

Carmel Valley Association
P.O. Box 157, Carmel Valley, California 93924
www.carmelvalleyassociation.org



*"To preserve, protect and defend the natural beauty and resources of Carmel Valley
and the County of Monterey"*

BYLAWS

(as amended and approved March 31, 2004)

ARTICLE I: NAME AND LEGAL STATUS

The name of the Corporation shall be the Carmel Valley Association, Incorporated (CVA). It shall be a nonprofit, incorporated association of members with principal offices, if any, located in Carmel Valley, County of Monterey, in the State of California.

ARTICLE II: OBJECTIVES

1. To preserve, protect and defend the natural beauty and resources of Carmel Valley and the County of Monterey, and in so doing give due consideration to the property rights of citizens.
2. To monitor and influence the improvement, adoption and implementation of the Carmel Valley Master Plan to assure orderly, carefully planned and carefully controlled growth and development (both residential and commercial) so as to preserve scenic values, air quality, water quality, noise control, riparian vegetation, traffic safety, and the general quality of life.
3. To monitor and influence, for the benefit of Carmel Valley residents, the planning and provision of required services such as water supply, sewage disposal, refuse disposal, utilities, police protection, fire protection, roads, parks and trails.
4. To disseminate information to all residents of Carmel Valley on all issues affecting their lives and property in this area.
5. To provide a forum at Board, Committee and general membership meetings for open discussion of Valley affairs and problems.
6. To coordinate CVA policies and activities with those of other appropriate Carmel Valley organizations for the attainment of mutually agreed goals.

ARTICLE III: MEMBERSHIP

SECTION 1: There shall be two classes of membership:

(a) Active members. Any adult residing in or owning real property in Carmel Valley is eligible for active membership. An active member in good standing is eligible to hold office and shall be entitled to one (1) vote on each matter submitted to a vote of the members. The spouse or housemate of an active member is also eligible for active membership.

(b) Associate members. Organizations or homeowners' associations located in Carmel Valley are eligible for associate membership. Associate members in good standing are eligible to attend all meetings of the Corporation and to participate in discussion, but are ineligible to hold office or vote, except in opinion polls.

(c) Life members. Life members of CVA may be chosen by vote of the Board of Directors based upon outstanding service to the goals of CVA.

SECTION 2: A person qualified for membership as provided in these Bylaws may become a member at any time by paying his or her annual membership dues. Annual membership renewal forms will be mailed during the month of the anniversary of initial membership.

SECTION 3: Membership shall be lost by resignation, death, loss of membership qualification, or nonpayment of dues within the period designated.

SECTION 4: The membership of any member may be terminated by the Board of Directors for a reason which the Board may deem sufficient, by the affirmative votes of not less than two-thirds (2/3) of the members thereof, at a meeting called for that purpose. The member shall be given at least ten (10) days' notice in writing of such pending action, the notice to be served either personally or by certified or registered mail to the address of said member, and he shall have the opportunity to submit to the Board a written answer and to appear in person.

ARTICLE IV: DUES

SECTION 1: Annual dues. The amount of annual dues and any charges therein shall be established by the Board of Directors.

SECTION 2: Membership dues are payable in the anniversary month of membership and become delinquent after three (3) months. The Board of Directors may, in its discretion, declare vacant the office of a member of the Board whose dues are delinquent, and thereupon elect a successor to his office.

SECTION 3: No member of this Corporation shall be assessable for any purpose.

ARTICLE V: MEETINGS OF GENERAL MEMBERSHIP

SECTION 1: One (1) or more regular meetings of the general membership of the Association shall be held annually at a place to be determined by the Board of Directors. The first such regular meeting of each year, hereafter called the "annual meeting", shall be held in early February to announce election results, introduce the new Officers and Directors and to transact business. Notice of the annual meeting shall be mailed to members together with ballots for election of officers and directors, at least 21 days

prior to the meeting. Notice of other meetings shall be mailed to members at least seven (7) days prior to the meeting.

SECTION 2: Special meetings.

(a) Special meetings of the membership may be called by the President or by the Secretary at the direction of the Board of Directors. Notices of each special meeting and its purpose shall be mailed to the members at least five (5) days prior to the meeting.

(b) A special meeting shall be called by the Secretary at the request of not less than twenty-five (25) active members. Notice of the time, place and purpose of the meeting shall be mailed to the general membership at least ten (10) days prior to the meeting.

SECTION 3: Five (5) percent of the active members shall constitute a quorum for the transaction of business at all meetings of the membership.

