

BY LAWS OF THE
NEWPORT BOATING ASSOCIATION
A CALIFORNIA SOCIAL WELFARE ORGANIZATION
CALIFORNIA NON PROFIT CORPORATION # 0338740

ARTICLE I

OFFICES

Section 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Marin County, California at 369B Third St. #1451, San Rafael, Ca 94901

Section 2. CHANGE OF ADDRESS

The County of the corporation's principal office can be changed only by amendment to these bylaws. The Officers may, however, change the principal office from one location to another within Marin County by noting the changed address and effective date below. These changes of address shall not be deemed an amendment to these bylaws.

Address_____ Date

Address_____ Date

ARTICLE 2

PURPOSES

Section 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be:

- o The protection of property values for the homes that comprise the Newport Boating Association, also known as Parcel A of the Marin County Assessor's Office Book 10, Pages 17-20 and 17-19
- o Prompt payment when required of Marin County taxes on Parcel A
- o Contributing to the maintenance of the San Rafael Canal through community dredging that promotes navigability and usefulness of the Canal.
- o Advocating safe practices for boaters and compliance with city and county regulations regarding the use of the San Rafael Canal.
- o Promoting responsibility for each other's welfare and safety, especially in the event of a natural or man-made disaster

ARTICLE 3

OFFICERS

Section 1. Numbers

The corporation shall have three OFFICERS. The number may be changed by amendment of this bylaw and adoption of a new bylaw as provided in these bylaws.

Section 2. Titles of Officers

The titles of the officers are president, secretary, and treasurer.

Section 3. Terms and term limits

The term of an officer shall be for two years, and an officer may be eligible to serve two additional two year terms. After a year off from serving as an officer, an officer may be eligible to be nominated for election.

Section 4. Quorum required for a meeting

A quorum will consist of at least two officers.

Section 5. Notice of Meetings

Notice of meetings will be provided to the Association twenty days in advance of the meeting.

Section 6. Compensation

Officers shall serve without compensation, although they may be reimbursed for certain out of pocket expenses incurred on behalf of the corporation.

Section 7. Election of Officers

Officers are elected at the annual meeting of the corporation by a majority vote of the members of the corporation in attendance.

Section 8. Minimum number of meetings per year.

The officers shall meet at a minimum of four times per year, with one meeting in each quarter.

Section 9. Conduct of Meetings

Meetings shall be governed by Roberts Rules of Order.

Section 10. Vacancies

Vacancies of an officer may be filled by appointment by the remaining officers, and an officer so appointed shall hold office until a successor is elected at the annual meeting of the members. Vacancies shall be deemed to exist in the event of resignation, death or removal of an officer.

ARTICLE 4

OFFICERS AND DUTIES

Section 1. Titles of the Officers

The officers of the corporation shall be a President, a Secretary and a Treasurer. An officer must be a member in good standing of the corporation.

Section 2. Election of Officers

The officers are elected by the membership at its annual meeting.

Section 3. Vacancies

A vacancy in any office because of death, resignation, removal or any other cause shall be filled as prescribed in these bylaws.

Section 4. Duties of officers

The President is the chief executive officer of the corporation, presides over meetings, and has general supervision, direction and control of the business and officers of the corporation.

The Secretary shall keep a book of minutes of all meetings, notify the members of meetings, keep an accurate and complete record of the status of members of the corporation. The Secretary shall prepare and submit such forms as are required by the Secretary of State and the Franchise Tax Board of the state of California.

The Treasurer shall keep and maintain adequate and correct accounts of the business transactions of the corporation, deposits, disbursements, receipts. The treasurer will prepare a financial report, a proposed annual budget that includes the amount of the annual assessment to be presented at the annual members' meetings. Approval of this budget will be by a simple majority vote of the members in attendance.

ARTICLE 5

MEMBERSHIP AND DUES

Section 1. Membership

Membership

There is only one class of membership and eligibility for membership is strictly limited to homeowners in Lots 1 through 38 inclusive as shown in the Marin County Assessors Map Book 10, Pages 17-19 and 17-20.

Eligibility is voluntary and is accomplished by application to the officers. A Membership Certificate is granted only upon timely and full payment of dues as described in Article 4 and compliance with the Bylaws of the Corporation.

If a member ceases to make timely and full payment of dues, membership will be withdrawn. A property owner who has ceased to be a member of the corporation and wishes to be re-instated may apply to the officers of the corporation for consideration.

For purposes of implementation under these new Bylaws, all members who have paid their 2012-2013 dues are members in good standing in the corporation.

Section 2. Voting Rights

Each property shall have one vote for the purpose of any vote by the membership on any subject.

Section 3. Dues and Assessments

Annually, an assessment will be proposed by the officers that is adequate to (1) pay for the Marin County taxes on Parcel A, and (2) a budget that identifies minor administrative costs necessary to carry on the business of the corporation. These costs will be identified in a proposed budget at the annual meeting of the corporation. Any other proposed assessment that may be proposed from time to time by the officers will be submitted to the membership for their approval by a simple majority.

ARTICLE 6

MEETINGS OF MEMBERS

Section 1. Place of meetings

All annual meetings and/or other meetings of members shall be held at a place designated by the Officers.

Section 2. Annual Meeting

The annual meeting of the membership shall be held during the month of May of each year. Written notice of the annual meeting will be provided to each member by mail or other electronic means of communication. All such notices shall be sent to each member no less than thirty days prior to the meeting. Materials that specify the nature of business to be discussed at the meeting will be provided in advance. The officers will propose association activities or projects and their estimated costs for consideration by the members at this

meeting. Acceptance will be by a simple majority vote of the members in attendance.

Section 3. Special or Emergency Meetings

Special meetings of the members for any purpose may be called at any time by the President. Notice shall be given at least seven days in advance of such a meeting. If there is a need for an emergency meeting, the members will be notified by email and/or telephone four hours in advance.

Section 4. Voting

Each property is entitled to one vote as specified in Article 4 Section 1. Every member entitled to vote may do so either in writing or by written proxy. Members wishing to vote by proxy will request a proxy form from the Secretary. The proxy form will designate the person who is acting as a proxy, and must be signed by the member making this request.

Section 5. Quorum

The presence in person or by proxy of a simple majority of members shall constitute a quorum.

Section 6. Conduct of Meetings

Meetings shall be governed by Roberts Rules of Order.

ARTICLE 7

THE NEWPORT ELECTRONIC LIST SERVE

Section 1. The corporation shall maintain an electronic list serve known as the "Newport Google Group". The primary purpose of this tool is to allow the officers to provide information to the membership about matters related to the corporation. Members are free to use the Google list to ask questions or to provide relevant information about the corporation to the membership.

ARTICLE 7

AMENDMENTS

Section 1. Power of Members

New bylaws may be adopted or these bylaws may be amended or repealed by the vote of three quarters of the members at a special meeting called for this purpose.

Ratified by vote of the membership on July 27th, 2012