

**Diamond A Neighborhood Association
Amended By-Laws, 2018**

Article I - Name

The name of the association is the Diamond A Neighborhood Association, hereinafter referred to as "the Association" or as DANA.

Article II - Objectives

SECTION 1 - The objectives of the Association are:

1. Improvement of the Diamond A community,
2. Conservation and enhancement of its natural beauty and resources, and,
3. Promotion of the safety and well being of its residents.

Article III - Membership

SECTION 1 - Any owner or resident of property shown on Sonoma County Assessors Map Book 064 (<http://www.diamondasonoma.com/parcel-maps.html>) may apply for membership in the Association and become a voting member by payment of annual dues with the provision that voting membership shall be limited to one vote per ownership, whether of single or multiple lots.

SECTION 2 - Membership dues shall be established by the Board and shall be established, on the basis of need, each year at the annual meeting. Dues are payable in the first quarter of the year and become delinquent on April first of the current year. Any member in arrears with dues shall be dropped from membership after notification by the Treasurer.

SECTION 3 - Any member joining the Association after October first shall become a member for the following calendar year

Article IV - Directors

SECTION 1 - Subject to these by-laws, the management of the Association shall be vested in a Board of nine directors, herein referred to as the "Board of Directors", or "Board."

SECTION 2 - Only Association members or their spouses/partners may serve as Directors.

SECTION 3 - Directors shall be elected by a majority vote of the membership voting, five (5) Directors being elected in odd years and four Directors being elected in even years.

SECTION 4 - Each Director shall have one vote, which shall be exercised in person.

SECTION 5 - No member of the Association may in any manner, either by implication, oral or written, bind the Association without written consent of the Board or, when deemed a requirement for safety of the Association, a full vote of the entire membership. It is further understood that neither the Board, nor a single member of the Board of Directors may be held liable, personally or financially, singly or jointly (i.e. with spouse) for an-action-collectively enacted by the Board or a legally constituted quorum of that body.

SECTION 6 - A majority (5) of the Directors shall constitute a quorum for the transaction on Association business, and the decision of five of the Directors present at any meeting shall be regarded as the action of the Board except as otherwise herein provided.

Section 7 - A majority vote by email is considered valid.

Article V - Election of Directors

SECTION 1 - At least 60 days prior to the date of the annual meeting, the President, with the approval of the Board of Directors, shall appoint a nominating committee of no fewer than three members, none of whom shall be a Director. The nominating committee shall nominate at least one candidate for each Directorship vacancy to be filled. The committee shall also accept other nominations made by petition, in writing, by at least ten members in good standing and in sufficient time to be included in a letter ballot to the membership.

SECTION 2 - The nominating committee shall send ballots, via email, to all members in good standing at least three weeks prior to the annual meeting. Hand delivery of ballots will be made to any member in good standing for whom the Board does not have an email address.

SECTION 3 - Ballots must be returned to the nominating committee at least two days prior to the annual meeting. The Ballots shall be counted by the nominating committee, and the results forwarded to the Secretary.

SECTION 4 - The nominating committee shall announce election results at the annual meeting, and the newly elected Directors shall assume office at that time.

SECTION 5 - Vacancy of a Directorship shall be filled for the unexpired term by the candidate who received the next highest vote at the most recent election or, if such candidate is not available, by majority decision of the Board of Directors. Problems arising as a result of a tie vote shall be resolved by majority decision of the Board of Directors.

SECTION 6 - If a Director is absent for more than two meetings per year, his or her Directorship shall be considered vacant.

Article VI – Officers

SECTION 1 - The Association shall have the following officers: President, Vice-President, Secretary, and Treasurer. The Board of Directors shall elect the officers from among their own members as soon as practicable after each annual meeting.

SECTION 2 - The President shall supervise all activities of the Association, execute all instruments in its behalf, preside at all meetings of the Board of Directors and of the Association, call such meeting of the membership as shall be deemed necessary, and perform such other duties as are usually inherent in such office, except that he or she shall not make policy decisions independently.

SECTION 3 - The Vice President shall act for the President in his or her absence and shall perform such other acts as the President may direct.

SECTION 4 - The Secretary shall issue notices of all meetings of the Association, keep complete written minutes of the proceedings of the Association and of the Board of Directors, conduct Association correspondence, and keep a current record of members and reports as required.

SECTION 5 - The Treasurer shall receive and keep account of all monies and securities of the Association. He or she shall make all disbursements for the Association except that in his or her absence, the President may make urgent disbursements.

Disbursements exceeding one hundred (\$100) must have approval of the Board. The Treasurer shall present a written report of all receipts and disbursements of the calendar year at the annual meeting of the Association as well as interim verbal reports as requested by the President. He or she shall notify each member of the Association of annual dues payable and keep a record of paid memberships.

SECTION 6 - No salary or compensation shall be paid to any officer or Director of the Association, for service as an Officer or Director, except as a reasonable amount for incidental expenditures, and with the approval of the Board.

SECTION 7 - No Director shall represent the Association on any issue without approval of the majority of the Board.

Article VII - Committees

SECTION 1 - The Standing Committees of the Association shall include the Architectural Review Committee, and others as shall be as determined from time to time by the Board of Directors.

Committee chairpersons need not be Directors.

SECTION 2 - The Architectural Review committee shall review requests for building permits and perform those functions described in the Declaration of Restrictions (CC&R's) which apply to the particular property.

SECTION 3 - With approval of the Board, ad hoc committees may be formed to consider or take action on issues that are special and of short duration

Article VIII - Meetings

SECTION 1 - There shall be at least one general membership meeting per year, this meeting shall take place in the second quarter of the year. The time and place of this meeting shall be decided by the Board of Directors.

SECTION 2 - A majority vote of members present at the annual meeting shall be sufficient to pass upon the business of the Association.

SECTION 3 - The Board of Directors shall hold regular meetings at least quarterly, and, in addition, such special meetings as the President, or in his or her absence, the Vice President or any two Directors, shall deem necessary for the competent management of the affairs of the Association. The Secretary shall notify each Director of any special meeting at least three days in advance, setting forth that name of the person or persons calling the meeting and the purpose for which the meeting is called.

SECTION 4 - The Secretary shall notify each Director of regular Board meetings and shall also notify the general membership of the annual meeting. Notice of all meetings shall be given as far in advance as practicable.

Article IX - Amendments to By-laws

SECTION 1 - Association By-laws may be amended only by the affirmative vote of two-thirds of the voting membership voting by proxy or in person at a general membership meeting.

SECTION 2 - Proposals for By-law amendments may be made by a majority of the Board of Directors or by any group of ten members in good standing.

SECTION 3 - Action upon proposed amendments shall be taken only at a general membership meeting called with two weeks written notice, which shall be delivered to each member in good standing and shall include a copy of any proposed amendment and a proxy for absentee voting.

Amendments

2003 General Meeting - Article IV, Directors Section 3: "No director shall serve more than two (2) consecutive two (2) year terms" removed; dues increased to \$30

2007 General meeting - Dues increased to \$35

2012 General Meeting - Dues increased to \$40

2014 General Meeting- name changed to Diamond A Neighborhood Association

2015 General meeting - minor changes to *ad hoc* and standing committees; minor changes to reimbursement rules for Directors; email voting added

2016 General Meeting - Clarification of membership criteria (Article III, section 1); expanded specification for Board eligibility (Article IV, section2); dues increased to \$50

2017 General Meeting – minor refinements to harmonize 2016 amendment