BOLINAS COMMUNITY LAND TRUST (BCLT)  
AMENDED BYLAWS  
Approved by the BCLT Board August 21, 2008

ARTICLE I - GENERAL PROVISIONS

Section 1 - The name of the Corporation is Bolinas Community Land Trust, Inc.

Section 2 - The principal office of the Corporation shall be located in Bolinas, California. The Board of Directors may establish other offices from time to time, within or outside of the State of California as the affairs of the Corporation require.

Section 3- Definitions:

A. Quorum: For all purposes of these Bylaws a quorum of the Membership shall be 20% or more of the current Members and a quorum of the Board of Directors shall be 51% or more of the Directors then in office.

B. Corporation: For all purposes of these bylaws the Corporation shall be defined as the whole organization or any of its constituent parts.

Section 4- Effective Date of Enactment: These Bylaws shall take immediate effect upon completion of the vote to ratify them.

Section 5- Upon ratification of these Bylaws, all previously approved Bylaws and all amendments to previously approved Bylaws shall be null and void.

ARTICLE II - PURPOSES

BCLT shall carry out educational and charitable activities within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to:

1. Providing permanently affordable access to land, decent housing and workplaces for current and future community Members of low or moderate income.

2. Preserving the quality and affordability of housing for future low- and moderate-income residents of the community.

3. Acquiring and holding land in an environmentally sensitive and socially responsible manner, and promoting the long-term health and viability of the community.

4. Diminishing land and resource speculation that conflicts with the community’s interest in conserving land and access to permanently affordable housing.

5. Serving as a model in land stewardship and community development, and enabling others to form community land trusts by providing information, resources, and expertise.

ARTICLE III - MEMBERSHIP

Section 1 – Membership

A. Membership: Membership is open to any person 18 years of age or over who is currently residing in or owns a home in the Bolinas Planning Area and has paid the yearly Membership fee.

Last updated: 8/24/2008
B. Voting Rights of Membership: All Members shall have the right to vote for the election or removal of Directors, amendment or ratification of Bylaws or Articles of Incorporation, sale of land or land rights and on the dissolution of the Corporation pursuant to these Bylaws.

C. Other Rights of Membership: All Members shall have the right to serve on the Board of Directors if elected by the Membership at a Membership meeting or by the Board pursuant to these Bylaws, or on committees if elected or chosen by the Board; and to receive or inspect notices, minutes and reports as provided in these Bylaws.

Section 2 - Continuing Requirements for Membership
In order to maintain participating Membership in BCLT, a member shall show continuing interest in BCLT and its mission, and pay annual Membership dues or receive a waiver of dues from the Board of Directors.

Section 3 - Membership Meetings
A. The location and time of the Annual Membership Meeting shall be determined by the Board of Directors, and written notice shall be given to all current Members at least 30 days ahead of the meeting. A copy of the written Annual Financial Report to the Membership shall accompany the notice sent to each member. The purpose of the meeting shall be for reports to the Membership by the Board of Directors, the election of Directors, and the transaction of other business.
B. Special Meetings of the Membership may be called by any three Directors or by 20% of the current Membership. Notice shall be given to all Members at least seven days in advance of each Special Meeting. Notification shall be in writing and shall state the time and place of the meeting and shall include the agenda. At a Special Meeting, only those matters on the agenda for which the meeting was called may be acted upon by the Membership.
C. Approval of any action taken at any Membership meeting shall require a majority of votes cast by the quorum present.

Section 4 - Procedures for Membership Meetings and Actions
A. Minutes of all Membership meetings shall be kept in the Corporation minute book, and shall be approved by the Board at the next Board meeting. The minute book shall be open for inspection by any interested person.
B. Absent Members may not vote by proxy but may submit statements to be read by a member representative.
C. Any action, except election of Directors, that Members may take at any meeting of Members may also be taken without a meeting by means of written ballot, if the written ballot of every member is solicited, specifying the percentage of approvals necessary to pass the measure and the time by which the ballot must be received in order to be counted. At least 2 weeks shall be given between the time a ballot is sent out and when it must be returned. Ballots may be sent by email, unless a member asks to receive a hard copy. A quorum of at least 20% of the current Membership must send in ballots for a vote to be valid and actions must be approved by a majority of votes cast.

