECTORS MEETINGS

The Board of Directors shall meet at least monthly, at such time and place as may be determined by said Board. Special meetings of the Board of Directors may be convened by the President upon three (3) days notice to the directors, which notice shall include the date, time, place and purpose of such meeting.

SECTION IV. COMMITTEES

Committee meetings may be called at any time by the President or officer in charge of the committee activities.

SECTION V. QUORUMS

A. General Meetings

At any duly called general meeting of the Association, ten (10) percent of the members, with the power and privilege to cast a vote, shall constitute a quorum.

B. Board of Directors Meetings

A majority of the directors shall constitute a quorum for the purpose of holding a Board of Directors meeting.

C. Committee Meetings

A majority shall constitute a quorum when a committee meets.

ARTICLE IV
BOARD OF DIRECTORS

SECTION I. RESPONSIBILITY

The government and policy making responsibility of the Association, the direction of its work, responsibility for its finances and the control of its property shall be vested in the Board of Directors.

SECTION II. COMPOSITION OF THE BOARD

The Board of Directors shall consist of five (5) members in good standing. Three (3) to be elected on even numbered years and two (2) to be elected on odd numbered years.

SECTION III. SELECTION AND ELECTION OF DIRECTORS

A. Nominating Committee

A Nominating Committee consisting of at least three (3) members, one of whom is a member of the Board of Directors, and two (2) of whom are selected from the general membership, shall be nominated by the president at the September general meeting.

The Committees duties shall be to canvass the Associations needs and nominate at least as many members in good standing, as there are vacancies o the Board, taking into consideration the geographical and professional makeup of the general membership. The nominations of the committee shall be communicated in writing at the general meeting in October. Additional names may be placed in nomination with a motion and a second and approval by the nominee that they will serve.

B. Election

All voting will be done by secret ballot at the called meeting in November with the results being announced at the close of the meeting.

If a question arises as to whether or not a ballot is genuine or if voting procedures have been complied with, that inquiry shall be presented to the Board of Directors with their determination being final.

SECTION IV. ORIENTATION

The newly elected members of the Board of Directors shall undergo a formal orientation in the month of December, which program shall be presented by the Board of Directors and shall outline in detail the responsibility of the new Board members.

SECTION V. SEATING OF NEW DIRECTORS

All newly elected Board members shall be seated at the regular December meeting and shall be allowed to participate in all discussions had at the December Board meeting but shall not be allowed to vote until the January Board of Directors meeting. Retiring directors shall continue to serve until the January Board of Directors meeting.

SECTION VI. VACANCIES

A member of the board of Directors who shall be absent from three (3) consecutive regular Board meetings or shall be absent from any four Board meetings within a calendar year shall automatically be dropped from membership of the Board unless confined by illness or otherwise approved by the President which may be overridden by a majority vote of the Board of Directors. Should a vacancy occur on the Board of Directors, a special election shall be called to elect a new director to fill the unexpired term. Should said vacancy be an officer, the Board will fill that officer's post at the next Board meeting except in the case of the President. If a vacancy in the President's position should occur, the Vice President will assume that position.

SECTION VII. POLICY

The Board of Directors is responsible for formulating the policy and procedures of this organization. These policies and procedures shall be maintained and outlined in a Policy and Procedure Manual, which is to be reviewed yearly and revised as necessary.

SECTION VIII. RE-ELECTION

A. Members elected to the Board of Directors by regular election shall be eligible for re-election to one consecutive two (2) year term.

B. Members elected to the Board of Directors by special election with more than one year of term remaining shall be eligible for re-election to one consecutive two (2) year term.

C. Members elected to the Board of Directors by special election with less than one year remaining shall be eligible for re-election for two (2) consecutive two (2) year terms.

D. No member shall serve more than five (5) consecutive years on the Board of Directors. After a lapse of one year of serving consecutive terms a member shall be eligible for election to the Board of Directors.

ARTICLE V
OFFICERS

SECTION I. POSITIONS

The officers of the Association shall consist of at least President, Vice President, Treasurer and Secretary.

SECTION II. ELECTION

New officers shall be elected at the December Board of Directors meeting by a majority of the new Board of Directors. In the event of a tie for any office, the retiring members of the Board of Directors shall vote, with the majority of their vote determining the winner.

SECTION III. TERM OF OFFICE

All officers shall be voting members of the Board of Directors and if duly nominated and elected shall be eligible to serve for only two (2) consecutive one (1) year terms or until their successors assume the duties of this office.

SECTION IV. BONDING

The President, Treasurer, and such other staff as the Board may designate should be bonded by a sufficient surety bond in an amount set by the Board and paid by the Association

SECTION V. DUTIES OF OFFICERS

A. President

The President shall serve as the executive head of the Association and shall preside at all meetings of the membership and Board of Directors meetings.

