

**By-Laws of the Nicasio Land Owners Association
(A California Non-Profit Corporation)**

Article I

Name, Location and Seal

- A. **Name.** The name of the corporation is Nicasio Land Owners Association, Inc.
- B. **Location.** The principal place of business shall be the town of Nicasio, County of Marin, State of California.
- C. **Seal.** The corporate seal shall set forth the name of the Nicasio Land Owners Association, Inc., and shall have inscribed thereon the words "Incorporated June 27, 1961."

Article II

Board of Directors

- A. **Power of Board.** The Board of Directors shall supervise the affairs of the corporation and shall have full power to do any and all things necessary Or proper for the welfare of the corporation pursuant to the law, the Articles of Incorporation and these By-Laws.
- B. **Composition of Board.** The Board of Directors shall be composed of not fewer than eight and not more than ten persons, all of whom shall at all times be members in good standing of the corporation.
- C. **Terms of Directors.** Directors shall be elected to the Board for terms of three years each. The term of a director shall begin at the date of the annual membership meeting at which he or she was elected. Directors shall be limited to two consecutive terms.
- D. **Meetings.** The Board of Directors shall hold at least four meetings per year, one of which shall be an annual meeting of the Board. Special meetings may be called on order of the President or upon petition of any three members of the Board. A majority of the Board shall constitute a quorum for the transaction of business.
- E. **Vacancies.** Any vacancies that may occur in the Board of Directors prior to the expiration of their respective terms shall be filled by vote of the remaining members of the Board, and the person or persons elected to fill such vacancy shall serve only until the next following annual meeting of the corporation.
- F. **Removal.** Any director or directors may be removed by the membership for cause at any regular or special meeting of the membership
- G. **Indemnification.** The corporation shall indemnify any officer, member

of the Board of Directors, member of the Design Review Committee, or member of any other committee prescribed by the Board of Directors against any expenses, judgments, fines, settlements and other amounts, including defense costs, actually and reasonably incurred in connection with the defense of any claim or action based on the alleged acts or omissions of such officer, director or member taken in the name of or on behalf of the corporation. This indemnification shall apply only if such officer, director or member acted in good faith and in a manner believed by him or her to be in the best interests of the corporation and/ or committees and with such care, including reasonable inquiry, as an ordinarily prudent person in like position would use under similar circumstances. This indemnification is limited as provided by law. The corporation shall at all times maintain an appropriate insurance policy, providing coverage in an amount of not less than \$1,000,000 per occurrence, for the foregoing indemnification of its officers, directors and members, or in the alternative, ensure that comparable protection and indemnification benefits are provided by another source, such as the County of Marin.

Article III

Nomination and Election of Directors

A. **Nomination.** The directors shall be elected at the annual membership meeting of the corporation. A nomination committee, which shall be appointed by the President at least one month before the membership meeting, shall present at said meeting a slate of candidates in nomination. Any member present at said meeting may make additional nominations.

B. **Voting.** At the annual membership meeting and at any other meeting of the corporation, each member in good standing shall be entitled to one vote. Persons entitled to vote may cast said votes either in person or by proxies, provided that all proxies must be in writing and delivered to the Secretary of the corporation either at the time of the meeting at which said proxy is to be used or prior thereto.

Article IV

Officers

A. **Officers.** From among their number, the Board of Directors shall elect a President, a Vice-President, a Secretary, and a Treasurer. This election shall be held within one month of the annual membership meeting of the corporation, at the first meeting of the Board following said membership meeting. The term of office shall be one year. No director shall hold the same office for more than two consecutive terms.

B. **President.** The President shall preside over all meetings of the members and of the Board of Directors and shall have a right to vote as any other member at said meetings. The President shall appoint such committees of the Board of Directors as he or she may deem appropriate and, subject to the approval of the Board of Directors, prescribe their duties. The President shall have such other powers and perform such other duties as may be provided by the Board of Directors. If the outgoing president's² term as president and three year term as a director expire simultaneously, the past president will continue to serve as an advisor to the Board for one year beyond the expiration of his or her term as president.

C. **Vice-President.** The Vice-President shall take the place of and perform the duties of the President whenever the President is not present or is unable to act. If neither the President nor Vice-President is able to act, the Board of Directors shall appoint some other member of the Board to do so.

