

Bylaws of FGHA

ARTICLE I

Purposes

The purposes for which this corporation is formed are as set forth in the Articles of Incorporation. The area described and set forth in the Articles of Incorporation is hereinafter referred to for convenience as "the area".

ARTICLE II

Corporate Seal

The corporate seal shall consist of a circle having within its circumference the words "FIG GARDEN HOME OWNERS ASSOCIATION, Incorporated April 5, 1947, California."

ARTICLE III

Membership

Section 1. General

There shall be only one class of members, whose rights and interests shall be equal.

Membership in the Fig Garden Home Owners Association, a California corporation, shall be limited to adults of legally sound mind who own residential property and reside within the area, or who own or acquire ownership of residential property within the area with the intent and purpose of becoming residents and residing therein.

All persons eligible for membership who desire to become members of the corporation shall, in writing, request that the Secretary of the corporation enter their names in the Membership Roster of the corporation as members. They shall give to the Secretary annual dues as established by the Board of Directors. These dues are payable in advance for the period in which they are admitted to membership. The Secretary shall enter the name of such person in the Membership Roster as a member of the corporation, and the Treasurer of the corporation shall receive and accept the tendered dues. Membership is annual and begins on April 1st of each year. Membership becomes inactive until annual dues are paid for the current year.

There shall be no more than two (2) members per household.

A member may not assign their membership, or any of their rights or interests in the corporation, to any other person.

This corporation shall not issue any capital stock. The Corporation may, upon resolution adopted by the directors, issue a Certificate of Membership to each member in such form as may be decided upon. The Certificate of Membership will have on the face thereof printed in clear type the statement that the corporation is not one for profit.

Section 2. Termination of Membership.

The membership of any member shall automatically terminate upon any of these events:

- (1) Death.
- (2) Disposal of all of their residential property within the area.
- (3) Ceasing to have the qualifications to be eligible for membership.
- (4) Submission of their resignation in writing to the Secretary of the corporation.

The membership of any member may be terminated with or without cause by resolution of the board of directors. This resolution must be adopted unanimously by all of the directors present at any meeting of the board of directors at which there are five or more directors present.

All rights of a member in the corporation, or in its property, shall cease upon termination of their membership.

Section 3. Meetings

(a) The annual membership meeting of the corporation shall be held in the spring of each year. The directors shall determine the place and date and time. The purpose of this meeting is to elect directors and transact business.

(b) Written notice of annual membership meeting shall be emailed, mailed, or posted on oldfig.org, or given to each member not less (3) days before the meeting. Notices of meetings shall state the date, time, place, and purpose.

(c) The Board of Directors meet on the second Wednesday of each month at 7 p.m. at Fig Garden Swim and Racquet Club on Maroa Avenue unless otherwise designated by the Board President. Five (5) members shall constitute a quorum.

(d) Special meetings of the members for any purpose may be called by the President or by three members of the Board of Directors. The President or Board of Directors must call a special meeting whenever requested to do so, in writing, with the signatures of thirty (30) or more corporation members.

(e) Thirty (30) or more corporation members at any membership meeting shall constitute a quorum. Business transacted at any membership meeting shall be valid.

(f) At meetings of members all questions, except as otherwise provided by law or by these Bylaws, shall be determined by a majority of the votes cast. All corporate voting shall be by voice vote, unless a majority of the members present shall demand a vote by written ballot. Each member shall be entitled to one vote on each matter submitted to a vote of the members. No single vote shall be split into fractional votes. Every member may distribute their votes among as many candidates as they think fit. They may not, however, split a single vote into fractional votes. The candidates receiving the highest number of votes, up to the number of open positions, are elected.

Section 4. Dues and Assessments

Dues, as determined by the Board, are paid once a year. The fees pay for projects including direct mail updates, newsletter mailings, and public policy research. The annual dues for members shall be fixed by the board of directors and may be changed from time to time by vote of the directors. Such dues shall be payable annually, in advance, to the Treasurer of the corporation on or before the 1st day of April of each year.

In addition to the annual dues, the board of directors shall have the power to ask for donations as may be deemed necessary for the best interest of the corporation and its members. However, all such donations shall first be approved by a two-thirds vote of the Board of Directors.

