

**BYLAWS OF THE
JUNIPER HILLS COMMUNITY ASSOCIATION
A NON-PROFIT CORPORATION
Revised December 6, 2008**

ARTICLE I - NAME

The name of this corporation is the **JUNIPER HILLS COMMUNITY ASSOCIATION**.

ARTICLE II - POLICY

The Juniper Hills Community Association is a non-profit corporation and does not contemplate financial gain or profit. Instead we have organized as property owners, residents and friends of the designated area, to conserve and protect our mutual interests. The Juniper Hills Community Association will collaborate with the Juniper Hills Town Council, in matters of common interest, to determine the development of and protect the distinctive quiet rural charm of the region. As a legally constituted body, under the provision of Sections 7130 through 7135, inclusive, of the California Corporation Code, we will endeavor to implement this policy by agreement, persuasion, or other peaceful and legal means.

ARTICLE III - OBJECTIVES

The objectives of this organization, working in conjunction with residents of the community, are as follows:

- A. Prevent intrusion of interests or ventures which would have a tendency to cause conflict or to adversely change the general character of the neighborhood.
- B. Limit commercial activities to those that will serve the community or which will be located and conducted as to cause minimum interference with the essential residential and rural recreational character of the region.
- C. Restrict dwellings to relatively large areas of land so as to preserve the rural aspect of the region and to minimize the possibility of sewage disposal contaminating the water supply.
- D. Conserve all subterranean waters for domestic and limited agricultural uses with the objective of making the available water supply serve the minimum needs of all property owners.
- E. Raise sufficient funds to maintain the **Community Center** and association property in good repair, and pay all operating costs.
- F. Provide a no-cost location for discussion and dissemination of information of interest to the community

ARTICLE IV - RESPONSIBILITY AND AUTHORITY

- 1) The private property of the members, directors, or officers will not be subject to the payment of association debts to any extent whatever. Neither the members, directors, nor officers will be personally or individually liable for debts, liabilities, or obligations of the association.
- 2) No member, director, officer or auxiliary organization will have the authority to incur any expense or obligation chargeable against the association except as authorized by resolution of the membership or by the board of directors.
- 3) Neither the membership, directors or officers may authorize any expense or obligation unless the authorization is for a specific sum of monies or a not to "exceed" amount of monies; the exception being expenditures of monies required to protect corporate assets as disbursed by the treasurer and approved by the president.
- 4) The membership will be responsible for protection of the corporate assets, for election of directors, for the conduct of the directors, for implementation of the association policy, objectives, and these bylaws.
- 5) The directors and officers will be responsible for the day to day conduct of the association and will have full power to act in all particulars of the association except as modified by these bylaws, county, state, and federal regulations and laws.

6) The rules contained in "Roberts Rules Of Order, Revised", will govern the association in all cases to which they are applicable and are not inconsistent with these bylaws.

ARTICLE V - FRANCHISE

SECTION I - MEMBERSHIP

- 1) The rights and privileges of the association membership are as stipulated herein except as modified elsewhere in these bylaws.
- 2) The membership is composed of regular members, associate members, and members protempore. Regular members have the right to vote and hold office; regular members, associate members, and members protempore have the privilege to implement association policy and objectives to protect corporate assets, and to participate in association activities.
- 3) For discharging regular membership responsibility, such as elections, expulsions, expenditures, and general business, a quorum must be present at a duly constituted general membership meeting. A quorum is constituted when ten (10) percent of the regular members and five (5) directors are present.
- 4) No proxy may be voted at any general membership meeting.
- 5) No motion or resolution within the legal authority of any officer or committee will be voted upon until the motion or resolution has been referred to the appropriate office or committee. The office or committee must be provided the opportunity to speak concerning the motion or resolution.
- 6) The regular membership at a duly constituted general membership meeting, may, by a two-thirds vote, rescind or modify any action taken by the Board of Directors provided the rescision or modification is not in conflict with Article Seven of the Articles of Incorporation.
- 7) Members will be suspended from the membership by a two-thirds majority of the regular members at a duly constituted general membership meeting.
- 8) Election of members to the Board of Directors will be by written ballot cast by the regular members at the December general membership meeting. Only one vote for each directorship is allowed.
- 9) The regular membership may remove a director or officer by a two-thirds majority vote at a duly constituted general membership meeting.
- 10) All other motions or resolutions will be approved by a simple majority of the membership as constituted in a general membership meeting.
- 11) Each member has the right to attend any Board of Directors or Committee meeting but will not have the right to participate in said meeting without the consent of the Board of Directors or Committee as stipulated by a simple majority vote of the Board of Directors or Committee.