Section 5 – Resignation from Membership
Any member may resign at any time by delivering or mailing a written resignation to the
Board of Directors. Failure to pay annual dues shall constitute notice of resignation.

Section 6 – Friends of BCLT
Any person, business or organization not qualifying as a member under Article III, Section 1, but having made a donation to BCLT of money, goods or services, may be a Friend of BCLT, entitled to receive periodic reports from the Board, and invitations to BCLT-sponsored events, work parties and social gatherings. Friends of BCLT shall not have the right to vote but shall have the right to nominate for the Board of Directors by submitting names to the Board at least two weeks before the date of the scheduled election for those seats.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 – Number of Directors
The Board shall consist of not less than six nor more than fifteen Directors.

Section 2 – Board Continuity
In order to maintain Board continuity, the Board may, by majority vote of the quorum present at any duly noticed Board meeting, assign any Director to either a one year term or a two year term, such term to commence retroactively from the date of election to the Board.

Section 3 – Maintenance of Board Minimum.
If, at any time, Board Membership falls below the required minimum of six, the remaining Directors may, by majority vote of all the remaining Directors, elect new Directors sufficient to regain the minimum number of six.

Section 4 – Composition of the Board
A. Board Directors must be Members of the BCLT and residents of the Bolinas Planning Area.

B. No more than 5 Directors (one third of the maximum allowable) who have not been elected by the Membership may sit on the Board at any one time unless required to maintain Board minimum.

Section 5 - Nomination and Selection of Directors

A. Nomination
1. Any Member or BCLT Friend may offer nominations for the Board of Directors. Nominations may be submitted to the Board at each Annual Meeting. Each nomination, with its second, will be duly recorded and submitted to the lawful election process at that time.

2. Any member of the Board of Directors may make nominations for the Board of Directors. These nominations must be seconded by another Director. Members are encouraged to suggest possible nominees to the Board.

B. Selection
1. A majority vote of the quorum present shall be necessary to elect to the Board of Directors except as provided for in these Bylaws.
2. Election by the Board: The Board may elect Directors by a majority vote of the quorum present at a duly noticed Board meeting, but at no time may there be more than 5 Directors (one third of the maximum number of Directors allowable) so elected by the Board unless the number over 5 have been ratified by the Membership in accordance with these Bylaws or unless required to maintain Board minimum.

3. Election by the Membership: The Membership shall elect no more than 10 directors (two-thirds of the maximum number of Directors allowable) at any single Membership meeting except as provided for below.

4. If there are no (zero) continuing Directors, the Membership may elect up to 6 (six) directors in order to fill the requirement for a Board minimum. If this situation arises before an Annual Membership Meeting has been announced, the Membership may convene and, after choosing a presiding officer, may elect no more than six Directors by majority vote of the quorum present.

Section 6 - Term of Office of Directors

A. Terms of Directors. Except as otherwise provided for in these Bylaws, each member of the Board of Directors shall serve for a term of two years.

B. Commencement of Term. The term of office of a member of the Board of Directors shall commence upon his/her election.

Section 7 - Duties and Powers of the Board

The Board of Directors shall:

A. Carry out the purposes of the Corporation, implement decisions of the Membership or the Board, and be responsible for the general management of the affairs of the Corporation.

B. Prepare a written Annual Report for the Corporation outlining the nature and results of the corporation's activities during the preceding year, showing the financial condition of the Corporation, and listing all land and/or interests in land owned by the Corporation and the nature and purposes of all leases granted by the Corporation for use of the land.

C. Select all officers of the Corporation.

D. Supervise the activities of all officers, employees, agents, advisors and committees of the Corporation in the performance of their delegated responsibilities.

