

BY-LAWS
of
BRIER-NORTHSHORE DOCK ASSOCIATION

ARTICLE 1. NAME, FORM, AND LOCATION.

The name of the corporation is **Brier-Northshore Dock Association**, hereinafter referred to as the "Association". The principal office of the corporation shall be deemed located within the Properties owned by the Members of the Association in Madera County, California, but meetings of Members and Directors may be held at such places within the State of California as designated by the Board of Directors.

ARTICLE 2. DEFINITIONS.

2.01. "Articles" shall mean and refer to the Articles of Incorporation for the Association and any amendments thereto, as filed with the Secretary of State of California.

2.02. "Association" shall mean and refer to Brier-Northshore Dock Association ("BNDA"), a California Nonprofit Mutual Benefit Corporation, its successors and assigns.

2.03. "Dock" shall mean one of the two floating boat landing piers, with connected shore-attached walkways and other structures, controlled by the Association.

2.04. "Lot" shall mean and refer to any of the 56 separate numbered parcels of land which constitute the Properties, as shown upon the recorded maps for the Madera County subdivisions known as "Pines Tract". These 56 Lots are specifically identified on the "BNDA Properties List."

2.05. "Member" shall mean and refer to any of those Owners entitled to and holding membership rights as provided in these By-laws.

2.06. "Owner?" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is part of the Properties.

2.07. "Prior Association" shall mean and refer to the unincorporated Association, of the same name, from which the Association was formed.

2.08. "Properties" shall mean and refer to all Lots whose Owners are actual or potential Members.

2.09. "Slip" shall mean the area adjacent to a Dock within which an individual boat may be moored.

ARTICLE 3. MEETINGS OF MEMBERS.

3.01. Place of Meeting. All meetings of Members shall normally be held at a location within the Bass Lake area of Madera County, California, but if there is no suitable location within that area, at the nearest available and appropriate meeting place as specified in the notice calling the meeting.

3.02. Annual Meetings. Regular Annual Meetings of the Members shall be held on Labor Day weekend in September, each at such place and hour as fixed by resolution of the Board.

3.03. Special Meetings. Special meetings of the Members may be called at any time by the President or by a majority of the Board of Directors, or upon the written request of five Members.

3.04. Notice of Member Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen but not more than sixty days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

3.05. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, 33.33% of the votes of the membership (19 of 56) shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, or these By-laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power only to adjourn the meeting to another time not less than five or more than thirty days thereafter.

3.06. Voting and Proxies. At all meetings of Members, each Member may vote in person or by proxy. A Member shall have one vote per Slip right owned. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon termination of that Member's membership as provided herein.

ARTICLE 4. ELECTION OF DIRECTORS.

4.01. Annual Elections. Election to the Board of Directors at an Annual Meeting shall be by secret written ballot. At such election the Members or their proxies may cast as many votes as there are Board vacancies to be filled. Cumulative voting shall not be allowed. The persons receiving the largest number of votes shall be elected.

4.02. Number and Terms. The Board shall consist of nine Directors. Directors shall be elected at each annual meeting by the Members. Each Director shall serve a two-year term, with four Directors elected in even numbered years, five Directors elected in odd numbered years, and new Directors' terms beginning on the date of and immediately following the Annual Meeting each year. The initial Directors and their respective terms shall be as were established by the Prior Association.

4.03. Removal of Directors. An individual Director may be removed from office prior to expiration of his term only by the written vote of at least a simple majority of the membership voting power or by the Board upon a declared vacancy for non-attendance at five consecutive Board meetings.

4.04. Nomination of Directors. Directors may be nominated as follows:

(a) A Nominating Committee of not less than three Members appointed by the Board may propose a slate of candidates each year for the upcoming vacant positions on the Board.

(b) A Nominating Committee (as in (a) above) shall nominate a Member, for Board approval, to fill any mid-term vacancy on the Board.