ARTICLE IV

Directors

Section 1. General

(a) The corporate powers and functions shall be vested in and exercised by, and its affairs and property controlled by a board of directors consisting of nine (9) members, who shall be members of the corporation.

(b) The members of the Board of Directors shall be elected to serve for three (3) years and until their successors are elected.

(c) Any member of the board of directors may be removed from office for cause by the affirmative vote of five (5) members of the board at any meeting of the board at which five (5) or more members are present.

The Board of Directors shall declare vacant the office of a director if:

(1) they miss three (3) consecutive regular or adjourned regular meetings of the board of directors, or

(2) if they miss a total of five (5) regular or adjourned regular meetings in any twelve (12) month period without the approval of the Board for absences.

(d) Vacancies on the board of directors shall be filled in a timely manner. The election of the candidate for board of directors requires approval of 5 remaining board members at a board meeting. Such persons shall hold office for the unexpired term of the director to whose place the person has been elected.

Section 2. Powers of the Board

(a) To conduct, direct, manage and control the affairs of the corporation, and to do all things necessary and proper to carry out the purposes of the corporation as set forth in the Articles of Incorporation.

(b) To levy assessments upon the members of the corporation in order to secure funds to carry out the purposes of the corporation. The board of directors may not levy assessments, unless such assessment is first approved by the vote of two-thirds of the members of the corporation.

(c) To make and prescribe rules and regulations consistent with these Bylaws regulating the affairs and the conduct of the corporation.

(d) To create such committees and to delegate power to conduct the affairs of the corporation. Each committee shall be composed of three (3) or more members, one of whom must be a director appointed by the President.

(e) To appoint and remove members of committees, officers, agents and employees, prescribe their duties, and fix their compensation.

(f) To call special meetings of the members of the corporation.

(g) To do all other things and acts which may be required by law, by the Articles of Incorporation, or by these Bylaws.

Section 3. Election of Directors

(a) Three (3) directors shall be elected annually at the annual membership meeting of the corporation to fill the office of directors holding a three-year term. Likewise, any other director vacancies may be filled by nominating one (1) or more members for each board vacancy at the election.

(b) The President shall appoint a nominating committee to interview and prepare a list of desirable nominees to fill the office of directors being vacant, for election at the annual meeting. At least the names of one (1) or more members will be placed in nomination for the term of those directors then expiring and who have signified their willingness to serve as directors for the succeeding term if elected. This list shall be placed in nomination for directors, together with the names of any other members of the corporation who shall be nominated from the floor at the meeting. The list of nominations from the floor shall be voted upon for election as directors at one and the same time.

(c) Every member may cast votes equal to the number of directors to be elected, however the members may not cumulate their vote and give one candidate more than one vote. They may not split a single vote into fractional votes. The candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

(d) The Secretary, assisted by two members appointed by the President who are not candidates for office, shall be appointed as the election committee. They shall count and tabulate the votes for each person so nominated and voted upon. The persons to be elected who receive the greatest number of votes shall be declared elected as directors and their term of office shall begin immediately.

Section 4. Meetings of Board of Directors

(a) An organizational meeting of the board of directors may be held immediately after each annual election, or at the next regular monthly board meeting for the purpose of organizing, electing, and appointing officers. Other business may also be transacted at such meeting. No notice of such organizational meeting need be given.

(b) Special meetings of the board of directors may be held from time to time at the call of the President, or if he/she is absent or is unable, or refuses to act, by the Vice President, or by any three directors. Notice of the time and place of such special meetings shall be given to each member of the board of directors by mailing or emailing written notice at least three (3) days prior to the meeting, or by telephone at least twenty-four (24) hours prior to the time of the special meeting.

(c) Five (5) directors present shall be necessary to constitute a quorum for the transaction of business. Unless otherwise required by law or these Bylaws, every act or decision done or made by a majority of the directors present shall be regarded as the act of the board of directors.

ARTICLE V

Officers

Section 1. General

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, elected by the Board of Directors from the members of the Board of Directors at the first Board of Directors meeting with a quorum after January 1st. The offices of Secretary and Treasurer may be held by the same person.

