

BYLAWS
OF
ALAMO IMPROVEMENT ASSOCIATION

As amended through November 10, 2005

**INDEX TO BYLAWS
OF
ALAMO IMPROVEMENT ASSOCIATION**

ARTICLE I – OFFICES

Section 1. PRINCIPAL OFFICE	1
Section 2. OTHER OFFICES	1
Section 3. MAILING ADDRESS	1

ARTICLE II – PURPOSE; MEMBERSHIP

Section 1. PURPOSE	1
Section 2. MEMBERSHIP	2

ARTICLE III – DIRECTORS

Section 1. POWERS	2
Section 2. NUMBER OF DIRECTORS	2
Section 3. ELECTION AND TERM OF OFFICE OF DIRECTORS	2
Section 4. VACANCIES; RESIGNATIONS	3
Section 5. PLACE OF MEETINGS AND BY TELEPHONE	3
Section 6. REGULAR MEETINGS	4
Section 7. SPECIAL MEETINGS	4
Section 8. QUORUM FOR MEETINGS	4
Section 9. CONDUCT OF MEETINGS	4
Section 10. ACTION WITHOUT MEETING	4
Section 11. DUTIES	4
Section 12. COMPENSATION OF DIRECTORS	5
Section 13. NON - LIABILITY OF DIRECTORS AND COMMITTEES	5
Section 14. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS	5

ARTICLE IV – COMMITTEES

Section 1. STANDING COMMITTEES	5
Section 2. OTHER COMMITTEES	6

ARTICLE V – OFFICERS

Section 1. OFFICERS	7
Section 2. ELECTION OF OFFICERS	7
Section 3. REMOVAL AND RESIGNATION OF OFFICERS	7
Section 4. VACANCIES IN OFFICES	7
Section 5. PRESIDENT	7

Section 6.	VICE PRESIDENT	8
Section 7.	SECRETARY	8
Section 8.	TREASURER	8
Section 9.	COMPENSATION OF OFFICERS	8

ARTICLE VI – RECORDS AND REPORTS

Section 1.	MAINTENANCE OF RECORD OF MEMBERS	9
Section 2.	MAINTENANCE OF BYLAWS	9
Section 3.	MAINTENANCE OF OTHER CORPORATE RECORDS	9
Section 4.	INSPECTION BY DIRECTORS	9
Section 5.	ANNUAL REPORT TO MEMBERS	9
Section 6.	FINANCIAL STATEMENTS	10

ARTICLE VII – GENERAL CORPORATE MATTERS

Section 1.	ANNUAL DUES OF MEMBERS	10
Section 2.	CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS	10
Section 3.	DEPOSITS	10
Section 4.	CORPORATE CONTRACTS AND INSTRUMENTS, HOW EXECUTED ...	10

ARTICLE VIII – FISCAL YEAR OF THE CORPORATION 11

CERTIFICATE OF SECRETARY 11

**BYLAWS
OF
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ARTICLE I – OFFICES

Section 1 PRINCIPAL OFFICE.

The current principal office of the Corporation in the State of California is the Creekside Community Church, 1350 Danville Boulevard, Alamo, CA 94507. The Board of Directors may, from time to time, designate a new principal business office in Contra Costa County in the State of California.

Section 2. OTHER OFFICES.

The Board of Directors may at any time establish branch or subordinate offices at any place or places in the State of California.

Section 3. MAILING ADDRESS.

The current mailing address for the Corporation is P.O. Box 156, Alamo, CA 94507. The Board of Directors may, from time to time, designate a new mailing address in Contra Costa County in the State of California.

ARTICLE II – PURPOSE; MEMBERSHIP

Section 1. PURPOSE.

The primary purpose of the Alamo Improvement Association is to:

- A.** Advance and improve the welfare of the community of Alamo,
- B.** Preserve and foster the established character and quality of Alamo as a semi-rural low density, residential area,
- C.** Study and consider the existing zoning laws and regulations governing the use and development of land in the area,
- D.** Make recommendations on land use, zoning and/or rezoning, property development, transportation, school, drainage, sanitary, utility and other infrastructure decisions within the community of Alamo, and
- E.** Work cooperatively with other associations and organizations for the preservation and enhancement of the community of Alamo.

