

**RESTATED BYLAWS
OF THE
CALIFORNIA PINES PROPERTY OWNERS
ASSOCIATION**

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RESTATED BYLAWS OF THE
CALIFORNIA PINES PROPERTY OWNERS ASSOCIATION

ARTICLE 1 RECITALS AND DEFINITIONS

- 1.1 Name. The name of this corporation is CALIFORNIA PINES PROPERTY OWNERS ASSOCIATION, INC., and is hereinafter referred to as the "Association."
- 1.2 Association is Nonprofit. The Association has been formed pursuant to the California Nonprofit Corporation Law as a California Mutual Benefit Corporation.
- 1.3 Specific Purposes. The specific and primary purposes of the Association shall be to own, repair, maintain and manage the Common Areas within the California planned development commonly known as California Pines, which is located in the county of Modoc, State of California (the "Development"), to enforce the terms and conditions of the Governing Documents (including without limitation the Declaration and the Rules adopted by the Board of Directors), and to otherwise enhance and promote the use and enjoyment of the Common Areas by the Owners in common.
- 1.4 Definitions.
- a. Declaration. "Declaration" means a Declaration of Restrictions for any of the several units established within the Development, which are recorded on or in the Official Records of Modoc County, California, as those Declarations may be amended from time to time.
 - b. Election Rules. "Election Rules" means the rules and Procedures adopted and amended by the Board in conformance with California Civil Code Section 5105 et seq.
 - c. General Notice. "General Notice" means providing a document in accordance with California Civil Code Section 4045(a).
 - d. Individual Delivery. "Individual Delivery" means delivery of a document in accordance with California Civil Code Section 4040(a).
 - e. Other Definitions Incorporated by Reference. The terms defined in the Declaration shall have the same meaning when used herein unless the context clearly indicates a contrary intention.

ARTICLE 2 LOCATION OF PRINCIPAL OFFICE

The principal office of the Association shall be located in Modoc County, California or at such other place reasonably convenient to the Development as the Board of Directors may from time to time establish.

ARTICLE 3 MEMBERSHIP

- 3.1 Members of the Association. Every Owner of a Lot within the Development is a Member of the Association. Membership in the Association is appurtenant to, and may not be separated from, ownership of any Lot.
- 3.2. Term of Membership. Upon becoming the Owner of a Lot, each Owner shall automatically be a Member of the Association and shall remain a Member until such time as his or her Lot ownership ceases for any reason. Membership in the Association shall not be transferred, encumbered, pledged, alienated, or hypothecated in any way, except upon the transfer of the Lot to which it is appurtenant and then only to the transferee of such Lot. Any attempt to make a prohibited transfer is void. Upon the sale, conveyance or other transfer of an Owner's interest in a Lot, the Owner's membership interest appurtenant to the Lot shall automatically transfer to the Lot's new Owner(s).
- 3.3 Multiple Ownership of Lots.
- a. One Membership Vote Per Lot. Ownership of a Lot shall give rise to a single membership vote in the Association. Accordingly, if more than one person owns a Lot, all of these persons shall be deemed to be one Member for voting purposes, although all such Owners shall have equal rights (as Members) to use and enjoy the Common Areas and Common Facilities. If any Owner casts a vote representing a certain Lot, it will thereafter be conclusively presumed for all purposes that such Owner was acting with the authority and consent of the other Owners of that Lot. In no event shall more than one vote be cast with respect to any Lot.
 - b. Voting by Multiple Owners. If joint Owners are unable to agree by majority vote among themselves as to how their vote or votes are to be cast for a particular election or vote, the first ballot received by the inspector(s) of election from such multiple Owners of a Lot shall be conclusively presumed for all purposes to have been sent with the authority and consent of the other Owners of that Lot. No other ballots for the vote in question shall be accepted by the inspector(s) of election from such multiple Owners.
 - c. Furnishing Evidence of Membership. A person shall not be entitled to exercise the rights of a Member until such person has advised the Secretary in writing that he or she is qualified to be a Member under Section 3.1 of these Bylaws, and, if requested by the Secretary, has provided the Secretary with evidence of

such qualification in the form of a certified copy of a recorded grant deed indicating ownership by the purported Member. Exercise of membership rights shall be further subject to the rules regarding record dates for notice, voting and actions by written or secret ballot and eligibility for voting set forth in Section 4.3 of these Bylaws.