E. Determine by whom and in what manner deeds, contracts and other instruments shall be executed on behalf of the Corporation.

F. Acquire land or other assets through donation or purchase and develop resources for the acquisition, rehabilitation, and use of land or other assets.

F. Convey the right to use land or other assets in accordance with the purposes of the Corporation and the provisions of these bylaws; inspect and supervise the use of land and other assets in accordance with the provisions of these Bylaws.

Last updated: 8/24/2008
G. Provide notice of meetings, minutes and reports, as required by these Bylaws

H. Appoint and discharge advisors, consultants, and others who have skills necessary or helpful to the Corporation.

I. Exercise all other powers necessary to conduct the affairs and further the purposes of the Corporation in conformance with the Articles of Incorporation, these Bylaws, and California state law.

J. Appoint an Affordable Housing Advisory Committee of at least five low-income persons. This committee may consist of as many as nine Members, but at no time shall the number of low-income Members fall below five. Low-income shall be defined as an annual gross income less than 65% of the area median income. The Board shall meet with this committee at least twice a year.

K. Determine the terms and conditions of Membership except as limited by these Bylaws.

L. Create such committees as are necessary to conduct the affairs of the Corporation. Ad hoc and temporary committees as well as standing committees may be established by the Board at its discretion. No committee may take action on behalf of BCLT except as authorized by the Board of Directors.

M. Call special meetings of the Membership.

N. Approve the borrowing and lending of money as necessary to further the purposes of the Corporation and in accordance with these Bylaws.

O. Exercise all other powers necessary to conduct the affairs and further the purposes of the Corporation in accordance with the Articles of Incorporation and these Bylaws

Section 8 - Conflict of Interest for Directors

No Director may vote on any matter in which such Director or any Director's parent, spouse, child, partner, employer, or similarly related business entity has a substantial interest in any property or business that would be substantially affected by such action.

Section 9 - Meetings of the Board of Directors

A. **Regular Meetings.** The Board of Directors shall hold meetings at least quarterly at such times and places as the Board may establish. An agenda of items for consideration shall be circulated by email to each Director at least 3 days before the regular meeting. Additional items may be considered at the meeting if a majority of Directors concur.

B. **Special Meetings.** Special Meetings of the Board may be called by the President or by any three Directors. Notice must be given to each Director at least five days prior to the meeting, unless any three Board Directors determine that the matter at hand constitutes an emergency. In the event of such an emergency, a Special Meeting may be called on one day (24 hours) notice provided that every reasonable effort is made to
notify all Directors by telephone or in person of the time and place of the meeting and the matters to be considered. Email alone, without return receipt, is not sufficient to provide notice for emergency meetings. At a Special Meeting of the Board, only those matters for which the meeting was called may be acted upon unless all of the Directors are present at the meeting and give their unanimous consent to take action on other matters.

C. Waiver of Notice. Any Director may waive any notice required by these Bylaws. Any Director who has not received notice of a Board meeting but has attended that meeting shall be considered to have waived notice of that meeting, unless he or she requests that his or her protest be recorded in the minutes of the Meeting.

Section 11 - Procedures for Meetings and Actions of the Board

A. Open Meetings. All meetings of the Board of Directors shall be open to any member, except when the Board has voted, during an open meeting, to go into Executive Session.

B. Executive Session. A motion to go into Executive Session shall state the nature of the business of the executive session, and no other matter may be considered in the executive session. No binding action may be taken in executive session except actions regarding the securing of real estate purchase options or contracts in accordance with paragraph (2) below. Attendance in executive session shall be limited to the Directors and any persons whose presence is requested by the Board of Directors. Minutes of an executive session need not be taken; however, if they are taken, they shall be recorded as a part of the minutes of the meeting in which the Board has voted to go into executive session. The Board shall not hold an executive session except to consider one or more of the following matters:

1. Contracts, labor relations agreement with employees, arbitration, grievances or litigation involving the Corporation when premature public knowledge would place the Corporation or person involved at a disadvantage;
2. Real estate purchase offers and the negotiating or securing of real estate purchase options or contracts;
3. The appointment or evaluation of an employee, and any disciplinary or dismissal action against an employee (however, nothing in this section shall be construed to impair the right of the employee to a public hearing if action is taken to discipline or dismiss);
4. The consideration of applications from persons seeking to lease land and/or housing, purchase housing, or arrange financing from the Corporation;
5. Relationships between the Corporation and any party who might be harmed by public discussion of matters relating to the relationship.

