

A California Nonprofit Public Benefit Corporation.

A Bylaws Review Committee, with RBDA Executive Board members Mike Kubo, Cyndy Cote and Ted Benhari participating, was established at the September 12, 2026 RBDA Executive Board Meeting with a goal of reviewing and updating as necessary the May 8, 2002 Bylaws.

The entire Board contributed suggestions to the review committee and a proposed amended Bylaws document was created for approval by the membership at the Annual Meeting in January 2027.

Amendments made to the 2002 document were primarily of a grammatical nature and also to streamline and re-arrange Articles in a more user-friendly manner and provide additional detail as necessary such as Executive Board Member responsibilities. Updated language was used in reference to how information is distributed removing Facebook and the manner of approving changes in dues was redirected to the Executive Board.

The proposed Amended Bylaws are shown below for membership review in preparation for voting on this document at the Annual January 2027 public meeting.

ARTICLE I — NAME: The name of this corporation is Rural Bonny Doon Association (“Association”)

ARTICLE II—OBJECTIVE: The principal objective of the Association is to advocate for a rural, natural, safe and sustainable future in Bonny Doon.

- A. Considers and takes positions on issues affecting Bonny Doon;
- B. Advocates positions of the Association to the public, governmental agencies, and/or private parties;
- C. Advises the community of events and proposals affecting the Bonny Doon community;
- D. In addition, this corporation is formed solely for the purposes of performing all things incidental to, or appropriate in, the achievement of its primary objective. The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of its primary purposes;
- E. This corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California for the administration of the affairs and attainment of the purposes of the corporation. In no event shall the corporation engage in activities that are not permitted to be carried on by a corporation exempt under Section 501(c)(4) of the Internal Revenue Code.

The geographical area covered by this organization is the Bonny Doon Planning Area of Santa Cruz County as of December 19, 1994. The initial principal office of the corporation shall be

located in the County of Santa Cruz, State of California. The Executive Board may from time to time change the location of the principal office from one location to another within said county.

ARTICLE III — MEMBERSHIP & DUES:

- A. Membership in the Association shall be open to persons eighteen (18) years and older who reside in or own property in Bonny Doon and who pay yearly dues to the Association.
- B. A property that falls within the Bonny Doon geographical area as defined in Article II, and is owned by a corporation, syndicate, joint venture, or estate shall be considered as being owned by one member, and that member is entitled to one vote.
- C. Eligible persons may apply for membership by submitting an application and dues to the Membership Coordinator or through the RBDA website. Membership shall become effective thirty (30) days after the Association receives a complete application and dues, unless the applicant is notified that additional information is required.
- D. Members in good standing retain rights of membership during the period for which dues are paid. A person whose membership has lapsed has a grace period of thirty (30) days in which to reinstate the membership, by payment of dues, without reapplying for membership.
- E. The membership has the right to:
 - 1) Nominate candidates for the Executive Board;
 - 2) Elect members of the Executive Board;
 - 3) Propose agenda items for meetings. Requests to add agenda items must be submitted to the Board via mail or email a minimum of 7 days before the scheduled meeting date;
 - 4) Serve on the Executive Board and committees;
 - 5) Order the call of special meetings;
 - 6) Approve or reject bylaws amendment(s) as brought to the Association by the Bylaws Committee; The membership may recommend bylaws amendments through written submission to the Board;
 - 7) Authorize, appoint and instruct committees as described in Article VII;
 - 8) Communicate with all members of the Association by the means provided by Article VI.4.e;
 - 9) Convey the position of the membership on specific issues to the Executive Board via informational polls;
 - 10) Request Executive Board Meeting minutes in writing via mail or email with reasonable notice.
- F. Dues: Dues, which are collected by the Membership Coordinator, are used to offset the cost of expenses including, but not limited to: production of the Highlander newsletter, maintaining the web site and legal assistance.

ARTICLE IV — MEETINGS AND VOTING

- A. There are three (3) types of membership meetings, each with different purposes: General, Annual, and optional Special Meetings.

1. General Meetings:

General Meetings shall be scheduled by the Executive Board to take place not less frequently than four (4) times per year. One of these may be replaced with the January Annual Meeting. The last General Meeting of each year shall be held in October. Once announced, the date and time of the October General meeting may only be rescheduled by the unanimous approval of the Executive Board.

The purpose of General Meetings is to facilitate communication among Association members, the Executive Board, and the community; to review items of concern and activities related to the Objective of the Association; and to provide a forum for the discussion of other issues. Association business shall not be transacted at General Meetings, except giving notice of the intention to introduce new business at a Special Meeting or the Annual Meeting; or offering nominations for the Executive Board. Informational polls may be taken on issues discussed, to provide the Executive Board with the position of those present.

