

**BYLAWS OF THE
WOODLAND ROAD ASSOCIATION**

Revised August 14, 2021^{1,2,3}

ARTICLE 1: NAME AND MAILING ADDRESS

Section

1.01 The name of this Association shall be the "**Woodland Road Association**", hereafter referred to as the Association, a non-profit and non-stock Association.

1.02 The Association mailing address shall be **P.O. 1517, Pioneer, CA 95666**

ARTICLE 2: DEFINITIONS

Section

2.01 The following words shall have the following meanings when used in these Bylaws:

a. "**Association**" shall mean the **WOODLAND ROAD ASSOCIATION**.

b. "**Lot**" shall mean any of the lots identified in Exhibit 2 of the CC&Rs. The word "Lot" shall be synonymous with the word "Parcel".

c. "**Maintenance**" shall mean not only preserving the physical condition of the Roads, but may also include the repair, improvement and upgrading of the quality of the Roads, snow removal, the installation of traffic control signs or other devices to insure the safe and convenient use of the Roads, ditching and installing culverts for proper Road drainage at major intersections, purchasing insurance and professional services, clerical and administrative costs, and all other reasonable measures related to the Roads and the efficient conduct of the Associations affairs.

d. "**Member**" shall mean every person or entity who holds membership in the Association by virtue of being an **Owner of Record** of a Lot, as recorded in the Amador County Clerk/Recorder's Office.

e. "**Owner**" shall mean the **Owner of Record**, whether one or more persons or entities, of a fee simple title to any Lot, and a purchaser under an installment land contract, but excluding those persons and entities having an interest merely as security for the performance of an obligation unless and until those persons or entities have acquired title either through foreclosure or a process in lieu of foreclosure.

f. "**Road Systems**" or "**Roads**" shall mean those Roads or segments of Roads described in Exhibit 3 of the CC&Rs and shall include the easements upon which the Roads exist as shown on the Subdivision Map(s) filed with the Office of the Amador County Clerk/Recorder.

NOTES:

1. These Bylaws amend and supersede any and all previous versions.

2. These Amended Bylaws were advised by Legal Counsel to conform to CA Civil Code and the 2021 Davis Stirling Act.

3. Members of the Association were provided with these changes in advance and those changes requiring Membership approval were voted on and approved by a majority of the quorum in attendance at the Annual Meeting on August 14, 2021

ARTICLE 3: PURPOSE AND BOUNDRY

Section

3.01 The purpose of the Association shall be to provide year-round road maintenance and improvements for the Roads within the scope of the Association as described in the CC&Rs Exhibit 3. recorded in the Office of the Amador County Clerk/Recorder.

3.02 Private driveways into individual Lots are specifically excluded from the responsibilities of the Association. Snow removal and upkeep of driveways are the responsibility of each property owner.

ARTICLE 4: MEMBERSHIP AND VOTING

Section

4.01 Every Owner of Record of a property within the boundary of the Association as described in the CC&Rs Amendment, Exhibit 3 shall be a Member of the Association. Membership shall be appurtenant to and may not be separate from ownership of a lot.

4.02 Each Lot with road access shall be entitled to one vote in the Association. If more than one person holds an interest in any Lot, the vote for such Lot shall be exercised as they themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot. If they are unable to agree on how their vote will be cast, their vote will not be counted.

4.03 If the Owner of Record of an existing Lot shall further divide the same, said Owner shall be entitled to only one (1) vote until such Lot or Lots created by further division be sold and transferred by such Owner. At such time the new Owner shall become a member of the Association and subject to all of the rights and obligations relating thereto.

4.04 Every person entitled to vote may authorize another person or persons to act for him/her by written proxy with respect to such right. Each written proxy shall be recorded and kept by the Secretary.

4.05 A quorum shall consist of the presence in person or by proxy of Members holding at least 33% of the voting power at a duly called meeting of Members. Any action requiring approval by Members must receive an affirmative vote of a majority of Members present personally or represented by proxy at a meeting where a quorum is present (i.e., a majority of a quorum, as opposed to an absolute majority of all members).

4.06 The Board of Directors shall keep a membership record containing the name and address of each Member. Such record (written or electronic) shall be available for inspection by any Officer or Member of the Association at reasonable times.

4.07 Amendments to the Bylaws may be recommended by any Member or group of Members, but must be approved by a majority of the quorum of the Membership.

ARTICLE 5: BOARD OF DIRECTORS

Section

5.01 The business and affairs of the Association shall be managed by a Board of five (5) Directors, all of whom shall be Members of the Association in good standing with all assessments current. CA Civil Code Section 5100 (B)(ii).