The President shall, with the advice of the other officers, determine all committees, and assist in the selection of committee personnel, subject to the approval of the Board of Directors.

The President shall also be an ex officio member of all committees and shall make suggestions to the Board of Directors and membership as would promote the prosperity and increase the productivity of the Association.

The President shall be entitled to vote when a vote is by ballot and in all cases where the vote would change the result.

B. Vice President

The duties of the Vice President shall be such as title by general usage would indicate and such as required by law as well as those that may be assigned by the President and Board of Directors. The Vice President will also have under his immediate jurisdiction all committees pertaining to his general duties.

C. Treasurer

The Treasurer shall be responsible for the safeguarding of all funds received by the Association and for their proper disbursement. Such funds shall be kept on deposit in a financial institution approved by the Board of Directors subject to checks signed by any two (2) of the following officers: President, Vice President or Treasurer. The Treasurer shall cause a monthly financial report to be made to the Board of Directors.

D. Secretary

The Secretary, or such person selected at each Board of Directors meeting, shall take notes at and make minutes of all Board of Directors meetings and cause those notes and minutes to be transcribed and kept in the permanent files of the Association, with each minutes signed by the Secretary or whomever is selected to take those notes and/or minutes. The minutes so taken shall be presented at the next properly convened Board of Directors meeting for approval by a majority of those directors present.

ARTICLE VI

COMMITTEES

SECTION I. APPOINTMENT AND AUTHORITY

The President, by and with the approval of the Board of Directors, shall appoint all committees. The President may appoint such ad hoc committees as deemed necessary to carry out the program of the Association.

It shall be the function of the committee to make investigations, conduct studies and hearings, make recommendations to the Board of Directors and to carry out such activities as may be delegated to them by the Board.

SECTION II. LIMITATION OF AUTHORITY

No action by any member, committee, director or officer shall be binding upon or constitute an expression of, the policy of the Association until it shall be approved or ratified by the Board of Directors.

Committees shall be discharged when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

SECTION III. TESTIMONY

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the Committee Chairperson or, in their absence, whom they designate from their committee, or from the staff as being familiar with the issues to give testimony to, or make presentations before civic and governmental agencies.

SECTION IV. ORIENTATION

All committee chairpersons shall be approved by the newly elected Board of Directors at the January meeting of the Board of Directors. As soon thereafter as possible a formal orientation program will be given to those new chairpersons and shall be organized and attended by the President, Vice-President and other officers with responsibility for that committee's activities, and the retiring committee chairperson.

ARTICLE VII

FINANCES

SECTION I. FUNDS

All money paid to the Association shall be placed in a general operating fund, except that money subscribed or contributed for a specific purpose shall be placed in a separate fund for such purpose.

SECTION II. DISBURSEMENTS

Upon approval of the budget the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. There can be no disbursement of funds unless approved by the Board of Directors. All disbursements shall be made by check.

SECTION III. FISCAL YEAR

The fiscal year shall end the 31st day of December.

SECTION IV. BUDGET

In November the Board of Directors shall compile a budget of estimated expenses for the coming year. This proposed budget shall be submitted to the Board of Directors at the December Board of Directors meeting for review and comment and shall be presented to the January Board of Directors meeting for approval.

SECTION V. LIMITATIONS

No committee of this body or any officer or member thereof shall contract any debt in its behalf, which shall in any manner render the organization liable for the payment of same, unless the same shall have been approved by the Board of Directors.

SECTION VI. ANNUAL AUDIT

The accounts of the Association shall be audited annually as of the close of business on December 31 by a certified public accountant. This audit shall at all times be available to the members of the organization only within the offices of the Association.

ARTICLE VIII

DISSOLUTION

SECTION I. PROCEDURE

The Association shall use its funds only to accomplish the objects and purpose specified in the Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regular organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE IX

PARLIAMENTARY AUTHORITY

SECTION I. PROCEDURE

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Association.

ARTICLE X

AMENDMENTS

SECTION I. PROCEDURE

These Bylaws may be amended by a majority of members voting at any meeting of the general organization or by ballot provided by the Association, on instructions from the Board of Directors. Notice of any proposed change must be given in the call of the meetings, or with the ballot, either of which must be given to the membership not less than ten (10) days prior to such meeting or referendum.

ARTICLE XI

ENACTMENT

SECTION I. PROCEDURE

These Bylaws shall be effective immediately following their adoption by a majority vote of the members present at a meeting duly called for that purpose and when so adopted shall supersede all previous Bylaws and amendments thereto.