
**AMENDED AND RESTATED BYLAWS OF THE
VILLAGE HOMES PROPERTY OWNERS' ASSOCIATION**

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VILLAGE HOMES PROPERTY OWNERS' ASSOCIATION**
A California Nonprofit Mutual Benefit Corporation

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ARTICLE I

Name of the Association

The name of the Association is **VILLAGE HOMES PROPERTY OWNERS' ASSOCIATION** ("Association").

ARTICLE II

Introduction

2.01 Incorporation of Definitions.

The definitions contained in the Amended and Restated Declaration of Covenants, Conditions, and Restrictions ("Declaration") recorded on this project also apply to these Bylaws.

ARTICLE III

Meetings of Members

3.01 Special and Regular Annual Meetings of Members.

- (a) As provided in the Declaration, a regular annual meeting of Members shall be held in June, or as designated by the Board within a reasonable time after June, in the discretion of the Board. The exact time and location shall be decided by the Board.
- (b) At the annual meetings, Members shall elect a Board of Directors in accordance with these Bylaws, Election Policy and Civil Code Section 5105-5125 as amended from time to time and transact other Association business.
- (c) Special meetings shall be held pursuant to Corporations Code Sections 7510 and 7511 upon the request of 5% of the total voting power of the membership.

Upon written request to the President, Vice President, or Secretary by Association members entitled to call a special Members meeting:

- (1) The officer forthwith must give notice to the Members that the Board will schedule a meeting not less than thirty-five (35) days before nor more than ninety (90) days after the request is received; and
 - (2) If notice is not given within twenty (20) days after the request is received, the persons entitled to call the meeting may give the notice.
- (d) Member meetings shall be held in compliance with Civil Code Sections 4900, 4910, 4920, 4923, 4925, 4935, 4090, and 5000). These sections require all Board action to be taken in a properly noticed Board meeting with at least 4 days notice (except an emergency meeting requiring two days notice) with a published agenda. An emergency meeting may be called by the president or any two directors if the circumstances of emergency could not have been reasonably foreseen. An open forum of the members shall be held at each open meeting of the Board with reasonable time limits established by the Board. Except at emergency meetings the Board may not discuss or act upon business that was not placed on the published meeting agenda.

3.02 **Notice of Meetings.**

Notice of meetings (Regular or Special) shall be given in compliance with Corporations Code Section 7511 and the Declaration. Notice shall be given by first class mail, electronic mail (by consent of member) or hand delivery of written notice.

3.03 **Conduct of Meetings.**

Member meetings must be conducted in accordance with a recognized system of parliamentary procedures as the Association may adopt.

3.04 **Action Without a Meeting.**

Any action (except the election of directors) that may be taken at any Members' meeting may be taken without a meeting in compliance Corporation Code Section 7513 and Civil Code Section 5105-5125 as amended from time to time.

3.05 **Quorum.**

- (a) Except as required when Members are voting to increase regular assessments greater than 20% annually (majority of quorum of entire membership), approve special assessments greater than 5% of gross budget (majority of quorum of entire membership), quorum shall be thirty-three (33) percent of the voting power of the Association entitled to vote (in person or by proxy).

- (b) Once a quorum has been established at a meeting of the Members, Members may do business until adjournment, even if attendance becomes less than the quorum amount during the course of the meeting, and as long as any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.
- (c) Business may not be transacted if a quorum is not met, except that upon a motion made and approved by a majority of Members present (in person or by proxy) the meeting may be adjourned until a date not less than five (5) nor more than thirty (30) days from the original meeting date, with the quorum requirement for the new meeting being removed in its entirety.

