

**BYLAWS
OF THE
CHEVIOT HILLS HOME OWNERS' ASSOCIATION**

ARTICLE I

NAME

Section 1. The name of this corporation shall be the Cheviot Hills Home Owners' Association, hereafter known as the Association.

Section 2. This corporation is a Nonprofit Mutual Benefit Corporation under California Corporations Code sections 7110 et seq. It is not a trade, professional, or labor organization.

ARTICLE II

PURPOSE

The purposes of this Association shall be:

- A) To promote and maintain an organization for the mutual benefit, advantage and welfare of its members and the community it represents; and
- B) To exchange and disseminate information regarding, and take action concerning, public or private improvements or other projects of significance to the members of the Association.

ARTICLE III

BOUNDARIES

The boundaries of this Association shall be the area commonly known as Cheviot Hills as indicated on the attached map.

ARTICLE IV

MEMBERSHIP

Section 1. Eligibility

Every person is eligible for membership who is:

- A) A legal or equitable owner, or, if designated by the owner in writing, a tenant, of a one-family dwelling unit excluding any accessory living quarters or dwelling units, such as so-called granny flats (hereafter, "single family residence") within the Association boundaries, or

B) A parent of a legal or equitable owner of a single family residence within the Association boundaries, provided the parent resides at the single family residence within the Association boundaries, or

C) An adult son or daughter or sibling of a legal or equitable owner of a single family residence within the Association boundaries, provided the adult son or daughter or sibling resides at the single family residence within the Association boundaries.

Section 2. Membership Dues

A) The annual membership dues of the Association shall be set by the Board of Directors.

B) Any person eligible for membership shall become a member for a particular calendar year upon payment of the annual membership dues prescribed by the Board of Directors for that calendar year. Only dues paying members in good standing may vote or serve as officers or directors of the Association.

Section 3. Voting Power

Any member is entitled to one vote, except that there shall only be one vote per single family residence.

Section 4. Resignation

A) Any person may resign from the Association in writing to the President or Secretary of the Association.

B) There shall be no refund of dues in the event of a resignation.

Section 5. Transfer

Except as otherwise provided for in these bylaws, no membership or right arising from membership shall be transferred.

ARTICLE V

MEMBERSHIP MEETINGS AND RECORDS

Section 1. General Meetings

A) One general meeting shall be held in the first quarter of each year, or as soon thereafter as reasonably practicable, at a time and place to be fixed by the Board. The Board may elect to hold additional general meetings at such time and place to be determined by the Board.

B) The general meeting conducted in the first quarter of the year shall be designated as the "Annual Meeting" and shall be for the conduct of such business as may be required and the election of Directors of the Board.

Section 2. Special Meetings

A special meeting of the membership may be called by the President or by a majority vote of the Board, or in any other manner authorized by the California Corporations Code. Notice of such special meeting shall be given in a manner consistent with the California Corporations Code.

Section 3. Notice

A) The notice of any general meeting (including the Annual Meeting) shall be provided to members by mail, electronic transmission, or other method reasonably calculated to provide notice not less than 10 days prior to the date of the meeting. Members shall be responsible for providing the Board of Directors with their current contact information.

B) The notice shall include the date, time and location as well as a description of the items to be discussed and/or voted on at the meeting. Information concerning the meeting shall also be posted on the Association's website. If the meeting will include the election of Directors, the notice must contain (a) the name of each candidate for election, along with a candidacy statement of no longer than 500 words, if provided, indicating whether the candidate is a current Board Member and, if so, the number of years s/he has served on the Board and the reasons s/he is interested in serving on the Board and (b) a statement that, at the meeting, any member may also nominate from the floor any other member as a candidate for the Board of Directors.

Section 4. Records

The accounting books and records and minutes of proceedings of the members and the Board and committees of the Board shall be open to inspection upon the written demand on the Association of any member at any reasonable time, for a purpose reasonably related to such person's interests as a member.

ARTICLE VI

OFFICERS

Section 1. Composition

There shall be four officers, a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be members in good standing of the Association and duly elected to the Board of Directors by the members of the Association. Officers shall be selected by a majority vote of the Board at the first meeting of the Board of Directors following the Annual Meeting.

Section 2. Term

Officers shall be selected for a one-year term, or until earlier replaced at the discretion of the Board.

Section 3. President

Subject to the control of the Board of Directors, the President shall be the chief executive officer of the Association and shall have general supervision, direction and control of the business and officers of the Association. He/she shall preside at all meetings of the members and directors, and shall appoint all chairs of committees. He/she shall be an ex officio member of all committees. The President shall have such other powers as may be prescribed by the Board of Directors.

Section 4. Vice-President

In the absence of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 5. Secretary

The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the Association and affix the name to such papers and instruments as may be required in the regular course of business, shall make service of such notice as may be necessary and proper, shall supervise the keeping of the books of the Association, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

The Secretary shall record the minutes of every meeting of the Association, including regular monthly Board meetings.

Section 6. Treasurer

The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the Association, and submit a monthly report to the Board of Directors. The Association's financial records shall be open to inspection by any member of the Association. The Treasurer shall collect all dues and assessments and shall deposit all money in the name and to the credit of the Association with such depository as may be designated by the Board of Directors. The Treasurer shall keep the records of all the members or whose membership has for any reason been terminated. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 7. Removal and Vacancies

- A) Any officer can be removed by a 75% vote of the entire Board at any Board meeting.
- B) Any vacancy among the officers shall be filled by appointment of a majority of the Board.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. Composition

- A) The Board shall be composed of 15 directors, four of whom shall be Officers.
- B) No two Directors may be members residing in the same single family residence.