SECTION 4: In the event of the absence of both the President and Vice President from any duly called meeting of the Association, the members present shall ascertain that a quorum exists and then elect a chairperson pro tem who shall preside at the meeting and who shall cause written minutes of the meeting to be prepared and delivered to the Secretary and the President.

ARTICLE VI: BOARD OF DIRECTORS

SECTION 1: Membership and Tenure. The Board of Directors shall consist of the officers of the Corporation: President, both Vice Presidents, Secretary, and Treasurer, who shall serve one year terms; the outgoing President, who shall serve until replaced by his/her successor; and a minimum of eight (8) or a maximum of ten (10) directors at large who shall serve staggered two year terms. All members of the Board shall hold office until a successor has been elected and qualified.

SECTION 2: General Powers of the Board. The Board of Directors, subject to the limitations of the Articles of Incorporation, of the Bylaws and of the Laws of the State of California, shall have the management and control of the business of the Corporation and without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers, to wit:

(a) To select and remove all agents and employees of the Corporation, and prescribe such powers and duties for them as may not be inconsistent with the law, with the Articles of Incorporation, or with the Bylaws. The Board of Directors shall fix compensation of all agents and employees of the Corporation. No employee shall serve as an officer or director of CVA.

(b) To conduct, manage, and control the affairs and business of the Corporation, and to make such rules and regulations be consistent with the Articles of Incorporation and these bylaws.

(c) To appoint one or more persons to represent CVA before other organizations or meetings and to report back to the Board on any such activities and their results.

(d) To perform and transact all other business and acts which a nonprofit corporation is permitted to transact by the Laws of the State of California.

(e) To authorize duly appointed committees to exercise specified powers of the Board and to report back to the Board for confirmation of their activities.

(f) To accept on behalf of the Corporation any contribution, gift or bequest for the general purpose, or for any special purpose of the Corporation.

SECTION 3: The Board of Directors, or its designated representative, shall act and speak for and on behalf of the general membership in all matters pertaining to the organizational purpose of the Corporation. No person shall take a public position in the name of CVA without the expressed prior consent of the Board except to confirm or reinforce positions previously taken by the Board.

SECTION 4: Every Board position shall be reported to the general membership, either at the next meeting of the general membership, or by mail prior to that meeting.

SECTION 5: The Board of Directors, collectively and severally, is responsible to the general membership for the policies and positions promulgated by the Board. The Board of Directors shall endeavor to ascertain the view of the members of the Association on matters of policy and shall faithfully attempt to maintain positions and policies that represent the majority opinion of those members.

SECTION 6: Powers and Duties of Officers.

(a) The President, subject to the control and direction of the Board of Directors, shall have general direction of the affairs of the Corporation, shall preside at all meetings of the membership and the Board and shall be ex-officio member of all committees, except the Nominating Committee. In case the President resigns or is otherwise unable to perform the duties of the office, the first Vice President shall succeed to the office of President and the Board shall immediately elect a new first Vice President.

(1) The President, with the advice and consent of the Board, immediately upon election shall appoint a Nominating Committee. The Nominating Committee shall consist of five (5) members, at least two (2) of whom shall be Board members.

(2) The President, with the advice and consent of the Board, shall appoint such select committees as are deemed advisable for the proper functioning of the Corporation.

(b) There shall be two Vice-Presidents of the CVA, a first and second Vice-President.

(1) The first Vice-President shall oversee and make recommendations to the Board of all pertinent land use issues facing Carmel Valley and Monterey County.

(2) The first Vice-President shall manage relations with other interested land use bodies throughout Monterey County.

(3) The first Vice-President, in the absence of the President, shall exercise the authority and fulfill the duties of the President.

(4) The second Vice-President shall manage relations with interested homeowner and related associations in Carmel Valley.

(5) The second Vice-President shall oversee social and community functions of the CVA, and make pertinent recommendations to the Board thereof. The second Vice-President, in the absence of the President and the first Vice-President, shall exercise the authority and fulfill the duties of the President.

(c) The Treasurer shall have custody of all property, funds and accounts of the Corporation, shall prepare a monthly financial report for Board meetings and shall annually prepare and submit the books and accounts of the corporation for independent audit.

(d) The Secretary shall keep the minutes of the meetings of the membership and the Board of Directors and maintain a permanent record of actions by the Board of Directors.

SECTION 7: Meetings of the Board of Directors.

(a) Regular meetings of the Board of Directors shall be held once each month at such time and place as may be designated by the President or Secretary.

(b) Special meetings.

(1) Special meetings of the Board of Directors may be called by the President, or by the Secretary at the direction of the President, by giving notice to the Directors at least twenty-four (24) hours prior to such meeting.