3.06 Intentionally omitted.

3.07 **Voting and Election of Directors.**

3.07.1 **Campaigning.**

- (a) All candidates or members advocating a point of view during a campaign, including those not endorsed by the Board, shall be provided equal access to Association media, newsletters, or Internet Web sites (if any) for purposes that are reasonably related to the election. The Association may not edit or redact any content from these communications unless said content, if published, would subject the Association to legal action for republishing same in the sole discretion of the Board of Directors and with the advice of counsel. In addition, the Association may include a statement specifying that the candidate or member, and not the Association, is responsible for that content.
- (b) All candidates, including those who are not incumbents, and all members advocating a point of view, including those not endorsed by the Board, for purposes reasonably related to the election, shall be provided equal access to any common area meeting space, if any exists, during a campaign at no cost.
- (c) Association funds may not be used for “campaign purposes” in connection with any board election. The term “campaign purposes” is defined to include, without limitation, (1) “expressly advocating the election or defeat” of any candidate that is on the ballot; or (2) “including the photograph or prominently featuring the name of a candidate on a communication” from the Association (except the ballot and voting materials and equal access communication sent pursuant to this policy).

3.07.2 Notice of Election Meeting and Nomination of Candidates.

- a) At least ninety (90) days before an election meeting of the Association to elect or remove a Board of Directors, and at least thirty (30) days prior to the deadline to submit nominations for candidates, the Board of Directors or its agent shall:
 - (1) Send a Notice of Election Meeting to each member of record. Individual notice shall be delivered pursuant to Civil Code Section 4040 if such notice is requested by a member. This Notice shall state the location, date and time of the election meeting and the identity and address of the Election Inspector.
 - (2) Mail, hand deliver or electronically deliver (with member consent) to each owner a Candidate Nomination Form which, among other things, shall set forth the deadline for submission of the Nomination Form and the procedure for such submission to the Election Inspector(s).
- (b) At least thirty (30) days prior to the mailing of ballots, the Association shall mail, hand deliver or electronically deliver (with member consent) to each owner a list of all candidate's names that will appear on the ballot.
- (c) At least thirty (30) days prior to the election meeting, the Election Inspector(s) shall individually deliver the ballots to the members and either individually deliver a copy of the election rules or notice that the election rules are posted on an internet website which is identified. If posted, the notice shall state in at a font size of at least 12-point on the ballot: The rules governing this election may be found here:
[wwwhttps://villageinwestlake.com/resources-for-residents/documents/](https://villageinwestlake.com/resources-for-residents/documents/)
- (d) Each member of the Association's Board of Directors and nominees for the Board shall be a Lot Owner or a qualified representative. Qualified representatives include Trustees of Trusts, Officers or Managers of Corporations or LLCs or general partners of partnerships of LLP's.
- (e) Only Owners may nominate themselves or another Owner/qualified representative. Only Owners may serve as a director except when the Bylaws or CCRs permit the Declarant to appoint or nominate non-owners. Qualifications shall be as set forth in the Bylaws except as otherwise provided in California law;
- (f) Any candidate nominated by another person will be contacted to confirm that such candidate consents to having his or her name placed in nomination for election to the Board. If confirmation of consent is not obtained, the nominated candidate will not appear on the ballot.

- (g) All candidates who meet the qualifications to serve on the Board and, if appropriate, have confirmed their willingness to run for election to the Board, shall be listed on the secret ballot. Qualifications to run for the Board shall be the same as those to serve on the Board. The following candidates and directors shall be disqualified from running or serving on the Board:
- (1) An owner with a prior criminal conviction that would prevent the association from obtaining or maintaining the required fidelity bond under California law.
 - (2) An owner whose election would result in joint owners of a separate interest serving on the board at the same time.
 - (3) An owner who is delinquent in payment of regular or special assessments and who has had an opportunity to engage in Internal Dispute Resolution, has not paid amounts in protest and who is not making payments to Association under a payment plan.
- (h) Notwithstanding any provision in the Bylaws, all qualifications for directors shall comply with the provisions of Civil Code Section 5100-5115 as amended from time to time.
- (i) Any candidate who is disqualified has the right to request Internal Dispute resolution (IDR) with the Association to have the grounds for the disqualification reviewed in an effort to resolve the dispute.
- (j) The Candidate Nomination Form must be returned to the Association at the address provided and by the deadline stated on such form. Nominations from the floor of the election meeting for candidates for the Board shall not be permitted. Write in candidates shall not be permitted.
- (k) Procedures for nominations for election to the Board shall comply with Corporation Code Section 7520, Civil Code Sections 5100-5130 as amended from time to time.
- (l) For election meetings other than to elect or remove a Board of Directors, at least 30 days before said election meeting, the Board of Directors or its agent shall send a notice of election meeting to each member of record. Individual notice shall be delivered pursuant to civil code section 4040 if such notice is requested by member. This notice shall state the location, date and time of the election meeting and the identity and address of the election inspector.”

