

Marin Country Club Neighborhood Association (MCCNA)

Bylaws

ARTICLE I – NAME, STATUS, AND PURPOSE

Section 1. Name and Address

This organization shall be known as the **Marin Country Club Neighborhood Association (MCCNA)** (the “Association”). The Association’s mailing address is 550C Alameda de la Loma, PMB 125, Novato, California 94949, or such other address as the Board of Directors may designate.

Section 2. Corporate Status

The Association is a **California Nonprofit Mutual Benefit Corporation**, organized under the California Nonprofit Mutual Benefit Corporation Law. The Association shall operate on a **not-for-profit basis** and is organized for social welfare purposes within the meaning of **Section 501(c)(4) of the Internal Revenue Code**.

Section 3. Clarifying Statement

The Association is **not affiliated with Marin Country Club**, and its activities are independent of the club. The Association is not intended to represent, endorse, or be officially connected with Marin Country Club.

Section 4. Neighborhood Boundaries

The Marin Country Club Estates neighborhood in Novato, California includes all residences on Fairway Drive, Country Club Drive, Brassie Court, Eagle Drive, Olympia Way, Par Lane, Bogey Lane, Bridie Drive, Pebble Beach Drive, Winged Foot Drive, Wimbledon Court, Carnoustie Heights and Drive, Broadmoor Court, Bonnie Brae Drive, Baywood Drive, Burning Tree Drive, Obertz Lane, Caddy Lane, Wentworth Lane, Nassau Court, Capilano Drive, Thornhill Court, Thunderbird Drive and Court, Pensacola Court, Piping Rock Road, St. Andrews Drive, Prestwick Court, and residences from 510 to 540 Alameda de la Loma, and those at 925 and 1025 Ignacio Boulevard.

Section 5. Objectives and Purpose

The Corporation is organized and operated primarily for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code. The specific purpose of this Corporation is to build, strengthen, and sustain a sense of community within the Marin Country Club Estates area and to represent neighborhood interests in matters affecting

quality of life, land use, public safety, transportation, housing, environmental concerns, and other civic issues impacting the neighborhood.

Without limiting the general purpose, the Corporation is organized to: 1. Encourage community engagement, communication, and collaboration among residents, businesses, and stakeholders within the neighborhood. 2. Provide a forum for discussion of neighborhood issues and concerns. 3. Participate in, monitor, and provide input on city, county, and other governmental policies, plans, projects, and legislation that may affect the neighborhood. 4. Educate residents about civic processes and opportunities for community involvement. 5. Organize meetings, events, and programs that promote neighborhood cohesion and civic participation. 6. Advocate for the general welfare of the neighborhood in a manner consistent with applicable law.

ARTICLE II – MEMBERSHIP

Section 1. Eligibility

Membership shall be open to residents of the Marin Country Club Estates neighborhood, property owners, and business proprietors located within the boundaries defined in Article I. Non-voting memberships may be offered to other interested persons.

Section 2. Individual Membership

Individual members shall be eligible adult residents or property owners, current in their dues. Annual dues for this membership category shall be \$25. Membership shall be for one year beginning on the first day of the month following receipt of dues.

Section 3. Business Membership

Annual dues for business memberships shall be \$25 for one year beginning on the first day of the month following receipt of dues. Each business entity is limited to one membership and one vote, provided the business is located within the neighborhood boundaries.

Section 4. Dues Changes

Dues may be changed by a 60% vote of the Board of Directors, followed by approval of 60% of the active members present at the next membership meeting. Individual dues shall not increase by more than 50% in any calendar year and shall not be increased in consecutive years.

Section 5. Membership Records

Membership lists, including email addresses, shall not be sold or distributed and shall be used solely for Association business.

Section 6. Applications and Dues

Membership applications and dues shall be submitted to the Association's address and processed by the Treasurer.

Section 7. Active Membership

Only members whose dues are current ("active members") may vote or hold office.

ARTICLE III – BOARD OF DIRECTORS AND OFFICERS

Section 1. Board Composition

The Board of Directors shall consist of **nine (9) directors**, including the officers: President, Vice President, Secretary, Treasurer, and Directors-at-Large.

Section 2. Authority and Quorum

The Board of Directors shall act as a body. A **majority of the directors then in office** shall constitute a quorum. Action requires a majority vote of the directors present at a meeting with quorum.

Section 3. Eligibility

To be eligible for election as a director, a person must be a resident within the neighborhood boundaries and an active individual member.

