

Bylaws of the Kings Mountain Association, Inc.

ARTICLE I. NAME

■ This organization shall be known as the Kings Mountain Association, Inc.

ARTICLE II. PRINCIPAL OFFICE

Section 1. The principal office of the Association for the transaction of its business is located at the Kings Mountain Firehouse and Community Center at 13889 Skyline Blvd., Woodside, San Mateo County, California. (Note: The mailing address is 13883 Skyline Blvd.)

Section 2. The Association may relocate its principal office only after approval of a majority of the Regular Members of the Association present at the annual meeting.

ARTICLE III. PURPOSE

The Kings Mountain Association, Inc. is organized for the purpose of protecting, improving and enhancing the community; for organizing projects of benefit to the community; for holding special activities whereby members of the Association may become acquainted with each other and the organizations in the community; and for providing a forum for representation of community positions.

ARTICLE IV. MEMBERSHIP

Section 1. There shall be two (2) classes of membership as follows: Regular Members and Associate Members. Regular Members only shall have voting rights and the right to hold office in the Association, and the voting rights of each member of such class shall be equal. In all other respects, the rights, interests, and privileges of all members, regardless of class, shall be equal.

Section 2. **Regular Membership.** Any person, over the age of 18, who is a resident or property owner in the Kings Mountain area, is eligible for regular membership in the Association. The Kings Mountain Association Inc. Membership area is defined on the Map attached hereto as EXHIBIT "A" and incorporated herein by this reference.

Section 3. **Associate Members.** Associate membership is open to any interested person not qualified nor desirous of Regular membership.

Section 4. Membership in the Association shall be granted upon submission of an application for membership, together with the current year's dues, to the Treasurer of the Association.

Section 5. The Association shall keep a membership database containing the name, address, telephone and email address (if applicable) of each household and member. Upon

receipt of an application for membership with current dues, the Treasurer shall enter the applicant's name to be entered in the membership database. The database shall be available for inspection by any Director or Officer; however, no Director or Officer shall circulate copies of the database outside the Association, except if otherwise granted permission by the member.

(For example: to verify membership in order for the member to be eligible for a propane discount.)

The termination of membership of any member as hereinafter provided shall be recorded in the database, together with the manner of termination and the date on which such membership ceased.

Section 6. All members shall pay annual dues in such amount as shall be determined from time to time by resolution of the Governing Board. The annual dues period shall be for the twelve (12) month period from January 1, to December 31.

Section 7. Dues paid to the Association become the property of the Association and shall not be refundable.

Section 8. Membership in the Association shall be non-assessable.

Section 9. The membership of any member of the Association shall automatically terminate (1) on their written request for such termination received by the President or Secretary of the Association personally or by the United States mail; or (2) upon death; or (3) for nonpayment of the annual dues when they become due.

Section 10. All rights and interests of a member in the Association shall cease upon termination of membership.

Section 11. The Governing Board is authorized to censure publicly any member for any willful failure or refusal to abide by the Bylaws or Rules of this Association.

Section 12. Membership in this Association is non-transferable and non-assignable.

Section 13. A member shall have the right, upon written demand, for a purpose reasonably related to their interests as a member, to inspect relevant records (not to include personal information of members) of the Association at any reasonable time.

ARTICLE V. MEETINGS OF MEMBERS

Section 1. Meetings of members shall be held at the principal office of the Association or at such other place as may be designated from time to time by the Governing Board.

Section 2. In addition to all other membership meetings, the members shall meet on the first Saturday in May at which time Directors of the Association shall be elected.

Section 3. Special meetings of the members shall be called by the Secretary of the Association, at the order of the President, or any Director of the Association, or upon presentation of a petition signed by not less than twenty (20) voting members of the Association. Said meeting shall be held at a time not more than 45 days, nor less than 15 days from the call for a meeting, at such time and place as may be ordered by resolution of the Governing Board.