3.07.3 **Secret Ballot Procedure; Record Date.**

- (a) Ballots and a pre-addressed envelope with instructions on how to return ballots shall be mailed by first-class mail or delivered by the Association to every member not less than thirty (30) days prior to the deadline for voting.
- (b) Ballots must ensure the confidentiality of the voters.
 - (1) A voter may not be identified by name, address, or unit number on the ballot;
 - (2) The ballot may not require the signature of the voter;
 - (3) The ballot itself is inserted into an envelope that is sealed. This envelope is inserted into a second envelope that is sealed. In the upper left-hand corner of the second envelope, the voter prints and signs his or her name, address, and unit owned. If there are multiple units owned by the same person there will be multiple ballots, each with its own envelope. The second envelope is addressed to the inspectors of election, who will be tallying the votes.
- (c) Owners may return their secret ballot by mail, hand deliver it to the meeting or complete the ballot at the meeting; provided only those ballots which are delivered to the inspectors of election prior to the polls closing shall be counted.
- (d) A member may request a receipt for delivery. The record date for purposes of voting shall be the date the ballots are mailed to all of the owners.
- (e) In the event California law is amended to permit electronic voting in the election of directors, the procedures allowed in said provisions shall automatically be deemed to be permitted by these Bylaws without the need for further amendment.
- (f) Properly completed proxies or powers of attorney timely presented to the inspector of election shall entitle the holder to receive a secret ballot which may be cast at the election meeting. Directed proxies are prohibited and proxies may not be used as a ballot. A directed proxy is one which instructs the holder as to how the Owner's votes are to be cast on the secret ballot.

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3.07.4 **Inspectors of Election.**

- (a) The Board shall appoint an independent third party as inspector of election prior to the opening of the secret ballots. Independent third parties include, but are not limited to:
 - (1) a volunteer poll worker with the County registrar of voters;
 - (2) a licensee of the California Board of Accountancy;
 - (3) a notary public; and
 - (4) a unrelated, independent person or entity that is under contract to the Association solely to supervise and conduct a secret ballot election.
 - (5) an Association member who is not a candidate or a director or related to a candidate or director of the Association.

A person who is currently employed or under contract to the Association (except as an election inspector) shall not serve as an Election Inspector
- (b) Prior to secret ballots being mailed to all of the owners, the Board shall determine to whom the secret ballots shall be returned (the "Ballot Collector"), which may be the Association's community manager, if any.
- (c) The inspectors of election shall also do all of the following:
 - (1) determine the number of memberships entitled to vote and the voting power of each;
 - (2) determine the authenticity, validity, and effect of proxies, if any;
 - (3) receive ballots;
 - (4) hear and determine all challenges and questions in any way arising out of or in connection with the right to vote;
 - (5) count and tabulate all votes;
 - (6) determine when the polls shall close;
 - (7) determine the results of the election;
 - (8) perform any acts as may be proper to conduct the election with fairness to all members in accordance with this section and all applicable Rules of Association regarding the conduct of the election that are not in conflict with this section.
- (d) An inspector of election shall perform his or her duties impartially, in good faith, to the best of his or her ability, and as expeditiously as is practical. The decision or act of a majority shall be effective in all respects as the decision or act of all.
- (e) Any report made by the inspector or inspectors of election is prima facie evidence of the facts stated in the report.

- (f) The Board may remove and replace any inspector of election prior to the tabulation of ballots if an inspector of election resigns or if the Board reasonably determines that an inspector of election will not be able to perform his or her duties impartially and in good faith.

