

ROLLINGWOOD HOMEOWNERS ASSOCIATION BYLAWS

Revised January 2017

ARTICLE I. NAME AND OBJECTIVES

Section 1. Name. The name of this organization, a non-profit corporation, shall be the Rollingwood Homeowners Association.

Section 2. Objectives.

- a. To provide a mutually cooperative and satisfactory means of solving community problems.
- b. To encourage beautification, safety and security in the community; to maintain the high value of the Rollingwood area and to foster community awareness through our website, social gatherings, educational commitment, newsletters, Neighborhood Watch and Disaster Preparedness.
- c. To make purchases, and to enter into sales agreements and/or contracts for the purpose of carrying out the desired objectives.

ARTICLE II. MEMBERSHIP

Section 1. Qualification for Membership: Membership in this Association is considered purely voluntary and shall be open to all home owners and/or residents of the area known as Rollingwood in the city of Rolling Hills Estates, California; to include Tracts 21758, 21269, 21270, and 21271 of Los Angeles County, upon payment of all current dues. Membership may include the property homeowner and/or tenant and is limited to one membership per household.

Section 2. Dues and Assessments: The association shall have the authority to collect and accept dues.

- a. The annual dues shall be determined by the Board of Directors. The fiscal year of the Association shall end on the last day of the month prior to the yearly general meeting held in October. Dues shall be payable for each fiscal year as of January 1st, and shall be delinquent if unpaid within thirty (30) days thereafter.

Section 3. Membership Rights and Obligations. Except as hereinafter provided, membership in good standing shall entitle the member and their immediate residing family to all privileges and rights of members and shall subject them to

all duties and obligations of members. Said privileges, rights, duties and obligations are inclusive of any tenant member.

Section 4. Termination of Membership.

a. In the event any member ceases to be eligible for membership as provided in Article II, Section 1, the non-payment of dues, membership shall terminate immediately

b. A member may resign from membership. Said resignation should be in writing and forwarded to the directorship. There shall be no refund of dues.

Section 5. Voting Privileges.

a. Each membership shall be entitled to one vote at all meetings of the members. Votes may be cast in person or by written proxy filed with the Secretary of the Association before commencement of the voting.

b. A majority of the votes cast shall decide the subject of the vote unless otherwise provided by these bylaws.

c. On voting for the election of directors, the method of voting shall be by secret written ballot unless the slate is uncontested.

ARTICLE III. MEETINGS

Section 1. Annual Meeting. The regular Annual Meeting of the members shall normally be held in October of each year. The specific date, hour, and place and business to be conducted shall be designated by the board of Directors not less than fifteen (15) days prior to the date of the meeting

Section 2. Meetings. In addition to the Annual Meeting in October, the Board of Directors may call general meetings of the members. Members shall be notified of the date, hour, and place designated not less than fifteen (15) days prior to the date of the meeting.

Section 3. Special Meetings: Upon not less than seven (7) days notice, special meetings of the members may be called by the Board of Directors at a time and place to be designated by the Board. In addition, upon written demand signed by not less than twenty-five (25) percent of the members, the President shall fix a time and place for a special meeting of the members. Notice of a special meeting shall state the reason for the meeting.

Section 4. Quorum: The presence in person or by proxy of members representing more than five (5) percent of voting rights in the Association shall constitute a quorum for the transaction of business at any of the above meetings of the members.

Section 5. Procedure: The rules of procedure, including procedure for the election of directors, contained in Robert's Rules of Order, shall govern in every matter in which they are not inconsistent with these Bylaws.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Number: The business and the affairs of the Association shall be conducted, its powers exercised and its property controlled by a Board of seven (7) Directors, each of whom shall be a member in good standing of the Association and any four (4) of whom shall constitute a Quorum. The members of the Board of Directors shall serve without compensation.

Section 2. Election of Directors

a. The first Directors shall be those named in the Articles of Incorporation. Thereafter Directors shall be elected at the Annual Meeting of the Association.

b. Directors shall be elected for a term of two years, except that three (3) members of the original Board shall serve until the next annual meeting. Thereafter, three (3) new Directors shall be elected in odd-numbered years and four (4) new Directors in even-numbered years.

c. Vacancies in the Board of Directors shall be filled by a majority vote of the remaining Directors. Each Director so appointed shall hold office for the balance of the unexpired term and until a successor is regularly elected. The Board of Directors may declare any office of Director vacant in the event any Director shall have been absent for three successive regular meetings of the Board.

