

# BYLAWS of Bolas Community, Inc.

Amended and Adopted on July 31, 2020

## ARTICLE I OFFICES

**Section 1. Offices:** The principle office for the transaction of the business of the corporation is hereby fixed and located at Bolas, County of Marin, State of California. Other subordinate offices may be established by the board of directors.

## ARTICLE II MEETINGS OF MEMBERS

**Section 1. Membership in the Corporation:** Membership in the corporation shall be limited to those individuals who have paid the annual membership dues as set by the Board of Directors and are over the age of eighteen years and who are one of the following: (i) property owners in the town of Bolas;; or (ii) residents of the town of Bolas; or (iii) such others as may be admitted to membership upon application by the Board of Directors. There shall be no liability on the part of any member for debts of Directors. There shall be no liability on the part of any member for debts of the corporation or liability incurred on behalf of the corporation by any of its attorneys, agents, servants or employees.

**Section 2. Place of meetings:** An annual meeting of members shall be held at the principal office of the corporation, and all other meetings of members shall be held either at the principal office or at any other place within Bolas which may be designated by the board of directors.

**Section 3. Annual Meeting:** An annual meeting of members shall be held as determined by the directors. At such meetings directors shall be elected, reports of affairs of the corporation shall be considered, and any other business may be transacted which is within the powers of the members. Written notice of each annual meeting shall be given to each member entitled to vote, either personally or by mail or other means of written communication, including e-mail or other electronic communication, charges prepaid, addressed to such member at their address appearing on the books of the corporation or given by them to the corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given if sent by e-mail or if published at least once in the Hearsay News. All such notices shall be sent to each member entitled thereto not less than ten days before each annual meeting, and shall specify the place, the day, and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute.

**Section 4. Special Meetings:** Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the president or by the board of directors. Except in

special cases where other express provision is made by statute, notice of such special meeting shall be given in the same manner as for annual meetings of members. Notice of any special meeting shall specify, in addition to the place, day, and hour of such meeting, the general nature of the business to be transacted.

**Section 5. Voting:** Only members in good standing for thirty days prior to any meeting shall be entitled to vote at such meeting. Only members physically present at a meeting may cast a vote at that meeting. Votes may not be cast in real time by e-mail, text, phone or proxy.

**Section 6. Absentee Votes Permitted for Election of Directors:** A member in good standing for thirty days prior to the meeting to elect directors shall be permitted to vote for directors by obtaining an absentee ballot from the Board and returning (personally delivered, by mail, e-mail, dropped off at the BCC office or other means) their completed ballot to the Board prior to the start of the meeting to elect directors.

**Section 7. Nominating Directors:** Any member may nominate any member (including themselves) to any elected position.

### ARTICLE III DIRECTORS

**Section 1. Powers:** Subject to limitations of the articles of incorporation, of the bylaws, and of the California General Corporation Law as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the board of directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, and be restricted, to-wit:

1. To select, define the powers of, set compensation for, and remove, all the other officers, agents and employees of the corporation.
2. To conduct, manage and control the affairs and business of the corporation. To adopt rules and regulations.
3. To designate the principal office for the transaction of the business of the corporation and any meeting place, within Bolinas, for the business of the corporation.
4. To prescribe the amount of dues for each member.
5. To borrow money and incur indebtedness for the purposes of the corporation.
6. To appoint an executive committee and other committees and to delegate to the executive committee any of the powers and authority of the board in the



management of the business and affairs of the corporation, except the power to adopt, amend or repeal bylaws. The executive committee shall be composed of the four officers of the Board of Directors: President, Vice President, Secretary and Treasurer.

7. The directors shall not sell that real property located at 14 Wharf Road, Bolinas, California, without the consent of a majority of the members of the corporation. The directors may purchase, sell or otherwise transfer title to any other real property.
8. The directors shall not obligate the corporation for any one obligation in excess of twenty-five thousand dollars without the consent of a majority of the members present at a meeting where the noticed agenda stated that an excessive obligation will be voted on by the members for approval.