ARTICLE 4 MEMBERSHIP VOTING

- 4.1 Single Class of Membership. The Association shall have one class of voting membership.
- 4.2 Member Voting Rights. Subject to the provisions of Section 4.3 of these Bylaws, each Member who owns a Lot that is subject to Assessment shall be entitled to cast one vote for each Lot owned by such Member on each matter submitted to a vote of the Members. Single memberships in which two or more persons have an indivisible interest shall be voted as provided in Section 3.3 of these Bylaws.
- 4.3 Eligibility to Vote. Only Members in Good Standing shall be entitled to vote in director elections or on any matter requiring a membership vote. A Member's good standing for purposes of voting shall be determined as of the record date established in accordance with Section 5.7 of these Bylaws. A Member is not required to be a Member in Good Standing with respect to votes conducted relating to changes to the Declaration.
- 4.4 Manner of Casting Votes.
- a. Voting at Membership Meetings. Voting at any membership meeting may be by voice or ballot.
 - b. Voting by Written Ballot. In addition to voting at a membership meeting, Members' votes may be solicited by written ballot in accordance with California Corporations Code Section 7513.
 - c. Voting by Secret Ballot. If required by California law (including without limitation California Civil Code Section 5100 et seq.), elections regarding: (1) Assessments; (2) selection of Directors; (3) removal of Directors; (4) amendments to the Governing Documents; and (5) grants of exclusive use of Common Area properties pursuant to California Civil Code Section 4600 shall be conducted by secret ballot in accordance with the procedures set forth in California Civil Code Section 5115. The votes required by California Civil Code Section 5100(a) to be held using specific procedures shall be conducted in accordance with Election Rules adopted by the Board.
 - d. No Cumulative Voting. There shall be no cumulative voting at any election of Directors.

- e. Simple Majority Vote Required. The approval of a Simple Majority on any matter (other than the election of Directors) shall be the act of the Members, unless the vote of a greater number is required by California law or by the Governing Documents. In the case of Director elections, once a quorum has been established, the candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to the vacant Director positions.

ARTICLE 5 MEMBERSHIP MEETINGS

- 5.1 Place of Meetings. Regular and special membership meetings shall be held at a location within the Development, provided that the Board may designate, by resolution, an alternate location, as close as reasonably practicable to the Development.
- 5.2 Annual Membership Meeting. The Annual Membership Meeting shall be held on the third Saturday of May each year, at a time and place to be designated by the Board of Directors, upon proper written notice to all of the Members. Notice shall be mailed not less than 10 days and not more than 90 days before each annual meeting, shall specify the date, time, and place of such meeting, and shall be mailed first class, registered or certified mail to each Owner of record. Notice may also be given by e-mail, facsimile or other electronic means pursuant to California Corporations Code Section 20.
- 5.3 Special Meetings.
 - a. Persons Entitled to Call Special Meetings. A majority of a quorum of the Board, the President of the Association or five percent of the Members may call a special meeting of the Members at any time to consider any lawful business of the Association.
 - b. Procedures for Calling Special Membership Meetings Requested by Members. If a special meeting is requested by five percent of the Members, the request shall be submitted by such Members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by first-class, certified or registered mail or by telegraphic or other facsimile transmission to the president or the secretary of the Association.
 - (i) Except as provided in subparagraph (ii) below, the Officer receiving the request shall cause notice to be promptly given to the Members that a meeting will be held and the date, time, place and purpose for such meeting, which date shall not be less than 35 nor more than 90 days following the receipt of the request.
 - (ii) If the purpose for which the special meeting is requested is one of those purposes set forth in California Civil Section 5100(a), the

Board shall cause notice of an upcoming vote by secret ballot to be given within 20 days following the receipt of the request. Ballots shall be sent out no sooner than 35 days following the receipt of the request and the balloting period shall end not more than 90 days following the receipt of the request.