(c) The ballot shall include the name of any candidate nominated in writing by at least three Members of the Association, such writing to be received not less than thirty days prior to the Annual Meeting, and

(d) The ballot shall allow for write-in voting for candidates not otherwise nominated.

(e) The votes for any candidate who has not consented to serve as a Director shall not be counted, and if the candidate is not present at the annual meeting such consent shall be in writing.

ARTICLE 5. MEETINGS OF DIRECTORS.

5.01. Notice. Notice of regular and special Board meetings shall be provided by phone or mail delivered to the premises of each Director and other Member not fewer than seven days before the time of the meeting, and it shall specify the purpose of any special meeting.

5.02. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held not less frequently than annually, following the Annual Meeting of the Members, and as is otherwise required to properly manage the business of the Association, each at such place and hour as may be fixed from time to time by resolution of the Board. Special meetings of the Board shall be held when called by the President of the Association or by any other two Directors.

5.03. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

5.04. Participation of Members. Regular and special meetings of the Board of Directors shall be open to all Members, but Members who are not Directors may participate in deliberation and discussion only if expressly authorized by a vote of the Board. When approved by a majority of a quorum of the Directors, the Board may adjourn a meeting and reconvene in executive session to discuss and vote on such matters as personnel, litigation, and related business, provided the nature of those matters has first been announced in open session.

5.05. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

5.06. Action Taken Without Noticed Meeting. The Board shall have the right to take action in the absence of a noticed meeting, where time is deemed of the essence by the President or Vice President, by telephone conferences or otherwise, such action to be promptly confirmed in writing by the Directors. Any action so confirmed shall have the same effect as though taken at a meeting of the Directors.

ARTICLE 6. POWERS AND DUTIES OF THE BOARD OF DIRECTORS.

6.01. Powers. The Board of Directors shall have the power to:

- (a) Adopt and publish Rules for the Association, to supplement and give effect to the Articles and By-laws, and to establish penalties for the infraction thereof;
- (b) Impose a monetary or other penalty and/or suspend the voting and other membership rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association, or during any period in which such Member breaches the Articles, By-laws and/or published Rules, if such Member's infraction has been determined by the Board following notice to the Member and an opportunity to be heard by the Board with respect to the infraction alleged;
- (c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-laws or the Articles;

(d) Declare the office of a member of the Board of Directors to be vacant, upon an authorized removal by the membership, or in the event such member shall be absent from five consecutive meetings of the Board of Directors or upon receipt of a written resignation from a Director; and

(e) Contract with third parties on behalf of the Association. Provided, however, that contracts for goods or services to be furnished to the Association must meet one of the following criteria: (i) be for a term of one year or less; (ii) be approved by majority vote of the membership; (iii) be with a public utility company whose rates are regulated by the Public Utilities Commission and the contract is for the shortest term for which the supplier will contract at the regulated rate; or (iv) be a prepaid casualty and/or liability insurance policy which does not exceed three years duration and which permits short rate cancellation by the insured. And provided, further, that no contract, or series of contracts, during any fiscal year shall effect the sale or transfer of Association property having an aggregate fair market value of greater than 5% of the budgeted gross expenses of the Association for that fiscal year, unless such sales contract has been approved by a majority vote of the membership.

6.02. Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the Annual Meeting of the Members, or at any special meeting prior to which such statement has been requested in writing by one-fourth of the Members;

(b) Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;

(c) As more fully provided elsewhere herein, to:

(1) Fix the amount of the annual assessment against each Lot and Slip right in advance of each annual meeting;

(2) Fix the amount of any special assessment against each Lot and Slip right and state the need or purpose of same; and

(3) Send written notice of each assessment to every Owner subject thereto at least thirty days in advance of the corresponding assessment period;

(d) Issue or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates, If a certificate states an assessment has been paid, such certificate shall be conclusive proof of such payment;

- (e) Cause all officers or employees having fiscal responsibility to be bonded, as it may deem appropriate; and
- (f) Declare, prior to the next annual meeting date, a vacancy for the position of any Director who resigns or is removed during that director's term.