Section 2. – MEMBERSHIP.

A. Eligibility for Membership - Membership shall include, upon acceptance of an application and payment of dues, any person residing in, owning real property in, doing business in, or otherwise having an interest in the community of Alamo.

B. Household Participation - One "Membership" shall entitle a household residing at one address to membership in the Association, and each household shall have all the rights and privileges thereof. Each membership shall be entitled to one vote.

C. Association Membership in Other Similar Organizations - The Association may, with two-thirds approval of the Board of Directors present at a duly constituted meeting, join or affiliate as a group with other groups or organizations to the extent of paying dues to such group or organization and sending a representative to meetings of such groups or organizations, providing such affiliation does not conflict with the Bylaws of this Association.

D. Definition of Member in Good Standing - A member in good standing is defined as one who is certified by the Secretary as having paid the annual household dues as covered by Article V, Section 7-C.

E. Voting Power of Members - Membership in the Alamo Improvement Association shall entitle the member only to vote each year for the members of the Board of Directors of the Association for the ensuing year.

ARTICLE III – DIRECTORS

Section 1. POWERS.

Subject to the provisions of the California Corporations Code and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by the Board of Directors.

Section 2. NUMBER OF DIRECTORS.

There shall be eleven full time members of the Board of Directors. In addition, there shall be a maximum of four alternates elected to attend Board meetings and to vote in the absence of sufficient full time members to provide eleven voting members at a Board meeting.

Section 3. ELECTION AND TERM OF OFFICE OF DIRECTORS.

Each March there shall be an election by members in good standing of the Association, of members of the Board of Directors and alternates. Candidates for election to the Board shall be selected by the Nominating/Election Committee. Members elected to the Board shall serve for a period of two years. Alternates shall serve for a period of one year.

Candidates will be elected to the Board in the order of their popular vote count. At each annual election, the number of candidates to be elected shall be eleven less the number of holdover Board members. The next four candidates in excess of the number required to bring the Board membership to eleven members shall automatically become alternate members of the Board.

In case of a tie, the director or alternates elected shall be determined by a toss of the coin. Only one member of the same household shall serve on the Board at the same time. The new Board members shall take office at the regularly scheduled Board meeting in May.

Section 4. VACANCIES; RESIGNATIONS.

A. A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event of the death, resignation or removal of any director for cause. Causes for removal shall include but not be limited to the following:

- 1) Continued willful neglect of duties.
- 2) Refusal to cooperate with other members.
- 3) Misrepresentation of the organization to outside persons.
- 4) Officers: Failure or refusal to disclose necessary information of matters of organization business, abuse of office or misuse of funds.

B. Method of Removal – Notification of the cause for removal must be given to the member in writing, at least twenty days prior to the date on which removal is to be considered so that the member may have an opportunity to present and defend his or her position. Eight of the eleven members of the Board of Directors must vote for removal for it to take effect.

C. Should a vacancy occur on the Board of Directors, alternates shall become members in the order of their popular vote and shall serve the remainder of the term of the member being replaced. If all alternates have been members, should the number of members of the Board of Directors fall below eleven, the remaining members shall make an interim appointment from within the membership of the Association. Such interim appointees shall serve only until the next annual election of Board members. At each meeting of the Board of Directors, the presiding Board member shall determine if a quorum of members is present, and if not, shall appoint one or more alternates to assume the responsibility of the number of members required to represent a quorum.

Section 5. PLACE OF MEETINGS AND BY TELEPHONE.

Regular meetings of the Board of Directors may be held at any place within Contra Costa County that has been designated from time to time by resolution of the Board. Special meetings of the Board shall be held at any place within Contra Costa County that has been designated in the notice of the meeting. Any special meeting may be held by conference telephone or similar communications equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at the meeting.

Section 6. REGULAR MEETINGS.