C. Minutes shall be kept of all meetings of the Board (except Executive Sessions) and shall be approved at the next Board meeting. The minutes shall be open for inspection by any member.

D. Proxies. Absent Directors may vote by proxy through a Director representative. Such representation must be authorized by a written statement by the absent Director specifying the name of the Director authorized to act as proxy and the matter or matters on which the proxy is to
be executed, and must be delivered to the Board of Directors in advance of the meeting at which it is to be utilized. No director may carry more than one such proxy.

E. Decision Making. Decisions by the Board of Directors except as provided for elsewhere in these by-laws shall be made by a majority vote of the quorum present. Decisions made in Executive Session are reported in open session.

F. Rules of Order. The Board may determine procedures for maintaining order at all meetings. Such procedures may include, but are not limited to, Robert’s Rules of Order.

Section 12 – Compensation of Directors

The Members of the Board of Directors shall serve without compensation (except for reimbursement of actual authorized expenses) unless approved by a majority vote of the total Membership of the Corporation. Directors may not be compensated for rendering services to this corporation in any capacity other than Director, unless such compensation is reasonable and approved by a majority of the quorum of the Board present at a duly noticed meeting.

Section 13 – Resignation or Deemed Resignation of Directors

A. Any Director may resign at any time by giving written notice to the Board.

B. A Director shall be deemed to have given notice of resignation and his or her position shall be declared vacant by the Board if he or she fails to attend three consecutive meetings of the Board with the exception of emergency meetings unless good cause for absence and continuing interest in participation on the Board are recognized by the Board. When a Director has failed to attend three consecutive meetings, the President shall notify him or her in writing that at the next regular Board meeting his or her position will be declared vacant unless the Board determines that there has been good cause for the Director’s absences and that Director continues to be interested in participating on the Board. The notification by the President shall be mailed no later than 10 days prior to the Board meeting at which the position may be declared vacant. At this meeting, the Director in question shall be given the opportunity to show good cause for absence from meetings and continuing interest in participating on the Board. The resignation of a Director who has missed three consecutive meetings shall not become effective until the Board has declared the position vacant as provided herein.

Section 14 – Termination of Directors

A. Termination for Non-Attendance. A Director can be terminated if s/he fails to attend 50% of Board meetings in any one year, unless good cause for absence and a continuing interest in participation on the Board are shown. The procedure is the same as that in Article IV, Section 13B.

B. Termination for Cause. A Director may also be terminated for good cause, should he or she act in a manner seriously detrimental to the Corporation. However, before such termination can occur:

1. Written charges specifying the objectionable conduct shall be filed with the Board of Directors. Any member of the Corporation may file the charge.
2. The Board of Directors shall give a copy of the charges to the Director charged.
3. The Director charged shall have at least ten days in which to request a hearing before a special committee consisting of three persons: one selected by the affected Director; one selected by majority vote of the Board of Directors within ten days following the selection of the first, in consultation with the member who brought the charge; and
one selected by the first two. These persons need not be Members of the Corporation.

4. If requested by the Director being charged, the committee shall hold a hearing, allowing both parties to present evidence in the presence of the other. After the hearing, the committee shall prepare a written report of its findings and its recommendation (by majority vote, if consensus cannot be reached) whether the Director should be removed. This report shall be completed within one month, if at all possible.