The Executive Board shall set the agenda for General Meetings. Additional agenda items may be proposed to the Executive Board by the members. These proposals must be provided seven (7) days before the scheduled meeting for inclusion in the agenda. Prior to the General Meeting, agendas shall be posted to the Association's website and should include:

- a. Officers' reports;
- b. Notice of any official business conducted at the previous General Meeting;
- c. Reports of committees and RBDA representatives to other organizations (if any);
- d. New business (if any);
- e. Speaker (if any).

2. Annual Meetings:

The Annual Meeting shall be held in January of each year for the purpose of electing members to the Executive Board and considering proposals for action. This meeting can only be postponed by unanimous vote of the Executive Board.

Prior notice is required for all business brought before the membership at the Annual Meeting. All proposals for action to be considered must have been submitted in writing to the Corresponding Secretary, and read to the members, at the October General Meeting. The full text of the proposals for action to be considered shall be published in the January issue of the Highlander newsletter and/or posted on the website, and/or emailed to membership at least one (1) week prior to the January meeting.

3. Special Meetings:

Special Meetings may be called only to consider proposals for action.

The Chair shall call a Special Meeting, for the consideration of specific proposals for action, when a written petition signed by ten percent (10%) of the membership is presented in writing to the Corresponding Secretary.

The Chair shall call a Special Meeting, and the full text of the proposal for action to be provided to the entire membership by direct mail or email, and the Association's website within ten (10) days of presentation of the petition. The Executive Board shall strive to schedule a Special Meeting for a date not less than twenty-one (21) and not more than thirty (30) days after distribution of this notification.

- B. Voting: Each current member who has paid their yearly dues is eligible to vote. Bonny Doon property owned by corporations, syndicates, joint ventures, and estates are eligible for one vote.
- C. Quorums: Ten percent (10%) of the members of the Association shall constitute a quorum at the Annual Meeting, and thirty percent (30%) at Special Meetings. A quorum is not required under the following situations:
 - 1. To conduct the limited business that may be transacted at General Meetings;
 - 2. For conducting an informational poll at a Special Meeting;
 - 3. For election of Executive Board officers;
 - 4. Approval of dues at the Annual Meeting. (Due to the provision for absentee voting)

ARTICLE V — EXECUTIVE BOARD ELECTIONS AND BOARD OFFICER POSITIONS:

- A. The Association shall be administered by an Executive Board consisting of seven (7) Association members each of whom shall be a year-round resident of Bonny Doon. Terms are for two (2) years and are staggered: four (4) positions are elected by the membership in odd-numbered years, three (3) in even- numbered years.
- B. At its first meeting following the annual election, the Board shall install officers to the various board positions for the term of one (1) year. The following officers shall perform their duties prescribed by these bylaws described in Article VI and by parliamentary authority adopted by the Association procedure.
 - 1. Chair
 - 2. Vice-Chair
 - 3. Recording Secretary
 - 4. Corresponding Secretary
 - 5. Treasurer
 - 6. Membership Coordinator
 - 7. Highlander Editor.
- C. These bylaws prohibit recall or removal of Executive Board members except if they no longer qualify for membership by having moved out of the Bonny Doon Planning Area and/or no longer owning property therein, if they have been convicted of a felony, or for failure to execute their duties as specified in Article VI.G.1-7 as determined by a unanimous

vote of the Executive Board, exclusive of the vote of the executive board member being recalled.

- D. If any vacancy shall occur in the Executive Board between elections, the remaining members of the Executive Board shall appoint a new Board member to fill such vacancy until the next Annual Meeting, at which time vacancies will be filled by electing board members to the remaining term of the board member whose position that they were appointed to, or to a new two-year term if the term of the Executive Board member that they were appointed to has expired. Their term of office shall begin at the close of the Annual Meeting at which they are elected.
- E. The Executive Board shall appoint a committee of three (3) or more persons to nominate candidates, who have been a member in good standing as of the first of October, for the Executive Board. The committee shall present its nominations at the October General Meeting. No more than one member of the Executive Board may serve on the Nominating Committee; the Chair may not serve on the Nominating Committee.
- F. Additional nominations shall be accepted from the floor at the October meeting, after which nominations shall be closed.
- G. Statements from candidates, within the Highlander Editor specified word limit, submitted in a timely fashion, shall be published on the Association's website and in the Highlander newsletter edition prior to the election.