Section 2. Term

Directors shall be elected for two-year staggered terms, with eight (8) seats open for election in even years and seven (7) seats open for election in odd years.

Section 3. Meetings

- A) The Board of Directors shall meet monthly, or as otherwise determined by the Board, at a time and place to be determined by the Board and publicized to the membership.
- B) The quorum for any board meeting shall be a majority of the Board.
- C) Board meetings shall be open to any member of the Association and any person eligible for membership, unless declared an "Executive Session."
- D) Members of the general public may attend board meetings unless the President or, in the President's absence, the presiding officer, in his or her discretion, closes a board meeting to only members and persons eligible for membership.
- E) No person who is not a Director may participate in any deliberations or discussion at board meetings unless expressly authorized by the President or, in the President's absence, the presiding officer. However, the Board of Directors shall set aside sufficient time during each monthly meeting to hear from members of the Association who desire to be heard. Members of the Association shall be entitled to speak during the public comment period, subject to time limits that may be imposed by the President or, in the President's absence, the presiding officer.
- F) An Executive Session of the Board of Directors may be held to discuss matters solely related to (a) potential or ongoing legal action by or against the Association, (b) formation or termination of a contract to which the Association is or may become a party, (c) potential removal of a Director or Officer for misconduct, (d) the Association's finances, (e) member discipline, or (f) any matter that, if discussed in open session, would prejudice the interests of the members of the Association as a whole. The monthly Board Minutes shall include a list of the general topics discussed in any Executive Session. An Executive Session may not replace the regular monthly Board Meeting. Any call for an Executive Session by the presiding officer can be overridden by a majority vote of the Board.
- G) Any person may request in advance to be included on the agenda to speak at any particular board meeting. The President shall have the sole discretion to determine whether such

person will be included on the agenda. If a person is included on the agenda, his or her speaking time shall be limited to no more than two minutes, unless extended by the President or, in the President's absence, the presiding officer.

Section 4. Power and Duties

The Board of Directors shall have all powers and duties of the Association that are not specifically given to the membership.

Section 5. Vacancies

A vacancy in the Board of Directors, other than the removal of a Director by a vote of the members, may be filled by a majority vote of the remaining Board Members for the remainder of the vacant seat's term.

ARTICLE VIII

NOMINATION AND ELECTIONS

Section 1. Nominating Committee

A) A Nominating Committee of no less than five members in good standing shall be appointed by the President and subject to approval by the Board.

B) The Nominating Committee shall be appointed no later than forty-five (45) days prior to the Annual Meeting.

C) The Nominating Committee shall endeavor to nominate one candidate for each Board seat to be filled.

D) The Nominating Committee shall deliver its report to the Board no later than thirty (30) days prior to the Annual Meeting.

E) The Secretary shall publicize the Nominating Committee's report no later than ten (10) days prior to the Annual Meeting. At the same time, the Secretary shall also solicit interest from members of the Association to fill the open Board seats. Such publication shall be made by a posting on the Association's website and by email to the Association's members. At least three (3) days prior to the Annual Meeting, any member of the Association may request to be added to the list of candidates by providing his or her name, and the reasons s/he is interested in serving on the Board.

F) At least 24 hours before the Annual Meeting, the Board shall publish the entire list of candidates for the vacant seats, along with their personal statements, by posting it on the Association's website.

G) In the absence of the Nominating Committee, the Board shall act in its place.

Section 2. Election

A) Only members in good standing may attend the Annual Meeting and participate in the election.

B) Paper ballots will be available at the door, and will contain a pre-printed list of all candidates for the open board seats, including candidates nominated by the Nominating Committee and any other candidates who requested to be added to the list of candidates pursuant to Article VIII, Section 1(E) of the bylaws. The paper ballots may indicate which candidates are “incumbent” candidates. The paper ballots also will contain space for members to write in any candidate(s) nominated from the floor. No paper ballots will be accepted until after the nominations from the floor have been received.

C) Any member may nominate from the floor any other member as a candidate for the Board of Directors.

D) A parliamentarian shall be present at the Annual Meeting to act as parliamentarian and to act as the teller for the election.

Section 3. Quorum

There shall be no minimum quorum for general or special meetings.

ARTICLE IX

PARLIAMENTARY AUTHORITY

The most current edition of “Robert’s Rule of Order” shall govern the procedures of this Association in all cases not provided for in these bylaws or where superseded by legal authority.

ARTICLE X

AMENDMENT

These bylaws may be amended or revised only by a majority vote of the members in good standing of the Association.

ARTICLE XI

CONSTRUCTION AND DEFINITION

Section 1. Construction

A) Unless the contents otherwise require, the general provisions, rules of construction, and definitions in the California Nonprofit Mutual Benefit Corporation law shall govern the construction of these bylaws.

B) Without limiting the generality of the above, the masculine gender includes the feminine and neuter gender, the singular includes the plural, and the plural includes the singular and the term “person” includes both the legal entity and a natural person.

Section 2. Severability

If any provision in these bylaws shall be found to be in opposition or violation of the Association’s Articles of Incorporation, or any applicable public law, that provision shall be rendered null and void without prejudice to any other section of these bylaws.

Adopted by vote of the Cheviot Hills Home Owners’ Association at its July 9, 2019 General Meeting, as amended by vote of the Cheviot Hills Home Owners’ Association at its August 6, 2020 General Meeting.

Cheviot Hills Home Owners' Association

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