ARTICLE 7. OFFICERS AND THEIR DUTIES.

7.01. Enumeration of Officers. The officers of this Association shall be a President, a Vice President, and a Secretary/Treasurer (or a Secretary and a Treasurer), who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

7.02. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

7.03. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.04. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

7.05. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to the Section 7.03 of this Article.

7.06. Duties. The duties of the officers are as follows:

President: The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and co-sign all checks in excess of \$200 and promissory notes.

Vice President: The Vice President shall act in the place and stead of the President in the event of the President's absence, or inability or refusal to act; shall exercise and perform such other duties as may be required by the Board.

Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; shall serve notice of meetings of the Board and of the Members; shall keep appropriate current records showing the Members of the Association together with their addresses, and perform such other duties as may be required by the Board.

Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account, and prepare or cause to be prepared the following financial statements:

- (a) A pro forma operating statement (budget) for each fiscal year which shall be distributed not less than thirty days before the beginning of the fiscal year.
- (b) A balance sheet as of the last day of the Association's fiscal year and an operating statement for said fiscal year which shall be distributed within sixty days after the close of the fiscal year.

ARTICLE 8. COMMITTEES.

The Board may appoint any committee or committees, as it deems appropriate in carrying out the business of the Board and the Association.

ARTICLE 9. BOOKS AND RECORDS.

Every Director shall have the right at any reasonable time to inspect all books, records and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a Director shall also include the right to make extracts and copies of documents.

For any purpose reasonably related to one's interest as a Member, any Member or Member's duly appointed representative shall also have the right to inspect the books, records and papers of the Association (including the membership register, books of account, and minutes of membership, Board of Directors and committee meetings). Such inspection rights shall include the right to copy any materials made available for inspection, but such inspection rights shall be exercised at a reasonable time and are subject to rules to be established by the Board of Directors regarding hours and days of the week when such inspection may be made, the notice to be given to the custodian of the records by the Member desiring to make such inspection, and the payment of costs for reproducing copies of documents requested by a Member. All records of the Association shall be maintained and available for inspection at the office of the Association or at such other place the Board of Directors shall prescribe.

ARTICLE 10. ASSESSMENTS AND FINANCIAL PENALTIES.

Each Member is obligated to pay to the Association annual and special assessments as follows:

- (a) Regular assessments, for recurring operating and maintenance costs.
- (b) Special assessments, to cover major non-recurring expenditures for acquisitions, repairs, or other services.
- (c) Individual assessments, as follows:
 - (1) An initiation fee of \$1000 for each new Member who acquires membership rights by way of a transfer of a Lot or otherwise.
 - (2) The amount of costs incurred by the Association in enforcing these by-laws or other governing documents against the Member, such amount to be determined, after reasonable notice and hearing rights have been provided to the Member.
- (d) Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within sixty days after the due date, the assessment shall bear interest from the date of delinquency at the rate of one and one-half percent (1 1/2%) per month, and the Association may bring an action at law against the Owner personally obligated to pay the same, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment.
- (e) No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of Association assets or abandonment of his Lot or Slip rights.

ARTICLE 11. MEMBERSHIP QUALIFICATIONS, OTHER DUTIES, AND RIGHTS.

11.01. Qualification for Membership. The Owner (or co-owner) of a Lot shall be entitled to membership in the Association and to exercise the rights of a Member as provided in these By-laws, for so long as said Owner (a) is an Owner and (b) whose membership rights have not been revoked as provided in these By-laws. An Owner may apply to the Board for membership at any time.

11.02. Termination and Revocation of Membership.

(a) **Automatic Termination.** Membership shall automatically terminate if the Lot of an Owner is conveyed to another party and said Owner (I) then has title to no other Lot or (ii) has not, with the written consent of the Association, retained such Membership and disclosed same in writing to such other party.

