

BY LAWS of the PANORAMIC HILL ASSOCIATION
a California Nonprofit Mutual Benefit Corporation
AS ADOPTED BY PHA MEMBERSHIP – 9/25/2016

ARTICLE I – NAME

The name of this corporation shall be the PANORAMIC HILL ASSOCIATION

ARTICLE II – OFFICES

§ 1 - PRINCIPAL OFFICE

The principal executive office for the transactions of the business of the corporation (“principal executive office”) is the home address of the duly elected President of the corporation. The directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary or these by-laws opposite this section, or this section may be amended to state the new location.

§ 2 - OTHER OFFICES

The board of directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III – OBJECTIVES AND PURPOSES

The objectives of this corporation shall be: to improve the quality of life for all residents of Panoramic Hill by developing a base of community friendship and concern for our mutual safety and well-being and to act in concert to effect solutions to our mutual problems.

ARTICLE IV – MEMBERSHIP

§ 1 – QUALIFICATIONS

Membership in the Association shall be open to all those who reside or own property in the Panoramic Hill area. Membership in the Association is not transferable.

§ 2 - CLASSES of MEMBERSHIP

- a) Full Membership: Each resident homeowner household; or each tenant household who so chooses after being an Associate Member for at least three (3) years.
- b) Associate Members: Any tenant household on Panoramic Hill. Any non-resident owner of unimproved property.
- c) Non-Resident Homeowner.
- d) Senior Members: Full members over 75 are dues exempt

§ 3 - DUES

Dues shall be assessed by the directors as needed.

§ 4 - RIGHTS and PRIVILEGES

- a) The membership of the Association shall establish the policies which are to be implemented by the directors and officers thereof.
- b) Voting. Each Full and Non-Resident Homeowner household shall have one vote, When appropriate to an issue (as determined by the Executive Committee), ballots may be sub-tallied according to categories of membership, or by Berkeley or Oakland residency.
- c) Holding Office: only members of Full Member households are eligible to be a director or be a committee chairperson.
- d) Committee Members: any member may volunteer to serve on any committee, with the exception of the Executive Committee and Nominating Committee.

§ 5 - RESIGNATION

Any member of the Association may resign from it by informing the Association secretary or other officer of his intent. Failure to keep dues current, after three months notice, shall constitute termination of membership, unless good cause therefore is presented to the Executive Committee.

§ 6 - DISPUTES on ELIGIBILITY for MEMBERSHIP or CLASS

A majority vote of the executive committee shall determine questions of eligibility or class.

ARTICLE V - GENERAL MEMBERSHIP MEETINGS

§ 1 - REGULAR MEETINGS

There shall be at least three (3) general membership meetings per year, unless otherwise determined by the Directors.

One of the three general meetings shall be designated as the Annual Meeting. The Annual Meeting shall be held in April for the purpose of elective officers of the Association and constituting standing committees on a volunteer basis and for transacting of such other business as may come before the meeting.

§ 2 - SPECIAL MEETINGS

Special meetings of the members shall deal with such business as may come before it, including the filling of vacancies in positions elected by the members. Special meetings may be called by the President, the Executive Committee, or by 5% of the voting membership.

§ 3 - VOTING

- a) Eligibility to vote: Persons entitled to vote at any meeting shall be dues-paying or senior-member households, subject to the provisions of the California Nonprofit Corporation Law.
- b) Manner of casting votes: Voting may be by voice or ballot, provided that any election of directors must be by ballot, if demanded by any member before the voting begins.
- c) Only a majority of members present at a meeting is required, unless otherwise specified. If a quorum is present, the affirmative vote of the majority of the members present at the meeting, entitled to vote and voting on any matter (other than the election of directors) shall be the act of the members, unless the vote of a greater number of voting by classes is required by the California Nonprofit Corporation Laws or by the Articles of Incorporation.
- d) Quorum: Twenty percent of the households eligible to vote shall constitute a quorum for the transaction of business at a meeting of the members.
- e) Loss of quorum: The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by a least a majority of the members required to constitute a quorum.
- f) Absentee ballots: Absentee ballots may be requests from the Secretary of the Association and submitted no later than the beginning of a meeting at which a vote of the membership is proposed.

