

1. **NAME.** The name of this non-profit organization shall be the Corona del Mar Residents Association (the "Association").
2. **PURPOSE.** To provide an umbrella civic organization to represent all residents within the boundaries of the 92625 United States Mail Zip Code, (the "Community").
3. **MISSION.** To protect, preserve and improve the quality of life of the Community. In accomplishing its mission, the Association shall:
 - a. Monitor and analyze the activities of local government to assure that their actions do not have an adverse impact on the Community
 - b. Develop a Community consensus for presentation to local government on proposed legislation or administrative actions that would affect a specific neighborhood or the Community. The consensus is to be developed in one of the following ways:
 1. surveys conducted through Corona del Mar Residents Association newsletters, emails or telephone contact
 2. concerns expressed by residents in sufficient numbers as to signify a consensus, or
 3. a history of similar issues
 - c. Sponsor new, or changes to existing local laws and regulations that will benefit the Community
 - d. Identify local problems and work to obtain solutions
 - e. Sponsor public works projects that will improve the Community and strives to assure that the Community receives its fair share of other funds available to the City of Newport Beach from various sources
 - f. Provide a periodic newsletter to keep the Community informed of the status of proposed legislative, administrative, construction or any other action affecting the Community
 - g. Sponsor social and special events that have as their objective the development of Community cohesiveness
 - h. Carry on any other activity that the Association deems proper to preserve and enhance the Community

The objectives of the Association shall not conflict with or usurp the authority of the CC&R's of planned communities within the Community.

4. **MEMBERSHIP.** Voting membership in the Association is open to all persons of legal voting age residing or owning residential property within the Community. Persons living outside the Community are eligible for non-voting membership.
5. **ORGANIZATION.** The Association is resident-oriented and controlled. To assure representation on the Board of Directors from throughout the Community, the Community has been divided into eleven (11) sections (the "Sections") comprised of five sections from olde Corona del Mar and six sections from the five planned communities shown in Exhibit A.

6. BOARD OF DIRECTORS.

- a. The Board of Directors (the "Board") is to be made up of one principal and one alternate from each of the Association's eleven (11) Sections. Each Section will have one vote on any issue before the Board, with the alternate voting only in the absence of the principal. Board members are the principal point of contact for residents of each Section who want advice or assistance from the Association on civic matters.
- b. The Board members for Sections 2, 4, 5, 6 and 7 (olde Corona del Mar) shall be selected by the Association's Organizing Committee from a list of Association members who reside within their respective Section (see Exhibit A) and who have volunteered to serve on the Board.
- c. The homeowner associations for planned communities in Sections 1, 3, 8, 9, 10 and 11 are encouraged to appoint their own representative to the Association Board, otherwise those Board members shall be selected by the Association's Organizing Committee in accordance with the procedures stated in paragraph 6.b. above.
- d. Each principal and alternate Board member serves at the pleasure of the Board.
- e. The business and affairs and all powers of the Association shall be exercised by and under the authority of the Board.
- f. Current Council Members and any resident who resides within the Community who is a member of a City Commission, Board or Committee will be invited to act in an advisory capacity to the Board.

- 7. BOARD VACANCIES.** The Board shall periodically solicit volunteers to serve on the Board and will maintain a list of those members who have indicated a desire to serve. In the event of a vacancy of a principal member of the Board, the alternate Director shall serve as the Director. A new alternate Director shall then be selected by the Board in accordance with the procedures stated in paragraph 6.b. or 6.c. above, or if there is no one from the Section involved on the list of volunteers by soliciting from the membership.

If there are more volunteers from the Section involved than there are vacancies, those who have been the most active in the Association, or in Community affairs, will be appointed. All things being equal, those with membership seniority will be selected.

8. OFFICERS.

- a. The officers of the Association shall consist of President, Vice President, Secretary and Treasurer, to be elected by the Board. The immediate past President shall also be considered an officer, and shall be referred to as Past President.
- b. The President shall be the chief executive officer and preside at all meetings of the members and Directors. The President shall, subject to the approval of the Board, appoint all standing and ad hoc committees and serve as an ex-officio member of each.
- c. The Vice President shall assist the President as necessary and in the absence of the President shall assume the duties of the President.
- d. The Secretary shall maintain a record of the Association's activities, prepare minutes of Board meetings and submit same to the Board for approval.
- e. The Treasurer shall maintain the accounting records and check book of the Association and report the balance of the account at Board meetings.

9. **MEETINGS.**

- a. General Membership meetings shall be called by the President of the Board, or by a majority vote of the Board. Insofar as is practical, general membership meetings will be held at least twice per year. Time and place of meetings will be as determined by the President and the membership shall be advised at least seven days in advance.
- b. The Board shall meet on the third Thursday of every month except December, at 7:30 a.m. at the Newport Beach Country Club or at another location and/or time as the Board may decide. Members are encouraged to attend for informational purposes or to request assistance from the Association on any civic matter.
 1. The presence of at least six Directors shall constitute a quorum. A motion must be passed by a majority of Board members present, assuming a quorum is present.
 2. In the event of an absence of a Director, the alternate will vote on any action that may come before the Board.

10. **VOTING.** When the Board determines that to develop a consensus from the Community a vote by the entire membership is desirable, each adult member of a household whose dues are current shall be entitled to vote.

11. **DUES.** The amount of annual due per household will be established annually by the Board and will be only that amount required to defray the cost of preparing, printing and distributing the newsletter and expenses incident to Board and General Membership meetings or special events sponsored by the Association.

12. **AMENDMENT.** This document shall be effective upon its ratification by the Board and may be amended by the Board by a majority vote subject to advance written notice to all Directors of such proposed amendments.

EXHIBIT A

BOARD ORGANIZATION

<u>Section</u>	<u>Neighborhood</u>
1	Irvine Terrace
2	CdM West
3	Harbor View Hills
4	CdM Southwest
5	CdM Northwest
6	CdM Southeast
7	CdM Northeast
8	Shorecliffs
9	Corona Highlands
10*	Cameo Shores
11*	Cameo Highlands

* Cameo Community is divided into two CdMRA sections, Cameo Shores and Cameo Highlands, which is consistent with the organization of Cameo Community's HOA Board.