Regular monthly meetings of the Board of Directors shall be held on the Thursday immediately following the second Wednesday of each month at 7:00 P.M. at the principal office of the Corporation. The time and location of such regular meetings may be changed from time to time by resolution of the Board. All of the members of the Association shall be notified of the time and place of such regular meetings.

Section 7. SPECIAL MEETINGS.

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, the Vice President, the Secretary, the Treasurer or any two Directors. Notice of the time and place of special meetings shall be delivered personally or by telephone, facsimile, electronic mail or first class mail. The notice need not specify the purpose of the meeting. Notice of special meetings need not be sent to all of the members of the Association.

Section 8. QUORUM FOR MEETINGS.

A majority of six of the eleven members of the Board shall constitute a quorum. Every act or decision done or made by the majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board of Directors. A majority of directors present, whether or not constituting a quorum, may adjourn a meeting.

Section 9. CONDUCT OF MEETINGS.

The President shall act as Chairman of all meetings, if present. In the absence of the President, the Vice President, or the Secretary, or the Treasurer, in that order, shall preside. In all cases not specifically covered by the By-Laws, the meeting will be conducted in accordance with Roberts Rules of Order, except that the President shall be entitled to vote on all matters coming to a vote at the meeting.

Section 10. ACTION WITHOUT MEETING.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to that action. Such action by unanimous written consent shall have the same force and effect as a unanimous vote of the Board at a meeting duly held, and any resolution so adopted may be certified as having been adopted at a meeting of the Board of Directors held on the date of the last signature to the consent at the principal office of the Corporation. Such written consent or consents shall be filed with the Minutes of the Proceedings of the Board.

Section 11. DUTIES.

A. The Board of Directors shall be responsible for the general supervision, direction and control of the business affairs of the Association.

B. The Board members shall further the aims and goals and implement the policies of the Association, as set forth in Article II, Section 1 hereof.

C. The Board shall designate appropriate Standing Committees as may be needed.

D. The members of the Board are expected to attend all regular and special meetings. In the event that personal reasons force a member to be absent from any meeting, the member shall, if possible, notify the President or other officer in advance of such meeting.

E. The Board shall schedule a special meeting of the Board between the March and April regular meetings of the continuing and newly elected Board members to acquaint such new members with each other, the continuing members, Chairpersons of Standing Committees and to generally familiarize the new members with the functions of the Association.

Section 12. COMPENSATION OF DIRECTORS.

Directors and members of committees shall receive no compensation for their services on behalf of the Association. However, Directors and members of the committees shall be entitled to reimbursement for out-of-pocket expenses incurred in carrying out such services on behalf of the Association.

Section 13. NON-LIABILITY OF DIRECTORS AND COMMITTEES.

The directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

Section 14. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, COMMITTEE MEMBERS AND OTHER AGENTS.

The Corporation shall indemnify its directors, officers, committee members and other agents to the fullest extent permitted by the California Corporation Code. In addition, and without limiting the generality of the foregoing sentence, the Corporation shall have the power to purchase and maintain general liability and Directors and Officers insurance for the protection of the Corporation, its directors, officers, committee members and other agents, in the amounts deemed appropriate by the Board of Directors.

ARTICLE IV – COMMITTEES

Section 1. STANDING COMMITTEES.

The President shall appoint Standing Committee Chairs as may be necessary for the discharge of the Association's duties and responsibilities. The appointments shall be ratified by a majority vote of the Board of Directors. The appointed Chairs shall draw their committee members from the membership of the Association. Chairs serve until replaced by action of the Board. Committee members serve until replaced by action of their Chairs. New Standing Committees of the Association may be created at the discretion of the Board. The current Standing Committees are as follows:

A. Planning Committee.

- 1)** The Committee shall consist of seven regular members and up to three alternate members. All regular and alternate members of the Committee shall be members

of the Association. The six regular members, in addition to the Chair, as well as alternate members, shall be appointed by the Chair of the Committee.