The board of directors may also appoint an assistant secretary, an assistant treasurer, publicity chairman, and such other officers as they may deem desirable to transact the business of the corporation. None of such appointed officers need be members of the board of directors or members of the corporation. All officers whether elected or appointed shall hold office at the pleasure of the board of directors.

The board may appoint up to two (2) ex-officio board members for up to a one (1) year term. The term may be renewed. The ex-officio board member shall have the same rights and privileges as the other board members.

Section 2. The President

The President shall:

(a) Preside at all meetings of the members and directors.

(b) Have, subject to the advice and approval of the directors, general supervision over the affairs of the corporation and power to cause the Bylaws and the orders and resolutions of the board of directors to be carried into effect.

(c) Have, subject to the advice and approval of the directors, power to appoint members of committees.

(d) Generally discharge such other duties as may be required by the Bylaws or imposed upon him/her by the board of directors.

Section 3. The Vice President

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and perform such other duties as may be required by the Bylaws or imposed upon him/her by the board of directors.

Section 4. The Secretary

The Secretary shall:

(a) Keep and record, or cause to be kept and recorded, minutes of all meetings of the board of directors. Minutes of all meetings of the members in hard copy or electronic copy are to be kept.

(b) Record, or cause to be recorded, the name and address of each member of the corporation in a membership roster in hard copy or electronic copy. When memberships have been terminated, the Secretary will record such fact, together with the date on which membership ceased in the membership roster.

(c) Discharge such other duties as pertaining to his/her office, or which may be required by law or by these Bylaws, or imposed upon him/her by the board of directors.

The Secretary may delegate all, or any portion, of his/her powers and duties to an assistant secretary upon approval of the board of directors.

Section 5. The Treasurer

(a) Receive and keep all funds of the corporation and deposit these funds in the name of the corporation in such bank or banks as may be designated by the board of directors. Such funds shall be paid out only on the check of the corporation bearing the signature of two of the officers of the corporation or Board approved signatories. One of those signatures shall be an officer of the organization.

(b) Collect all dues and assessments owing from members of the corporation. All incoming funds must be deposited prior to each monthly meeting and a report given to the board of directors.

(c) Keep accurate account of all funds due to or owed by the corporation.

(d) Discharge such other duties as pertaining to his/her office or which may be required by law or by these Bylaws, or imposed upon him/her by the board of directors.

The Treasurer may delegate all, or any portion, of his/her powers and duties to an assistant treasurer upon approval by the board of directors.

ARTICLE VI

Miscellaneous

Section 1. Amendment of Bylaws

Subject to the limitations contained in the Articles of Incorporation of this corporation and to any provisions of law applicable to the amendment of Bylaws of nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

(a) By Directors: Subject to the power of the members to change or repeal them, by the vote of a majority of directors present at any special or regular meeting of the Directors at which a quorum is present, provided that written notice of such meeting and of the intention to change the Bylaws must be delivered to each director at least seven (7) days prior to the date of such meeting, or by the written consent of all directors without a meeting, provided that a Bylaw fixing or changing the number of directors may not be adopted, amended, or repealed.

(b) By Members: By the vote or written assent of a majority of the members, or the vote of a majority of a quorum at a meeting duly called and noticed for the purpose in accordance with Section 3 hereof.

Section 2. Disposition of Assets Upon Dissolution

(a) The property of this corporation is irrevocably dedicated to civic and social welfare purposes. No part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member or to the benefit of any private persons.

(b) On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for civic and social welfare purposes and which has established its tax exempt status under Section 501(c) (4) of the Internal Revenue Code.

(c) If this corporation holds any assets in trust, such assets shall be disposed of as directed by decree of the Superior Court of the County in which the corporation has its principal office. This will be done by petition by the Attorney General or by any person concerned in the liquidation in a proceeding to which the Attorney General is a party.

We, the undersigned, are all of the directors of FIG GARDEN HOME OWNERS ASSOCIATION, a California corporation. Pursuant to the authority granted to the directors in Article VI of said Articles to take action by unanimous written consent without a meeting, we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 9 pages, as the Bylaws of this corporation.

January 2020

Dean Alexander

Merilee Amos

Mike Chen

Magda Gilewicz

Angie Hyatt

Jack Jensen

Valerie LeMay

Anthony Pings

Prudence Zalewski