

# **RIDGEWOOD NEIGHBORHOOD ASSOCIATION**

## **By-Laws of the Ridgewood Neighborhood Association**

### **Sonora, California**

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#### **Article I: Name**

The name of this Association shall be the Ridgewood Neighborhood Association (RNA).

The Association is located in the County of Tuolumne, California. The term Ridgewood shall be understood to refer to the Ridgewood Subdivision Units I, II, and III inclusively.

Unless otherwise designated by the Board of Directors, the address of the Association shall be: P.O. Box 1128 Soulsbyville, California 95372.

#### **Article II: Purpose**

The purpose of the Ridgewood Neighborhood Association (RNA) is to promote and advance neighborhood goals and to preserve and enhance the welfare of the neighborhood.

The RNA will seek to:

1. Encourage community responsibility, identity, and pride
2. Collect and disseminate information of interest to residents
3. Provide a forum for the expression of ideas, wishes, and grievances of residents, and to act as liaison between neighborhood residents and the County of Tuolumne
4. Promote cultural, civic, social, educational, and recreational activities for the benefit of its residents
5. Coordinate with and support other community organizations

#### **Article III: Membership**

##### **Section 1 Eligibility**

All residents of Ridge wood I, II, and III over 18 years of age are eligible for membership.

##### **Dues**

Members shall pay dues annually at an amount established by the Board of Directors.

Dues will be assessed to cover expenses directly related to the operation of the Association. Such expenses may include, but are not limited to; the Association website, newsletter, post office

box, postage and mailings, and RNA sponsored events, activities, and projects as approved by the Board of Directors.

Annual membership dues shall be for a 12-month period. Dues for newly joined members may be prorated according to the month in which they joined.

Dues are assessed on a "per household" basis regardless of the number of members living in that household.

Any member whose dues are in arrears in excess of 60 days may have their membership terminated without notice.

### **Section 3 - Voting**

Each household shall have the right to cast one (1) vote. No member or family shall have more than one vote.

There shall be no proxy voting, however absentee ballots may be submitted in a manner provided for by the Board of Directors.

## **Article IV: Meetings**

The Association shall conduct at least two (2) General Membership meetings per year. One meeting shall be held in the Spring and the second in the Fall/Winter. The Fall/Winter meeting may be held in conjunction with the annual holiday party.

The Board shall determine the date and location of all General Membership meetings and the membership shall be informed of all meetings at least 14 days prior to the date set.

Additional General Membership meetings must be called when at least six (6) members present a written request to the Board of Directors. This request must also include an agenda or purpose for calling the special meeting.

The number of persons present at a General Membership meeting shall constitute a quorum for the purpose of conducting business.

## **Article V: Board of Directors**

### **Section 1 - Composition & Eligibility**

The Board of Directors shall consist of the following officers: President; Vice President; Secretary; Treasurer; and one (1) Member-at-Large.

All Board members must be members in good standing of the RNA and must remain so throughout their term of office.

## **Section 2 - Terms of Office**

The term of office for all Board members shall be two (2) years commencing on July 1<sup>st</sup> of each year. No Board member may hold the same position for more than two consecutive terms.

All Board members shall serve staggered terms as follows: The President, Secretary, and Member-at-Large shall be elected on odd numbered years. The Vice-President and Treasurer shall be elected on even numbered years.

## **Section 3 - Powers, Duties & Limitations**

### **The Board shall:**

1. Be responsible for the conduct and management of Association business;
2. Supervise the preparation and maintenance of the policies and procedures for the Association and its activities;
3. Appoint committees, committee chairpersons, or special assignments for projects related to the Association as needed; and
4. Supervise the preparation of any budgets and approve all expenditures.

All Board members are charged with abiding by and enforcing the provisions of the Bylaws of the RNA.

With the exception of the President, no member of the Board shall act as an agent of the Association for any reason without prior authorization of the Board.

No Board member, nor any committee member appointed by the Board, may receive any salary or other compensation for their services. No member, spouse or family member may be employed by or perform services for the Association for compensation.

### **Duties of the President:**

The President shall be the principal executive officer and the official spokesperson for the Association. The President shall preside at all General Membership and Board of Directors meetings. The President shall provide oversight and guidance to the individual members of the Board and the membership as a whole. The President is authorized to sign for all disbursements of funds, perform other duties pertaining to the office of the President, or as assigned or requested by the Board of Directors.

### **Duties of the Vice President:**

The Vice President shall perform the duties of the President in the event of his/her absence. The Vice President shall perform other duties as assigned by the President or the Board of Directors.

### **Duties of the Secretary:**

The Secretary shall be the custodian of the Association's records. The Secretary shall take the minutes at all Board of Directors meetings and distribute to the Board and the membership. Additionally, the Secretary shall also perform other duties as assigned by the President or the Board of Directors.

