

Ponderosa Property Owners Association By-Laws

(Note: this document is referred to as the “Redline” and/or “strikethrough” version. It contains the original language in “Black” print. Proposed changes to the original appear either in “red” or “blue”.

ARTICLE I – NAME AND PURPOSE:

This non-profit corporation shall be known as PONDEROSA PROPERTY OWNERS ASSOCIATION and shall have as its specific and primary purpose, the promotion of the welfare and enjoyment of the property owners of Tracts 391, 404, 423, 502, 638, and 652 of the Ponderosa Subdivision, Tulare County, California, and adjacent areas thereto (with the exception of federal/state property).

In carrying out its purpose the Association will seek opportunities to educate our members, promote and fund charitable causes, assist in scientific purposes that further our community and its surroundings, and make distributions to organizations that qualify as exempt organizations as described under Section 501(c)(3).

ARTICLE II – MEMBERSHIP AND DUES:

Membership is restricted to owners of lots in Tracts 391, 404, 423, 502, 638, and 652 of the Ponderosa Subdivision, Tulare County, California. Additional memberships shall be available to property owners in adjacent areas as the Board of Directors shall from time to time decide.

Each member shall pay annual dues and such other amounts as the Board of Directors may from time to time decide. The Board of Directors shall have the right to determine the amount of the dues according to the numbers of lots or parcels owned by each member and whether such properties contain dwellings thereto.

The dues of the Association will be payable on or before ~~September-January~~ 1 of each year, regardless of the date of the initiation of membership.

Membership shall commence as of the date of receipt of membership dues and shall continue until the property of the member is sold, resignation of the member, or delinquency in payment of any dues for more than sixty days.

Membership may be terminated at any time for activities contravening the best interests of the Association, if so determined by two-thirds of the members present at a meeting called for this purpose or at any other regular meeting of the membership of the Association.

ARTICLE III – DENIAL OF RIGHT, TITLE OR INTEREST IN PROPERTIES:

Membership in the Association shall not vest in or give to any individual any right, title, or interest of any nature whatsoever in or to any asset or property of the Association, whether real, personal, tangible or intangible, and such property shall be vested solely and entirely in the Association.

ARTICLE IV – GOVERNMENT:

The government of the Association shall be vested in and the affairs of the Association shall be conducted by a Board of Directors, hereinafter referred to as the “Board.”

The Board shall consist of a minimum of seven members, elected at the annual September meeting of members and shall serve for a term of two years, except that three of the first members of the Board of Directors shall serve for only one year. Succeeding elections will alternately select three or four new Board members for periods of two years so that each Board member serves for two years. Any vacancy during the year shall be filled by a majority vote of the remaining Directors even though less than a quorum or by a sole remaining Director, and each Director so elected shall hold office until his successor is elected at the annual meeting.

A quorum of the Board of Directors shall consist of a majority of the members of the Board.

Every act or decision done or made by the majority of the Board of Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of decision of the Association and shall be binding on the Association as a whole, provided that such act or decision is done in accordance with the procedures and conditions set forth herein and is not specifically prohibited by these By-laws or the Articles of Incorporation and provided, further, that in no event shall the Board of Directors contract an obligation exceeding the amount of the funds in the Association’s depositories at that time without approval of a majority vote of the general membership ~~in~~ present at a meeting as called for by these By-laws. A Board Member and/or any member of the Association may attend a meeting telephonically or by video conference and in doing so is considered present at the meeting.

The Board of Directors shall meet annually, at the general meeting in May and July and following the annual meeting of the membership in September and on such other occasions as may be determined by the President or majority vote of the Board of Directors.

Written notice of all regular and special meetings shall be given to each member of the Board of Directors at least three days in advance of the date of the meeting and shall ~~be~~ set forth the time and place of such meeting and the general nature of the business to be transacted, unless such notice is waived by such Board members.

Email is considered written notice and may be substituted for a written correspondence sent by US Mail. Board Meetings will be announced in the Association Newsletter when possible. If a Board member does not have email, then a phone call will suffice.

Membership in the Board of Directors is restricted to membership in the Ponderosa Property Owners Association and such membership on the Board of Directors shall terminate at the same time and for the same reasons as termination of membership in the Association. In addition to such reasons, membership on the Board of Directors may be terminated if the member fails to make payments of dues, otherwise payable to the Association within one month after taking office or in the event that a Board member has been absent for three consecutive meetings of the Board without being excused or adequate reason given therefore.