3.07.5 **Handling of Ballots.**

- (a) The Ballot Collector shall be designated by the Board of Directors and shall be identified on the Notice of Election Meeting. As secret ballots are returned to the Ballot Collector, the Ballot Collector shall check off on a sign-in sheet that a ballot has been received for such unit. The first secret ballot received for any unit shall be the ballot which is counted. Any subsequent ballots for the same unit which are received shall be deemed invalid and shall be discarded. Ballots received by the Ballot Collector shall be irrevocable.
- (b) The sealed ballots at all times shall be in the custody of the inspectors of election or at a location designated by the inspectors until delivered to the inspectors at the meeting for the opening of the ballots and the tabulation of the vote. After the counting of ballots and the certification of the election results by the inspectors of the election, the ballots shall be transferred to the Association.
- (c) No person, including a member of the Association or an employee of the management company, shall open or otherwise review any ballot prior to the time and place at which the ballots are to be counted and tabulated.
- (d) After tabulation, election ballots, signed voter envelope, voter list, candidate registration list, and proxies shall be in the custody of the Inspectors of Election or stored by the Association as designated by Inspectors of Election in a secure place until the expiration of the time period for filing a challenge to the election under Civil Code Section 5145. In the event of a recount or other challenge to the election process, the Association shall, upon written request, make the ballots available for inspection and review by members of their authorized representatives. Any recount shall be conducted in a manner that shall preserve the confidentiality of the vote.

3.07.6 **Meeting at Which Secret Ballots Shall be Tabulated.**

- (a) The inspector of the election shall tabulate the ballots for the election of the directors or other matters to which this policy applies at a meeting of the owners, or if no quorum is present, at a special meeting of the Board of Directors duly noticed for the same date, time and place, as the general meeting of the Association called for the purpose of counting ballots. The Board of Directors shall determine the date, time and place of the annual

or other general meeting of the owners and the concurrent special meeting of the Board in accordance with the Association's Bylaws.

3.07.7 Tabulation of Votes; Quorum Requirement.

- (a) All votes shall be counted and tabulated by the inspector of election in public at a properly noticed open meeting of the members or of the Board, at which a quorum of members (33%) or a quorum of Board members, as the case may be, must be present.
- (b) The inspector of election shall confirm that no more than one ballot was returned for each unit.
- (c) Any candidate or other member of the Association may witness the counting and tabulation of the votes.
- (d) In order for the vote for the election of directors to be valid, ballots must be returned by at least a quorum (33% of total voting power) of the owners. If quorum is not obtained, no election will be conducted unless the meeting is adjourned and quorum is met at the rescheduled meeting.

3.07.8 Announcement of Results.

- (a) The results of the election shall be promptly reported to the Board of Directors and shall be recorded in the minutes of the next meeting of the Board of Directors and shall be available for review by members of the Association.
- (b) Upon certification of the election results by the inspectors of election, the newly elected Board members shall be deemed to have taken office.
- (c) Within fifteen (15) days of the election, the Board shall publicize the results of the election in a communication directed to all members.

3.07.9 Election by Acclamation.

When the number of qualified candidates is not more than the number of vacancies to be elected at the time of the deadline for submitting nominations, as determined by the inspector or inspectors of the elections, the Association may, but is not required to, consider the qualified candidates elected by acclamation if all the following conditions have been met:

- (a) The Association has held a regular election for the directors in the last three years. The three-year time period shall be calculated from the date ballots were due in the last full election to the start of voting for the proposed election.