Section 4. Written notice of the time of a meeting of the members shall be published in the issue of the community newsletter called the ECHO, delivered no less than fourteen (14) days before the meeting, and also published on other community communication devices (such as The Kings Mountain Community Groups.IO and Kings Mountain Online) that may be in viable operation at the time. In the event the ECHO is not to be published in time to give effective notice, then written notice shall be delivered personally to each voting member or sent to the member by the United States Mail, postage prepaid, or by email; and also listed on the community communication devices referenced above, at least seven (7) days prior to such meeting. If notice is sent by US mail or by email, the notice shall be addressed to the member at their address or email address as shown on the books of the Association and shall be deemed given at the time it is deposited in the mail.

Section 5. Notice of meetings shall specify the place, the day, and the hour of the meeting and the general nature of the business to be transacted.

Section 6. A quorum at a meeting of the members shall consist of 5 Regular Members.

Section 7. A Regular Member must be present at a meeting of members in order to cast a vote, except as provided in Article VI, Section 5.

Section 8. In the absence of a quorum, no business shall be transacted and the only motion, which the chair shall entertain, is a motion to adjourn.

Section 9. The Regular Members present at a duly called meeting of members, at which a quorum is present at the commencement of the meeting, may continue to do business until adjournment, notwithstanding the withdrawal of enough Regular Members to leave less than a quorum.

Section 10. Voting shall be by raised hand, provided, however, that election of Directors shall be by written ballot. Regular Members shall not be permitted to vote or act by proxy, and cumulative voting shall not be authorized. In the event of a dispute of the right to vote, the Secretary shall conduct a roll call of regular members and tally the entry of those votes.

Section 11. All meetings of members shall be governed by Robert's Rules of Order insofar as such rules are not inconsistent with or in conflict with these Bylaws or with the law.

ARTICLE VI. GOVERNING BOARD

Section 1. The Governing Board of the Association, which, under these Bylaws is a total of seven (7) to ten (10) members, subject to the restriction contained in Article VII, Section 2.

Section 2. It shall be the duty of the Governing Board:

- (a) To perform any and all duties imposed on them by these Bylaws and supervise all officers, agents and employees of this Association to assure that their duties are properly performed.
- (b) To set annual dues to be paid for membership in the Association.
- (c) To register their names and addresses with the Secretary, and notices of meetings sent or delivered to those addresses shall be valid notices thereof.

Section 3. The Governing Board shall meet once a month, or periodically as necessary, the time and place of such meeting shall be set at the first meeting of the Governing Board after the annual meeting of members on the first Saturday in May. A special meeting of the Governing Board may be called at the discretion of the President or at the request of three members of the Governing Board in writing, or as otherwise provided by these Bylaws. Upon receipt of a call for a special meeting of the Governing Board, the Secretary shall notify all members of the Governing Board of the date, time, and place of the meeting, either by US Mail, telephone or by email, at least five (5) days before the special meeting. The Secretary shall ensure that all members receive such notice.

Section 4. All meetings of the Governing Board shall be open to Regular and Associate members.

Section 5. No individual Officer or Director shall represent, or make to the public, a statement on the policy or position of the Association, unless the policy or position of the Association has been established as follows:

- (a) The policy issue and the Association position shall be considered by the Governing Board at a regular meeting;
- (b) The Governing Board shall invite, and include in the minutes of the meeting, comments of both Regular and Associate Members present at the meeting;
- (c) The Governing Board shall take a tentative vote on the policy or position of the Association on the matter in issue, and thereafter poll the Regular Members present, for ratification of their tentative vote;
- (d) Before the policy or position of the Association can be established, the tentative vote of the Governing Board must be passed by two thirds (2/3) of the Officers and Directors present at the meeting and ratified by two thirds (2/3) of the members present, except as provided in Subsection (e);
- (e) Any Officer, Director, or Member present may object to the setting of the policy or position of the Association as provided in subsection (d) on the grounds that the issue is of such importance that the participation of the entire membership is required, whereupon the matter shall be tabled until the next meeting of the Governing Board, and the Secretary shall call a special meeting of the membership for that next meeting for the

purpose of considering, and voting on the policy and position of the Association. A member may vote on the issue in writing, even though not present, providing they do so by stating their position, signing their name and giving their address, which the Secretary shall read at the meeting prior to the vote of the membership. Only the vote of the Regular Members, both absent and present, shall be counted, and it shall require the two-thirds (2/3) vote to establish the policy or position of the Association on the issue.