Section 4. Officer Terms

Officers shall be **elected annually by the Board of Directors** from among the directors and may hold only one officer position at a time.

Section 5. Director Terms

Directors shall serve **three-year staggered terms**, with approximately one-third of the Board elected each year.

Section 6. Vacancies

A director position shall be deemed vacant after three consecutive unexcused absences, as determined by the Board. Vacancies shall be filled by majority vote of the remaining directors for the remainder of the term.

Section 7. Compensation

Directors and officers shall serve without compensation.

ARTICLE IV – DUTIES OF OFFICERS

Section 1. President

Shall preside at all meetings of the Association and be a voting member. Shall schedule Board of Directors meetings as required in Article IV, Section 6. Shall call additional Board meetings as necessary. Shall appoint all committee chairs, unless directed otherwise by the membership. Shall see that all State and Federal legal requirements for the organization are fulfilled. Shall have the Association represented wherever and whenever necessary.

Section 2. Vice-President

Shall be a voting member at all Board of Directors meetings. Shall perform the duties of the President in the President's absence and any such duties as assigned by the President.

Section 3. Secretary

Shall be a voting member at all Board of Directors meetings. Shall keep and distribute a permanent and accurate record of proceedings of the general membership and Board of Directors meetings.

Section 4. Treasurer

Shall be a voting member at all Board of Directors meetings. Shall collect and receive all funds due to the Association. Shall keep a set of books of the simplest form to record receipts and expenditures of the Association. Shall render a report of the financial standing of the Association and of the funds expended and received at Board and membership meetings. Shall make books open for inspection by the Audit Committee. Shall submit such records or audits as are required by the Federal and State authorities.

All checks, drafts, electronic transfers, or other instruments for the payment of money in excess of One Thousand Dollars (\$1,000) shall require approval and authorization by any two authorized officers of the Association, as designated by the Board of Directors.

Section 5. Directors-at-Large

Shall be voting members at all Board of Directors meetings.

Section 6. Board of Directors

The Board of Directors shall meet before membership meetings and at other times as required by Association business. By majority approval of the Board, the Board of Directors shall have the power to incur indebtedness not to exceed monies then on deposit in the Association's bank account.

ARTICLE V – ELECTIONS AND REMOVAL

Section 1. Director Elections

Directors shall be elected by the active membership at the Annual Meeting. Nominations may be made from the floor or by written acceptance. Voting shall be conducted in person; proxy voting is not permitted.

Section 2. Records

The Secretary shall preserve election records, which shall be open to inspection by any active member.

Section 3. Removal

An officer or director may be removed by (a) recommendation of 60% of the Board and majority vote of active members present, or (b) a 65% vote of active members present at a membership meeting.

ARTICLE VI – MEETINGS

Section 1. Membership Meetings

At least one membership meeting shall be held each calendar year. A **quorum for membership meetings** shall be at least 20% of the active members.

Section 2. Special Meetings

Special meetings may be called by the Board of Directors or by a majority of active members.

Section 3. Attendance and Voting

Only active members may vote. Guests and inactive members may attend but shall not vote.

ARTICLE VII – COMMITTEES

The Board may establish committees and appoint chairs and members from among active members. An Audit Committee of three members may be appointed.

ARTICLE VIII – CONFLICT OF INTEREST

Directors and officers shall disclose any financial interest in matters before the Association and shall refrain from voting on such matters.

ARTICLE IX – INDEMNIFICATION AND LIABILITY

To the fullest extent permitted by California law, the Association shall indemnify its directors and officers. No director or officer shall be personally liable for monetary damages for acts performed in good faith.

ARTICLE X – DISSOLUTION

Upon dissolution of the Association, its assets shall be distributed to one or more organizations organized and operated for social welfare purposes under Section 501(c)(4) of the Internal Revenue Code, or to a governmental entity for public purposes, and not to any member or private individual.

ARTICLE XI – AMENDMENTS

These bylaws may be amended by (a) a 75% vote of the Board followed by approval of a majority of active members present at a membership meeting, or (b) a 75% vote of active members present at a membership meeting, provided written notice is given at least 30 days in advance.

ARTICLE XII – RULES OF ORDER

Meetings shall be conducted in accordance with **Robert’s Rules of Order, Newly Revised (12th Edition)**, unless inconsistent with these bylaws or California law.

ARTICLE XIII – FISCAL YEAR

The fiscal year of the Association shall be the calendar year.