# Russian River Property Owners 

## Annual Meeting Agenda

Wednesday, June 8, 2022 @ 4:00 PM
Geyserville Oriental Community Hall, 1000 Highway 128, Geyserville, CA

1. Wine Reception (15 Minutes)
2. Call to Order
3. Organization Items (20 Minutes)
a. Amendment to the Bylaws *
b. Election of Board Members *
c. Election of Officers *
d. Financial Report
e. Approval of Dues *
4. Alexander Valley Water District Proposal (5 Minutes) *
5. Interim Action Initiatives (5 Minutes) *
6. Panel Discussion on Potter Valley (20 Minutes)
7. Water Sharing Program Update (10 Minutes)
8. Adjourn
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# Russian River Property Owners 

Nominations for Board of Directors

Brad Petersen
Harry Black
Carolyn Wasem
Rickie Pina
Paul Foppiano
David Fanucchi
Pat Burns
Allan Nelson
Richard Rued
Bret Munselle
Cam Mauritson
Justin Miller

Nominations for Officers

| Brad Petersen | President |
| :--- | :--- |
| Harry Black | Vice President |
| Carolyn Wasem | Secretary |
| Rickie Pina | Treasurer |
| Paul Foppiano | Past President |

## BYLAWS OF

## The Russian River Property Owners Association

 A California Nonprofit Public Benefit Corporation
## Article I. NAME

Section 1.01 The name of the Corporation is The Russian River Property Owners Association

## Article II. OFFICES OF THE CORPORATION

Section 2.01 Principal Office
(a) The principal office for the transaction of the activities and affairs of the corporation is located at 250 Healdsburg Ave., Third Floor, Healdsburg, CA 95448 in the County of Sonoma, California. The Board of Directors may change the principal office from one location to another.

## Article III. PURPOSE AND LIMITATIONS

Section 3.01 Purpose
(a) This corporation shall foster good will within the Russian River Community. The corporation advocates respect of private property rights within the community. The corporation encourages property owners to be good stewards of the land in their care, and respect for the entire community.
Section 3.02 Mission Statement
(a) To encourage responsible stewardship of the Russian River Watershed in order to protect and enhance its integrity while respecting private property rights.
Section 3.03 Limitations
(a) This corporation is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

## Article IV. Members

Section 4.01 Qualifications and Rights of Members
(a) This corporation may have more than one class of membership, that is voting and nonvoting. Any person dedicated to the purposes of this corporation shall be eligible for membership on approval of the application by the Board and on timely payment of such dues and fees as the Board may fix from time to time.
Section 4.02 Dues, Fees, and Assessments
(a) Each member must pay, within the time and on the conditions set by the board, the dues, fees, and assessment in the amount to be fixed from time to time by the Board.
Section 4.03 Good Standing
(a) Those members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.
Section 4.04 Voting Members
(a) Each Homeowner Membership and Commercial Membership Members in good standing shall have the right to one vote, as set forth in these bylaws, on the election of directors, and officers, and the disposition of all or substantially all the Corporation's assets, on any merger, and its principal terms, and any amendment of those terms and on any election to dissolve the Corporation, and any amendment to these by laws. In addition, those members shall have all rights afforded members under California Nonprofit Public Benefit Corporation Law.

## Section 4.05 Non-Voting Members

(a) There shall be a class of membership that will not be eligible to vote on any matter that may come before the Association. This classification shall be known as: Associate Member.