- (b) The Association provided individual notice of the election and the procedure for nominating candidates as follows:
 - (1) Initial notice at least 90 days before the deadline for submitting nominations. The initial notice shall include all the following:
 - (A) The number of board positions that will be filled at the election.
 - (B) The deadline for submitting nominations.
 - (C) The manner in which nominations can be submitted.
 - (D) A statement informing members that if, at the close of the time period for making nominations, there are the same number or fewer qualified candidates as there are board positions to be filled, then the board of directors may, after voting to do so, seat the qualified candidates by acclamation without balloting.
 - (2) A reminder notice between 7 and 30 days before the deadline for submitting nominations. The reminder notice shall include all of the following:
 - (A) The number of board positions that will be filled at the election.
 - (B) The deadline for submitting nominations.
 - (C) The manner in which nominations can be submitted.
 - (D) A list of the names of all of the qualified candidates to fill the board positions as of the date of the reminder notice.
 - (E) A statement reminding members that if, at the close of the time period for making nominations, there are the same number or fewer qualified candidates as there are board positions to be filled, then the board of directors may, after voting to do so, seat the qualified candidates by acclamation without balloting. This statement is not required if, at the time the reminder notice will be delivered, the number of qualified candidates already exceeds the number of board positions to be filled.
- (c) Notice

- (1) The Association provides, within seven business days of receiving a nomination, a written or electronic communication acknowledging the nomination to the member who submitted the nomination.
 - (2) The Association provides, within seven business days of receiving a nomination, a written or electronic communication to the nominee, indicating either of the following:
 - (A) The nominee is a qualified candidate for the board of directors.
 - (B) The nominee is not a qualified candidate for the board of directors, the basis for the disqualification, and the procedure, which shall comply with Article 2 (commencing with Section 5900) of Chapter 10, by which the nominee may appeal the disqualification.
 - (3) The Association may combine the written or electronic communication described in paragraphs (1) and (2) into a single written or electronic communication if the nominee and the nominator are the same person.
- (d) Disqualification of Candidates
- (1) The Association permits all candidates to run if nominated, except for nominees disqualified for running as allowed or required pursuant to subdivisions (b) to (e), inclusive, of Section 5105 of the Civil Code.
 - (2) Notwithstanding paragraph (1), an association may disqualify a nominee if the person has served the maximum number of terms or sequential terms allowed by the association.
 - (3) If an association disqualifies a nominee pursuant to this subdivision, an association in its election rules shall also require a director to comply with the same requirements.
 - (4) The Association Board votes to consider the qualified candidates elected by acclamation at a meeting pursuant to Article 2 (commencing with *Civil Code* Section 4900) for which the agenda item reflects the name of each qualified candidate that will be seated by acclamation if the item is approved.

ARTICLE IV

Association's Books and Records; Rights to Inspection

- (a) The Association Board will keep membership registers (including mailing addresses and telephone numbers), account books and minutes of meetings of Members, the Board, and committees as reasonably necessary and as required by Civil Code Sections 5200-5240, as amended from time to time.
- (b) Association books and records, except those documents that are reasonably determined by the Board to be confidential, are available for inspection and copying (at the owner's sole expense) by any Association Member (or representative) at any reasonable time and for a purpose reasonably related to a Member's interest at the Association office (or other location established by the Board) as required by Civil Code Sections 5200-5240 or other applicable statute. The Board shall adopt reasonable rules relating to such inspections and comply with the provisions of Civil Code Sections 5200-5240).

(1) Except in an instance where a Director is engaged in a dispute with the Association or Board such that there is conflict of interest, every Director shall have the absolute right, at any reasonable time, to inspect all books, records and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a Director includes the right to make extracts and copy documents.

ARTICLE V

Board of Directors

5.01 Powers and Duties of the Board.

Association activities will be conducted under the direction of a Board of Directors (subject to the Governing Documents and the California Nonprofit Mutual Benefit Corporation Law, as amended from time to time, governing action that must be approved by the Members).

5.02 Number, Qualifications, Election, Term of Office and Compensation.

- (a) The Board of Directors will consist of not less than **three** (3) or more than **five** (5) members. In the event less than five members seek election to the Board, the Board shall consist of the members elected by secret ballot or acclamation and the elected directors shall promptly appoint qualified members to fill the unfilled openings to avoid having an even number of directors.

- (b) Directors must be Association Members or a representative of a member as indicated below. Directors shall agree in writing to abide by the Board's rules of conduct, conflicts of interest and ethics adopted and as amended from time to time by the Board.