D. **Secretary.** The Secretary shall keep full records of the meetings and proceedings of the membership of the corporation and of the Board of Directors. The Secretary shall serve all notices required either by law or by the Articles or By-Laws of the corporation and, in case of his or her absence, inability, refusal, or neglect to do so, then such notices may be served by any person directed to do so by the President of the corporation. The Secretary shall have custody of the corporate seal of the corporation, and shall do and discharge such other duties as pertain to the office and as may be prescribed by the Board of Directors.

E. **Treasurer.** The Treasurer shall receive and keep all of the funds of the corporation and pay them out as may be directed by the Board of Directors. The Treasurer shall assist in collecting dues, if any, from members of the corporation and deposit the same as may be designated by the Board of Directors. In the event of collection of dues, the Treasurer shall keep a full record of the names and address of the members and proper books of account showing the dues record of each member. The Treasurer shall keep accurate books of account of all moneys received and expended.

Article V **Annual Meeting**

There shall be an annual meeting of the corporation held between the first of May and the thirtieth of June each year, on a day and at such a place and times as the Board shall designate, at which the preceding year's activity shall be reviewed and any and all necessary business transacted and directors nominated and elected. Written notices of the place of said meeting and written notices of any other membership meetings shall be mailed/mailed to each member at his or her address as registered on the books of the corporation or by a notice delivered to such a member personally at least seven days prior to said meeting. Upon written and signed petition of fifteen members presented to the Secretary, the Secretary shall, within ten days after receipt of said petition, call a special meeting with notices to be sent as set forth above.

Article VI **Membership and Dues**

A. A member of the corporation is a person who owns an Interest in real property in Nicasio, as defined by the boundaries of the Nicasio School District. A "member in good standing" is one who has paid dues for the current year. A member in good standing is entitled to one vote regardless of the number of acres or parcels he or she may own. A parcel with multiple owners is entitled to one membership and one vote. Multiple owners of a single parcel may determine how to cast their single vote. A corporation or trust that owns land in Nicasio will be considered one member and entitled to one vote,₃ to be cast as the corporation or trust determines.

B. Persons who do not own property in Nicasio may become associate members upon application to the corporation and shall have all privileges of membership except that they shall have no voting rights.

C. Dues for members and associated members become due and payable as of January 1 of each year. The amount of annual dues payable by each member household shall be set by the Board and may be changed from time to time as the Board may deem necessary and appropriate. The amount of dues set by the Board is subject to confirmation by vote at the annual membership meeting. Any person delinquent in dues for more than ninety days may be suspended from membership by the Board of Directors.

Article VII **Committees**

A. There shall be the following standing committee: Design Review Committee. There shall be other committees as may from time to time be prescribed by the membership of the Board of Directors.

B. The members of the committees shall be appointed by the Board of Directors. Where vacancies occur, the President may appoint a replacement who will serve until the next meeting of the Board of Directors and the appointment of the successor.

C. Each committee shall select its own chairperson or chairpersons from the membership of the committee. The Design Review Committee shall annually elect one of its members to attend meetings of the Board as a representative of the committee, serving the Board in an advisory capacity.

D. The standing committee shall perform the duties prescribed by the Nicasio Valley Community Plan and such further duties as the Board of Directors may prescribe to carry out all the objectives of such Plan, the Marin County-wide Plan, and all applicable County or Community design guidelines and regulations.

E. The Design Review Committee will establish its own operating procedures subject to the approval of the Board of Directors.

F. Simultaneous service on the Design Review Committee by a member of the Nicasio Land Owners Association Board of Directors shall be permitted but limited to a single Director serving on the Design Review Committee per year.

Article VIII **Amendment**

These By-Laws may be amended at a meeting of the NLOA where a quorum is present, either in person or by proxy, and where a majority vote in favor of the proposed amendment to the by-laws. Prior to a special meeting calling for a vote on proposed amendments, a copy of the proposed amendment or amendments shall be posted at the Nicasio Post Office and at least ten days prior to the meeting notice that the proposed amendment is available for review has been mailed/mailed to each member of the corporation at his or her address on the books of the corporation. At the request of any member copies of the proposed amendment will be mailed/mailed to them.