## Article V. TERMINATION AND SUSPENSION OF MEMBERSHIP

## Section 5.01 Causes of Termination

(a) A membership shall terminate on occurrence of any of the following events;
(i) The resignation of the member.
(ii) Expiration of the period of membership.
(iii) Failure of the member to pay dues, fees and assessments as set by the Board, within 30 days after they become due and payable.
(iv) Occurrence of any event that renders the member ineligible for the membership, or failure to satisfy member qualification
Section 5.02 Expulsion of membership
(a) Expulsion of the member based on the good faith determination by the Board or a committee authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct matelially and seriously prejudicial to the purposes and interests of the Corporation.
Section 5.03 Suspension of Membership
(a) A person may be suspended based on the good faith determination by the Board or a committee authorized by the Board or a committee authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.
(b) A person whose membership is suspended shall not be considered a member during the period of suspension.
Section 5.04 Procedure for Expulsion or Suspension
(a) Any officer, board member or member may bring before the board a charge that a member be expelled or suspended. The Board or a committee of the Board shall determine if grounds appear to exist for suspension or expulsion if so the procedure shall be as follows.
(b) The member shall be given 15 days prior to any action a written notice, via US Mail or electronic mail, of a hearing and the place of that hearing of the proposed expulsion or suspension. The reasons for the proposed action shall be set forth in said notice.
(c) At the time and place designated the Board or a committee of the board shall invite the person accused of wrongdoing to appear before it to be heard in their defense. The member shall be given the opportunity to be heard orally or in writing. If the hearing was before a committee, the committee shall make its report of findings to the Board. The Board shall then consider what action is to be taken.
(d) If the decision of the Board is expulsion the person shall be given written notification via certified mail.
(e) If the decision of the board is suspension the member shall be given written notification of the length of suspension and any conditions that might apply.
(f) In the case of either expulsion or suspension the decision of the Board is final.
(g) An expelled member may apply for a new membership after 5 years. The decision to accept or reject the application will be made by the Board.

## Article VI. MEETINGS OF MEMBERS

Section 6.01 Place of Meetings
(a) Meetings of the Members shall be held at a place designated by the Board. Members meetings will generally be held at the Corporation's principal office
Section 6.02 Annual Meeting
(a) An annual meeting of the members shall be held on the first Monday of April of each year at 7 o'clock pm., unless the Board fixes another date or time and so notifies all members in writing. If the scheduled date falls or a legal holiday, the meeting shall be held the next full business day. At this meeting, directors, and officers shall be elected and any other proper business may be transacted.
(b) Members will be notified, via US Mail or electronic mail, of the business to be transacted at the Annual meeting.
(c) Members present at the annual meeting, if a quorum exists, may bring forth any business and may discuss and vote upon any issue if $25 \%$ of those present wish to do so.
(d) The notice of any meeting at which directors and officers are to be elected shall include the names of all persons who are nominees.
(e) A majority vote $51 \%$ of the members present, if a quorum exists, shall be sufficient to carry any notion except those items listed as requiring a larger vote.
Section 6.03 Quorum
(a) Ten percent $(10 \%)$ of the voting membership shall constitute a quorum for the transaction of business at any meeting of the members.
(b) Loss of a Quorum
(i) The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by a least a majority of the members required to constitute a quorum.
Section 6.04 Special Meetings
(a) Persons authorized to call
(i) A special meeting of the members, for any lawful purpose, may be called at any time by the Board, by the President or by five percent (5\%) of the membership.
(b) Calling Special Meetings
(i) The membership must be notified, in writing, by way of US mail or electronic mail, of a special call meeting not less than 30 days prior to the date of the meeting. Notice of the meeting shall include time, date and place of the meeting.
(c) Proper business of special meetings
(i) No business other than the business which was set forth in the notice of the meeting may be transacted at a special meeting.
(d) Adjournment and Notice of Adjourned Meetings
(i) Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members present at that meeting. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If after adjournment anew record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member.
Section 6.05 Voting
(a) Eligibility to Vote
(i) Each membership classified as a: Homeowner membership or as a Commercial membership, who are voting members, are entitled to one vote.
(b) Manner of Casting Votes
(i) Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins.
(ii) Each member is entitled to q.st one vote on each mater submitted to a vote of the members.
(c) Approval by Majority Vote
(i) If a quorum is present, the affirmative vote of a majority of the members present shall be the act of the members, unless the vote of a greater number of votes is required by these Bylaws or Government Code.
Section 6.06 Action by Written Ballot Without a Meeting
(a) Any action that may be taken at any meeting of the members may be taken without a meeting by complying with the following sections.
(b) Solicitation of Written Ballots
(i) The Corporation shall distribute one written ballot to each voting member. Such ballots shall be mailed to each member. All solicitations of votes by written ballot shall:

1) indicate the number of responses needed to meet the quorum requirement;
2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure;
3) specify the time by which the ballot must be received at the corporate office, in order to be counted.
4) Each ballot so distributed shall (a) set forth the proposed action; (b)provide the members an opportunity to specify approval or disapproval of each proposal; and (c) provide a reasonable time within which to return the ballot to the Corporation.
(c) In any election of directors, a written ballot that a member marks "withhold", or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.
(d) Number of Votes and Approvals Required
(i) Approval by written ballot shall be valid only when (a) the number of votes cast by ballot is received within the time period specified and is equal to or exceeds the quorum required to be present at a meeting authorizing the action and (b) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

## Article VII. RECORD DATE FOR NOTICE, VOTING, WRITTEN BALLOTS AND OTHER ACTIONS

Section 7.01 The record date fixed by the Board are:
(a) Notice of meetings shall not be more than 60 days nor less than IO days before the date of the meeting.
(b) For voting by written ballot notice shall be sent not more than 60 days but not less than 30 days prior to the date specified that the returned ballots must be received at the Corporation office.

## Article VIII. PROXIES

Section 8.01 Proxies are not allowed; each member must cast their own vote.

## Article IX. ELECTION OF DIRECTORS

Section 9.01 Nominations
(a) The Chair of the Board, or the President if there is no Chair, shall appoint a committee to select qualified candidates for election to the Board at least 120 days before the date of any election of directors. This nominating committee shall make its report at least 90 days before the date of the election or at such times as the Board of Directors may set.
(b) The Secretary shall forward to each member, with the notice of meeting required by the bylaws, a list of all candidates nominated by committee by under this section.
Section 9.02 Nominations from the Floor
(a) If there is a meeting to elect Directors, any member present at that meeting may place names in nomination for director as long as these persons nominated are present at the meeting or have a letter on file that they will accept the nomination, and they meet the qualification set forth in these Bylaws.
(b) There is no limit to the number of terms a member may serve as a member of the board.
(c) Only voting members are eligible for election to the Board of Directors.