In addition, the following shall qualify as Directors: a duly appointed Trustee of a Trust holding title to Property within the Association as identified on a recorded deed in the County of Ventura and a representative of a business entity such as a corporation, LLC, or General Partnership registered with and recognized by the Office of the Secretary of State for the State of California who is listed on a current statement of information or similar filing with the Secretary of State indicating the person is designated as Director/Officer/Manager/General Partner. A person holding a Power of Attorney of an Owner shall not qualify as a Director.

- (c) Directors shall serve staggered terms as follows: At the first election following adoption of these Bylaws, if there are five directors elected, three directors shall serve for two (2) years and two (2) directors shall serve for one (1) year; After the expiration of these initial terms, all subsequent terms shall be two (2) years. In the event a quorum is not obtained at the annual meeting or an adjourned meeting with a reduced quorum, the directors whose terms were expiring shall continue to serve another two year term. At the initial election, the candidates receiving the highest number of votes shall, in order starting with the most votes, fill the director positions starting with the position designated with the longest terms. If directors are appointed to fill unfilled positions, those directors shall serve the single year terms;
- (d) There shall be no cumulative voting in the election of directors.
- (e) Directors shall not be entitled to any compensation for services rendered as a director but shall be entitled to reimbursement of legitimate pre-approved expenses incurred on behalf of the Association.
- (f) Directors related by blood or marriage shall not be eligible to serve simultaneously.

5.03 **Vacancies.**

- (a) A vacancy exists if:
 - (1) A Director resigns, dies, ceases to be a member of the Association, or is removed from office;
 - (2) The Members increase the number of authorized Directors but do not elect the additional Directors at the meeting (or its adjournment); or
 - (3) The Members do not elect the full number of Directors.

- (b) Board vacancies (except as a result of removal) may be filled by a vote of a simple majority of Directors for the remaining term of office only at an open meeting at which the agenda specifically states that the filling of a board vacancy will be discussed and acted upon.
- (c) The Board may declare vacant the office of a Director who is convicted of a felony, is declared of unsound mind by a final order of the court or become disqualified to serve or run for the board under Section 3.07.2 (g) or who ceases to qualify to be a Director under Section 5.02 (b) of the Bylaws. The remaining Directors shall have the sole discretion to determine whether a failure to attend was with good cause.
- (d) Members may elect in a secret ballot election as provided in Section 3.07 hereof, by petitioning for a Special Meeting:
 - (1) Directors to fill any vacancy not filled by the Directors, at any time; and
 - (2) Additional Directors, at the meeting in which an increase in the number of Directors is authorized.

5.04 **Removal of Directors.**

- (a) Directors may be removed pursuant to the provisions of Corporation Code Sections 7222 without cause based on an affirmative vote of a majority of the membership at a duly noticed meeting of the Association at which and Section 7223 based on a Members lawsuit, a Director's failure to attend three consecutive board meetings or otherwise is not qualified to serve as a Director. Specially elected Directors may be removed from office prior to the expiration of a term of office only by a vote of at least a simple majority of the voting power residing in Members.
- (b) A successor may be elected by the membership at the time of removal or at a later date to fill the vacancy in compliance with the provisions of these Bylaws.

5.05 **Regular Meetings.**

- (a) The Board must hold at the least quarterly meetings on dates established by Board resolution, unless the business to be transacted requires more frequent meetings, in which event the Board may meet more frequently as needed.
- (b) Notice of regular Board meetings must be given to each Director and the members at least four (4) days before the meeting date. Notice shall be communicated by appropriate means which are reasonably calculated to provide notice of the meeting. Regular meetings shall be held in compliance with Civil

Code Sections 4900, 4910, 4920, 4923, 4925, 4935, 4090, and 5000. [See Section 3.01 (d)]