- 2) The Committee shall review and report to the Board of Directors of the Association on all applications referred to the Association by Contra Costa County for review and consideration.

B. Agenda/Publications

C. Code Compliance

- 1) The Code Compliance Committee shall consist of a variable number of Association members according to the need as determined by the Chair.
- 2) The purpose of the Committee is to investigate and follow up on Alamo citizens complaints of violations of established zoning ordinances and, where appropriate, to relay such complaints to the Community Development Department Code Enforcement Section in Martinez.

D. Community Affairs

E. Membership

- 1) The Chair of the Membership Committee shall appoint members of the Association to serve on the Committee as deemed necessary.
- 2) The Committee shall be responsible for the solicitation and development of new members of the Association.
- 3) The Committee shall have the further responsibility of maintaining a current list of the names and addresses of all dues paying members of the Association and shall assist the Secretary of the Association with the performance of the Secretary's duties as described in Article V, Section 7-C, as set forth in these Bylaws below.

F. Transportation

G. Web Services

Section 2. OTHER COMMITTEES

A. The President shall appoint an Audit Committee of one or more directors to review the financial records of the Association to confirm the proper recording of all receipts and disbursements, including supporting documentation for all disbursements.

B. The President shall appoint a Nominating I Election Committee of five members of the Board to solicit qualified candidates for election to the Board of Directors and to be responsible for the election process.

C. The President may from time to time appoint special task committees as may be deemed necessary for the accomplishment of special projects.

D. All of such Other Committee appointments shall be ratified by a majority vote of the Board of Directors.

ARTICLE V – OFFICERS

Section 1. OFFICERS

There shall be four officers of the corporation: President, Vice President, Secretary and Treasurer.

Section 2. ELECTION OF OFFICERS

The Board of Directors shall each year elect from its members the President, Vice President, Secretary and Treasurer. Such election shall be by members of the incoming Board and shall take place in an executive session held between the first and second meeting of the Board following the annual election of Board members. The result of the election of officers by the Board shall be publicly announced at the general meeting following such election.

Section 3. REMOVAL AND RESIGNATION OF OFFICERS

A. A vacancy or vacancies among the officers shall be deemed to exist in the event of the death, resignation or removal of any officer for cause. Causes for removal shall include but not be limited to the following:

- 1) Continued willful neglect of duties.
- 2) Refusal to cooperate with other members.
- 3) Misrepresentation of the organization to outside persons.
- 4) Failure or refusal to disclose necessary information of matters of organization business, abuse of office or misuse of funds.

B. Method of removal – Notification of the cause for removal must be given to the officer in writing, at least twenty days prior to the date on which removal is to be considered so that the officer may have an opportunity to present and defend his or her position. Eight of the eleven members of the Board of Directors must vote for removal for it to take effect.

Section 4. VACANCIES IN OFFICES.

A replacement in the event of death, resignation or removal of any officer shall be elected in an executive session of the Board of Directors at the next regular meeting of the Board following such officer's death, resignation or removal.

Section 5. PRESIDENT

A The President shall preside over all meetings of the Board of Directors and general membership meetings.

B. The President or his designated representatives shall represent the Association in dealing with representatives of Contra Costa County, other organizations of citizens and homeowners, and with representatives of the press.

C. The President shall call special meetings of the Board of Directors as required. He shall also conduct telephone balloting of Board members on those matters having such urgency that the calling of a special meeting would not be feasible.

D. The President shall perform such other duties as may be assigned by the membership.

E. The President shall at all times act in good faith.

F. The President must submit all correspondence directed to him and/or the Board, whether received by mail, e-mail or verbally, to the Board.

Section 6. VICE PRESIDENT

A. The Vice President, in the absence or inability of the President to act, shall assume the duties, powers, obligations and privileges of the President.

Section 7. SECRETARY

A. The Secretary shall take down and transcribe the minutes of the meetings of the Board of Directors, and the meetings of the general membership as may be required.

B. The Secretary shall be responsible for providing Board members with copies of minutes of the previous meeting of the Board of Directors and the agenda for the next meeting at least one week prior to the next meeting.