- (f) Nothing from this section shall prohibit an Officer and/or Director from publicly stating their position on any issue so long as said Officer and/or Director makes it clear that they are acting in their individual capacity and not in their official capacity, if the Association has not established a policy or position on an issue.

Section 6. Except as noted otherwise in these Bylaws, all business conducted by the Governing Board shall be by a simple majority vote as long as a quorum of the Governing Board is present.

Section 7. Any other proposed formal action on any proposition, enterprise or undertaking by the Governing Board, shall be subject to a two thirds (2/3) disapproval of the Regular Members present at the meeting, whereupon the matter under consideration shall be tabled until the next meeting of the Governing Board and the Secretary shall give notice of the meeting to the membership at which time those members present shall consider the proposed action. A simple majority vote of the members present shall be all that is required to determine the issue at the subsequent meeting of the membership.

ARTICLE VII. DIRECTORS' QUALIFICATIONS

Section 1. **Qualifications.** A Director must be a Regular Member of the Association who shall be elected by a vote of the regular Members of the Association present in person and voting at the meeting of members held in May of each year, provided a quorum is present, or, if no quorum is present, at a special meeting at which a quorum is present, and the candidates receiving the highest number of votes up to the number of Directors to be elected are elected.

Section 2. **Re-Election Limitations.** A Director is eligible for re-election for one additional consecutive term as a Director, providing they continue to meet the qualifications for office. This term limitation does not exclude an individual who has been a Director from being elected as an Officer, at any time. Once an individual has been out of the position of Director for at least one year, they may once again be elected as a Director, with the same two-term limitation applying.

Section 3. The Governing Board of the Association shall consist of seven (7) to ten (10) Directors. One Director's position shall be filled by the retiring President who shall continue to serve as Director until such time as a new President is elected. If the past President is unable to serve as a Director, this position shall be filled by appointment by majority vote of the Board and shall continue until such time as the next new President is elected.

Section 4. The Directors shall be elected for a term of three (3) years. Each Director's term shall be staggered so that in each year two (2) or three (3) Directors will be elected by the

members. Directors may be elected for a one, two, or three year term as necessary to implement this procedure.

Section 5. **Compensation.** Directors shall serve without compensation.

Section 6. **Removal.** The entire number of Directors, or any individual Director, may be removed from office at any time by the vote of a majority of the Regular Members of the Association present, held at a meeting of members, duly called in accordance with the provisions of these Bylaws, for the purpose of removal. If any or all Directors are so removed, new Directors may be elected at the meeting and they shall hold office for the remainder of the terms of the removed Directors. If new Directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 7.

Section 7. **Vacancies:**

- (a) Vacancies in the Governing Board shall exist (1) on the death, resignation, or removal of any Director; (2) whenever the number of Directors authorized by these Bylaws is increased by an amendment to the Bylaws; and (3) on failure of the members in any election to elect the full number of Directors to fill vacancies.
- (b) The Governing Board may declare vacant the office of a Director (1) if they are declared of unsound mind by an order of a court, or finally convicted of a felony; or (2) if within sixty (60) days after notice of their election they does not accept the office either in writing or by attending a meeting of the Governing Board.
- (c) Vacancies caused by the death, resignation, removal, or disability of a Director or Directors, or by their removal as provided in these Bylaws, or by an amendment of the Bylaws increasing the number of Directors authorized, shall be filled by appointment by the Governing Board by a majority vote of the remaining members of the Governing Board of the Association, or one (1) vote if only one member remains.
- (d) A majority of the Regular Members of the Association may elect a Director at any time to fill any vacancy not filled by the Directors as provided in Paragraph (c) of this section. Should all positions on the Governing Board become vacant and there is consequently no member of the Governing Board left to fill vacancies, the vacancies shall be filled by a majority vote of the Regular Members present at a duly noticed meeting of members called for that purpose whether or not a quorum is present.
- (e) Persons elected to fill vacancies as in this section provided, shall hold office for the unexpired terms of their predecessors, or until their removal or resignation as in these Bylaws provided.

