

NORTHERN SIERRA SUMMER HOME ASSOCIATION

BY LAWS

ARTICLE I – NAME

The name of this organization shall be Northern Sierra Summer Home Association, hereinafter known as NSSHA.

ARTICLE II – PURPOSES

Section 1. This association is organized under California Nonprofit Corporation Law as Mutual Benefit Corporation, is tax exempt under provisions of Section 501(C)(4) of the Internal Revenue Code, with the purpose of:

- A. To influence legislation to improve the United States Forest Policy as it relates to summer home use and ownership.
- B. To engage in any activity which NSSHA deems necessary and convenient to the use, ownership, recreation and pleasure of the owners of recreation residences (RR) and improvements on sites which are leased from the United States Government through the Department of Agriculture, or related lands, which the United States heretofore leased lots within the State of California.

Section 2. The association or its assets shall not be used for the private gain of any person, and in the event of dissolution, any remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is tax exempt under provisions of Section 501(C)(3 or 4) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

Section 1. Regular membership in NSSHA shall include the owners of RR and improvements on sites as defined in ARTICLE II, Section 1 (B). Each Regular member is entitled to one vote per issue at general meetings.

Section 2. Association membership shall be available to any person not owning a RR on federally leased land but wishing to subscribe and support the objectives of NSSHA. Associate members shall not have a vote at general meetings but may be appointed to special committees with a vote within any such committee proceedings.

Section 3. Regular membership dues shall be \$20.00 annually. If a whole tract joins, a per cabin amount of \$15 may be allowed. Any additional monies required to support objectives of NSSHA must be determined by a vote of the Board of Directors and assessed equally to all Regular members.

Section 4. The fiscal year shall be from July 1 through June 30, inclusive.

## ARTICLE IV – GENERAL MEMBERSHIP MEETINGS

Section 1. The Annual meeting shall take place on the fourth Saturday in June at a time and place determined by the Executive Committee (ARTICLE VII).

- A. Special meetings shall be held on the call of the Executive Committee or Board of Directors provided notice is given every member at least 10 days in advance by First Class Mail or Email, otherwise 20 days.

Section 2. Every Regular member in good standing is entitled to one vote per issue. Issues shall be determined by a majority vote of those present and voting unless otherwise provided for in these By Laws.

Section 3. Twenty-five Regular members in good standing, including three members of the Board of Directors shall constitute a quorum. Once a quorum has been established, business may be conducted, withdrawal of members notwithstanding, if any action taken is approved by at least a majority of the members required to constitute a quorum.

## ARTICLE V – OFFICERS

Section 1. Officers.

- A. The elected officers of NSSHA shall be: a President, a Vice President, a Secretary, a Treasurer, an Editor and an Immediate Past President.
- B. The corporation shall have a Board of Directors consisting of one member selected to represent each of nine geographic districts. The boundaries of the nine districts shall be defined by the Executive Committee and may be modified by the Executive Committee as required to maintain balanced representation among districts. The representative selected shall be a recreation residence owner within the geographic district represented.

Section 2. Term of Office.

- A. The Term of Office shall be for two years, being eligible for a second term. Officers shall assume duties immediately after election at Annual membership meeting.

Section 3. Duties.

- A. The President:
  - 1. Shall be the chief officer of NSSHA and shall preside at meetings of the general membership; the Board of Directors and Executive Committee.
  - 2. Shall perform duties that pertain to the office and as set down in By Laws, or as directed by the Board of Directors.
  - 3. Shall appoint committees subject to approval of the board of Directors and unless otherwise provided for in these By Laws.
  - 4. Shall be ex officio member of all committees except the Nominating Committee.
  - 5. Shall appoint a parliamentarian as a non-voting advisor to the Board of Directors.
- B. The Vice President:
  - 1. Shall perform the duties of the President in the absence or disability of the President.

2. Shall succeed to the office of President for the unexpired term, in the event of a vacancy in that office.
  3. Shall perform such other duties as directed by these By Laws, the President or the Board of Directors.
- C. The Secretary:
1. Shall record the proceedings of all meetings of NSSHA, Board of Directors and Executive Committee, providing each Board member with a copy of the minutes.
  2. Shall perform such other duties as directed by the President or the Board of Directors.
  3. Shall be custodian of all NSSHA records and documents.
- D. The Treasurer:
1. Shall be custodian of all funds and financial records of NSSHA.
  2. Shall make a financial report at meeting of the Board of Directors
  3. Shall keep a current roster of members, paid and unpaid, for voting purposes.
  4. Shall send out all billing notices unless otherwise provided for in the By Laws.
  5. Shall write checks on the order of NSSHA, the Board of Directors or the Executive Committee. In the absence or disability of the Treasurer, the President is authorized to sign any such checks.
  6. Upon request, shall submit the books for an annual audit. In case of a vacancy in the office of Treasurer, the books shall be audited before the new Treasurer assumes his duties.
  7. Shall perform such other duties as directed by the President or the Board of Directors.
- E. The Editor:
1. Shall prepare the NSSHA newsletter and maintain NSSHA website.
  2. Shall perform such other duties as directed by the President or the Board of Directors.
- F. The Immediate Past President:
1. Shall act as an advisory consultant to the Executive Committee and Board of Directors.
  2. Shall perform such other duties as directed by the President or the Board of Directors.

#### Section 4. Vacancies:

- A. Vacancies in elected Offices shall be filled by the Board of Directors for the unexpired term, except for the Office of President.
- B. Vacancies in the Office of Directors shall be filled by members of respective constituent tracts.
- C. A vacancy may be declared in any office for cause by the Board of Directors, as defined in the California Nonprofit Corporation Law, Section 501(C)(4) of the Internal Revenue Code.

