

BY-LAWS OF
THE COPPER MOUNTAIN MESA COMMUNITY ASSOCIATION

ARTICLE I--PURPOSE OF THIS ASSOCIATION

SECTION

- 1.1 To provide facilities for the use and benefit of the senior citizens and the children of the area.
- 1.2 To provide initiative, direction and support to programs beneficial to the aged.
- 1.3 To provide initiative, direction and support to programs beneficial to children.
- 1.4 To provide initiative, direction and support to the orderly development of the desert area.
- 1.5 To establish a co-operative, working, and progressive relationship with local government.
- 1.6 To provide an impetus to the future development of roads, utilities, and improvements required for the benefit of the desert community.
- 1.7 To help in maintaining the natural beauty of the land.

ARTICLE II--PRINCIPAL OFFICE

- 2.1 The principal office for the transaction of the business of the Corporation is fixed and located at the Copper Mountain Community Center, 65336 Winters Road, City of Joshua Tree, County of San Bernardino, State of California.
- 2.2 The Board of Directors may change the location of the principal office at any time with at least thirty days prior notice to the membership.
- 2.3 The Voluntary Fire Department (Station 44) located at 65430 Winters Road, is and shall be a part of the Copper Mountain Community Association.

ARTICLE III--MEMBERSHIP

- 3.1 Membership in this Association shall be limited to owners of land and residents in the vicinity of the area known as Copper Mountain Mesa, and Sunfair Heights. And who have fulfilled the dues requirements of this Association.
- 3.2 Membership in this Association shall be of two types: Voting and Non-voting Members.
 - 3.2.1 Voting members shall be those who have fulfilled the requirements of Article III, Section 1 and who have paid the initial membership fee and are current as to annual dues payments. Voting members are entitled to one vote, at each membership meeting, on each issue.
 - 3.2.2 Non-voting members shall consist of all other persons who, by their application, payment of the initial membership fee and annual dues, express a desire to advance the aims of the Association.
 - 3.2.2.1 Non-voting members are entitled to all of the rights and privileges of membership, excepting only to vote on issues, and specifically may propose and speak upon issues prior to the actual vote thereon.
- 3.3 Membership programs shall be operated free from discrimination on the basis of race, color, religion, sex, national origin.
- 3.4 No member in good standing may be excluded from attending and/or exercising membership rights but for those who fail to maintain proper order at a given meeting, and then only with the concurrence of a majority of members present.

ARTICLE IV--QUORUM

- 4.1 Aquorum for any meeting shall be a minimum of twenty percent (20%) of the general membership at a duly called meeting.

ARTICLE V--MEETINGS

- 5.1 The annual meeting of the members of this Association shall be held on a date on the 2nd Saturday of November at 2:00 P.M. at the principal office of this Association, or at any other place determined by a resolution of the Board of Directors.
- 5.2 Written notice of the time and place of the meeting shall be delivered personally to each voting member or sent to each voting member by mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown on the records of the Association, or if it is not shown on the records or is not readily ascertainable, at the place where the meetings of the members are regularly held.
- 5.3 Any notice shall be postmarked, delivered, or posted at least thirty (30) days before the date of the meeting.
- 5.4 Special meetings of the members of the Association for any purpose or purposes may be called at any time by the President or by any two members of the Board of Directors and approved by the Board of Directors.
- 5.5 Written notice of the time and place of the special meeting of the members shall be given in the same manner as for the annual meetings.
- 5.6 The transaction of any meeting of the members of this Association, however called and noticed, shall be as valid as any meeting held after a regular call and notice if a quorum is present.
- 5.7 Roberts Rules of Order shall govern all meetings of the Board of Directors, general meetings, or special meetings, in all cases in which they are applicable and in which they are not inconsistent with these by-laws or the Articles of Incorporation.

ARTICLE VI--LIABILITIES

- 6.1 No person who is now, or who later becomes a member of this Association, shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this Association shall look only to the assets of the Association for payment.

ARTICLE VII--BOARD OF DIRECTORS

- 7.1 The Board of Directors shall consist of eight (8) members until the number of directors is changed by amendment to these by-laws.
- 7.2 Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business.
- 7.3 Powers of the Directors.
 - 7.3.1 Subject to limitations of the Articles of Incorporation, other sections of the By-laws, and of California law, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of directors. Without limiting the general powers, the Board of Directors shall have the following powers.
 - 7.3.2 To select and remove all the other officers, agents, and employees of the corporation, prescribe such powers and duties for them as may be consistent with the law, the Articles of Incorporation, or the by-laws, fix their compensation, and require from them security for faithful service.
 - 7.3.3 To conduct, manage, and control the affairs and business of the Association, and to establish rules and regulations consistent with law, the Articles of Incorporation, or the By-laws.
 - 7.3.4. To borrow money and incur indebtedness for the purposes of the Association, and for that purpose to cause to be executed and delivered, in the Association name promissory notes, bonds, debentures, deed of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.
 - 7.3.5 Any long term indebtedness other than month to month indebtedness shall be subject to the vote of the general membership.