5.06 **Special Meetings and Notices.**

- (a) Special Meetings of the Board of Directors may be called at any time for any purpose by the President, Vice President, or any two (2) Directors.
- (b) Written notice specifying the time, place and nature of business to be conducted at the Special Meeting must be delivered to each Director at least seventy-two (72) hours before the meeting is scheduled to commence. The notice shall be communicated to Members as specified in Section 5.05(b) herein. Special Meetings shall be held in compliance with Civil Code Sections 4900, 4910, 4920, 4923, 4925, 4935, 4090, and 5000. [See Section 3.01 (d)]

5.07 **Waiver of Notice.**

- (a) A Director may sign a waiver of notice, written consent, or approval of minutes of any meeting.
- (b) Waivers and consents must be filed with Association records or made a part of the minutes of the meeting.
- (c) Director attendance at a Board meeting waives the Director's notice of meeting.

5.08 **Adjournment.**

- (a) A majority of the Directors present, whether or not they constitute a quorum, may adjourn to another time and place.
- (b) Notice shall be given to any Directors not present.

5.09 **Quorum.**

- (a) A quorum for the transaction of business by the Board is a majority of the actual number of elected and appointed Directors.
- (b) A meeting at which a quorum is initially present may continue to transact business after Directors withdraw, provided that any action is approved by a majority of the required quorum.

5.10 **Conduct of Meeting.**

- (a) All Board meetings (except Executive Sessions) are open to all Association Members (although non-Board Members may not participate in deliberations or decisions unless expressly authorized to do so by a majority of a quorum of the Board).
- (b) Directors may participate in a meeting by telephone or video conferencing so long as all Directors participating and members in attendance can hear one another.

5.11 **Executive Sessions.**

- (a) Executive session only meetings of the board shall be noticed at least two days in advance with an agenda specifying generally what the nature or topics of discussion will be. In accordance with the provisions of Civil Code Sections 4900, 4910, 4920, 4923, 4925, 4935, 4090, and 5000 [See Section 3.01 (d)] or other applicable statute, with the approval of a majority of a quorum of its Members, the Board may adjourn a meeting and reconvene in executive session to discuss and vote on personnel matters, litigation involving the Association, and other business of a similar nature. Except for an emergency meeting or a meeting which will solely be held in executive session, notice shall be provided at least four days in advance, along with an agenda.
- (b) If a regular Board meeting is to be adjourned into executive session, the nature of business to be considered in Executive Session must first be announced in open session.
- (c) Any matter discussed in Executive Session shall be generally noted in the minutes of the following Board meeting.
- (d) In any matter relating to the discipline of a Member, the Board shall meet in Executive Session, if requested by the Member in question, and said Member shall be entitled to attend the Executive Session.

5.12 **Nominations of Candidates for the Board.**

Procedures for nominations for election to the Board shall comply with Corporation Code Section 7520, Civil Code Sections 5100-5130 and Article III of the Bylaws as amended from time to time.

5.13 **Committees.**

The Board may create committees to serve at the pleasure of the Board. Such committees shall be created only by resolution adopted by a majority of the Directors then in office, provided that a Quorum is present. Committee members need not be members of the Board.

5.14 **Place of Meetings.**

The meetings shall be held at a place reasonably convenient to the Members, either on the Property or as close as possible to the Property.

ARTICLE VI

Officers

6.01 **Enumeration of Officers.**

(a) The Association will have the following Officers:

- (1) A President;
- (2) A Secretary;
- (3) A Treasurer;
- (4) Vice-president (optional).

(b) Officers must be Directors/Owners as qualified under Section 5.02.

6.02 **Election of Officers.**

At the initial meeting of the Board after the election of directors, officers shall be elected by the Directors to serve until a Board majority votes to change the designated officers.

6.03 **Removal and Resignation.**

(a) An Officer may be removed, without cause, from office by the Board upon a majority vote of a quorum of the Board.

- (b) An Officer may resign at any time. Resignations shall be tendered in writing.

6.04 **Vacancies.**

An Officer vacancy may be filled to complete the remainder of a term, as prescribed in these Bylaws.

6.05 **President.**

The President is the principal executive officer of the Association, with the following duties and powers:

- (a) Generally supervise all of the Association's business and affairs;
- (b) Preside at all meetings of the members and of the Board; and
- (c) Perform all general duties incident to the office of President prescribed by the Board.