Section 8: Directors shall maintain an awareness of current community issues and concerns, with appropriate communication thereof to the Governing Board.

ARTICLE VIII. **OFFICERS**

Section I. The Officers of the Association shall be a President, Vice President, Secretary and Treasurer, who are elected annually by the Governing Board at their next regular meeting after the annual meeting of the Members .

Section 2. **Qualifications.** Any Regular Member of the Association is qualified to be an officer.

Section 3. **Terms of Office.** Officers shall serve for a period of one-year commencing the day following their election to office.

Section 4. **Re-Election Limitations.** An individual Officer in a specific office shall be eligible for re-election for two additional consecutive terms in that specific office, providing they continue to meet the qualifications for office. This term limitation does not exclude an individual who has held an office from holding any other office, including the Director position, subject to the term regulations in this section, and in Article VII, Section 2, at any time.

Section 5. **Compensation.** Officers shall serve without compensation.

Section 6. **Removal.** Any or all officers may be removed from office at any time by the vote of a majority of the Regular Members of the Association present, held at a meeting of members, duly called in accordance with the provisions of these Bylaws for the purpose of removal. If any or all Officers are so removed, new Officers may be elected at the meeting and they shall hold office for the remainder of the terms of the removed Officers. If new Officers are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 8.

Section 7. **Vacancies:**

- (a) Vacancies in the office of President, Vice President, Secretary or Treasurer shall exist on the death, resignation, or removal of such an officer or on the failure of the members in any election to fill that office.
- (b) The Governing Board may declare vacant the office of President, Vice President, Secretary or Treasurer if any such officer is declared of unsound mind by order of the Court, is finally convicted of a felony, or if, within sixty (60) days after notice of their election, they do not accept the office in writing or by attending a meeting of the Governing Board.
- (c) Vacancies caused by the death, resignation, removal, or disability of an Officer as in this section provided shall be filled by appointment by the Governing Board of a majority vote of the Governing Board at a regular meeting.
- (d) Officers elected to fill vacancies as in this section provided shall hold office for the unexpired terms of their predecessors, or until their removal or resignation as in these Bylaws provided.

Section 8. **Duties of President.** The President shall be the chief executive officer of the Association and shall in general, subject to the control of the Governing Board, supervise and control the affairs of the Association. They shall perform all duties incident to their office and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him/her at the time by the Governing Board or by the members. The President shall preside over all meetings of the Association and its Governing Board. The President shall appoint all standing and special committees and their members, subject to ratification by the Governing Board. All members of the standing and special committees shall serve at the pleasure of the Governing

Board, and their terms shall expire upon expiration of term of office of the appointing President if not sooner removed.

The President or such individual acting in the capacity of President during their absence at a meeting of the Governing Board or the meeting of the members shall be able to appoint a Sergeant of Arms to serve during the meeting in which that individual was appointed. The duties of Sergeant of Arms are to advise the Governing Boards and the Regular Members at a meeting of the Association on Robert's Rules of Order, as well as to keep order in the course of the meeting. The President shall maintain an awareness of current community issues and concerns, with appropriate communication thereof to the Governing Board.

Section 9. Duties of the Vice President. In the absence of the President, or in the event of their disability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the President. They shall have such other powers and perform such other duties as may be prescribed by law, or by these Bylaws, or which may be assigned to him/her from time to time by the Governing Board or by the members.

The Vice President shall maintain an awareness of current community issues and concerns, with appropriate communication thereof to the Governing Board.

Section 10. Duties of Secretary. The Secretary shall:

- (a) Certify and keep at the principal office of the Association the original or a copy of its Bylaws as amended or otherwise altered to date, and store on electronic media with appropriate electronic backup, the original or a copy of all records to date.
- (b) Keep at the principal office of the Association a book of minutes of all meetings of the Governing Board and members and recording therein the time and place of holding the meeting, whether regular or special, and if special, how authorized, notice thereof given, the names of those present at Board Meetings, the number of members present at members' meetings, and the proceeding thereof.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as may be required by law.
- (d) Be custodian of the records of the Association by maintaining electronic media, as well as appropriate electronic backup, and passing said media, with instructions for use, to the next custodian of said records.
- (e) Exhibit at all reasonable times to any Director or elected Officer of the Association or to their agent or attorney, on request therefore, the membership book and the minutes of the proceedings of the Governing Board and the meeting of the members of the Association.
- (f) Exhibit at all reasonable times to any Regular Member to their agent or attorney, on written demand therefore for a purpose reasonably related to the interests of such member, Bylaws and the minutes of meetings of the Governing Board and meetings of the members of the Association, and they shall exhibit said records at any time required by the demand of 10 percent (10%) or more of the regular members.
- (g) Be authorized to appoint an assistant secretary to be entitled "Corresponding Secretary," subject to ratification of the Governing Board. The duties of the Corresponding secretary

shall be the preparation and the mailing of correspondence from the Governing Board to the members of the Association, outside individuals, agents, governing bodies, and other organizations. The person so appointed as Corresponding Secretary, shall serve at the pleasure of the duly elected Secretary, the term not to exceed that of the Secretary who appointed the Corresponding Secretary.

- (h) In general, perform all duties incident to the office of Secretary, and other duties that may be required by law, by these Bylaws, or which may be assigned to him/her from time to time by the Governing Board or by the members.
- (i) The Secretary shall maintain an awareness of current community issues and concerns, with appropriate communication thereof to the Governing Board.

Section 11. Duties of Treasurer. Subject to Article VI of these Bylaws, the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Governing Board.
- (b) Receive moneys due and payable to the Association from any source whatsoever.
- (c) Disburse or cause to be disbursed the funds of the Association as may be directed by the Governing Board, taking proper documentation vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the Association's assets and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any Director or elected Officer of the Association, or to their agent or attorney, on request therefore.
- (f) Exhibit at all reasonable times to any Regular Member, their agent, or attorney, on written demand therefore for a purpose reasonably related to the interests of such member, the books of account and financial records of the Association and shall exhibit said records at any time when required by the demand of ten percent (10%) or more of the Regular Members.
- (g) Render to the President and Directors whenever they request an account of any or all of their transactions as Treasurer and of the financial condition of the Association.
- (h) Prepare, or cause to be prepared, and certify the financial statements to be included in any annual report to members, as directed by the Governing Board.
- (i) Maintain a membership database which will contain the name, address, telephone number and email address (as appropriate) of the members, the day of payment of dues, and the date of termination of membership for failure to pay dues. From time to time the membership list will be printed out and maintained in a binder at the principal office. For this purpose, the Treasurer is authorized to appoint an assistant to aid him/her to maintain the Membership Book, subject to ratification of the Governing Board. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him/her from time to time by the Governing Board of this Association.
- (j) Maintain awareness of current community issues and concerns, with appropriate communication thereof to the Governing Board.
- (k) Be responsible for State and Federal filings as required to maintain good standing.

ARTICLE IX. GENERAL RULES OF THE ASSOCIATION

Section 1. **Attendance at meetings.** Officers and Directors shall notify the Governing Board of any absence, scheduled or otherwise, at least 24 hours before a meeting.

Any officer or Director of the Association who fails to attend three (3) regular meetings during the year of the Governing Board, shall be automatically removed from office except as follows:

- (a) The Governing Board may, by a majority vote, elect to retain the defaulting Officer or Director in office.
- (b) The defaulting Officer or Director shall have the right to have their removal reconsidered at a meeting of the members called for that purpose and shall be retained in office if a majority of the members present favor retention.

Section 2. **Expenditures.** All Association funds shall be deposited in bank accounts in the name of the Association. Each such account shall have the President and Treasurer of the Association as a signatory to the account; however, only one signature shall be required for the withdrawal of funds. Expenditures and withdrawals from the Association shall be restricted as follows:

- (a) The Treasurer or President is authorized to expend up to two hundred fifty dollars (\$250) per month for expenses of the Association without prior approval of the Governing Board.
- (b) The Governing Board is authorized to make purchases and expenditures necessary to host the planned community events of the Association. In addition, the Governing Board is authorized to make purchases, expenditures, donations to Kings Mountain or other Community Organizations' purposes up to one thousand five hundred dollars (\$1500.00) in any fiscal year, in addition to the authorized operational expense provided in paragraph (a) of this section.
- (c) Any purchase, expenditure or donation to a Kings Mountain or other community organization in excess of one thousand five hundred dollars (\$1500.00) shall require the approval of the members.
- (d) The Treasurer shall document any purchase, expenditure or donation.
- (e) The Governing Board shall at all times be prepared to provide justification for any purchase, expenditure or donation.