7.4 Election and Term of Office.

- 7.4.1 Except as provided for the initial terms of the first four directors, the term of office for each director of this Association shall be for two (2) years or until his successor is elected. The successors for directors whose terms of office are then expiring shall be elected at the annual meeting of the members in the year such terms expire. A director may succeed himself in office.
- 7.4.2 The immediate past president shall be an ex-officio voting member of the Board of Directors, to serve for one year only.
- 7.4.3 Other past Presidents may become members of an advisory board to the Association, but without a vote on the Board of Directors.

7.5 Vacancies

- 7.5.1 Vacancies on the Board of Directors shall be filled by appointment of a majority of the remaining directors in office provided that at least five (5) elected directors are present for the voting. The successor director so appointed shall serve for the unexpired term of his predecessor.

7.6 Place of Meeting.

- 7.6.1 Regular meetings of the Board of Directors shall be held at the principal office of the Association.
- 7.6.2 Special meetings of the Board may be held at either a place designated by the President within the area of influence or at the principal office of the Association.
- 7.6.3 The Board of Directors shall call a minimum of three meetings annually in addition to the annual meeting.

7.7 Organization Meeting.

- 7.7.1 Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purposes of organization, election of officers, and the transaction of other business.

7.8 Special Meetings.

- 7.8.1 Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by any two (2) directors.
- 7.8.2 The transactions of any special meeting of the Board of Director, however called and noticed and wherever held, shall be valid, if a quorum is present.
- 7.8.3 Any Business requiring the call of a special meeting shall be the only business to be transacted at any such meeting.

7.9 Action without a Meeting.

- 7.9.1 Any action by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

7.10 Removal

- 7.10.1 A director may be removed from office, for cause, by a majority vote of the directors. In such an event however, his successor is to be appointed as stipulated in Article VII, Section 5.1
- 7.10.2 The unexcused absence of a Director from three consecutive Board meetings shall ipso facto, be cause for the Board, or for a membership meeting, by a majority vote, to effectively declare said Director's office vacant.
 - 7.10.2.1 Excused absence shall be granted to any Director who misses a meeting due to the press of personal or family business, employment requirements, or social activity. Such absences should be announced before the fact, if reasonably possible.

7.11 Compensation

- 7.11.1 The directors shall receive no compensation for the services as directors.
- 7.11.2 Officers or agents appointed by the Board of Directors may be compensated for expenses incurred in the performance of their assigned duties.

ARTICLE VIII--OFFICERS

- 8.1 The officers of this Association shall be a President, 1st. Vice-President, 2nd. Vice-President, and such other officers as the Board of Directors may appoint from the Board of Directors.
- 8.2 No person may hold more than one of these offices.
- 8.3 The Board of Directors shall elect all officers of the Association for terms of one year, or until their successors are elected and qualify.
- 8.4 A vacancy in any office because of death, resignation, or removal, disqualification, or otherwise shall be appointed as stipulated in Article VII, Section 5.1
- 8.5 Duties of the President.
 - 8.5.1 Subject to the control of the Board of Directors, and with the guidance of the general membership, the President shall have general supervision, direction, and control of the business and affairs of the Association.
 - 8.5.2 He shall preside at all meetings of the members, Board meetings, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.
- 8.6 Duties of the Vice-President.
 - 8.6.1 In the absence or the disability of the President, the Vice-President shall perform all the duties of the President and in so acting shall have all the powers of the President.
 - 8.6.2 The Vice-President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

8.7 Duties of the Secretary.

- 8.7.1 The Secretary shall be appointed by the Board of Directors and shall have a vote as an active member of the Board.
- 8.7.2 The Secretary shall keep a full and complete record of the proceedings of the Board of Directors.
- 8.7.3 Shall keep the seal of the Corporation and affix it to such papers and instruments as may be required in the regular course of business.
- 8.7.4 Shall make service of such notices as may be necessary or proper.
- 8.7.5 Shall supervise the keeping of the records of the Association.
- 8.7.6 And shall discharge such other duties of the office as prescribed by the Board of Directors.