(b) **Retention of Membership Upon Conveyance.** Membership in the Association may be retained upon the conveyance of an Owners Lot only if the Member has or acquires another Lot as defined in section 2.04 above. The specific identity of the new Lot, and the removal of the conveyed Lot from the Properties, shall be reflected in the records of the Association as provided in said section 2.04.

(c) **Revocation of Membership.**

(1) Membership may be revoked for a "flagrant breach" of these By-laws or the Association's Rules, after proper notice and hearing, by (I) a two-thirds majority vote of the entire Board of Directors or (ii) a two-thirds majority vote of the Members at a properly called and noticed meeting of the Members.

(2) In the event of inconsistent votes under (c)(1), the vote of the Members shall prevail.

(3) A flagrant breach shall include (i) a delinquency in paying assessments for a period of 180 days, (ii) failing to maintain a boat Slip in accordance with Association Rules, (iii) continuing unauthorized use of the Association's boat dock facilities pursuant to said Rules, or (iv) as otherwise deemed flagrant based upon the circumstances.

(d) **Reinstatement of Membership.** A membership which has been revoked as provided herein may be reinstated upon both (1) a correction or written waiver of the breach which caused the revocation and (2) a vote of the Board or the Members in the same preponderance and priority as would be required for a revocation under subsection (c)(1) above.

11.03. Other Non-Financial Penalties. Non-financial penalties may be otherwise imposed upon a Member as follows:

(a) If any assessment under Article 10 becomes delinquent, or if membership is revoked under this Article, the Association may chain off water access to the Members (or ex-Member's) boat slip until the default is cured.

(b) Non-financial penalties may otherwise be imposed as is provided in Section 6.01(b) hereof.

11.04. Dock Maintenance and Ownership.

(a) The Member shall be responsible for maintaining the structure connected to the pier which defines that Members boat Slip. The Association may upon the Members failure to do so, after proper notice and hearing rights have been provided, maintain or repair such structure according to Association Rules and impose an individual assessment for the costs of same.

(b) The Member shall be deemed to own the individual Slip structure as follows:

(1) For a Slip defined by one or two finger float structures, Ownership shall be of that structure.

(2) For a Slip defined by a floating single-slip structure, ownership shall be of that structure.

(C) The Association shall be deemed to own, and be directly responsible for the maintenance of, all of the Dock structures except these herein deemed owned by the individual Members.

(D) It is the responsibility of the slip owner to notify their guests, or renters of Brier-Northshore Dock Association Rules regarding private slip ownership and trespass rules.

11.05. Other Changes in Membership.

(a) If membership or Slip rights are abandoned, revoked, or otherwise forfeited hereunder or by law or legal process, the Association may qualify and establish new membership or Slip rights in the place of such terminated membership or rights.

(b) Membership or Slip rights may be sold, otherwise transferred, or passed by succession to a party qualified for same, subject to the written consent of the Association.

(c) The Association shall maintain a list of parties requesting new or additional Slip rights, and shall approve or consent to such new rights in the order in which the requests are received in writing, giving priority to parties on the list who are existing Members.

(d) Any changes in membership or Slip rights pursuant to this section shall be reflected in the records of the Association as provided in Section 2.04 above.

11.06. Rights of Members.

Principal Purpose of Association. In addition to the voting rights of Members as provided in Article 3 herein, each Member, and only a Member, shall also be entitled to access and use for its intended purpose not more than one boat per slip, per Lot owned, as attached to or otherwise incorporated within the boat docks controlled by the Association on Bass Lake. The control and maintenance of said boat Docks, by the Association for the benefit of its Members, shall be the principal purpose of the Association.

ARTICLE 12. SEAL.

The Association may have a corporate seal, circular in form with name inscribed thereon together with the words "State of California" and the date of its incorporation.

ARTICLE 13. AMENDMENTS.