ARTICLE VI – POWERS AND DUTIES OF THE EXECUTIVE BOARD

- A. The Executive Board shall hold at least one (1) meeting prior to each regularly scheduled General Meeting to conduct the business of the Association. A majority of the Executive Board members shall constitute a quorum for Executive Board meetings. Executive Board meeting agendas shall be available to members by publication to the website before Executive Board meetings. An initial portion of each Executive Board Meeting shall be open for comments from Association members, who must request permission to do so at least one week prior to the meeting unless that requirement is waived by the Chair.
- B. The Executive Board shall have authority over the affairs of the Association, except for business specified in Article III.E.
- C. The Executive Board may develop rules for conducting its own business, provided that they do not infringe upon these bylaws. No such rules shall bind future Executive Boards.
- D. The Executive Board shall be responsible for making meaningful opportunities for the active involvement of as many members as possible.
- E. The Executive Board shall have the authority to increase annual dues. Annual dues increases shall only be implemented at the beginning of the fiscal year. Any increase of annual dues for the following year shall be announced at the October meeting or published in the Highlander

prior to the Annual Meeting preceding the dues increase. The Executive Board shall not increase the annual dues by more than 100% from the preceding fiscal year.

F. The authority to expend funds of the Association and to hold title to and manage all its assets rests with the Executive Board.

G. Specific duties of Executive Board members shall include, but may not be restricted to:

1. Chair:

- a. Along with the Executive Board, sets an agenda for meetings, assures that the agendas are posted for public review in a timely manner and presides over meetings;
- b. Meets with government officials representing the Association;
- c. Coordinates the activity of Board members;
- d. Is an authorized user of the Association's bank debit card;
- e. Is a holder of one of the two Post Office Box keys;
- f. Maintains records of official documents and meeting minutes turning over to their successor.

2. Vice Chair:

- a. Assists Chair as requested;
- b. Acts as liaison with government agencies as requested;
- c. Organizes General Meetings and recruits speakers;
- d. Serves as the Chair in the Chair's absence, or in the event of vacancy and until such time as the Executive Board appoints an interim Chair.

3. Recording Secretary:

- a. Takes meeting minutes recording actions taken and vote details;
- b. Provides minutes to each Board Member prior to a meeting and to any member requesting them;
- c. Arranges for approved minutes to be posted on the website;
- d. Keeps record of minutes, turning them over to their successor.

4. Corresponding Secretary:

- a. Receives and responds to all communications, with a cc to Executive Board;
- b. Causes notices to be posted on the website;
- c. Keeps record of all correspondence and turns them over to their successor;
- d. Sends approved Action Alerts to members via the email list;
- e. Upon request, and with Executive Board approval, forwards important communication relating to an objective or operation of the Association to the membership by email, direct mail, or notice in the Highlander newsletter.

5. Treasurer:

- a. Receives and banks all Association funds;
- b. Pays approved bills;
- c. Reconciles bank statements;

- d. Provides Treasurer's report at Board meetings;
 - e. Files annual government reports;
 - f. Is an authorized user of the Association's bank debit card;
 - g. Keeps records of financial related documents and turns them over to their successor.
6. Membership Coordinator:
- a. Distributes, receives and reviews applications for membership, collects and records all dues and sponsor donations received;
 - b. Maintains the membership roster;
 - c. Controls access to member contact information, with the following exceptions:
 - 1. Upon request by the Executive Board officer designated to serve on the Nominating Committee to use to determine eligibility of a member who has been nominated to serve on the Executive Board or for purposes of recruiting members to nominate candidates
 - 2. Upon request by the officer designated by the Executive Board as the administrator of the Association's Facebook group for purposes of determining whether a person applying for inclusion in that group is an Association member.
 - d. Is a holder of one of the two (2) Post Office Box keys;
 - e. The Membership Coordinator shall keep up-to-date records and pass them on to their successor.
7. Highlander Editor:
- a. With Executive Board input and approval is responsible for the content, including required notices, and for production and distribution of the Highlander newsletter in a timely manner;
 - b. The Highlander Editor shall pass their records and copies of previous issues of the Highlander on to his or her successor.

ARTICLE VII— COMMITTEES

- A. Committees are authorized to investigate, consider alternatives, and offer recommendations on a specific issue. The power to accept or act upon such recommendation rests with the Executive Board, or with the membership.
- B. Either the Executive Board, or alternatively, the majority of the members present at an Annual or Special Meeting provided there is a quorum, can form, appoint the members of, and instruct committees.
- C. When the members initiate a committee at an Annual or Special meeting, notice of the intent to do so must follow the usual rules for agenda items at these meetings, including prior notice. When the Executive Board initiates a committee, it must follow the usual rules for reporting actions of the Executive Board.

ARTICLE VIII — PARLIAMENTARY AUTHORITY

- A. These bylaws shall be the governing rules of the Association. There shall be no separate standing rules or special rules of order.
- B. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE IX — AMENDMENT OF BYLAWS

These Bylaws may be amended at the Annual Meeting or at a Special meeting, by a two-thirds (2/3) vote of the members present at the time the vote is taken, provided that a quorum is present and the requirements for prior notice have been satisfied.

Bylaws Amended: January 2015, January 2016, May 2002 and _____