ARTICLE V - FRANCHISE

SECTION II - BOARD OF DIRECTORS AND OFFICERS

- 1) The rights and privileges of the Board of Directors and officers are as stipulated herein except as modified elsewhere in these bylaws.
- 2) A quorum is constituted when a simple majority of the directors are present. A quorum is required for discharging the Board of Directors' responsibilities.
- 3) No proxy may be voted at any Board of Directors meeting.

- 4) No motion or resolution within the legal authority of any office or committee will be voted upon until the motion or resolution has been referred to the appropriate office or committee, and the office or committee has been provided the opportunity to speak concerning the motion or resolution.
- 5) The Board of Directors will elect officers by a simple majority at a duly constituted Board of Directors meeting in January. The officers will be president, vice president, treasurer, and secretary.
- 6) The Board of Directors may suspend a director by a two-thirds majority vote at a duly constituted Board of Directors Meeting.
- 7) Vacancies occurring for any reason on the Board of Directors may be filled by a majority vote of the Board of Directors at a duly constituted Board of Directors meeting. The member so elected will serve until the next annual meeting or until his successor is duly elected.
- 8) The president, with the advice and consent of the Board of Directors, is responsible for all appointments.
- 9) The Board of Directors may approve all other motions and resolutions with a simple majority at a duly constituted meeting.
- 10) The executive committee, i.e., the president, vice president, secretary, and treasurer, will carry out the Board of Directors' instructions and administer the association affairs between meetings.

ARTICLE V - FRANCHISE

SECTION III - AUXILIARY ORGANIZATIONS

- 1) Auxiliary organizations will be constituted after presenting a charter to the Board of Directors and the general membership. The charter must be approved by a two-thirds majority of the Board of Directors at a duly constituted Board of Directors meeting. It must then be approved by a two-thirds majority of the general membership at a duly constituted general membership meeting. Revision to an existing charter must be approved as described above.
- 2) Auxiliary functions may be discontinued for cause by a two thirds majority vote of the Board of Directors at a duly constituted Board of Directors meeting and 0the general membership at a duly constituted general membership meeting providing the auxiliary has been provided the opportunity to be heard.

ARTICLE VI — MEMBERSHIP

- 1) There is no authorized number of regular members in the association other than a minimum of seven. Persons who are the owners of real property or residents in the designated area qualify for membership.
- 2) Property owners or residents will be eligible for regular membership whose property is contained or partially contained within the area beginning at the Southeast Corner of Section 31, Township 4 North, Range 9 West, San Bernardino Meridian; Thence West along the Township 4 North to the Range 11 West Line; Thence North along said easterly Range 11 West Line to southerly line of Township 5 North; Thence Westerly along said southerly line of Township 5 North to the Southwest Corner of Section 36, Township 5 North, Range 11 West; Thence North along said line to the Northwest Corner of Section 25, Township 5 North, Range 11 West, and continuing Northerly along the West Boundary of Section 24 to the Southeast Corner of 77th Street East and Mount Emma Road; Thence Easterly along Mount Emma Road to Fort Tejon Road; Thence generally Southeasterly along the South side of Fort Tejon Road to the intersection with Pallet Creek Road; Thence along the South Side of Pallet Creek Road to the intersection with Valyermo Road; Thence Southerly along the South side of Valyermo Road to the intersection of Valyermo Road with the easterly line of Section 7, Township 4 North, Range 9 West; Thence continuing South along said section line to the point of beginning.
- 3) There are no restrictions on the number of associate members. Friends of the association who are not residents or landowners in the designated area may qualify for associate membership.
- 4) The association will offer to new residents, a membership with dues deferred until the following January.

- 5) A member may be suspended from the association for nonpayment of dues or for cause. A member suspended for cause will be given notice and the opportunity to make an appeal before the Board of Directors.
- 6) Annual Membership fees will be due January 1 of each year. Said monies are to be disbursed for property taxes, property assessments, insurance, legal fees, utilities, and property maintenance. The assessment amount of the dues will be determined by the Board of Directors and announced to the membership.