## Article X. DIRECTORS

## Section 10.01 POWERS

(a) General Corporate Powers
(i) Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws and, subject to any limitations of the Articles of Incorporation or bylaws regarding actions that require approval of the members, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by or under direction of the Board.
(b) Specific Powers
(i) Prescribe powers and duties for corporate employees, and Board Committees that are consistent with law, with the articles of incorporation and with these bylaws; and fix their compensation, if any, and require from them security for faithful performance of their duties.
(ii) Change the principal office from one location to another within Sonoma County.
(iii) Designate any place within Sonoma County in which to hold meetings of the members.
(iv) Borrow money and incur indebtedness, with consent of the membership, on behalf of the Corporation and cause to be executed and delivered for the Corporations purposes, in the Corporate name, promissory notes, bounds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.
(v) Adopt and use a corporate seal.
(vi) The Board may, at its discretion, advance or reimburse the cost involved of actions by persons authorized to act on behalf of the Association.
(vii) The Board will establish policy for the day to day operation of the Association. Policies may be adopted, altered or eliminated by a majority vote of the directors at any meeting at which a quorum is present.
(c) Number of Directors
(i) The Board of Directors shall consist of at least three (3) but no more than twelve (12) Directors until changed by amendment to these bylaws.
(ii) The exact number of directors shall be fixed within these limits, by a resolution adopted by the Board of Directors, as confirmed by the membership.
(iii) At least two-thirds of all directors shall be landowners who reside on their property in the Russian River watershed in Sonoma Count
(d) Qualification of Board members
(i) Restrictions of Interested Persons as Directors - No more than 49 percent of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months.
(ii) To be nominated for a seat on the Board a member must have been a member in good standing for one year or more prior to being nominated for office.
(iii) To be nominated for a seat on the Board a member must be a voting member.
(e) Election and Term of Office
(i) Directors shall hold office for 3 years. The same number of Directors Shall leave and enter office each year unless the number of Directors has been changed in accordance with these Bylaws. The number of Directors may be increased or decreased in sets of three. If increased, the highest vote getter will serve for 3 years, the second will serve for 2 years and the third will serve for one year. If the number of Directors is decreased, the seat of those Directors leaving office will not be filled until the desired number is reached.
(ii) If the number of Directors is 3 then 1 will be elected each year; if the number of Directors is 6 then 2 will be elected each year; and if the number of Directors is 9 then 3 will be elected each year.
(iii) The election of Directors shall take place at the annual membership meeting.
(f) Vacancies on the Board
(i) Vacancies on the Board, for any reason other than for expiration of a term of office, may be filled by the Board.
(ii) A person so appointed will fill out the unexpired term of the person that he replaces.
(g) Director's Meetings
(i) Meetings of the Board shall take place at the principal office of the Corporation.
(ii) Meetings shall be held monthly except for the months August and September. Meetings may be held in these months if the need arises.
(iii) Immediately after the annual membership meeting the Board will meet to elect officers of the Board for the coming year. Board officers shall be Chairman of the Board, Secretary of the Board and any additional officers deemed necessary.
(iv) The Corporation Secretary may serve as Secretary of the Board.
(v) There is no restriction on the number of terms that the Chairman or Secretary may serve.
(vi) The Chairman of the Board shall preside at meetings of the Board. The Chairman shall exercise and perform such other powers and duties as the Board may assign from time to time.
(vii) In the absence of the Chairman at any meeting at which a quorum is present the Directors present shall elect a Chairman Pro Tem for that meeting.
(h) Committees
(i) The Board may appoint such committees as it deems necessary for the efficient operation of the Corporation.
(ii) The Board will appoint at least the following committees:

1) Audit Committee
2) Nominating Committee.
3) Bylaws Committee
(iii) Board members may serve on any number of committees
(iv) Persons from the general membership may be called upon to serve on Board Committees.
(v) Board committees will act as advisory committees to the whole board.
(vi) A Board member will act as liaison between committees and the Board
(i) Special Meetings
(i) Special meetings of the Board for any purpose may be called at any time by the Chair of the Board or the President.
(ii) Notice of time and place of the meeting shall be given to each of the Directors by one of the following methods: (a) by first class mail, postage prepaid; (b) by telephone directly to the Director; or (3) by Email to the Directors address.
(iii) Notices sent by first class mail must be posted at least at least seven days prior to the date of the meeting. Notice given by telephone or Email must be given at least 48 hours prior to the meeting.
(iv) The notice shall state the time a11d place of the meeting and shall set forth the reason for the special meeting. Only those items set forth in the notice shall be acted upon at the meeting.
(j) Quorum
(i) A majority of the authorized number of Directors shall constitute a quorum for the transaction of business except to adjourn; that is 2 Directors if the Board is made up of 3 members; 4 Directors if the Board is made up of 6 members; and 5 Directors if it is a 9 member board.
(ii) Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board
(iii) A meeting at which a quorum is initially present may continue to transact business despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum

## Article XI. Officers

Section 11.01 Officers of the Corporation
(a) The Officers of the Corporation shall be:
(i) President,
(ii) Vice President,
(iii) Secretary; and
(iv) Chief Financial Officer.
(b) The Corporation may elect to have other officers to assist with the operation of the organization.
(c) If other officers are desired The Board will present a proposal to the membership at the next general meeting of the membership for approval
Section 11.02 Election of Officers
(a) Nominations and the election of officers for the coming year shall take place at the Annual meeting.
(b) The person receiving the greatest number of votes shall he elected to that office.
(c) The Board shall appoint a committee to select qualified candidates for election to office at least 120 days before the date of the election. This nominating committee shall make its report to the membership at least 90 days prior to the date of the election.
(d) Nominations for officers will be accepted from the floor at this meeting.
(e) To be nominated from the floor the candidate must be present at the meeting or have a letter on file with the Secretary that he will accept the nomination.
Section 11.03 Qualifications of Officers
(a) To be nominated for office a member must have been a member in good standing for one year or more prior to being nominated for office.
(b) To be nominated for office the member must be a voting member.

Section 11.04 Vacancies in Office.
(a) A vacancy in the office of President shall be filled by the Vice President.
(b) Vacancies in any other office will be filled by a temporary appointment by the Board of Directors.
(c) The temporary appointment will be in effect until the next election when it will be filled by election in the usual manor.
Section 11.05 Responsibilities of the Officers
(a) President
(i) The President shall preside at all meetings of the members.
(ii) The President shall represent the Association at meeting of other organizations and with government agencies.
(iii) The President shall attend all meetings of the Board of Directors and shall cast a vote in the case of a tie vote, of the Board, on any issue.
(iv) The President shall perform such other duties assigned to him by the membership.
(v) The President shall cooperate with the Board in all matters that come before the Association.
(b) Vice President
(i) If the President is absent or disabled or is no longer able to fulfill the duties of that office the Vice President will fill that office until the next election.
(ii) The Vice President when acting in the role of President shall exercise all the powers of President.
(iii) The Vice President may from time to time be assigned other duties by the President or the Board of Directors.
(c) Secretary
(i) The Secretary shall keep a book of minutes, at the corporation office, of all meetings, proceeding and actions of the Association.
(ii) The Secretary shall keep minutes all membership meetings, and if there is no secretary of the board, the Vice President shall keep the minutes of the Board.
(iii) The Secretary shall keep a record of the Corporation's members showing each member's name address and class of membership.
(iv) The Secretary shall give notice of all meeting of the members and the Board, showing time place of meeting.
(d) Chief Financial Officer
(i) The Chief Financial Officer shall keep adequate and correct books and accounts of the Corporation's properties and transactions.
(ii) The Chief Financial Officer shall provide to the Board and to the membership such financial reports as required by law, by these bylaws or by the Board.
(iii) The book of accounts shall be open to any Director at all reasonable times, and to any member by appointment.
(iv) The Chief Financial Officer shall deposit all money and other valuables in the name of the Corporation.
(v) The Chief Financial Officer shall distribute the funds of the Corporation as ordered by the Board.

## Article XII. INDEMNIFICATION

## Section 12.01 Right of Indemnity

(a) The Corporation shall indemnify its board members or officers and any other person acting under the direction of the Board in any lawful pursuit on behalf of the Board.
(b) The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors and employees for any liability against them.

## Article XIII. RECORDS AND REPORTS

Section 13.01 Maintenance of Corporate Records
(a) The Corporation shall keep;
(i) Adequate and correct books and records.
(ii) Written minutes of the proceedings of its members, board and committees of the board.
(iii) A record of each member's name, address and class of membership.
(iv) Membership Records

1) The membership records shall be available for inspection by the members at reasonable times as designated by the Board.
2) The membership records shall only be available to members and not to any other person or organization.
(v) Accounting Records and Minutes
3) On written demand on the Corporation, any member may inspect, copy and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board and committees of the board at any reasonable time.
4) Every member of the board has the right at any reasonable time to inspect the Corporation's books records and documents of any kind and to copy and make extracts of such documents.
5) The Treasurer shall present a treasurer's report at the annual meeting
(vi) Annual Report
6) The Board shall cause an annual report to be compiled and to be presented at the annual membership meeting, and to be available to members at reasonable times.