#### **Duties of the Treasurer:**

The Treasurer shall have charge and custody of Association funds, pay all bills, receive and provide receipts for monies due and payable to the Association, deposit all such monies in the name of the Association, and provide a treasurer's report as requested by the Board or any Association member. Additionally, the Treasurer shall also perform other duties as assigned by the President or the Board of Directors.

#### **Duties of the Board Member-at-Large:**

The Member-at-Large shall attend all Board and General Membership meetings of the Association. Additionally, they shall perform other duties as assigned by the President or the Board of Directors.

#### **Section 4 - Removal**

Any member of the Board of Directors may be removed from office by a majority vote the Board of Directors whenever such member demonstrates a noticeable disinterest in the welfare of the Association, fails to perform the duties of his/her office, or takes action in violation of the By-Laws.

#### **Section 5 Vacancies**

A vacancy occurring on the Board because of death, resignation, disqualification, removal, or otherwise, except that of the President, may be filled by appointment by the Board for the remaining term of office. The Vice President will assume the office of the President when a vacancy occurs. If the Vice President is unable or unwilling to assume the Office of the President, that vacancy shall be filled by appointment by a simple majority of the Board. Vacancies should not be left unfilled for more than 90 days unless agreed upon by simple majority of the Board.

#### **Section 6 - Board Meetings**

The Board shall meet at least four (4) times per year, but may meet more often at their discretion. The President may call special meetings at any time, and shall call a special meeting upon the request of three (3) Board members. In either case, at least seven (7) days notice shall be given prior to the meeting.

A quorum for Board meetings shall be a majority of its members. A Board meeting lacking a quorum, may still meet, but cannot take any official action on behalf of the Board.

All RNA members may attend Board meetings, however only the elected Board members may vote on matters before the Board.

## **Article VI: Nominations & Elections**

Nominations for all elected offices shall be coordinated through the Nominations Committee. Nominations for elected office may be submitted by any member in good standing of the Association. Nominations may be submitted during the months of March and April, but no later than May 1st.

Elections for the nominated candidates will occur at the Spring membership meeting. Nominees will be voted on by the general membership and elected by a plurality of the vote of those members in attendance and any properly submitted absentee ballots.

## **Article VII: Policies & Procedures**

The Board of Directors and the various committees may develop policies and procedures as necessary to be used as guidelines for conducting Association business. These policies and procedures may be amended as needed by a simple majority of that relevant committee or body, and with the concurrence of the Board of Directors.

## **Article VIII: Committees**

The Board may establish, maintain, and delegate authority to as many standing or temporary committees as needed to carry out Association business. Where a full committee is not necessary, the Board may appoint a single individual to perform those duties. Such committees and assignments may include, but are not limited to, Webmaster, Newsletter Editor, Roads, Women's Activities, CC&R, Nominations Committee, Block Captains, Neighborhood Watch, and Architectural Control Committee. All committee members serve at the pleasure of the Board of Directors.

*Note: The Architectural Control Committee (ACC) and its members are governed by the provisions of the Ridgewood CC&Rs. Although the Architectural Control Committee is not a subordinate component of the RNA, it serves as a cooperative entity with the RNA and its Board of Directors.*

## **Article IX: Amendment of By-Laws**

Any member of the Association may submit, in writing, to the Board of Directors a proposed amendment to the by-laws. The Board must approve the proposed amendment before presenting it to the membership. If recommended by the Board, the proposed bylaws amendment shall be published in the next Association newsletter or distributed to the membership by some other form of correspondence. The by-laws amendment may be voted on at the next regularly scheduled membership meeting and can be passed by a two-thirds (2/3) vote of the members voting.

## Article X: Indemnification

Each Board of Director and Appointed Officer of the Association shall be indemnified by the Association against all claims and liabilities to which he/she has or shall become subject to by reason of serving or having served as an Officer, or by reason of any action alleged to have been taken, omitted, or neglected, by him/her during the normal course and scope of their duties as an Association Officer. However, no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim of liability arising out of his/her own willful misconduct or gross negligence.

## Article XI: Dissolution

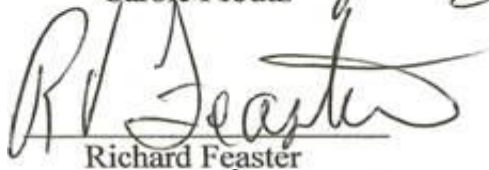
Upon the dissolution of the RNA, the Association's assets, after payment of all indebtedness, obligations, and costs of dissolution, shall be donated to a nonprofit organization chosen by the Board of Directors.

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These By-laws have been reviewed and approved by the Board. They supersede all previous by-laws pertaining to the Ridgewood Neighborhood Association or CC&R Committee.

Adopted: 16 November 2004 (Date)

  
Carole Pfoutz

  
Richard Feaster

  
Larry Bertuccelli

  
Iris Gardner

  
Don Nester