8.8 Duties of the Treasurer.

- 8.8.1 The Treasurer shall be appointed by the Board of Directors and shall have a vote as an active member of the Board.
- 8.8.2 The Treasurer shall receive and safely keep all funds of the Association and deposit them in the bank or banks that may be designated by the Board of Directors.
- 8.8.3 Those funds shall be paid out only on checks of the Association signed by the Treasurer and such officer or officers as may be designated by the Board of Directors as authorized to sign them.
- 8.8.4 The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

ARTICLE IX--AMENDMENT OF THE BY-LAWS

- 9.1 These By-laws may be amended or repealed and the new By-laws adopted by a two-third vote of the members of the Board of Directors at any Directors meeting, with a special requirement that notice of the changing resolution must be given to all general members.
- 9.2 A change of the By-laws fixing or changing the number of Directors may be adopted, amended, or repealed only by the vote or written approval of twenty percent (20%) of the general membership.
- 9.3 Any such called meeting shall have at least thirty (30) days notice of the proposed change.

ARTICLE X--FISCAL MATTERS

- 10.1 All persons who desire to become members of this Association shall pay an initial non-refundable fee of \$ 5.00, subject to a Board of Directors modification from time to time, which shall include dues for the balance of that fiscal year.
- 10.2 Annual membership dues, for each fiscal year, shall be the sum of \$ 3.00, subject to Board of Directors modification.
- 10.3 Assessments and calls for contributions, in cash or in kind, may be issued by Board of Directors action.
- 10.4 Emergency fiscal decisions, approved by the President, and by one more than the majority of the Board of Directors shall bind the Association until the next general meeting.
- 10.5 The fiscal year for the Association funds shall run from November 15, to November 15.

ARTICLE XI--STANDING COMMITTEES

11.1 The Copperettes.

- 11.1.1 A committee in charge of, and control of any function involving the kitchen of the Community Center.
- 11.1.2 To plan and execute all social activities involving the Community Association.
- 11.1.3 To handle the publicity required for any and all of the social functions.
- 11.1.4 The Chairman, or appointed representative will have the right to make motions and vote upon the issue at any regular Board Meeting.

11.2 The Community Center Building Committee.

- 11.2.1 In charge of care, maintenance, and operations of the Community Center Building.
- 11.2.2 In charge of setting policy and suggestions for donations for the use of the Community Center Building.
- 11.2.3 The Chairman, or appointed representative will have the right to make motions and vote upon the issue at any regular Board Meeting.

11.3 The Fire House Building Committee.

- 11.3.1 In charge of care, maintenance, and operations of the Fire House.
- 11.3.2 To provide liason between the fire department and the Board of Directors.
- 11.3.3 The Chairman, or appointed representative will have the right to make motions and vote upon the issue at any regular Board Meeting.

11.4 The Road Committee.

- 11.4.1 In charge of handling all preventive maintenance and emergency repair of roads in the community area.
- 11.4.2 The chairman, or appointed representative will have the right to make motions and vote upon the issue at any regular Board Meetings.

ARTICLE XII--STANDING RULES

12.1 The standing rules shall be a written means by which the daily organizational business of the Association is accomplished. They also shall be used where appropriate to implement the By-laws and those policies of the general membership to which they can be applied. Custody over the Standing Rules is delegated to the Board of Directors.

12.2 These Standing Rules may be amended as follows:

12.2.1 By a majority vote of the Board of Directors.

12.2.2 By a majority vote of the General Membership at any duly called meeting provided each member has received the proposed amendment in writing at least thirty (30) days prior to the general meeting.

12.2.3 Any amendment to these Standing Rules shall become effective immediately unless otherwise specified.

1. All fund raising projects held to enhance the general funds of the Association or the accounts of committees shall first have the approval of the Board of Directors.
2. All bulletins, publications, notices, or other mailings to the general membership shall have prior approval of the Board of Directors.
3. Any funds not used for a approved project shall be returned to the Treasurer for redeposit into the proper fund account.
4. Copies of the Governance Documents and the record of Proceedings (minutes) of the Governance Bodies shall be readily available to members at the organizations principle office of business.
5. It shall be the responsibility of the Volunteer Fire Department, with the cooperation of the Copperettes, to sponsor and to take charge of the Annual Barbeque. Any proceeds from this affair shall be credited to the Fire Department account.
6. It shall be a responsibility of the Association to present a copy of these By-laws to all present members and to each new member of the Association upon the payment of any fees and dues.
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