

Amended and Approved
August 17, 2006

BYLAWS

EAST BAY DRIVE NEIGHBORHOOD ASSOCIATION

ARTICLE I

NAME AND PURPOSE

The corporation shall be known as the East Bay Drive Neighborhood Association (“Association”), and its purposes, as stated in the Articles of Incorporation, shall be to preserve and improve the neighborhood.

ARTICLE II

MEMBERSHIP

Membership shall be open to all those owning property within the boundary of the Association. Associate membership shall be open to non-owner residents. Members and Associate members shall be admitted by submitting their names, street and e-mail addresses and telephone numbers to the Association, together with the dues established pursuant to these Bylaws. Membership may include multiple owners.

Each property shall be allowed one membership and each property covered by a membership shall have one vote. Property owners may delegate their vote to an Associate member residing on their property upon written notice to the Board. Such voting right will remain in effect until rescinded by the property owner by written notice to the Board. No member or Associate member may vote who has not attained age eighteen (18). Membership shall terminate when a member no longer owns property or resides in the neighborhood.

ARTICLE III

OFFICERS AND DIRECTORS

The Board of Directors shall consist of the Officers (who shall be the President, Vice-President, Secretary and Treasurer) and three to nine other Directors, the number of which shall be determined by the Board prior to the annual meeting.

Officers and other Board members shall be elected at the annual meeting, which shall be held in October. Resident members are eligible to be a member of the Board.

Terms shall be for two years, except that the immediate past President shall be a Board member for two years following his or her service as President. The terms of Board members shall be staggered. In 2006 the President, Treasurer and half of the other non-Officer board members, drawn by lot, shall be elected for a two-year term. The Vice-President and Secretary and the remaining Board members shall be elected for one-year terms.

Any Officer or Director can be removed for cause by a two-thirds vote of the membership, conducted by written ballot, whenever it appears to the membership that the Association's interest would be served thereby, but such removal shall be without prejudice.

In the event of a vacancy in the office of President, the Vice-President shall assume the office for the balance of the term. Vacancies in any other office or in the position of an elected Director may, in all other circumstances, be filled by a majority vote of the remaining Directors. Three consecutive unexcused absences from regularly called meetings of the Board or Executive Committee shall be considered a resignation from the position held.

ARTICLE IV

DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE

The Officers shall have the duties normally associated with the titles of their office. The Executive Committee shall consist of the Officers and shall have the power, in emergencies, to act for the Board of Directors when the Board cannot, in a timely manner, otherwise act. In such case, the Executive Committee shall report to the Board on such actions within 24 hours.

The Executive Committee shall meet at the call of the President or two (2) other members of the Committee.

ARTICLE V

DUTIES OF THE BOARD OF DIRECTORS

The management of the Association is vested in the Board who shall do all things reasonably necessary to effectuate the purposes of the Association. The Board may call membership meetings, in addition to the annual meeting, as it deems necessary to inform the membership of events, to secure membership approval of significant actions or policies, or for any other reason.

Communication with the membership that occurs outside of meetings shall ordinarily be via e-mail except will be by regular mail for those members who do not have access to e-mail.

The Board will provide an annual written communication, via regular mail, to all known residents and property owners on or about the first month of each year. Such communication will include a calendar of social and business events as known at that time and, with instructions, an invitation to become members of the Association.

The Board shall hold at least two Board meetings each year. Board meetings shall be at the call of the President or three other Board members and with at least three days notice to the Board and to the Association membership. Special Board meetings, that will be limited to that purpose for which they were called, may be held provided the Board is given at least three (3) days notice.

The annual meeting shall be scheduled by the Board with thirty (30) days notice to the Association membership. Additional membership meetings may be called by the Board with seven (7) days notice to the membership.

ARTICLE VI

QUORUM

A majority of the Board that includes at least two (2) members of the Executive Committee shall constitute a quorum for a Board meeting. A quorum for the meeting of the membership shall be those members present following proper notice.

ARTICLE VII

AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the membership. The Board shall review all proposed amendments to the Bylaws and present them to the membership. Notice of the text of the proposed amendments must be given to the membership at least thirty (30) days in advance of the membership meeting at which they are to be considered.

ARTICLE VIII

FISCAL YEAR AND DUES

The fiscal year of the Association shall be the calendar year. Dues shall be in an amount set by the Board of Directors and shall be due and payable in January.