

**BYLAWS OF THE
FLOATING HOMES ASSOCIATION, INC.**

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ARTICLE I – THE ASSOCIATION

Section 1 – Name

The name of this association shall be the Floating Homes Association, Inc.

Section 2 – Purpose

The Floating Homes Association, Inc. was formed in early 1985 as a civic organization to improve public understanding of the floating homes community of Richardson Bay; to represent the residents in addressing legal, and governmental concerns; and to help coordinate community affairs.

Section 3 – Principal Office

The principal office of the Association shall be Box 3054, Sausalito, County of Marin, State of California 94966. The Association may have such other offices as designated by the Board of Directors.

Section 4 – Definitions

These bylaws are subject to the following definitions:

1. A Floating Home is a structure that is all of the following:
 - a) Designed and built to be used, or is modified to be used, as a stationary waterborne residential dwelling in a marina specifically designated for full time residential use;
 - b) Has no mode of power of its own;
 - c) Is dependent for utilities upon a continuous utility linkage to a source originating on shore;
 - d) Has a permanent continuous hookup to a shore side sewage system.
2. A Household is one or more adults living at the same address.

ARTICLE II – MEMBERSHIP

Section 1 – Active Membership – Voting Members

Any Household owning or occupying a legally authorized floating home in Richardson Bay is eligible to become an Active Member of the Association, with full voting and other privileges, if qualified under these Bylaws and under such rules as the Board of Directors may provide. Each Household is entitled to only one vote.

A maximum of 2 (two) adults per Household in good standing are eligible to serve on the Board of Directors and Committees.

Section 2 – Associate and Honorary Membership – Non-Voting Members

The Board of Directors may define such terms and privileges to these membership categories, as it deems appropriate.

These membership types are not eligible to vote, serve on the Board of Directors or as a Committee Chairperson. They may however, serve as Committee members.

The Board of Directors may establish additional membership categories.

Section 2.1 – Associate Members

Associate Members have an interest in the activities of the Association and do not own or occupy a legally-authorized floating home.

Section 2.2 – Honorary Members

Honorary membership shall be bestowed by action of the Board of Directors.

Section 3 – Duration

Membership (except for Honorary Membership) requires payment of annual dues. Membership in the Association may be terminated by voluntary withdrawal as herein provided or otherwise as provided in these rules. All rights, privileges and interest of a Member in or to the Association shall cease on termination of membership. Memberships are nontransferable. Withdrawals shall be effective on fulfillment of all obligations to the date of withdrawal. Membership in the Association shall be by calendar year.

ARTICLE III – BOARD OF DIRECTORS**Section 1 – Membership**

The Board of Directors shall be comprised of:

1. Duly elected Officers;
2. Committee Chairpersons;
3. Dock Representatives;
4. Alternate Dock Representatives;
5. Director(s)-at-Large.

Section 2 – Duties and Responsibilities

The Board of Directors shall have primary responsibility for conducting the affairs of the Association for the benefit of the Members. The Board of Directors shall have the following responsibilities:

1. To perform all duties required by law, by the articles of Incorporation of the Association, or by these Bylaws;
2. To select or remove all Officers and Committee Chairpersons of the Association;
3. To prescribe additional duties of all Officers of the Association
4. To prescribe the charter of all Committees of the Association;
5. To supervise all Officers and Committees of the Association to assure that their duties are performed properly;
6. To meet at such times as required by these Bylaws.

The Board of Directors may delegate such matters as it sees fit to such committees or task forces it may establish, consistent with maintaining its duties and responsibilities.

Section 3 – Meetings of the Board of Directors

The Board of Directors shall meet regularly, typically the third Monday of each month, as scheduled by the President.

Section 3.1 – Special Meetings

Special meetings of the Board of Directors may be called at any time:

1. By the President; or
2. In the absence of the President, by the Vice President or Secretary.

Section 4 – Voting

Each member of the Board of Directors shall have one vote. In the event a Dock Representative and Alternate(s) are present from the same dock, that dock shall be entitled to only one vote. In the event that a single Board member holds two or more Board positions, that Board member may delegate its additional votes to be exercised by proxy. Voting by proxy shall be permitted by permission of the President.

Section 5 – Executive Committee

The Executive Committee shall consist of President, Vice President, Secretary, and Treasurer and may include an ad-hoc voting member appointed by the President. The Ad-Hoc members shall serve a term of one year, and may be reappointed.

Section 6 – Duties and Responsibilities of the Executive Committee

The Executive Committee shall have the primary responsibility of making recommendations to the Board of Directors. In the event of an urgent matter, the Executive Committee may make decisions on behalf of the Board of Directors, to be ratified at the following Board meeting..