§ 4 - RECORD DATE

for Member Notice, Voting, and Giving Consents and Other Actions

- a) To be determined by Board of Directors: For the purposes of determining which members are entitled to receive notice of any meeting, to vote, to give consent to corporation action without a meeting, or to take other actions, the Board of Directors may fix, in advance, a "record date", which shall not be more than 60 nor fewer than ten days before the date of any such meeting, nor more than 60 days before any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote, to give consent, or to take other action, as the case may be, notwithstanding any transfer or any membership on the books of the corporation after

the record date, except as otherwise provided in the articles of incorporation, by agreement, or in the California Nonprofit Corporation Law.

b) Failure of the Board to determine date.

(i) Record date for notices of voting. Unless fixed by the Board of Directors, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.

(ii) Record date for written consent to action without meeting. Unless fixed by the board, the record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior action by the board has been taken, shall be the day on which the first written ballot is mailed or solicited. When prior action of the board has been taken, it shall be the day on which the board adopts the resolution relating to that action

(iii) Record date for other actions. Unless fixed by the board, the record date for determining those members entitled to take any other action shall be the date the board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

(iv) "Record date" means as of close of business. For purposes of this paragraph (b), a person holding membership as of the close of business on the record date shall be deemed the member of record.

§ 5 - NOTICE OF MEETINGS

Written or printed notice stating the place, day, hour, and purpose of any meeting of general members shall be delivered or mailed not less than ten (10), when feasible, nor more than thirty (30) days before the date of such meeting, by or at the direction of the President, the Secretary, or the officers or persons calling the meeting. The membership is to be given advance notice of proposed action, after study by the executive or appropriate committee.

ARTICLE VI - EXECUTIVE COMMITTEE

§ 1 - MEMBERSHIP

All directors and chairmen of active standing committees shall be members of the Executive Committee.

§ 2 - DUTIES

To conduct the business of the Association; to study the problems of the Association; to make recommendations to the membership; and to carry out the policies established by the membership.

§ 3 - MEETINGS

The Executive Committee shall meet monthly or as necessary to conduct the business of the Association between general membership meetings. Meetings shall be called by the President or by a majority of the Executive Committee. Reasonable notice must be given in advance of any such meeting to all Executive Committee members. A quorum for transacting business shall be a majority of the Board of Directors.

§ 4 - RESIGNATION

Any Executive Committee member may resign by filing a written statement with the Committee.

§ 5 - VACANCIES

Any vacancy of officers of the Association shall be filled by holding an election at the next general membership meeting. Each Standing Committee shall be responsible for electing its own chairman and alternate.

ARTICLE VII - OFFICERS

§ 1 - OFFICERS

The officers of the Association shall be a president, a vice-president-Berkeley, a vice-president - Oakland, a vice-president University of California, a recording/corresponding secretary, a treasurer, and/or others as determined by the Directors.

§ 2 - QUALIFICATION, ELECTION and TERM of OFFICE

Officers shall be chosen by the board of directors from among its members. In so doing, the directors shall implement the recommendations made by the membership of the annual meeting. In this selection, the Directors shall take into account the possibility of actual conflict of interest of a nominee. Each officer shall hold office until a successor shall have been elected.

§ 3 - PRESIDENT

The President shall preside at all general membership and Executive Committee meetings of the Association. He shall perform all duties incident to the office of the president to insure that all decision, programs and projects of the Association are carried out.

§ 4 - VICE-PRESIDENT-BERKELEY, VICE-PRESIDENT-OAKLAND,
VICE-PRESIDENT - UNIVERSITY OF CALIFORNIA

The vice-presidents shall be residents of their respective cities (and in the case of the vice-president-University of California, a resident of either city), and shall assist the President in all matters involving contact with their respective city governments or governing the President and in his/her absence, they shall perform his/her duties at the request of the President or at the request of the Executive Committee.