5. A recommendation by the committee that the Director should be removed shall not become effective until approved by consensus of the remaining Directors present at a duly noticed meeting held within one month of the submission of the committee’s report, followed by a vote of the majority of the Members casting ballots, pursuant to Article III. Sections 3B and 4.

6. Recommendation by the committee that the Director should not be removed is binding on the remaining Directors.

7. If the Director does not request a hearing, the Board shall consider the charges within one month of receiving them and shall provided the affected Director with an opportunity to present evidence in his/her defense before the decision by the Board is made. The decision must be approved by consensus of the Board present at a duly-noticed meeting, followed by a vote of the majority of Members casting ballots pursuant to these by laws.

ARTICLE V – OFFICERS

Section 1 – Officers
The officers of the Corporation shall include a President, a Treasurer, and a Secretary.

Section 2 – Selection of Officers
The officers of the Corporation shall be chosen by the Board of Directors from among themselves at the first Board meeting following the Annual Membership Meeting. Any vacancies occurring in these offices shall be filled by the Board for the unexpired term.

Section 3 – Tenure of Officers
The officers shall hold office until the Board meeting following the next Annual Membership Meeting after their selection as officer.

Section 4 - Duties of Officers

A. The President shall:
   1. Preside at all meetings of the Board and of the Corporation, or properly delegate such duty. (If no one has been delegated, the Directors present shall choose a substitute.)
   2. Report on the affairs of the Corporation to the Membership at the Annual Membership Meeting.
   3. Consult with the Treasurer and the Secretary regarding the fulfillment of their responsibilities.
   4. Perform such other duties as the Board of Directors may direct.

B. The Treasurer shall:
   1. Collect all money owing and receive all gifts of money or property to the Corporation.
2. Hold all funds in such manner as the Board directs.
3. Disburse funds as the Board may order and/or authorize and take proper vouchers for such disbursements.
4. Keep full and accurate account of all financial transactions, receipts, expenditures, debts owed by and to the Corporation, and the balance of funds and holdings in books maintained for that purpose.
5. Ensure that all necessary financial reports and tax returns are submitted to the federal, state and other authorities as required by law.
6. Perform such other duties as the Board of Directors may direct.

C. The Secretary shall:
1. Give notice of all meetings of the Membership and the Board in accordance with these Bylaws.
2. Maintain a list of all Members and their mailing addresses.
3. Keep the minutes of all meetings of the Membership and the Board, and provide copies of the minutes as required by these Bylaws.
4. Confirm and record the status of motions and decisions in meetings of the Membership or the Board.
5. Ensure that annual officer statements and any other non-financial statements that the State requires are submitted to the requisite state authorities.
6. Maintain all deeds, title papers, and such records pertaining to assets as the state requires in the name of the Corporation.
7. Maintain at the principal Corporation office, all originals or copies of the following: Bylaws, Articles of Incorporation, and other Corporation records as required by state law.
8. Maintain an accurate list of all current Directors along with their dates and methods of accession to the Board and the dates of the expiration of their terms.
9. Perform such other duties as the Board of Directors may direct.

Section 5 – Resignation of Officers
Any officer may resign from his/her office at any time by giving written notice to the Board.

Section 6 – Removal of Officers
The Board may remove any officer from his/her office at any time, with or without cause, by majority vote of the Board.

ARTICLE VI – STEWARDSHIP OF LAND

Section 1 – Principles of Land Use
The Board of Directors shall oversee the use of land owned by the Corporation and shall convey the right to use such land so as to facilitate access to land and affordable housing by low-income and moderate-income people. In so doing, the Board shall be guided by the following principles:

A. The Board shall consider the needs of potential lessees and shall attempt to effect a just distribution of land use rights;

B. The Board shall convey land use rights on terms that will preserve affordable access to
land and housing for future low-income and moderate-income residents of the community;

C. The Board shall convey land use rights in a manner that will promote the long-term well-being of the community and the long-term health of the environment

Section 2 – Supervision of Land Use

The Board of Directors shall supervise the use of the land and provide for periodic inspection and may initiate proceedings to terminate or reform leases if necessary for the protection of the land, the surrounding community, or the rights of future generations.