Section 7 – Meetings of the Executive Committee

The Executive Committee shall meet at the pleasure of the President or in the absence of the President, at the pleasure of the Vice President.

ARTICLE IV – OFFICERS AND DIRECTORS**Section 1 – List**

The Officers of the Association shall be President, Vice President, Secretary and Treasurer. The Board of Directors may establish additional officers.

Section 2 – Method of Selection

The Officers shall be elected by a majority vote of the Board of Directors present and voting.

Section 3 – Duties

The duties of the elective Officers and Directors shall be:

Section 3.1 – President

It shall be the President's duty to:

1. Be the Chief Officer of the Association;
2. Conduct meetings of the Association, the Board of Directors and the Executive Committee;
3. Be a member ex-officio of all committees;
4. Communicate to the Association such matters and make such suggestions intended to promote the welfare and increase the usefulness of the Association;

5. Initiate correspondence on behalf of the Board of Directors, subject to policy;
6. Represent the Association at commitments, public meetings, etc.;
7. Perform such other duties as are necessarily incident to the Office;
8. Oversee the Administrative Coordinator in his or her duties.

Section 3.2 – Vice President

It shall be the Vice President's duty to:

1. Perform all duties of the President during the absence of the President;
2. Be a member ex-officio of all committees;
3. Perform such other functions as directed by the Board of Directors.

Section 3.3 – Treasurer

It shall be the Treasurer's duty to:

1. Keep an accounting of all monies received and expended for use by the Association;
2. Make disbursements authorized by the Board of Directors or any authorized agent;
3. Make a report at the Annual Membership Meeting or when called upon by the President.

Funds may be drawn only on the signature of two signatories authorized by the Board of Directors. The duties of the Treasurer, under the approval of the Board of Directors, may be delegated to an Administrative Coordinator.

The funds, books and vouchers kept by the Treasurer shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the elective Officers of the Association.

An audit of the financial records, in a manner determined by the Board of Directors, may be conducted as requested by the President.

Section 3.4 – Secretary

It shall be the Secretary's duty to:

1. Give or make provision for notice of all meetings to all Directors;
2. Make provisions for the record keeping of all meetings;
3. Keep all records of the Association.
4. The duties of the Secretary, under the approval of the Board of Directors, may be delegated to an Administrative Coordinator.

Section 3.5 – Director(s)-at-Large

It shall be the Director(s)-at-Large's duty to act as a consultant to the Board of Directors and participate in the activities of the Board of Directors.

Section 3.6 – Dock Representatives

It shall be the Dock Representative's duty to:

1. Represent dock Residents at FHA Board Meetings and advocate for Residents' needs and concerns;
2. Report the activities of the Board of Directors and the Association to dock Residents;
3. Assist in the Annual Membership Drive;

4. Participate in FHA activities (i.e. annual tour, fire drills, etc.);
5. Promote the Association to non-member Residents;
6. Hold periodic meetings of and for the Residents;
7. Bring residents' concerns to the attention of the Board.

Section 3.7 – Alternate Dock Representatives

It shall be the Alternate Dock Representative's duty to:

1. Perform all duties of the Dock Representative during the absence of the Dock Representative.
2. To assist the Dock Representatives in the performance of their duties.

Section 4 - Removal for Nonattendance

Members of the Board shall be presumed to have automatically resigned from their position upon missing three (3) consecutive regularly scheduled meetings of the Board of Directors. This automatic resignation may be waived by either the President or by a majority of the votes so cast by the Board of Directors.

ARTICLE V – ELECTIONS

Section 1 – Officers

The election of Association Officers shall take place every other year at a time and place decided by the Board of Directors. Any Active member in good standing shall be eligible to run for office. Only members of the Board of Directors shall be entitled to vote. Candidates who receive a majority of votes so cast shall be elected.

Section 2 – Dock Representatives

Active Members in good standing from each dock having at least six (6) floating homes shall annually elect a Dock Representative by ballot. Each dock may select one or more Alternate Representatives to function in the absence of and to assist the elected Dock Representative.

Section 3 – Director(s)-at-Large

Director(s)-at-Large shall be appointed by the Board of Directors. The Board of Directors shall determine the number of Director-at-Large positions. The President of the Association may appoint one Director-at-Large.

Section 4 – Vacancies

Vacancies on the Board of Directors shall exist upon the death, resignation or removal of any Director. Officers, Committee Chairpersons, Director(s)-at-Large and Dock Representatives may be removed without cause by a two-thirds (2/3) majority of votes cast at any meeting of the Board of Directors.

ARTICLE VI – TERMS OF OFFICE

Section 1 – Officers

The President, Vice President, Secretary and Treasurer shall take office immediately upon their election and shall serve for terms of two (2) years and until successors are duly elected. Officers are eligible for

re-election. The Board of Directors may fill vacancies in any office by appointment for the balance of the term thereof.