**Section 2. Number of Directors:** The authorized number of directors of the corporation shall be no fewer than five and no more than twenty-five.

**Section 3. Staggered Elections and Terms of Office:** Each director shall serve a term of two years. One half of the directors shall be elected at the annual meeting in years ending in an even number. The other half of the directors shall be elected at the annual meeting in years ending in an odd number. All directors shall hold office until their respective successors are elected.

**Section 4. Vacancies:** Vacancies in the board of directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until their successor is elected at an annual or a special meeting of the members. A vacancy or vacancies in the board of directors shall be deemed to exist in the case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the members fail at any annual or special meeting of the members at which any director or directors are elected to elect the full authorized number of directors to be voted for at that meeting. A director may be removed if he or she is absent from three consecutive meetings without excuse. Exceptions may be made by a majority vote of the directors. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of their term of office.

**Section 5. Place of Meeting:** Regular meeting of the board of directors shall be held at the Bolinas Community Center. Special meetings of the board may be held either at a place so designated or at the Community Center.

**Section 6. Other Regular Meetings:** The Board may meet monthly or as it deems fit.

**Section 7. Special Meetings:** Special meetings of the board of directors for any purpose or purposes shall be called at any time by the president, or, if he or she is absent or unable or refuses to act, by any vice president or by both the Treasurer and Secretary. Written notice of the time and place of special meetings shall be delivered to each director or sent by mail or e-mail to

each director at least seventy-two hours prior to the time of the holding of such meeting.

**Section 8. Notice of adjournment:** Notice of the time and place of holding an adjourned meeting must be given to absent directors if the time and place of such meeting be fixed at the meeting adjourned.

**Section 9. Quorum:** Seven of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors.

**Section 10. Fees and Compensation:** Directors shall not receive any stated salary for their services as directors, but, by resolution of the board, a fixed fee, with or without expenses of attendance, may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise and receiving compensation therefore.

**Section 11. Indemnification of Directors and Officers:** Each director and officer, whether or not then in office, shall be indemnified by the corporation against all liabilities, costs and expenses reasonably incurred by or imposed upon them in connection with or arising out of any action, suit, or proceeding in which they may be involved or to which they may be a party by reason of their being or having been a director or officer of the corporation, such expenses to include cost of reasonable settlements (other than amounts paid to the corporation itself) made with a view to curtailment of costs of litigation. The corporation shall not, however, indemnify such director or officer with respect to matters as to which they shall be finally adjudged in any such action, suit, or proceeding to have been derelict in the performance of their duty as such director or officer, nor in respect of any matter on which any settlement or compromise is affected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such litigation to a final conclusion; and in no event shall anything herein contained be so construed as to authorize the corporation to indemnify any such director or officer against an liability or expense by reason of any act known by such director or officer at the time of doing it to be unlawful nor against any liability or expense by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of their office. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

#### ARTICLE IV OFFICERS

**Section 1. Officers:** The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The officers may appoint subordinate officers as they see fit.

**Section 2. Election:** The officers shall be chosen annually by the board of directors.



**Section 3. Removal:** Any officer may be removed, either with or without cause, by a vote of the majority of the directors present at a noticed meeting where the agenda included removal as an actionable item.

**Section 4. Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by vote of the board of directors.

**Section 5. President:** The president shall be a member of the board of directors. They shall preside at all meetings of the members and at all meetings of the board of directors. They shall be, by virtue of being the President, a member of all the standing committees, including the executive committee, and shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

**Section 6. Vice President:** In the absence or disability of the president, the vice president shall act as the President. If more than one vice president, then they shall serve in order of rank as determined by the board of directors.

**Section 7. Secretary:** The secretary shall keep, or cause to be kept, minutes of all meetings of directors and members at the principal office, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings. The secretary shall keep, or cause to be kept, a membership register showing the names of the members and their addresses. The secretary shall give notice of all meetings.