Generally, decisions made by the Board of Directors shall be made at a regularly scheduled meeting or a special meeting called in accordance with the By-Laws except as specified in Article VII.

ARTICLE V – OFFICERS:

The officers of the Association shall serve for a term on one year or for such lesser time as is provided for termination of membership in the board of Directors. The officers and their duties are as follows:

President – The President shall be the chief executive officer of the Association and shall, subject of the control of the Board of Directors, have the general supervision, direction and control of the business and affairs of the Association and shall act as the presiding officer at all meetings. ~~He~~He/she shall have the general powers and duties of management usually vested in the office of the president of a property owners association except where such powers or duties are specifically vested in another officer herein; and shall have such other powers and duties as may be prescribed by the Board of Directors and these By-laws.

Vice President – The Vice President shall, in the absence of the President perform all the duties of the President and when so acting shall have all the powers of and may be subject to all the restrictions upon the President. The Vice President shall have such other powers and shall perform such other duties as may be prescribed by the Board of Directors and these By-laws. In case of a vacancy in the office of President, the Vice-President shall automatically succeed to that office and shall serve the remainder of the un-expired term. In the absence of the President and Vice President, the duties of such offices shall devolve upon the Directors in such order as the hereinafter officers or chairmen appear hereunder.

Treasurer – The Treasurer shall be responsible for all disbursements of the Association as are approved by the Board and shall keep financial accounts of the business of the Association and render a written statement at each meeting of the Board of Directors. All of the funds of the Association shall be placed in a depository selected by the Board and funds may be withdrawn therefrom upon the signature of the Treasurer ~~and/or~~ the President. In the event of the unavailability of either President or Treasurer, the Vice President and/or Secretary shall have the authority to co-sign. At its discretion the Board may appoint a Chief Financial Officer (CFO) and if so appointed the CFO may also be granted signature authority as approved if the Board.

Secretary – The Secretary of the Association shall have responsibility for all correspondence, notification of Board meetings, and recording of minutes of all Board meetings and meetings of the membership and shall notify all members of the annual and any special meetings of the membership.

ARTICLE VI – COMMITTEES:

The President shall form special committees as may be required and shall appoint members thereto ~~in~~to serve until the annual meeting. The Chairman of each special committee and the members thereof are subject to approval by the Board of Directors.

Membership in such committees is not limited to membership in the Association and may be terminated at any time by either the President or the Board of Directors.

ARTICLE VII – MEETINGS AND ELECTIONS:

There shall be an annual meeting of the members of the association in September and at least two general meetings to be held in May and July of each year, the time and place to be determined by the Board of Directors. Special meetings of the membership may be held at such other times and places as the Board of Directors shall decide. All meetings of the membership shall be pursuant to written notice, specifying time, place, and purpose of the meeting, at least ~~thirty~~thirty-five days prior to such date.

Prior to the annual meeting of the members, the Board shall select a nominating committee, consisting of three members of the Association ~~at large, and preferably~~ who are neither members of the Board of

Directors, nor members of any Board member's family. Such nominating committee shall select a slate of candidates at least equal in number to the vacancies anticipated at the time of the annual meeting. Such slate is to be presented at the annual meeting and may be supplemented by nominations made from the floor from among members of the Association, so long as such candidate has evidenced ~~his~~their approval thereto. ~~Nominating committee shall present names of candidates at the July general meeting. Subsequently names of all candidates shall be mailed to each member on a ballot, which must be returned prior to annual general meeting in September. No ballots shall be accepted other than legally mailed ballots. The candidates receiving the highest number of votes shall be appointed to fill such vacancies.~~

~~Once the slate is finalized at the annual meeting an election will be conducted by a vote of eligible members present at the annual meeting. Immediately after such election or as early as feasible thereafter, the new Board shall meet for the purpose of selecting among their members the officers of the Association.~~

~~Votes by Eligible Members: From time to time a vote of the eligible membership may be required at a meeting called or announced for a specific purpose. At such meetings, the vote will be decided by the majority vote of the members present at the meeting (except as provided in Article X). A quorum of the members at a meeting of the Association or when a membership vote is taken shall consist of ten percent of the membership. Such meetings could include amendments to by-laws and other matters the Board presents to the entire membership for a vote.~~

~~Eligible Members: Eligible members are dues paying members of the association, including Board Members and shall be restricted. Voting by the members shall be restricted~~ to one vote per member. No property owner may have more than one membership per family, regardless of the numbers of lots or parcels owned by the family or the number of members of such family.

