



**BENNETT RIDGE COMMUNITY ASSOCIATION BYLAWS (Revised February 9th, 2002)**

**I. NAME:**

1.01. The name of this Association is **BENNETT RIDGE COMMUNITY ASSOCIATION (BRCA)**.

**II. OBJECTS AND PURPOSES:**

2.01. The purposes for which this Association is formed are:

(a) To promote and foster a sense of community and maintain a spirit of cooperation and understanding among the residents of Bennett Ridge Subdivision, an unincorporated area of Sonoma County.

(b) To act as an open forum for members in preserving quality of life, community and environment.

(c) To serve as a liaison with governmental bodies ( including education boards), the Bennett Ridge Architectural Review Committee, Bennett Ridge Mutual Water Co., Bennett Valley Homeowners' Association, Bennett Valley Design Review Committee, and Bennett Valley Fire Protection District.

(d) To provide an "Emergency Phone Tree" network, promote the neighborhood watch program and create opportunities for social interaction with open communication among its members.

**III. AGENT FOR SERVICE OF PROCESS:**

3.01. The name and address in the State of California of this corporation's agent for service of process is:

Raymond Lemieux, 2720 Bennett Ridge Road, Santa Rosa, CA 95404 (Sonoma County), or such agent for service of process as may be designated by the Board of Directors.

**IV. MEMBERSHIP:**

4.01. The Association shall have one class of members only. No person shall hold more than one membership in the Association. There shall be no more than one membership for each residence.

4.02. **Eligibility:** Any person over 18 years of age shall be eligible to be a member of the Association.

4.03. **Qualification:** Any person eligible for membership is qualified for membership only after such person has satisfied the following qualifications:

(a) Any single owner of one or more parcels or multiple owners of a single parcel in Bennett Ridge Subdivision are entitled to one membership in the Bennett Ridge Community Association. Each membership shall be entitled to one (1) vote. A renter shall be entitled to a membership, but may not vote.

(b) Any person eligible shall have submitted as payment in full a sum equal to the current annual dues.

(c) **Dues:** The annual dues payable to the Association by the members shall be such amounts as shall be determined from time to time by the Board of Directors and approved by a majority of the members present at the Annual General Membership Meeting. Dues for each membership year shall be billed after the first of the year and be due on the date of the Annual General Membership Meeting. A thirty (30) day delinquency shall be deemed a lapse and termination of membership. An individual shall become a voting member upon payment of dues in full.

4.05. **Nonassessable:** Memberships shall be nonassessable.

4.06. **Number of Members:** There shall be no limit on the number of members the Association may admit.

4.07. **Nonassignable:** Neither the membership in the Association nor any rights in the membership may be transferred or assigned for value or otherwise.

4.08. **Membership Record:** The Association shall keep in written form a membership record containing the name and address of each member. Such record shall be kept current for at least the two most recent fiscal years and shall be subject to inspection as required by law.

4.09. **Nonliability:** A person who is now or who later becomes a member of the corporation, 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 this corporation for payment.

## V. MEETINGS OF THE ASSOCIATION

5.01. **Place:** Association meetings shall be held at the residence of any member, the Bennett Valley Fire Station, or any location designated by the Board of Directors.

5.02. **Schedule:** There will be at least one Annual General Membership meeting each year, around the first of the year. At this Annual Membership Meeting, the membership shall be requested to elect Directors to serve the Association for the following three years. At this meeting, the membership shall receive a full statement of the assets and liabilities of the Association. Other subjects may be added to the agenda of this General Membership Meeting, at the discretion of the Board of Directors.

5.03. **Special Meetings:** Special meetings of the Board or of the General Membership may be called by the President, the Vice-President, any two officers, or 10% of the members of the Association and held at such time and place as designated, in accordance with the Bylaws. Only those matters specified in the notice of any special meeting shall be voted upon at said special meeting.

5.04. **Notice:** Notice of any Association meeting shall be delivered to at least all of the members within two weeks of the scheduled or special meeting. Each notice of the meeting shall state the place, date, and time of the meeting, and provide a list of the subjects that the President deems likely to be discussed at the meeting. The notice of the Annual General Membership meeting, which includes the election of Directors, shall publish the names of the nominees after the first of January, at least seven days prior to the date of the meeting. Once a year a calendar of all Board meetings and General Membership Meetings will be delivered to at least all of the members, including the names of members of the Board and time and locations of meetings.

5.05. **Board Meetings:** In addition to the General Membership Meeting, there will be a minimum of two regularly scheduled Board meetings a year.

5.06. **Quorum:** A quorum of any General Membership Meeting, either scheduled or a special meeting, shall consist of 15% of the voting power of the membership. A quorum of a Board meeting, either scheduled or a special meeting, shall consist of a majority of the voting members of the Board of Directors.

5.07. **Rules:** The Robert's Rules of Order shall govern the meetings of the Association insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Association, or the law.

## VI. BOARD OF DIRECTORS

6.01 **Powers:** The powers of the Association shall be exercised and its affairs conducted by the Board of Directors. The Board shall conduct the financial affairs of the Association in accordance with the objects and purposes as found in the Bylaws, the available assets of the Association and a majority vote of the Board.

6.02. **Members of the Board of Directors:** The members nominated and subsequently elected (or appointed, to fill a vacancy) to the Board of Directors shall consist of the President, Vice-President, Treasurer, Secretary, and three Directors. If the Directors were not elected as a particular officer, such as President, then the Board of Directors will select the officers of the Board. A member of the Board of Directors shall not be personally liable for the debts, obligation, or liabilities of the Association by reason of membership.