§ 5 - RECORDING / CORRESPONDING SECRETARY

The Recording / Corresponding Secretary shall record the minutes of all general membership and Executive Committee meetings, and read them when they are requested. The Secretary shall maintain a file of all Association documents, shall report all correspondence received for the Association to the Executive Committee and to the general membership; shall handle all correspondence of the Association as designated by the President of the Executive Committee; shall send notices of meetings when necessary.

§ 6 - TREASURER

The Treasurer shall have charge and custody of and be responsible for all funds of the Association; shall collect dues and fees for membership, and notify members when they are in arrears; shall keep an up-to-date roster of the membership; and shall perform all duties appropriate to this office. All disbursements made by the Treasurer shall be supported by a voucher.

ARTICLE VIII - STANDING COMMITTEES

§ 1 - DEFINITION and SELECTION of COMMITTEES and THEIR CHAIRMAN

The Standing Committees of the Association may include the following: Newsletter, Planning and Zoning, Emergency Preparedness, Public Safety, Neighborhood Improvements, Street, Noise, Neighborhood Preservation, and Hospitality, or such others as determined by the Association.

All members of the Association may volunteer for any committee. Each committee shall elect a chairman, who must be a member of a resident household having Full Membership in the Association. Each committee shall also elect an alternate, who also shall be a Full Member, who shall act for the Chairman in his absence at general, Executive, or committee meetings. Each

committee shall have at least three (3) members.

§ 2 - DUTIES of STANDING COMMITTEES

- 1) Newsletter Committee is responsible for the production and distribution of a newsletter to inform the membership of Association affairs. The president or Executive Committee will set dates of publication.
- 2) Planning and Zoning Committee informs the Association of deliberations and proposals of the Planning Departments and Commissions of the local governments that might affect Panoramic Hill, and represents the Association in working out plans with the city government for zoning enforcement.
- 3) Emergency Preparedness Committee is responsible for projects, activities, and information to provide fire safety and preparation for emergencies such as earthquakes and fire.
- 4) Neighborhood Improvement Committee is responsible for keeping the Association informed on any action pertaining to the neighborhood or Panoramic right-of-way.
- 5) Street Committee is concerned with problems of traffic and parking and street and sewer repair.
- 6) Neighborhood Preservation Committee is concerned with maintaining architectural, historical, and environmental elements of the Panoramic Hill area.
- 7) Hospitality Committee shall welcome newcomers and plan social functions.
- 8) Noise Committee is concerned with the alleviation of excessive noise for Panoramic Hill residents.

§ 3 - ADDITIONAL STANDING COMMITTEES

Other Standing Committees shall be appointed by the Association as deemed necessary. Operations and duties of these committees shall be determined by the Association.

ARTICLE IX - NOMINATIONS and ELECTIONS

§ 1 - NOMINATING COMMITTEE

A Nominating Committee of three to five members shall be elected at the general meeting preceding the Annual Meeting. The report of the Nominating Committee shall be made in a newsletter distributed at least one month prior to the Annual Meeting. Members of the Nominating Committee may not be nominated as directors.

§ 2 - ADDITIONAL NOMINATIONS

Additional nominations may be submitted to the Executive Committee. Notice of additional nominations must be given to the Executive Committee at least ten days before the Annual Meeting and must be given to the general membership in a newsletter or e-mail distributed prior to the Annual Meeting. Nominations may also be made by any full members at the Annual Meeting.

§ 3 - MANNER of CASTING VOTES

Voting may be by voice or ballot provided that any election of directors must be by ballot if demanded by any members before the voting begins.

§ 4 - VOTE REQUIRED to ELECT DIRECTORS

Candidates receiving a majority vote shall be elected as directors.

ARTICLE X - DIRECTORS

§ 1 - POWERS

a) General corporate powers Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation, and of these by-laws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

b) Specific power Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents, and employees of the corporation; prescribe any power and duties for them that are consistent with law, with the articles of incorporation, and with these by-laws; and fix their compensation.

(ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any member's meeting or meetings, including annual meetings.

(iii) Adopt, make and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.