C. The Secretary shall certify those members in good standing eligible to vote in elections and to hold office in the Association.

D. The Secretary shall keep the official records and have charge of all documents and records of the Association except those files and records maintained by the Treasurer and the Chairs of the Standing Committees.

E. The Secretary, in the absence or inability of the President or Vice President to act, shall assume the duties, powers, obligations and privileges of the President.

Section 8. TREASURER

A. The Treasurer shall collect and disburse the funds of the organization as directed by the Board of Directors.

B. The Treasurer shall maintain the financial records of the Association.

C. The Treasurer shall have the responsibility to transfer all funds not needed for current operating expenses to a proper savings or investment account.

D. The Treasurer, in the absence or inability of the President, Vice President or Secretary to act, shall assume the duties, powers, obligations and privileges of the President.

Section 9. COMPENSATION OF OFFICERS

A. The officers of the association shall not be paid a salary for the performance of their duties.

B. Expenses incurred by officers in the performance of their duties shall be reimbursed by the Association. Prior to incurring any unusual or large expenditure on behalf of the Association, officers must first obtain the approval of the Board of Directors for such expenditure.

ARTICLE VI – RECORDS AND REPORTS

Section 1. MAINTENANCE OF RECORD OF MEMBERS

The Secretary shall be responsible for the maintenance of a record of the names and addresses of all of the members of the Association.

Section 2. MAINTENANCE OF BYLAWS

A. The Bylaws of the Association may be amended at any time by a two-thirds vote of the members of the Board of Directors.

B. The Secretary shall maintain a record of the Bylaws of the Association, including any amendments thereto.

Section 3. MAINTENANCE OF OTHER CORPORATE RECORDS

A. The Treasurer shall maintain adequate books and records of account, including accounts of its business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

B. The Secretary shall maintain copies of minutes of all meetings of Board of Directors, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, the names of those present and the proceedings thereof.

C. The Secretary shall maintain records of all of the correspondence of the Association with members, representatives of Contra Costa County, other organizations and with representatives of the press.

D. The Secretary shall maintain a copy of the Articles of Incorporation of the Association, including amendments thereto.

Section 4. INSPECTION BY DIRECTORS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind.

Section 5. ANNUAL REPORT TO MEMBERS

There shall be an Annual Report to the general membership in the form of a Newsletter. The President shall report to the members on major items of interest which the Board has acted upon during the year, and Chairs of Standing Committees shall report on the specific activities of their Committees.

Section 6. FINANCIAL STATEMENTS

A. The Treasurer shall prepare annual financial statements of the Association's assets, liabilities, income and expenses each year for review by the Board of Directors.

B. Such annual financial statements shall be audited by an independent public accountant, who shall prepare an audit report to the Board of Directors.

C. The Treasurer may, at the direction of the Board, prepare interim financial reports and/or budgets for review and consideration by the Board.

ARTICLE VII – GENERAL CORPORATE MATTERS

Section 1. ANNUAL DUES OF MEMBERS

A. Membership dues shall be paid annually and shall apply to the calendar year.

B. Membership dues shall be set by a majority vote of the Board of Directors. Dues changes which are acted upon by the Board by December 31st shall take effect on January 1st of the calendar year following such action.

Section 2. CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS

Except as otherwise determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money or other evidence of indebtedness of the Association shall be signed by the Treasurer, with the further exception that such evidences of indebtedness in excess of \$ 500.00 shall be countersigned by the President.

Section 3. DEPOSITS

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may see fit.

Section 4. CORPORATE CONTRACTS AND INSTRUMENTS, HOW EXECUTED

The Board of Directors, except as otherwise provided in these By-Laws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contractor engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

ARTICLE VIII – FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December each year.

CERTIFICATE OF SECRETARY

This is to certify that the foregoing is a true and correct copy of the By-Laws of the Corporation named in the title thereto and that such By-Laws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

By: /s Stephen Goodman
Its: Secretary

Date: November 10, 2005