## Article XIV. AMENDMENTS

Section 14.01 The bylaws of the association may be amended in the following manor:
(a) All proposals to amend the bylaws shall originate from the Board or the President. If from the membership the amendment proposal shall be presented to the President or the Chairman of the Board.
(b) The proposed amendment will then be given to the Bylaws Committee for review and drafting.
(c) The bylaws committee shall prepare the bylaw change and make its presentation to the Board.
(d) If the Board approves the bylaw change, with a $2 / 3$ vote of the Directors present, if a quorum is present at that meeting, then the proposed bylaw change shall be presented to the membership for a vote.
(e) The membership will then at the annual meeting or a special call meeting vote to accept or reject the proposed amendment.
(f) $A 2 / 3$ affirmative vote of the membership, if a quorum is present at the meeting, is required for any proposal to amend the bylaws.

## Alexander Valley Water District Proposal

- Gain official standing....a 'voice' to participate in regional water supply discussions and projects (e.g. Potter Valley Project)
- Qualify as the Groundwater Sustainability Agency with a Board elected by Alexander Valley agricultural landowners
- Take responsibility for jointly managing the Valley's surface and groundwater in coordination with State agencies, the Sonoma County Water Agency, other County agencies, Tribes, nearby cities, other municipal water users and affected special districts;
- Invest in infrastructure that expands and conserves water supply through increased local storage, groundwater recharge, recycled water and water conservation measures; and
- Gain authority to engage in Russian River channel maintenance and habitat restoration projects.


## Interim Action Initiatives

A set of six 'Action Initiatives' are underway and will be pursued during the District formation process which may require two years to complete:

- Develop a Voluntary Water Sharing Program-- Working in the context of the ongoing State and local steering committee collaborative effort, develop a local plan to conserve water on a voluntary basis during the coming 2022 growing season.
- Participate in Potter Valley Project Deliberations - Unknown outcome of the Potter Valley Project and reduction of flow into Potter Valley due to PG\&E equipment failure have heightened concerns for Russian River water supply reliability.
- Expand Well Monitoring Efforts -- One of the key objectives of the State's impending designation of the Alexander Valley as a 'Medium Priority Basis' is better documentation and monitoring of groundwater use.


## Interim Action Initiatives, cont.

- Complete Emergency Channel Maintenance Pilot Project -- Potential loss of River Road to bank erosion at the 'Munselle Property' and also potential damage to the Geyserville Bridge due to flooding has prompted Sonoma County to consider emergency actions to improve River channel upstream of the Bridge.
- Prepare Draft Groundwater Sustainability Plan -- The State may declare the Alexander Valley a 'Medium Priority Basin' within the next few years. Initiating the preparation of a Groundwater Sustainability Plan (GSP) prior to such designation will not only advance the time for its completion but may also influence the State's decision as they recognize the local effort.
- Expand Groundwater Recharge -- The Dry Creek Rancheria project offers an opportunity to expand it coverage from a few participating parcels to a more comprehensive geography that would consider recharge opportunities for the two groundwater basins (north and south Alexander Valley).


# Membership Sign Up / Renewal Form 



## Personal information

| Full Name: |  |
| :---: | :---: |
|  |  |
| Property Address: |  |
| Mailing Address: (if different) |  |
| Email: | Phone: |

Membership Tier $\quad \square$ Small property $\quad \square$ Large property $\quad \square$ Associate Member
\$45-Small property. The small property membership tier is for homeowners.
$\$ 90$ - Large property. The Large property membership tier is for those with commercial operations.
\$25-Associate member. associate member tier is for those who would like to participate as a non-voting member.

Payment $\square$ Payment attached $\square$ Invoice me by email $\square$ Invoice me by mail

Check the box to agree to receive email updates from RRPOA $\square$


[^0]:    * See Attachment