Section 3. Powers of the Board of Directors: Subject to the powers of the members as provided by law or as set forth in these Bylaws, all corporate powers of the Association shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors. Without limiting the generality of these powers, the Board of Directors shall have the following specific powers:

a. To select from among its own members the officers and directors of the Association as designated in Article V hereof; to select the chairpersons and members of the committees of the Association as designated in Article VI hereof.

b. To conduct, manage and control the affairs and business of the Association, and to make such rules and regulations with respect thereto as are not inconsistent with the Articles of Incorporation of the Association or of these Bylaws

Section 4. Meetings of the Board: Regular meetings of the Board of Directors shall generally be held each month at a time and place to be designated by the President of the Association.

ARTICLE V. OFFICERS AND DIRECTORS

Section 1. Designation. The executive officers of the Association shall be (1) President, (2) Vice President, (3) Secretary, and (4) Treasurer. Other Directors include (1) Membership Chairperson (2) Community Appearance Chairperson (3) Communications Chairperson and such other directors as the Board of Directors shall believe desirable to carry out the functions of the Association. All officers and directors shall serve without compensation.

Section 2. Election of Officers: The officers shall be elected by the Board of Directors from among its own members for terms of two years. Should any office become vacant by reason of death, resignation, or removal, a new officer shall be elected by the Board of Directors from the current list of available members at the next regular meeting of the Board.

Section 3. Duties of the Officers and Directors: The duties of the officers and Directors shall be as described in the Bylaws of this Association.

ARTICLE VI. COMMITTEES

Section 1. Number. The Board of Directors shall appoint such committees as it shall believe are desirable in carrying out the functions of the Association.

Section 2. Appointment. The President with the approval of the Board of Directors shall appoint the Chairperson and members of all committees. Such committees and members thereof serve at the pleasure of the Board of Directors and shall perform under the direction and supervision of the Board of Directors.

ARTICLE VII. COMPLAINTS AND REQUESTS FOR ACTION

Section 1. Submission. All solicitations of, complaints to, or requests for action by the Association on the part of the members shall be made in writing to the Board of Directors.

Section 2. Action. The Board of Directors shall respond to all solicitations, complaints, or requests for action to the requesting members within thirty (30) days following the next regular meeting of the Board.

ARTICLE VIII. AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds (2/3) vote of the membership present or by proxy at any regular or special meeting of the Association, provided that all members shall have been given at least fifteen (15) days advance notification of the change or changes proposed.

ARTICLE IX. NON-DISCRIMINATION

Section 1. The Rollingwood Homeowners Association does not discriminate on the basis of race, color, sex, national, ethnic, or religious origin.

ARTICLE X. DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall be responsible for the transaction of any business of the Association between regular meetings of the members and shall serve as the policy making body of the Association.

Section 2. The Board of Directors shall enact such rules as may be deemed expedient for the government of the Association, not inconsistent with the terms of the existing Bylaws

Section 3. The Board of Directors shall submit in writing at the annual meeting of the members a full report of the activities and financial affairs of the Association for the preceding year. Copies of said submissions shall be available to the membership at the annual meeting.

ARTICLE XI: THE EXECUTIVE OFFICERS AND DIRECTORS AND THEIR DUTIES

Section 1. President

a. The President shall be the chief executive officer of the Association, shall preside at all meetings of the members and of the Board of Directors, and shall have general charge of the business of the Association, subject to agreement by the Board of Directors.

b. The President shall execute, with the Secretary, in the name of the Association, all deeds, contracts, membership certificates, and all other instruments and obligations authorized by the Board of Directors to be executed.

c. The President shall also have such other powers and shall perform such other duties as may be assigned to him or her by the Board of Directors.

Section 2. Vice President

a. The Vice President shall be vested with all of the powers and shall perform all of the duties of the President in case of the absence or disability of the President. In the absence or disability of both the President and the Vice President, a member of the Board of Directors shall be chosen to act temporarily.

b. The Vice President shall be in charge of Community Relations and Ordinance Education.

c. The Vice President also shall have such other powers and shall perform such other duties as may be assigned to him or her by the Board of Directors.