5.02 Directors shall be elected by the voting Members present and by proxy, voting at the Annual Meeting after the adoption of these Bylaws, providing a quorum is present, or at the next succeeding Regular or Special Meeting at which a quorum is present. Directors shall be eligible for re-election without limitation on the number of times they may serve, provided they continue to meet the qualifications for office.

5.03 Nominations for election to the Board shall be by interested Members recording such interest with the Secretary or may be made from the floor at the Annual Meeting, providing a quorum is present, or, at the next succeeding Regular Meeting or Special Meeting at which a quorum is present.

5.04 No Director shall receive compensation for any service he/she may render to the Association, except for actual out-of-pocket expenses incurred in the performance of duties.

5.05 The entire Board of Directors, or any individual Director may be removed from office at any time by a majority vote of a quorum of Members at a Special Meeting called for that purpose. If any or all Directors are so removed, new Directors may be elected at the same 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 the CC&Rs Amendment, Article 2, Section 4, or subsequent section 5.06(b) of these Bylaws.

5.06 Vacancies

a. Vacancies on the Board of Directors 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 amendment;
3. on failure of the Members in any election to elect the full number of Directors authorized.

b. Vacancies caused by death, resignation, removal or amendment, shall be filled by a majority vote of the remaining Directors, though less than a quorum.

c. Persons elected to fill vacancies shall hold office for the unexpired term of their predecessors or until their removal or resignation

ARTICLE 6: DUTIES OF THE BOARD OF DIRECTORS

Section

6.01 It shall be the duty of the Board of Directors to:

- a. Cause to be kept a complete record of all of its acts and Association affairs, and to present a statement thereof to the Members at the Annual Meeting or at a Special Meeting called for that purpose.
- b. Present an income and expense report to the members at the Annual Meeting.
- c. Direct the Chairman to contract for work and approve all contracts.
- d. No Board Member shall vote on any issue on which there exists a conflict of interest.
- e. Select two (2) Members annually to audit the Association's records/financial statements at least one (1) time annually. Members of the Audit Team shall not be on the Board of Directors, or a member of a Board of Directors family or household or of each other's family or household.
- f. The Board of Directors shall meet at least once each quarter. Board Meetings may be held electronically. Notice as to time and location shall be given at least seven (7) days prior to the scheduled meeting. The Chairman may call special meetings as may be required. A five (5) day notice must be given for such special meetings. At least four (4) Directors must be present at any board meeting.
- g. In an emergency between regular meetings of the Board, the Board may be polled to authorize the Chairman to take action. Such action must be confirmed by a vote of the Board at the next meeting.
- h. The Board of Directors shall not spend or cause to be spent more money than is in the Association's Bank accounts. The Board of Directors shall not borrow money in the name of the Association. These restrictions may be set aside by a vote of the Membership.
- i. The Board of Directors may establish a late charge fee for delinquent assessments. Any such fee must be reasonable so as not to create an unfair hardship for any Member.

ARTICLE 7: OFFICERS

Section

7.01 The Officers of the Association shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer and Project Director, all of whom shall be members of the Board of Directors. Such Officers shall be elected by the Board of Directors at their first regular meeting following the Annual Meeting.

7.02 Officers shall hold office for a term concurrent with their respective term on the Board of Directors unless they resign, are removed, or are otherwise disqualified to serve.

7.03 Any Officer may be removed from office by a majority vote of the Board. Any Officer may resign at any time by written notice to the Chairperson or Secretary. Such resignation shall become effective on the date of receipt or at a time specified therein, and acceptance of such resignation shall not be necessary to make it effective.

7.04 The Chairperson

- a. Shall preside at all meetings of the Association and Board of Directors.
- b. Shall call all such meetings as are herein provided.
- c. Shall exercise general supervision over the business and affairs of the Association, under the direction of the Board of Directors.
- d. Shall make a report on the State of the Association at the Annual Meeting.
- e. Shall affix the signature of the Association to all legal documents as directed by the Board of Directors.
- f. Shall appoint committees with the approval of the Board of Directors.
- g. Shall be an ex-officio member of all committees.

7.05 The Vice Chairperson

- a. Shall be responsible for all duties of the Chairperson in the absence or inability of said Chairperson to serve.
- b. Shall share the duties of the Chairperson as requested by said Chairperson.
- c. Shall be a voting member of all committees except when serving in the absence of the Chairperson.

7.06 The Secretary

- a. Shall keep a full and complete record of the proceedings of the Board of Directors and meetings of the Membership and Association.
- b. Shall maintain the official Association correspondence.
- c. Shall keep current records showing the names and addresses of Members of the Association.
- d. Shall notify Members when assessments become due and payable.
- e. Shall keep a copy of the CC&Rs, Amendments and Association ByLaws and make these documents available to any Member at a reasonable time.