(iv) Borrow money and incur indebtedness on behalf of the corporation, and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

§ 2- NUMBER of DIRECTORS

The authorized number of directors shall be six to nine, or as determined by the membership. Directors must be full members of the Association.

§3 - ELECTION and TERM of OFFICE of DIRECTORS

Directors shall be elected at each annual meeting of the members to hold office until the next annual meeting; however, if any annual meeting is not held or the directors are not elected at any annual meeting, they may be elected at any special membership meeting held for that purpose. Each director, including a director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected, and until a successor has been elected and qualified.

ARTICLE XI - RECORDS and REPORTS

§ 1 - MAINTENANCE of CORPORATE RECORDS

The Association shall keep:

- a) Adequate and correct books and records of account;
- b) Minutes in written form of the proceedings of its members, board and committees of the board;
- c) A record of its members, giving their names and addresses.

All such records shall be kept at the Association's principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state.

§ 2 - MEMBERS' INSPECTION RIGHTS

a) (i) Any member of the Association may inspect and copy the records of members' names and addresses and voting rights during usual business hours on five days' prior written demand on the Association, stating the purpose for which the inspection rights are requested; or

(ii) Obtain from the secretary of the Association, on written demand and on the tender of the secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the secretary on or before the latter of ten days after the demand is received, or the date specified in it as the date by which the list is to be compiled; and

b) Any member of the Association may inspect the accounting books and records and minutes of

the proceedings of the members and the board and committees of the board, at any reasonable time, for a purpose reasonably related to such person's interest as a member.

c) Any inspection and copying under this section may be made in person or by an agent or attorney of the member, and the right of inspection includes the right to copy and make extracts.

§ 3 - MAINTENANCE and INSPECTION of ARTICLES and BY-LAWS

The Association shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the article and by-laws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

§ 4 - INSPECTION by DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Association and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE XII - CONSTRUCTION and DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these by-laws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes, the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XIII - AMENDMENTS

§ 1 - AMENDMENT BY MEMBERS

New by-laws may be adopted or these by-laws may be amended or repealed by approval of the members or their proxies, or by written assent of these persons. However, if the corporation has more than one class of voting members, any amendment which would materially and adversely affect the rights of any class as to voting or transfer, differently than such action affects another class, must be approved by the members of such affected class. Further, where any provision of these by-laws requires the vote of a larger proportion of the members than otherwise required by law, such provision may not be altered, amended, or repealed except by vote of such larger number of members. No amendment may extend the term of a director beyond that for which such director was elected.

§ 2 - AMENDMENTS BY DIRECTORS

Subject to the rights of members under §1 of this Article XIII and the limitations set forth below, the board of directors may adopt, amend, or repeal by-laws. Such power is subject to the following limitations:

a) The limitation set forth in §1 on the members' power to adopt, amend, or repeal by-laws shall apply to actions by the board of directors.

b) The board of directors may not amend a by-law provision fixing the authorized number of directors or the minimum and maximum number of directors. However, if the articles or by-laws provide for a variable number of directors within specified limits, the directors may, subject to the by-laws fixing the exact number of directors within those limits.

c) If any provision of these by-laws requires the vote of a larger proportion of the directors than otherwise required by law, such provisions may not be altered, amended, or repealed except by vote of such larger number of directors.

d) The board of directors may not adopt or amend by-law provisions concerning the following subjects without the approval of the members:

(i) Any provision increasing the terms of directors to hold office by designation or

selection rather than election by the members;

(ii) Any provision allowing one or more directors to hold office by designation or selection rather than election by the members;

(iii) Any provision giving the board of directors power to fill vacancies on the board created by removal of directors;

(iv) Any provision increasing the quorum for members' meetings;

(v) Any provision repealing, restricting, creating or expanding proxy right.

CERTIFICATE of SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the Panoramic Hill Association, a California nonprofit corporation, and the above by-laws, consisting of eight (8) pages, are the by-laws of this corporation as adopted at a meeting of the members of the association held on Sep. 25, 2016.

DATED: _____

[Richard Rose]
Secretary