13.01. These By-laws may be amended at a regular or special meeting of the Members, or by written consent of the Members given without a meeting, by a vote of 51 % of the Members there entitled to vote.

13.02. In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control.

ARTICLE 14. MISCELLANEOUS.

The regular fiscal year of the Association shall begin on the first day of September and end on the 31st day of August of every year, except that the first fiscal year for the Association in its corporate form shall begin on the date when the Articles of Incorporation are filed with the Secretary of State.

CERTIFICATION

We, the undersigned, do hereby certify:

That we are duly elected and acting Directors and officers of the Brier-Northshore Dock Association, a California nonprofit corporation, and

That the foregoing By-laws constitute the By-laws of said Association, as duly adopted by a membership vote concluding on July 31 2006

IN WITNESS WHEREOF, we have hereunto subscribed by name and affixed the seal (if any) of said Association this 31 day of July 2006

Secretary Bob Schor President Rogin Sturges
*

Amend By-Laws

MINUTES OF DIRECTORS MEETING OF

BRIER NORTH-SHORE DOCK ASSOCIATION, A California CORPORATION.

The board of directors of **BRIER NORTH-SHORE DOCK ASSOCIATION** held a meeting on September 5, 2020 at Bass Lake.

The following individual(s) were present at the meeting representing a Quorum and/or all of the Directors of **BRIER NORTH-SHORE DOCK ASSOCIATION**

<u>Name</u>	<u>Title</u>
Gary Lee	President
BJ Stewart	Vice President
Dennis Wilt	Treasurer
Don Smith	Secretary

Also present at the meeting were the following individuals, if any:

<u>Name</u>	<u>Title</u>	<u>Name</u>	<u>Title</u>
Dave Huffman	Director	Don Weaver	Director
Frank Lasick	Director	Mike Dunham	Director

The Directors noted that they had reviewed and considered the Bylaws of the Corporation. Amendments to Section

4.02. Number and Terms.

are as follows: The Board shall consist of nine Directors. Directors shall be elected at each annual meeting by the Members. Each Director shall serve a two-year term, with four Directors elected in even numbered years, five Directors elected in odd numbered years, and new Directors' terms beginning on the date of and immediately following the Annual Meeting each year. The initial Directors and their respective terms shall be as were established by the Prior Association.

The following language will amend and replace the above quoted Section:

The Board shall consist of nine Directors. Directors shall be elected at each annual meeting by the Members. Each Director shall serve a two-year term, with four Directors elected in even numbered years, five Directors elected in odd numbered years, and new Directors' terms beginning on the date of and immediately following the Annual Meeting each year. The initial Directors and their respective terms shall be as were established by the Prior Association. The President may only serve a total of 4 years consecutive or non-consecutive. A member who has served as President may be elected to other positions on the board. If the President cannot fulfill his term the vice-president automatically complete the current term.

Based on this review and consideration of this amendment to the Bylaws of the Corporation by the Directors, the following resolution was unanimously adopted:

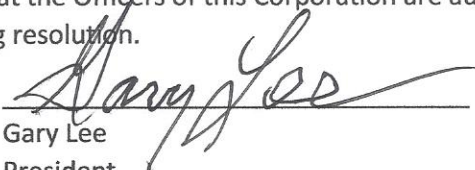
RESOLVED, that the amendment of Section

4.02. Number and Terms

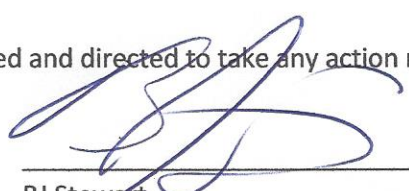
, which was presented to the Directors for consideration, is hereby adopted.

RESOLVED FURTHER, that the Officers of this Corporation are authorized and directed to take any action necessary to effectuate the foregoing resolution.

DATE: 9-5-2020



Gary Lee
President



BJ Stewart
Vice President