ARTICLE VIII: Administrative Action by the Board

~~The Board may establish administrative procedures, actions, and policies that are not specifically covered and/or prohibited by the By-Laws. These policies and procedures will be maintained by the Association Secretary, and when developed must be approved by the Board and published with the minutes from the Board meeting.~~

~~Newsletter: The Board at its discretion may cause to be published a newsletter. Its publication date(s), content, restrictions, and other necessary policy will be developed and approved by the Board.~~

~~Email Approval of Emergent or Urgent Issues: The Board via email may approve by a majority vote of the Board any emergent or urgent issues without waiting for the next PPOA Board meeting as specified in the Board Policy on this matter. Generally, only the President of the Board may authorize an email vote and a majority of the Board must vote yes before the issue can be approved via email. Email votes must be recorded in the minutes of the next Board Meeting, and such decisions must be announced at that meeting. Such items may be placed on the next Board meeting agenda as a "consent item". If a Board member does not have access to email, a phone call and voice vote will carry the same effect as an email vote.~~

~~The Board of Directors may temporarily waive requirements of the By-Laws if the majority of Board members determine that the requirements cannot be met. Amendments to the By-Laws must be made in accordance to the requirements of the By-laws.~~

ARTICLE ~~VIII~~IX – PARLIAMENTARY PROCEDURE

The rules contained in Robert's Rules of Order, Revised Edition, ~~shall~~will generally govern all meetings of the Association and of the Board of Directors, except when such rules are inconsistent with these By-laws or Articles of Incorporation.

ARTICLE ~~IX~~X – AMENDMENTS:

The By-laws of the Association and its Articles of Incorporation may be amended only by decision of the membership of the Association. Any proposed amendment to the By-laws or the Articles must be pursuant to written notice to the members at least thirty days prior to the annual meeting or a special meeting called for such purpose. A vote of two-thirds of ~~the quorum~~ the eligible members attending the meeting shall be necessary to amend the Articles of Incorporation or the By-laws. ~~Members may also vote in writing by the member notifying the Secretary of their vote(s) in advance of the meeting.~~

~~ARTICLE IX – AMENDMENTS:~~

~~The By laws of the Association and its Articles of Incorporation may be amended only by decision of the membership of the Association. Any proposed amendment to the By laws or the Articles must be pursuant to written notice to the members at least thirty days prior to the annual meeting or a special meeting called for such purpose. A vote of two thirds of the quorum shall be necessary to amend the Articles of Incorporation or the By laws.~~

ARTICLE XI – FIRE BRIGADE

~~At the discretion of the Board of Directors the Association may supply to the Ponderosa community the service of an all volunteer fire brigade known as the “Ponderosa Fire Brigade”, for the purpose of fire suppression, rescue, and emergency medical aid within the community and for all its benefit and safety. (Note: the Fire Brigade was first authorized in the “Restated Articles of Incorporation Dated July 9, 2007 Secretary of State of California No. A0664609). The Fire Chief will promulgate policy that defines duties, coverage, conduct, training, necessary equipment and other content for the best operation of the Brigade. These policies shall require approval of the Board of Directors.~~

~~The Fire Chief will be selected and appointed by the Board of Directors.~~

By action of the Board of Directors the Ponderosa Fire Brigade was separated from the PPOA in 2020, and the PPOA no longer has any interest in the Fire Brigade, it is a separate corporation and stands alone. Nothing in these Bylaws prohibits the PPOA forming a fire brigade at a future date.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being all of the members of the PONDEROSA PROPERTY OWNERS ASSOCIATION Board of Directors, approved the foregoing amended By-laws and are submitting these By-laws to a vote of the membership.

IN WITNESS WHEREOF, we have hereunder set our hands this ~~30th day of June 2001 (***)~~

XXXXXX President

XXXXXX, Vice President

XXXXXXXXX Treasurer

XXXXXX, Secretary

XXXXXX, Director

XXXXXX, Director

XXXXXXXX, Director

THIS IS TO CERTIFY:

That I am the duly qualified and acting as Secretary of PONDEROSA PROPERTY OWNERS ASSOCIATION and that the above and foregoing amended set of By-laws was approved by the Board of Directors ~~June 30, 2001; (Date***)~~ submitted to all the members of the Ponderosa Property Owners Association by mail in ~~August 2000 (Date***)~~; and ratified by the property owners at the general meeting held ~~September 1, 2001 (Date***)~~, having been approved by a majority vote of the Association members.

IN WITNESS WHEREOF, I have hereunto set my hand this ~~1st day of September, 2001 (***)~~.

XXXXXXXX, Secretary