(iii) If notice of the meeting or upcoming secret ballot vote is not given within the 20 days after receipt of the Members' request, the Members requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of Members may be held when the meeting is called by action of the Board of Directors or the president.

c. Notice of Special Meetings. Except as provided in Section 5.3(b), above, with regard to special meetings requested by Members, notice of special meetings shall be given in the same manner as for annual meetings of Members. Notices of special meetings shall specify the date, time and place of the meeting and the general nature of the business to be transacted, and shall comply with California Corporations Code Section 7511(f), if applicable.

5.4 Quorum. The following quorum requirements must be satisfied in order to take valid membership action:

- a. Quorum for Certain Votes on Assessments. In the case of any secret ballot conducted for the purpose of voting on Assessment increases requiring Member approval, the quorum requirement for valid action on the proposal shall be a majority of the Members in Good Standing.
- b. Quorum for Votes on Director Elections. In the case of any secret ballot conducted for the purpose of voting in a director election shall be ten percent (10%) of the Members in Good Standing.
- c. Quorum for Valid Action on Other Matters. In the case of a membership meeting or secret or written ballot called or conducted for any other purpose, the quorum shall be ten percent (10%) of the Members in Good Standing.

5.5 Adjourned Meeting.

- a. Generally. Whether or not a quorum is present, any membership meeting may be adjourned from time to time to be reconvened on a later date, by the approval of a majority of the Members present at such meeting; however, in the absence of a quorum, no business other than adjournment may be transacted.
- b. Adjournment for Lack of Quorum. If a quorum is not present or represented at any meeting, the Members otherwise entitled to vote at that meeting shall

have power to adjourn the meeting from time to time, to be reconvened on a date not more than forty five (45) days from the date of the adjourned meeting, without notice other than announcement at the meeting, until a quorum shall be present or represented.

- c. Departure of Members. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the departure of enough Members which leaves less than a quorum.

5.6 Record Dates for the Annual Election of Directors.

- a. Record Date for Distribution of Secret Ballots. The record date for determining those Members entitled to receive a secret ballot for the annual election of directors shall be March 15 of each year.
- b. Last Date for Voting in the Election of Directors. The last date for determining those Members whose secret ballots will be counted in the annual election of Directors shall be set forth in the election procedures adopted by the Association.
- c. Record Dates for Other Purposes.
 - (i) Record Date for Notice of Meetings of the Association. The record date for determining those Members entitled to receive notice of the Annual Membership Meeting or other meetings of the Association shall be the business day preceding the day on which notice is given.
 - (ii) Record Date for Action by Written Ballot Without Meeting. The record date for determining those Members entitled to receive and cast a written or secret ballot shall be the day the first written or secret ballot in a vote or election pursuant to Section 3.4 above is mailed out.
 - (iii) Record Date for Voting. In the case of determining those Members entitled to vote at a meeting, the Board may fix a record date that shall not be more than 60 days before the date of the meeting. If the Board fails to set a record date for any reason, the record date shall be the day of the meeting, or in the case of an adjourned meeting, the day of the reconvened meeting.
 - (iv) Record Date for Other Lawful Action. The record date for determining those Members entitled to exercise any rights with respect to any other lawful action shall be the close of business on the day on which the Board adopts the resolution relating thereto, or

the 60th day prior to the proposed date of such other action, whichever is later.