Section 3. **Nominations of candidates for the Annual Election Meeting.** In January the Governing Board shall name a committee to nominate candidates for Directors at the annual meeting of the membership on the 1st Saturday in May for election of Directors as follows:

- (a) The committee shall consist of:

1. The immediate past President, or if none is available, then the person who replaced that Director on the Governing Board, or other person selected by a majority of the members of the Governing Board present;
 2. One person named by the Directors;
 3. One person named by the President; and
 4. One person from the membership to be selected by the named members of the committee.
- (b) The immediate past President, or their representative, shall act as the organizer of the committee, at which time the committee shall name their own committee chair, as appropriate and/or as needed, and decide their own method of operation.
- (c) The nominating committee shall recommend one or more candidates to fill each open position; "
- (d) The committee shall announce their recommendation of candidates to the Governing Board in February. The Secretary shall publish in the next two publications of the community newsletter (ECHO), or by a special mailing if no issue is published in either March or April, the recommendations of the nominating committee and give a warning that only Regular Members in good standing shall be entitled to make nominations, as hereinafter provided, and to vote at the annual election meeting. The nominating committee results shall also be published on other community communication devices (such as The Kings Mountain Community Groups.IO and Kings Mountain Online) that may be in viable operation at the time.
- (e) At the annual meeting of the membership for election of Directors, the presiding Officer shall announce the recommendation of the nominating committee and open each position for additional nominations from the floor. Any Regular Member can then nominate additional candidates who have previously agreed to be nominated for any open position and if seconded by a Regular Member, the person so nominated shall be added to the list of candidates. The presiding Officer shall call for any other nominations, and if none, nominations shall be declared closed and the vote shall commence.
- (f) The Treasurer, Secretary, and one person selected by the President of the Association shall be responsible for tallying the vote, and the Secretary shall announce the results at the meeting before adjournment.
- (g) In the event of a tie, each candidate shall make a statement not exceeding five (5) minutes pertaining to an issue of importance to the candidate, after which a vote shall be taken. The procedure shall be repeated until such time as the tie is broken.
- (h) In the event of a natural disaster, epidemic, pandemic or other community situation which conditionally disallows or halts the assembly of KMA members for the purpose of holding the annual meeting and vote of board members, an online, paper or mail in option can be instituted.

Section 4. Members Entitled to Vote at Election. Only Regular Members in good standing shall be entitled to vote at the annual election meeting.

ARTICLE X. DISSOLUTION

Section 1. This Association shall be dissolved and its affairs wound up when the objects for which it is organized have been fully accomplished or by the vote or written consent of two thirds (2/3) or more of its Regular Members and not otherwise.

Section 2. Upon dissolution, the assets of the Association, after payment of, or provision for payment of, all debts and liabilities of this Association shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for similar or related purposes as this Association, and which has established its tax exempt status under Section 501 (c) of the Internal Revenue Code and Taxation Code of the State of California.

ARTICLE XI. ADOPTION AND AMENDMENT OF BYLAWS

Section 1. These Bylaws shall become effective on their being approved by a vote of two thirds (2/3) of the Regular Members present at the meeting held for that purpose.

Section 2. After adoption, these Bylaws may be amended or repealed only by the vote of two thirds (2/3) of the Regular Members present at the meeting held for that purpose.

Section 3. The original or a copy of the Bylaws, as amended or otherwise altered to date, certified by the Secretary of the Association, shall be recorded, and kept in a book which shall be made available and open to inspection by the members upon reasonable request.

Section 4. The Governing Board may adopt, use, alter, or cancel the Association insignia, or seal, or both.

DATE: 7/13/2022