**6.03 Action Without a Meeting:** Any action which may be taken at a regular or special meeting of the Board may be taken without a meeting and without prior notice if a consent in writing setting forth the action so taken, shall be signed by a majority of the voting members of the Board. Such written consent shall have the same effect as a Board action approved by the majority of the Board at a scheduled Board of Directors meeting.

**6.04. Conflict of Interest Statement:** Any member of the Board of Directors who has or would have a material financial interest in an Association transaction, must declare such affiliation and shall not participate in the discussion or voting on any motion involving the self-dealing transaction.

**6.05 Committees:** The Association shall have such standing committees and special committees as may be determined from time to time by the Board of Directors. The President shall appoint the chairs of each committee and such appointments shall be announced at the General Membership Meeting and/or an Association Newsletter, delivered at least to all of the members. Each committee may adopt rules for its own procedure not inconsistent with these Bylaws, the Articles of Incorporation of the Association, with law, or with rules and regulations adopted by the Board of Directors.

**6.06. Removal of Officers:** In accordance with Corporations Code section 7222, any and all directors may be removed without cause if such removal is approved by a majority of the members entitled to vote.

## VII. OFFICERS AND DIRECTORS

**7.01. Domicile:** All the officers and Directors of the Board of Directors, that is the President, Vice-President, Treasurer, Secretary and three Directors shall have their principal domicile in Bennett Ridge subdivision.

**7.02. Duties of the President:** The President shall preside at all meetings of the membership or the Board of Directors; shall prepare the notice of each Board of Director meeting and General Membership Meeting, including a list of the subjects that the President deems likely to be discussed at such meeting; shall act as the Association's official spokesperson; and generally supervise the business of the Association.

**7.03. Duties of the Vice-President:** The Vice-President shall assist the President, and in the absence or disability of the President, assume the President's duties.

**7.04. Duties of the Treasurer:** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts for transactions of the Association and such tax returns and reports as may be required by law. The Treasurer shall deposit all money or other valuables 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 also disburse said funds as may be ordered by the Board of Directors; the Treasurer shall render to the Board of Directors, whenever requested, an account of all financial transactions of the Association and the financial condition of the Association.

At the Annual General Membership Meeting of each year, the Treasurer shall present to the membership a full statement of the assets and liabilities of the Association for the preceding fiscal year ending on December 31st.

**7.05. Duties of the Secretary:** The Secretary shall prepare and maintain minutes of all meetings and action of the membership and of the Board of Directors, as required by the California Corporation Code. The Secretary shall also assist the President in notifying the members of all meetings. The Secretary shall also prepare and maintain a record of all of the members of the Association and shall assist the President with all correspondence pertaining to the Association's business.

**7.06. Term of offices:** Each director shall hold office for three years from the date of the General Membership Meeting at which he or she is elected except as noted below.

**7.07. Vacancies:** Vacancies will be filled by appointment of the President, with majority approval of the Board, until the next scheduled election for the Board of Directors.

**7.08. Nominations:** During an election year for the BRCA Board of Directors, the Board will appoint a Nominating Committee Chairman by the first week of December. At the discretion of the Nominating Committee, the ballot may offer more candidates than positions. Any other proceedings and procedures for the selection and elections of officers will be as defined in the California Corporations Code.

The Nominating Committee may offer candidates for specific offices, or simply as Directors, leaving the seating of officers to the discretion of the Board of Directors.

#### VIII. ADOPTION, AMENDMENT AND REPEAL.

8.01 These Bylaws shall replace the previous Bylaws of the Association effective on their being signed by the current Board of Directors and their adoption by a vote of a majority of the members present at a meeting of the Association, with required notice to at least all of the members. Except as provided in the California Corporations Code, these Bylaws may be amended or repealed by approval of a majority of the voting members of the Board of Directors.

SIGNATURE FOR APPROVAL OF THESE BYLAWS BY THE BENNETT RIDGE  
COMMUNITY ASSOCIATION BOARD OF DIRECTORS

<u>NAME AND TITLE</u>	<u>SIGNATURE</u>	<u>DATE</u>
Marilee Jensen, President 2867 Bardy Road, Santa Rosa, CA 95404 (707) 576-0405	<u>Marilee Jensen</u>	<u>2/8/02</u>
Patty Gundry, Vice-President 2742 Bennett Ridge Road, Santa Rosa, CA 95404 (707) 576-7092	<u>Patty Gundry</u>	<u>2/9/02</u>
Raymond Lemieux, Treasurer 2720 Bennett Ridge Road, Santa Rosa, CA 95404 (707) 545-5748	<u>Raymond Lemieux</u>	<u>2/9/02</u>
Rene Markarian, Secretary 2570 Bennett Ridge Road, Santa Rosa, CA 95404 (707) 576-1671	<u>Rene Markarian</u>	<u>2/17/02</u>
John Dinwiddie, Director 2945 Old Bennett Ridge Road, Santa Rosa, CA 95404 (707) 541-0545	<u>John Dinwiddie</u>	<u>2/9/02</u>
Jenness Keller, Director 2670 Bardy Road, Santa Rosa, CA 95404 (707) 545-3078	<u>Jenness Keller</u>	<u>2/9/02</u>
Leonard Mygatt, Director 2896 Bardy Road, Santa Rosa, CA 95404 (707) 568-3010	<u>Leonard Mygatt</u>	_____