**Section 8. Treasurer:** The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares, if any. The books of account shall at all reasonable times be open to inspection by any director. The treasurer cause to be deposited all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the board of directors. They shall render to the president and directors, whenever they request it, the financial condition of the corporation.

## ARTICLE V MISCELLANEOUS

**Section 1. Inspection of Corporate Records:** Any member may inspect the corporate records at any reasonable time so long as the inspection is for a purpose reasonably related to their membership. The requesting member must make a request to the appropriate officer. The requesting member shall be allowed to make copies of records.

**Section 2. Annual Report:** The board of directors may deliver an annual report.

**Section 3. Authorization to Enter Contracts:** The board of directors may authorize any member to enter into contracts on behalf of the corporation. Unless explicitly authorized, no member shall have the authority to enter into any contract or do business on behalf of the corporation.

**Section 4. Inspection of Bylaws:** the corporation shall keep in its principal office for the transaction of business the original or a copy of the bylaws as amended or otherwise altered to date, which shall be open to inspection by the members at all reasonable times as set forth in Section 1, above.

**Section 5. Annual Dues or Membership Fee:** The annual dues or membership fee of the corporation shall be such amount as determined by the board of directors.

**Section 6. Power to Expel:** The board of directors shall have the power to expel any member upon good cause being shown and the decision of the board in this regard is final.

## ARTICLE VI AMENDMENTS

**Section 1. Power of Directors:** The directors may adopt, amend or repeal the bylaws by a majority vote of the directors at a noticed meeting to all members of the corporation and directors at least 30 days prior to the meeting where the agenda states that action will be taken for that purpose.

**Section 2. Power of Members:** The members may adopt, amend or repeal the bylaws as follows: 1) If more than 50% of all members in good standing propose to adopt, amend or repeal the bylaws by assenting to a petition (assent may be by written signature, e-mail, letter, or other sufficient means of communication) and submit that petition to the board of directors, then 2) the board of directors will agendize that proposal for action at the next regular meeting; and 3) a majority vote of the members in good standing and present at that meeting will be sufficient to adopt, amend or repeal the bylaws.

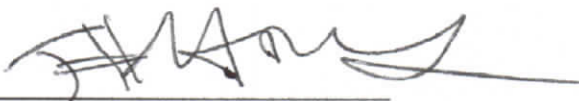
WHEREAS, Article VI, Section 2, of the Bylaws of Bolinas Community Inc., adopted 1951, provides that the board of directors of Bolinas Community Inc. shall have the authority to adopt, amend and repeal the Bylaws; and

WHEREAS, the board of directors has amended the Bylaws as set forth in the six-page document dated July 31, 2020, which are attached and precede this signature page; and

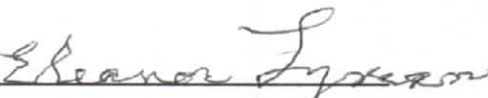
WHEREAS, the board of directors has voted to adopt the amended Bylaws dated July 31, 2020;

NOW THEREFORE, the Bolinas Community Inc. hereby adopts Bylaws as amended on July

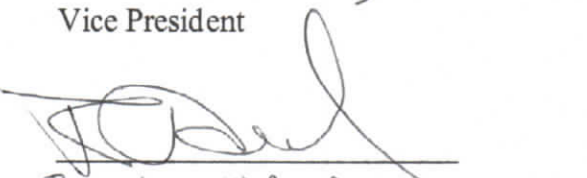
\_\_\_\_, 2020, effective immediately.

Signature:   
Name: JEFF MANSON  
Title: President

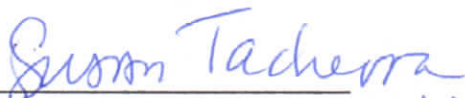
Dated: July 31, 2020

Signature:   
Name: Eleanor Lyman  
Title: Vice President

Dated: July 31, 2020

Signature:   
Name: RANDI PYHR-ARNOLD  
Title: Secretary

Dated: July 31, 2020

Signature:   
Name: SUSAN TACHERRA  
Title: Treasurer

Dated: July 31, 2020