Section 3. Secretary

a. The Secretary shall keep, or cause to be kept, the minutes of all proceedings of the Board of Directors and of the Association. The Secretary shall attend to the distribution of the minutes to the Board of Directors and the serving of notices of meetings to the members and the Board of Directors.

b. The Secretary shall execute with the President, in the name of the Association, all deeds, contracts, membership certificates, and other obligations and instruments authorized by the Board of Directors to be executed.

c. The Secretary shall be the custodian of the corporate seal of the Association and may affix the seal to deeds, contracts, certificates, and other obligations and instruments authorized by the Board of Directors to be executed in the name of the Association.

d. The Secretary shall keep and have charge of such other books and

papers as the Board of Directors may direct and shall perform all of the duties incident to the office of Secretary, subject to the control of the Board of Directors including a list of the physical assets and their location.

e. The Secretary shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors.

Section 4. Treasurer

a. The Treasurer shall collect and disburse all the monies of the Association. He/she shall maintain a list of all members, and a current list of all residents of Rollingwood. The Membership Chairperson shall make these lists available for use by the Communications Chairperson and other officers of the Board. This list shall not be made available for any commercial purposes.

b. All monies of the Association must be deposited by the Treasurer in an accredited bank in Rolling Hills Estates approved by the Board of Directors.

c. The account shall be established in the name of the Association with the authority to draw checks or withdraw monies on the Association account vested as follows: Checks are to be drawn by the Treasurer or the President, or by any other officer of the Board so designated in advance by the Board in the Treasurer's absence.

d. Outside of the normal course of business, any disbursements exceeding \$200 must be approved by the Board of Directors.

e. The minimum requirement in cash accounting includes a cash ledger, month by month, to be kept by the Treasurer to account for receipts and disbursement of the Association, and a monthly report given to the Board of Directors at the monthly meeting.

f. The financial records of the Association shall be audited annually by a committee of two members at large who shall be appointed by the President. The Treasurer shall present results of the audit to the members of the Association at the Annual Meeting.

g. The business year of the Association will end on the last day of the month prior to the Annual Meeting, typically September 30.

h. The Board of Directors shall prescribe bonding requirements for the Treasurer and such other officers as they deem necessary. Cost of the bonding shall be borne by the Association.

i. The Treasurer shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors.

Section 5. Membership Chairperson

a. The Membership Chairperson shall be in charge of all new member contacts and the distribution of a welcome informational packet.

b. The Membership Chairperson shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors.

Section 6. Community Appearance Chairperson

a. The Community Appearance Chairperson shall be in charge of the maintenance of the sign area at the Kingspine entrance to Rollingwood and those areas for which the Rollingwood Homeowners Association has assumed responsibility. This will include supervision of the gardener, overseeing the landscaping and maintaining the sprinkler system. Other major projects or changes shall be subject to the approval of the Board.

b. The Community Appearance Chairperson shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors.

Section 7. Communications Chairperson

a. The Communications Chairperson shall compile information resulting from Board Meetings and actions by the city of Rolling Hills Estates that needs to be dispersed to all Rollingwood residents. With the advice of the President, the Communications Chairperson will edit print, and supervise the distribution of the Newsletter.

b. The Communications Chairperson shall maintain and update the Rollingwood Homeowners Association website as necessary. Such information will include the Agenda and Minutes from Board Meetings and such other information as deemed pertinent by the Board of Directors.

c. The Communications Chairperson shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors.

Section 8. Social and Educational Activities

a. Social and educational Activities such as Let's Chat, Oktoberfest, Holiday Party, Summer Block Party, and Easter Egg Hunt shall be coordinated by assigned Board members.

ARTICLE XII. ELECTIONS

Section 1. Nominating Committee. In the event that there will be more candidates for Board of Directors than available openings, the President shall appoint a nominating committee of three members, no more than two of whom shall be members of the Board of Directors, who shall prepare a slate of candidates for offices on the Board of Directors, with one or more nominees for each vacancy.

Additional nominations may be made from the floor at the Annual Meeting, with the approval of the nominee.

Section 2. Notification of Members: Members shall be notified in writing of the selections of the nominating committee at least fifteen (15) days before the scheduled election.

Section 3. Method of Voting: A majority of all votes cast shall be necessary for election. In the event that any ballot cast does not show a majority for any nominee, there shall be further ballots with the nominee having the lowest vote being dropped from the second and succeeding ballots until a nominee shall have received a majority of all votes cast. When there is only one candidate for office, balloting may be by voice vote.

ARTICLE XIII. AMENDMENTS

Section 1. The Bylaws of this Association may be amended by the majority of the membership of this Association represented in person or by proxy at a regularly scheduled general meeting provided all members are given fifteen (15) days notice.

Section 2. All members of this Association shall be notified of any amendment to the Bylaws.