#### Section 5. Obligations:

- A. No member of NSSHA shall have the right to obligate the association financially or contractually without the voted consent of NSSHA, the Board of Directors or the Executive Committee.
- B. Upon resignations or expiration of term, each Officer must transfer all Association papers and properties to his successor within 10 days and shall submit a report of activities pertaining to his office to the Board of Directors.

## ARTICLE VI – BOARD OF DIRECTORS

### Section 1. Composition:

- A. The Board of Directors shall be composed of the elected Officers and Directors and must be Regular members, in good standing of NSSHA.

### Section 2. Duties:

- A. Take any action or conduct any activity to promote purposes of NSSHA.
- B. Upon request, appoint an audit committee to audit the books within 60 days after the close of the fiscal year, or in case of a vacancy in the Office of Treasurer, before the new Treasurer assumes his duties.
- C. An Annual Report shall be made at the Annual Meeting in June at the close of the fiscal year, making same available to the membership.
- D. Appoint the chairman of the Nominating Committee, and fill any vacancy on the committee.
- E. Fill vacancies in offices except for President and Directors.
- F. When a full vote of the membership is desirable, may order a vote by mail/email of the general membership.
- G. Publish and distribute minutes of the Annual Meeting to all Board of Directors.

### Section 3. Meetings:

The Board of Directors shall meet at the call of the President or by ¼ of its members provided notice is given to every member: at least ten days in advance by First Class, Email, telephone or personal delivery.

### Section 4. Voting:

- A. Every Board member in good standing shall be entitled to one vote per issue. Issues shall be determined by a majority vote of those present and voting unless otherwise provided for in the By Laws.
- B. If unable to attend a meeting, a Board member may cast a vote on any issue included in the call to the meeting, provided such vote is in writing and is received by the President or Secretary before the meeting is called to order.
- C. Any Board member may designate a general proxy to any other Regular member in good standing, providing such proxy is in writing and is received by the President or Secretary before the meeting is called to order.

### Section 5. Quorum:

A quorum of five officers and directors is required to transact business at any meeting. Once a quorum has been established, business may be conducted, withdrawal of members notwithstanding, if any action taken is approved by at least a majority of members required to constitute a quorum.

## ARTICLE VII – EXECUTIVE COMMITTEE

### Section 1. Composition:

- A. The executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Editor and Immediate Past President.

### Section 2. Duties:

- A. The executive Committee shall be responsible for conducting the day-to-day business of NSSHA. The President - or in the absence of the President, the Vice President – may authorize the expenditure of up to \$250.00 for a single purpose without the Board approval. The Treasurer will notify the President of any bills submitted by a single person or cause when that amount reaches \$100.00. The Treasurer is authorized to pay bills of the Officers for such things as: postage, copying, telephone or item of similar nature that - in the Treasurer’s opinion - is normal and proper up to \$100.00 per single submission.

### Section 3. Meetings:

- A. Meetings may be called by the President, Vice President or Secretary, provided notice is given to every member at least 5 days in advance.
- B. Meetings may be held by telephone conference or similar systems, providing all participating members are able to hear and to speak.
- C. The Executive Committee shall have the power to act on emergency matters that affect NSSHA. The Executive Committee will report their actions at a Regular or Special meeting as may be required.
- D. Minutes shall be kept of all Executive Committee meetings and shall be read for approval at the next meeting of the Board of Directors.

## ARTICLE VIII – NOMINATIONS AND ELECTIONS

### Section 1. Composition:

- A. The Nominating Committee shall consist of three members. The Board of Directors shall elect the Chairman from among its members, and two member shall be elected at the Annual Meeting.
- B. Any vacancy on the Committee shall be filled by the Board of Directors.

### Section 2. Election of Officers:

- A. Officers to be elected at the Annual meeting are: President, Vice President, Secretary, Treasurer, Editor and Immediate Past President.

### Section 4. Nominating Committee:

- A. The Nominating Committee shall meet at the call of the Chairman and prepare a ticket of Officers to be presented at the Annual meeting. The Committee may actively seek candidates for Office. All candidates nominated must give consent to be placed in nomination.

Section 5. Committee Report:

- A. The Nomination Committee shall make its official report at the Annual meeting. Following the report, nominations shall be open from the floor.

Section 6: Elections:

- A. If there is but one candidate for each office, the Chair shall declare the ticket of Officers duly elected. When there is more than one candidate for an office, election for that office shall be by ballot with a plurality vote to elect.

ARTICLE IX – PARLIAMENTARY AUTHORITY

Section 1. ROBERTS RULES OF ORDER NEWLY REVISED shall govern the proceedings of NSSHA in all cases not provided for in these By Laws.

ARTICLE X – AMENDMENTS

Section 1. Amendments:

- A. The Board of Directors may amend the By Laws at a special meeting called for that purpose by a 2/3 vote provided every member has received written notice of the proposed amendments mailed at least five business day in advance of the meeting by First Class or Email.
- B. Any amendment adopted by the Board of Directors shall be made known to the general membership
- C. Approval of the general membership is required to amend the By Laws if such action would:
  - 1) Materially adversely affect rights of members as to voting, dissolution, redemption or transfer
  - 2) Reclassify or add a class of membership
  - 3) Change the number of Board of Directors

Approved by Board: April 6, 2017

Approved by General Membership: June 24, 2017

Updated and revised: June 25, 2017