Monies required to discharge the association policy and objectives will be acquired through donations and fund raising functions. Extraordinary expenditures must be approved by a two-thirds membership vote at a general meeting.

ARTICLE VII - DIRECTORS/OFFICERS

- 1) The Board of Directors will be composed of regular members in good standing and who are duly elected by the membership. The board will be comprised of not less than seven members and not more than thirteen members. In addition, auxiliaries of the association will be represented on the board by the auxiliary president or the auxiliary president's representative and will have the responsibilities of an elected director.
- 2) Directors elected by the membership will serve a term of not more than three years. Every director whose term has expired, who has voluntarily resigned or who has been suspended from the board is eligible for reelection.
- 3) A director will be considered to have resigned by failing to attend three successive regular board meetings without being excused.
- 4) A director elected by the membership may be suspended for cause by a two-thirds majority of the directors. The director to be expelled will be given an opportunity to appeal. A suspended director does not forfeit his or her membership rights.
- 5) The president is the executive officer of the association and chairman of the Board of Directors. The president will appoint all committee chairmen with approval of the board, and will be an ex-officio member of all committees. He will preside over all meetings of the general membership and the Board of Directors.
- 6) The vice president will assume the duties of the president in his absence and in the case of resignation or death of the president will automatically become president for the unexpired term.
- 7) The treasurer will be the officer of the association responsible for the treasury. The treasurer will be the final recipient of all monies received and will disburse the monies as authorized by the president and Board of Directors. The treasurer will deposit all monies received in a checking account, savings account, or other investment vehicle in a bank or financial institution as designated by the president and Board of Directors. The treasurer will maintain records of all receipts and disbursements, will submit said accounts to the membership at each general membership meeting and will submit said accounts as demanded by the Board of Directors or a legitimate financial audit committee. The treasurer will be responsible for submitting the Non-Profit Corporation Report and/ or State and Federal Tax Returns, if appropriate. The treasurer will make recommendations to the board on proper investment of monies. At the conclusion of the year, all financial records will be placed in the association archives.
- 8) The secretary will be the officer of the association responsible for the records except for such records kept by the treasurer. The secretary will keep all minutes of membership meetings and Board of Directors meetings. The secretary will be responsible for meeting notification and will handle such correspondence as the president may direct. The records of the secretary will be submitted to the membership at each and every general meeting and as demanded by the Board of Directors or any member, membership group, or committee. At the conclusion of the year, all secretarial records will be placed in the association archives.

ARTICLE VIII - COMMITTEES

- 1) Standing committees are in keeping with good business practice and the policy and objectives of the association. The standing committees of the association include but are not limited to budget and finance, building and safety, rentals, membership, special events, publicity, and environmental concerns.

- 2) The president will appoint, from the members of the Board of Directors and with the advice and consent of the Board of Directors, chairmen for the standing committees. Said appointments will be made no later than the second Board of Directors meeting of each year.
- 3) Circumstances may require establishment of committees at any time during the year. These committee chairmen will be appointed as needed.
- 4) The budget and finance committee, including the treasurer, will be responsible for the annual forecast of expenditures and sources of monies to meet these expenditures. They will, after approval by the president and the Board of Directors, at the January meeting, present said budget planning data to the membership, at a General Membership meeting or in a Newsletter. The presentation is to be accomplished by the end of February.
- 5) The building and safety committee chairman will be responsible for the general maintenance of the association's real property, and for the safety of said property.
- 6) The rental chairman, with approval of the Board of Directors, will create and/or modify the Association Rental Agreement. He will be responsible for rental of the property and enforcement of the agreement. Rentals will be made only to persons who have been regular members for at least six months.
- 7) The membership chairman will be responsible for maintaining the membership lists, both active and inactive. He will provide mailing labels for the mailing of newsletters, and will send membership renewal notices with the November newsletter, with a reminder in January for those who have not yet renewed.
- 8) The special events chairman will be responsible for overseeing the planning, scheduling, organizing, and implementing of all fund raising and special events. He will, with a committee of no less than three (3) people, develop a special event plan, including event schedule, estimated cost, and estimated income. The plan will be approved by the Board of Directors at the February Board meeting. Progress concerning special events will be reported at each Board of Directors meeting and each General Membership meeting.
- 9) The publicity committee chairman will be responsible for publicity leading to and following special events and meetings.
- 10) The environmental issues chairman will be responsible for the promotion of a healthy and safe community.