6.06 **Vice President.**

The Vice President, if any, will perform the following duties:

- (a) The duties of the President, if the President is absent, unable or unwilling to act; and
- (b) Other duties assigned by the President or the Board.

6.07 **Treasurer.**

The Treasurer is the chief financial officer of the Association, with the following duties and powers:

- (a) Through agents or accountants of Association, ensure that adequate and correct accounts of Association properties and business transactions are kept and maintained, in a manner consistent with the manner in which such documents are usually kept;
- (b) Through agents or accountants of Association, provide copies of all financial statements and reports to Association Members, as required;
- (c) Through agents and accountants of Association, maintain custody and responsibility for all Association funds and securities;

- (d) Through agents and accountants of Association, receive all monies payable to the Association and provide and maintain appropriate receipts;
- (e) Through agents and accountants of Association, deposit all monies in the name of the Association in banks or depositories selected in accordance with these Bylaws; and
- (f) Perform all general duties incident to the office of Treasurer assigned by the President or the Board.

6.08 **Secretary.**

The Secretary will perform the following duties:

- (a) Ensure that the minutes of all Member, Board and Committee meetings are prepared and maintained for that purpose;
- (b) Ensure that all notices are given as required;
- (c) Through agents of the Association, maintain custody of the Association's records in a secure and organized manner; and
- (d) Perform all duties assigned by the President or by the Board.

ARTICLE VII

Indemnification and Liability

7.01 **Liability of the Board and Officers.**

Board Members and Association Officers are not liable to the Association or its members if they perform their duties in conformance with Corporations Code Sections 7231 and 7231.5, and Civil Code Section 5800. No cause of action may be taken against a person serving without compensation as Director or Officer of the Association on account of any negligent act or omission by that Person within the scope of that Person's duties as Director acting in the capacity of a Board member, or as an Officer acting in the capacity of, and within the scope of the duties of an Officer. No Director or Officer shall be named or included in a complaint or other pleading unless the court enters an order allowing the pleading that includes that claim to be filed after the court determines that the party seeking to file the pleading has established evidence that substantiates the claim.

7.02 **Indemnification of Agents.**

The Association shall indemnify any present or former Director, Officer, Employee or other Agent of the Association to the fullest extent authorized under California Corporations Code Section 7237, or any successor statute, and may advance to any such person funds to pay expenses that may be incurred in defending any action or proceeding on receipt of an undertaking by or on behalf of such person to repay such amount unless it is ultimately determined that such person was entitled to indemnification under this provision.

ARTICLE VIII

Miscellaneous

8.01 **Checks, Drafts, etc.**

All checks, drafts and other orders for payment, or evidence of indebtedness regarding the Association must be signed by at least one person(s) designated by the Board, except for checks payable from reserve funds, which must be signed by at least two designated persons or otherwise approved through written authorization by at least two designated persons from the Board.

8.02 **Conflicts.**

- (a) In case of conflict between the Declaration and these Bylaws, the Declaration will control.
- (b) In case of conflict between these Bylaws and any applicable State of California law or statute, the law or statute will control.

8.03 **Notices.**

Unless otherwise specified, giving of all notices shall conform with the provision specified for notices in the Declaration.

8.04 **Fiscal Year.**

The Association's fiscal year shall run from January 1 through December 31.

ARTICLE IX

Amendments

- (a) The Association may amend these Bylaws as follows:
 - (1) Approval of a majority of the total voting power of the Association.

- (b) Amendment of the Bylaws requires a signed, written instrument by the Association Secretary certifying that the relevant amendment has been approved by at least a majority of Association Members.

 - (c) The specified percentage of members necessary to amend a specific section or provision of these Bylaws shall not be less than the percentage of affirmative votes prescribed for action to be taken under that section or provision.
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I, THE UNDERSIGNED SECRETARY, certify that the foregoing Bylaws have been approved by a majority vote of the membership

By: _____