Section 2 – Director(s)-at-Large, Committee Chairpersons, Dock Representatives

Director(s)-at-Large, Committee Chairpersons and Dock Representatives shall take office immediately upon their election or appointment and shall serve for a term of one (1) year and until successors are duly elected or appointed. Committee Chairpersons and Dock Representatives are eligible for re-election. The Board of Directors may fill vacant positions by appointment for the balance of the term thereof. Director(s)-at-Large are eligible for re-appointment by the Board of Directors.

ARTICLE VII – COMMITTEES

Section 1 – Standing Committees

The Association shall have the standing committees listed below and additional standing committees may be established by a majority vote of the Board. Each standing committee shall have a Chairperson, appointed by the Board of Directors, who shall be responsible for directing and coordinating the affairs of the committee. The Committee Chairperson shall appoint committee members. The Board of Directors shall prescribe the charter of each committee.

1. Membership: The Membership Committee shall address matters relating to membership issues.
2. Environmental: The Environmental Committee shall address and oversee matters relating to environmental issues.
3. Government Relations: The Government Relations Committee shall address and oversee matters relating to legal and legislative issues at the direction of the Board of Directors.
4. Annual Tour: The Tour Committee shall address and oversee matters relating to the Annual Floating Homes Tour.
5. Private Tour: The Private Tour Committee shall address and oversee matters relating to all Private Tours.
6. Public Relations: The Public Relations Committee shall oversee matters relating to and coming from the public at large.
7. Communications Committee: The Communications Committee shall maintain and oversee matters relating to the web site, newsletter and blog.
8. Emergency Preparedness: The Emergency Preparedness Committee shall oversee matters relating to community preparedness and response in the event of a major disaster.

Section 2 – Task Forces

The Board of Directors may create, from time to time, task forces to address specific issues. Each task force shall have a Chairperson appointed by the Board of Directors. The task force Chairperson shall appoint task force members. The Board of Directors shall prescribe the scope of each task force. Each task force is immediately and automatically abolished upon the completion of its task(s).

Section 3 – Reporting

All committees and task forces shall make regular reports to the Board of Directors.

ARTICLE VIII – MEETINGS

Section 1 – Annual Membership Meeting

There shall be an annual meeting of the Association during the month of February each year, unless otherwise ordered by the Board of Directors. The purpose of the Annual Meeting is for giving and receiving reports including but not limited to an annual financial report and the transaction of other business. Meetings shall be open to active and associate Members in good standing and invited guests. Notice of such meetings, issued by the Secretary, shall be delivered to Members in good standing at least fifteen (15) days prior to the time appointed for the meeting.

Section 1.2 – Order of Business

The order of business at the Annual Membership Meeting may include but not limited to:

1. Call to order;
2. Approval of minutes of previous meeting;
3. Receiving of communications;
4. Report of Officers;
5. Report of Committees;
6. Unfinished Business;
7. New Business;
8. Adjournment.

The order of business may be altered or suspended at an Annual Membership Meeting by a majority vote of the active members present and voting.

Section 2 – Special Meetings

Special Meetings of the Association may be called at any time by:

1. The President;
2. In the absence of the President, by the Vice President or Secretary;
3. On the written request of a majority of the Board of Directors;
4. On the written request of not less than fifty (50) Members in good standing of the Association.

At least five (5) days written notice, indicating the date, time, location and purpose of the Special Meeting must be given to the members in good standing of the Association.

ARTICLE IX – GENERAL MEMBERSHIP VOTING ON REFERENDUM

Section 1 – Membership

On matters submitted to the general membership of the Association, each Household in good standing shall be entitled to one (1) vote, regardless of the number of occupants in the household.

Section 2 – Referendum to Members

1. The Board of Directors shall submit matters of substantial importance and difficult resolution to a vote of the general membership. The Board of Directors may make a determination as to what matters are to be so submitted.
2. The Board of Directors must submit a matter upon petition of at least twenty (20) or more Active members in good standing of the Association.

Section 3 –Vote

The vote by the general membership may be made at the Annual Meeting, a Special Meeting, or by email at the Board's discretion.

ARTICLE X – QUORUM**Section 1 – Meeting of the General Membership Voting on Referendum**

A quorum of the General Membership for an Annual or Special Meeting shall be one fifth (1/5) of the Active members. Lacking a quorum the presiding officer may adjourn and reschedule so a quorum will be present. Any motion must pass by a two-thirds (2/3) majority vote of the Active members present and voting at the meeting.