Section 3 - Use of Natural Resources

The decision to convey or authorize the use of any minerals, timber, or other natural resources, or any land use, development, water, or resource rights, other than the land itself, owned by the Corporation, except for reasonable personal use by lessees, shall require the approval of two-thirds of the quorum of the Board present at a duly noticed meeting.

Section 4 - Encumbrance of Land

The decision to mortgage or otherwise encumber land owned by the Corporation shall require approval of two-thirds of the quorum Board of Directors present at a duly noticed meeting.

Section 5 - Sale of Land

Land or land rights shall be sold only with the approval of a two-thirds vote of the quorum of the Board of Directors present at a duly noticed meeting and with a majority of the Membership casting ballots pursuant to these Bylaws and in accordance with the terms of the lease agreement with the Corporation of any leaseholder who would be directly affected by such sale.

ARTICLE VII – AMENDMENTS to ARTICLES of INCORPORATION and BYLAWS

The Articles of Incorporation may be amended only by a two-thirds vote of the quorum of the Board of Directors present at a meeting with prior notification of the intent to amend the Articles, and by a majority of Membership casting ballots, pursuant to these Bylaws.

The Bylaws may be amended, in whole or in part, by a two-thirds vote of the quorum of the Board of Directors present at a meeting with prior notification of the intent to amend Bylaws, and by a majority of Membership casting ballots, pursuant to these Bylaws.

ARTICLE VIII – DISSOLUTION

In the event that the Corporation is to be dissolved, the assets of the Corporation shall be distributed as follows:

A. To a local 501(c)(3) nonprofit community land trust corporation in good standing and organized and operated exclusively for charitable purposes serving an area close to the area in which the Corporation owns land and/or interests in land; or

B. To a nonprofit fund, foundation, or corporation which is organized as a 501(c)(3) corporation and operated exclusively for charitable purposes and which agrees to administer the assets of this Corporation in accordance with its goals and purposes.

C. A motion for disposition of the assets of the Corporation shall be approved by
two-thirds of the Board of Directors present at a duly noticed meeting and a majori-ty of the Membership casting ballots pursuant to these Bylaws.

ARTICLE IX – MISCELLANEOUS PROVISIONS

Section 1 – Equality and Personal Freedom
In all its dealings with members, prospective members, prospective leaseholders, and all other persons, the Corporation and or its duly authorized agents and bodies shall not discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, sexual orientation or national origin.

Section 2 – Openness and Public Accountability
All formal meetings, minutes and records of the Corporation shall be open to any person upon reasonable request except for Executive Session meetings.

Section 3 – Fiscal Year
The fiscal year shall be determined by the Board of Directors.

Section 4 – Notice
Whenever, pursuant to the provisions of these Bylaws, notice is required to be given to the Membership or Director, such notice shall, unless otherwise provided, be given in writing, by phone, in person or by e-mail. If mailed or e-mailed, such notice shall be addressed to the person at such address as appears in the records of the Corporation.

Section 5 – Deposit of Funds
All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Directors from time to time shall designate.

Section 6 – Checks, etc.
All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as the Board of Directors from time to time shall determine. Endorsements for deposits to the credit of the Corporation shall be made in such manner as the Board of Directors from time to time shall determine.

Section 7 – Loans
No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, except as authorized by the Board of Directors. Any such authorization shall relate to specific transactions.

Section 8 – Contracts
Any officer or agent of the Corporation specifically authorized by the Board of Directors may, on behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Directors.

Section 9 – Indemnification
Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a
Director or officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorneys’ fees and disbursements, incurred by him or her (or his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or officer is liable for negligence or misconduct in the performance of his or her duties.

Section 10 – Insurance

The Board shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees and other agents, to cover any liability asserted against or incurred by any officer, Director, employee or agent in such capacity or arising from the officer’s, Director’s, employee’s or agent’s status as such.