7.07 The Treasurer

- a. Shall sign all checks of the Association ensuring timely payment of all invoices and reimbursements.
- b. Shall receive and deposit in appropriate bank account(s) all monies of the Association, and shall disperse such funds as directed by the Board of Directors.

- c. Shall keep an accurate record of the accounts of every Member of the Association and collect all assessments or monies due to the Association.
- d. Shall keep full and accurate accounts of receipts and disbursements of the Association and render to the Chairman and Board a statement of the accounts, as requested.
- e. Shall make all records and financial statements available to the audit team.
- f. Shall submit a fiscal year-end Income and Expense report to the Membership at the Annual Meeting and have copies of said report available to all Members.

7.08 The Project Director

- a. Shall oversee road maintenance, repairs, snow plowing and coordinate volunteer projects ensuring roadway safety and emergency access.

7.09 Absences

- a. If the Chairperson is absent at any meeting of the Board of Directors or Membership meeting, the Vice-Chairperson shall preside at such meeting.
- b. If the Secretary is absent at any Board of Directors or Membership meeting, another Director will assume the duties.

- 7.10** Outgoing Officers will inform the incoming Officers of any commitments, i.e., contracts, monies owed, etc.

ARTICLE 8: CONTRACTS

Section

8.01 All contractors engaged to perform work for the Association shall carry liability insurance, and all contracts for work to be done for the Association shall include a clause and all contracts for work to be done for the Association shall include a clause exempting the Association and all its Members from liability for any damage or injury to persons or property resulting from the performance of such work.

8.02 The Board of Directors shall attempt to secure at least three (3) bids, if possible, for all contracts in excess of ten thousand dollars (\$10,000.00).

8.03 No individual Member(s) shall enter into a contract in the Association's name. Any such contract/contracts, debts or liabilities shall be the sole responsibility of that individual Member(s).

ARTICLE 9: MEETINGS

Section

9.01 There shall be an Annual Meeting of the Members of the Association at such place as the Board of Directors shall designate between May 1st and September 1st.

9.02 Any Member unable to attend may appoint another Member to vote for him/her by written proxy, to be filed with the Secretary prior to voting.

9.03 The Board of Directors shall determine the agenda for Membership meetings. Members may place items on an agenda by notifying the Board of Directors twenty (20) days prior to Membership meetings.

9.04 Special Meetings of the Membership shall be called and held at any time by order of the Chairperson; and the Chairperson must call a Special Meeting of the Association upon written request of two (2) or more of the Directors, or upon a petition signed by not less than twenty five percent (25%) of the Members.

9.05 At least thirty (30) days before the holding of any Special Meeting of the Membership, electronic or written notice thereof specifying the time, place of, and purpose for which same is called shall be given by the Secretary to each Member electronically or by mail.

9.06 Quorum: A quorum shall consist of the presence, in person or by proxy, of Members holding at least thirty-three percent (33%) of the voting power at a duly called meeting of Members.

ARTICLE 10: ASSESSMENTS

Section

10.01 The annual assessment rate shall be established by the Board of Directors as directed in Article 3, Section 3 of the CC&Rs.

10.02 The Board of Directors may levy Special Assessments against any Lot whose owner, or owners' guests, or invitee inflict damage on the Roads by extraordinary uses or activities not attributable to fair wear and tear. This type of Special Assessment may not exceed the actual cost of repair.

ARTICLE 11: ANNUAL INCOME AND EXPENSE REPORT

Section

11.01 The Annual Income and Expense Report shall be prepared by the Treasurer, and after audit and verification by the Audit Team, shall be presented to the Membership at the Annual Meeting. The report shall also indicate total funds available at the start and end of the fiscal year, plus outstanding assessments.

ARTICLE 12: ADOPTION AND AMENDMENT

Section

12.01 The Bylaws shall become effective on their adoption by a majority vote of a quorum of Members at the Annual Meeting.

ARTICLE 13: FISCAL YEAR

Section

13.01 The fiscal year of the Association shall begin on the first day of July.

ARTICLE 14: LIABILITIES OF MEMBERS

Section

14.01 No person who is now or who later becomes a Member of the Association shall be personally liable to its creditors for indebtedness or liabilities. All creditors of the Association shall look to the assets of this Association for payment, per CA Civil Code 1365.7

ARTICLE 15: PARLIAMENTARY AUTHORITY

Section

15.01 The "Simplified Roberts Rules of Order" shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.