A quorum of the General Membership for an email vote shall be receipt of a responsive email from one fifth (1/5) of the Active members. Lacking a quorum the presiding officer may withdraw or resend the email so a quorum may be obtained. Any motion must pass by a two-thirds (2/3) majority vote of the Active members voting by return email.

Section 2 – Meetings of the Board of Directors

A quorum of the Board of Directors shall be the next whole number above one half (1/2) of the filled voting positions of the Board of Directors. Any motion must pass by a majority vote of the Board of Directors present and voting at a duly held meeting. Directors having a conflict of interest on a matter being voted upon must abstain from such vote.

ARTICLE XI – FINANCIAL MATTERS**Section 1 – Finances**

The Association is not intended as a profit making organization. The Association shall use its funds only for the purposes specified in these Bylaws and the Articles of Incorporation.

Section 2 – Dues

The Board of Directors, on recommendation from the Membership Committee and Treasurer, shall determine the annual dues required for membership in the Association. Dues may be varied from year to year.

Section 3 – Compensation

No Director shall receive compensation for any service rendered to the Association, except as approved by two thirds vote of the Board. However, any Director may be reimbursed for actual expenses incurred in performance of duties.

Section 4 – Bonding

Persons entrusted with the handling of Association funds may be required, at the discretion of the Board of Directors, to furnish at Association expense, a suitable fidelity bond.

Section 5 – Insurance

The Association shall maintain General Liability and a Directors and Officers liability insurance policy at all times and such other insurance as the Board of Directors shall deem necessary for the protection of the Association.

ARTICLE XII – DISCIPLINE AND EXPULSION**Section 1 – Suspension/Expulsion**

Any member in good standing of the Association may be suspended or expelled from membership by a two-thirds (2/3) majority vote of the Board of Directors if such member is determined to have violated any conditions, agreements or duties which are incident to the status of membership in the Association or to have committed actions detrimental to the good and welfare of the Association.

Section 2 - Charges

When charges are brought against a member, the charges shall be in writing, signed by the parties bringing the charges, and addressed to the Board of Directors. Any member in good standing of the Association may file such charges. The President shall form a Task Force consisting of three (3) members of the Board of Directors to review the charges. Within thirty (30) days of receipt of the charges, the Task Force shall determine if the charges have merit.

If found to have merit, the President shall set a hearing date of no later than ninety (90) days from the receipt of the charges. This hearing shall be at a regular or special meeting of the Board of Directors. The Secretary shall send a copy of the charges and notice of the date, time and location that the charges shall be heard to all concerned parties to their last known address. Such notice must be sent at least fourteen (14) days before the Board of Directors shall hear the said charges.

Section 3 - Hearing

At the hearing, the member against whom the charges have been made shall have the right to present a defense. Upon a failure to appear or defend, The Board of Directors may consider the charges as sustained and suspend or expel such member.

Section 4 - Term

In the event that suspension as opposed to expulsion is determined to be the appropriate action to be taken, then such suspension shall be for a term as determined by the Board of Directors. Such suspension shall expire automatically at the expiration of the term and the suspended member need not apply for membership. The Board of Directors may suspend a member during its investigation of charges.

ARTICLE XIII – PARLIMENTARY AUTHORITY

The usual parliamentary rules as laid down in the current edition of *“Robert’s Rules of Order Newly Revised”* or its equivalent shall govern all deliberations when not in conflict with these Bylaws.

ARTICLE XIV – AMENDMENTS TO THE BYLAWS

These Bylaws may be amended, repealed or altered, in whole or in part, by a two-thirds (2/3) majority of votes so cast at any duly organized meeting of the Association or of the Board of Directors.

ARTICLE XV – MISCELLANEOUS

Section 1 – Liabilities

Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, director, agent or employee shall be liable for the acts or failure of any other member, officer, director, agent or employee of the Association. Nor shall any member, officer, director, agent or employee be liable for his acts or failure to act under these Bylaws, excepting only acts or omissions arising out of their willful misfeasance.

Section 2 – Administrative Coordinator

An Administrative Coordinator may execute the duties of the Secretary, Treasurer, and any other duties as determined by the Board of Directors. The Administrative Coordinator shall serve at the pleasure of the Board of Directors, under the direction of the President.

Section 3 – Brand

The Board of Directors may adopt insignia, colors, badges and flags for the Association, as it deems desirable.

Section 4 – Dissolution

The Association may be dissolved by a two-thirds (2/3) majority vote of the Active of the Association.

In the event of dissolution, the property of the Association shall be donated to suitable charitable organizations, to be determined by the Board of Directors.

Section 5 – Terminology and Nondiscrimination

The use of pronouns in these Bylaws is intended generically and without gender bias.

Section 6 – Notification by E-mail.

E-mail to and/or from valid e-mail addresses can be considered as “in writing” for notifications and membership voting.