ARTICLE IX - APPOINTEES

- 1) Appointees are in keeping with good business practice and the policy and objectives of the association. The appointees include, but are not limited to, parliamentarian and nominating committee.
- 2) Circumstances may require appointments at any time during the year. When circumstance requires expertise not available from the general membership an appointee may be from the community at large. All appointments require a two-thirds majority approval by the Board of Directors.
- 3) The parliamentarian will be appointed no later than the second Board of Directors meeting of each year. The nominating committee and finance committee will be appointed at or before the October Board of Directors' meeting of each year.
- 4) The president will appoint the parliamentarian with the agreement of the Board.
- 5) The parliamentarian, skilled in parliamentary rules, will be responsible for imposing the rules contained in "Roberts Rules of Order, Revised" in all cases to which they are applicable and they are not inconsistent with these bylaws. The parliamentarian will perform this function at all general membership meetings.
- 6) The nominating committee, consisting of no less than three (3) members, will, with the consent of the nominees, prepare and present a list of nominees to the Board of Directors at their November meeting for approval. The list will contain at least one name for each director's position to be filled. Upon approval by the Board of Directors, the nominating committee will prepare ballots. The chairman, during the December membership meeting, will introduce the nominees, and will accept nominations from the floor. The chairman will conduct the election.

ARTICLE X - MEETINGS

- 1) General membership meetings will be held semiannually in the months of June and December, for the conduct of good business by the Board of Directors. A special General Meeting may be called by the president with approval by the Board.
- 2) In the event a membership meeting is not held within a 90-day period of the appointed time, a meeting may be called by a petition signed by twenty members in good standing, filed with the secretary or in the secretary's absence with another officer, or in the officer's absence with a director. Upon filing said petition, a general membership meeting will be scheduled within a twenty-day period.
- 3) All membership meetings time and date will be announced to the membership and will be held at the Juniper Hills Association Community Center.
- 4) Membership meetings will not be conducted in conjunction with special events.
- 5) Meetings of the Board of Directors will be held monthly. Special Board of Directors meetings may be scheduled by the president or the Board of Directors.
- 6) Directors meetings will be held at the Juniper Hills Association Community Center and the time, date, and place of the meeting will be announced to the general membership. If it becomes necessary to meet elsewhere, the meeting must be held at a location within the boundaries of the association.
- 7) Committee meetings will be conducted as necessary for the conduct of good business. The Board of Directors will be notified of the time, date, and place of each meeting. All committee meetings will be conducted at a location within the boundaries of the association.
- 8) Any member will have the right to attend any meeting of the Board of Directors or any committee meeting, but such members will not have the right to take part in the meeting without the consent of the Board of Directors or committee members. No member other than the Board of Directors or committee members will have voting privileges.

ARTICLE XI - AMENDMENTS TO THE BYLAWS

These bylaws may be amended by two-thirds vote by the general membership at a regular membership meeting or at a special membership meeting. The proposed amendment will have been first presented in writing and/or read aloud at an earlier regular membership meeting held not less than one week previously, or a written notice of the proposed amendment having been given to the membership by mail at least one week prior to the meeting when a vote will be taken.

ARTICLE XII - MISCELLANEOUS

- 1) The Junibeas, an organization composed principally of ladies of the Juniper Hills Community Association, will be an auxiliary of this association.
- 2) The Barry Brown Memorial Fund, established in the memory of Barry Brown, former resident of Juniper Hills, who was killed in the Vietnam War, is an auxiliary of this association. The monies donated to this fund, (as specified by his parents, Dave and Alice Brown, and by Jim Fulcher, who established the fund,) are to be used for children's activities and, scholarships, when sufficient funds are available. The Barry Brown Memorial Fund is overseen by a committee of not less than three (3) members from the Association and three (3) members from the Junibeas.
- 3) The Parliamentarian will be responsible for distributing and reviewing the bylaws of the Association at the first Board meeting of each year.