(2) A special meeting may be called by the Secretary at the written request of any four (4) Directors acting jointly, by giving notice of such meeting and its purpose at least five (5) days prior to such meeting to all members of the Board by registered mail.

(3) The person or persons authorized to call special meetings of the Board may fix any place within Carmel Valley for holding any such special meeting.

(c) Seven (7) members of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board.

SECTION 8: Vacancies. Should any Officer or Director die or resign during his or her elected term, or be absent from three (3) consecutive regular monthly meetings without consent of the Board, that directorship shall be declared vacant. In the event that a directorship shall become vacant, the Board of Directors may, at its next regular meeting, fill the vacancy for the unexpired term from candidates proposed by the Nominating Committee.

ARTICLE VII: ELECTION OF OFFICERS AND DIRECTORS AT LARGE

SECTION 1: Nomination by committee. The Nominating Committee shall prepare a slate of candidates who are members in good standing and who have agreed to serve in an office or directorship if elected. A written report of the Nominating Committee shall be conveyed to the Board of Directors at the regular October Board meeting. The Board of Directors shall ensure that the report of the Nominating Committee, together with instructions for nomination by petition, is mailed to members in good standing, but in no event later than November 1.

SECTION 2: Nominating by petition. For thirty (30) days after the mailing of the report of the Nominating Committee, the Secretary shall accept written petitions of nominations from general members for any office or directorship. To be accepted, petitions must be signed by fifteen (15) members in good standing. The Secretary shall cause these names to appear on the ballot as "petition candidates."

SECTION 3: Voting procedure. Balloting shall be by mail. Ballots containing the names of all candidates as determined above shall be mailed to all active members in good standing as of December 31 of the previous year, at least twenty-one (21) days prior to the date set for the annual meeting. The ballots shall be plainly marked with the date they must be received by the Secretary in order to be counted, which in no event shall be less than twelve (12) days from the date they were mailed to the general membership. At the end of the designated closing day the Secretary shall declare the balloting closed and shall deliver the ballots to the nominating Committee for counting.

The Nominating Committee shall certify the outcome of the election to the Secretary at least two (2) days prior to the date set for the annual meeting. The new officers and directors shall be announced and, if possible, introduced at the annual meeting.

ARTICLE VIII: MONIES AND RECORDS

SECTION 1: All financial records, official correspondence, and minutes of the Corporation may be inspected by any member for any purpose at any reasonable time. The Board of Directors shall ascertain that the records of the Association are properly maintained and that the monies of the Association are properly expended. The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of each year.

SECTION 2: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 3: All expenditure of funds shall be approved by a majority vote of the Board of Directors. The President or Treasurer shall, however, have full authority to spend monies not to exceed the sum of \$500.00 in any three (3) month period for miscellaneous expenses without Board approval.

SECTION 4: In the event the Corporation should be dissolved, any funds remaining in the treasury shall thereupon be given to such nonprofit, charitable, or educational organization having similar purposes as may be designated by the Board of Directors. In no event shall the funds so remaining be distributed among the members of the Corporation.

ARTICLE IX: COMMITTEES

As need arises, committees shall be appointed by the President and approved by the Board of Directors. Each committee shall include at least one member of the Board of Directors. All existing committees shall be discharged at the time of the annual general membership meeting or when their work is complete.

SECTION 1: Standing committees are established to address long-standing, continuing issues of importance to CVA.

SECTION 2: Such ad hoc committees as deemed necessary by the Board of Directors or by the general membership shall be appointed as required and dissolved once their work is complete.

ARTICLE X: AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by two-thirds (2/3) of the members present at any meeting of the general membership at which a quorum is present, if at least five (5) days written notice is given to the members of intention to alter, amend, repeal, or to adopt new Bylaws at such meeting.

ARTICLE XI: COORDINATOR

The Board of Directors may employ an administrative assistant with the title "Coordinator," whose duties are to: a) serve as the focal point for all CVA communications; b) receive and distribute all incoming mail; c) distribute appropriate material to Directors; d) assist the President, other Officers, committee Chairs, and other Directors as required; e) assist in the preparation and mailing of newsletters; f) coordinate communications via the "phone tree" as authorized by the Board; g) act as Secretary pro tem as requested by the President; h) maintain permanent historical records of CVA, including correspondence records; i) order supplies; and j) perform other authorized tasks as requested by the President or other Officers and Directors.

Conditions of employment will be established by the Board on recommendation of the President and other Officers acting as an Executive Committee.