- 5.7 Transfers of Memberships. A person holding a membership as of the close of business on the record date shall be deemed to be the Member of record. Only Members of record on the applicable record date are entitled to notice, to vote, or to take action by written ballot or otherwise, as the case may be, notwithstanding any transfer of any membership on the books of the Association after the record date, except as otherwise provided in the Articles, by agreement, or in the California Nonprofit Mutual Benefit Corporation Law.
- 5.8 Conduct of Meetings. All membership meetings shall be conducted in accordance with a recognized system of parliamentary procedure or such parliamentary procedures as the Association may adopt. A reasonable time limit for all Members to speak at a membership meeting shall be established by the Board of Directors.

ARTICLE 6 MEMBERSHIP RIGHTS

Subject to the provisions hereof and the provisions of the Declaration, the Members shall have the following rights:

- 6.1 Use and Enjoyment of Common Areas. Each Member and the members of his or her family who also reside in the Member's Residence shall be entitled to the use and enjoyment of all Common Areas within the Development.
- 6.2 Tenants/Lessees.
- a. Assignment of Rights, Generally. Each Member shall have the right to assign his or her rights as a Member (other than voting rights) to a tenant/lessee (hereafter, "Tenant") residing within the Member's Residence. Such assignment shall only be effective so long as the Tenant is residing in the Residence and is in compliance with the Governing Documents. At all times the Owner shall remain responsible for compliance by the Owner's Tenant, and Tenant's guests and invitees, with the provisions of the Governing Documents.
- b. Effectiveness of Assignment. Assignment of an Owner's right to use the Common Areas to a Tenant shall not be effective until such time as the Owner has given the Secretary written notice thereof setting forth the name of the assignee and the members of his or her family who will be entitled to the use and enjoyment of the Common Areas by virtue of such assignment.
- c. Restriction on Lessor's Use of Common Areas. During the period of any lease or rental of a Lot, any Owner not residing within the Development shall not be entitled to use the Common Areas (other than the roads) except to the extent necessary to perform the usual responsibilities of a landlord or to ensure or gain compliance by the tenant with the requirements of the Governing Documents.

- 6.3 Contract Purchasers, Invitees and Guests. The Contract Purchasers, invitees and guests of a Member shall have the right to use and enjoy the Common Areas, subject to the same obligations imposed on the Owner to observe the rules, restrictions and regulations of the Association as set forth in the Governing Documents.
- 6.4 Association Governing Documents. The right of any person to use and enjoy the Common Areas shall at all times be subject to the rules, limitations and restrictions set forth in the Governing Documents. The Board shall have the right to impose monetary penalties or to temporarily suspend the use and enjoyment of any Common Area (other than the roads) for the failure to comply with any rule or regulation imposed upon such Member, or members of his or her family, or his or her Tenants, Contract Purchasers, guests, servants, employees, agents, licensees or invitees, pursuant to the Governing Documents; provided, however, that any such suspension shall only be imposed after such person has been afforded the notice and hearing rights more particularly described in the Declaration.

ARTICLE 7 BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE

- 7.1 Number of Directors. The affairs of this Association shall be managed by or under the direction of a board of seven (7) directors.
- 7.2 Qualification and Disqualification of Directors.
- a. Only persons who are Members in Good Standing with respect to all Lots owned by such persons shall be eligible to be elected to or serve on the Board. Only one Owner of a particular Lot may serve on the Board at any time. No person may serve on the Board while he or she also serves on the Board or is an officer of the California Pines CSD, or any other organization which in the discretion of the Association Board may result in an actual or perceived conflict of interest.
 - b. The Board may declare vacant the seat of a Director under the following circumstances: (i) the person has been convicted of a felony, or is found by a court of competent jurisdiction to be of unsound mind; (ii) the person fails within sixty (60) days after receiving notice of election to accept such office, either by responding in writing or by attending a Board meeting as a director; (iii) the person is absent from sixty (60) percent of the regular meetings of the Board held within a one (1) year period; or (iv) the person ceases to be an Owner or ceases to be a Member in Good Standing.

7.3 Term of Office.

- a. Generally. Each director shall serve a term of three (3) years. Every third year (i.e., 2018, 2021, 2024, etc.), three (3) directors will be up for election. All other years, two (2) directors will be up for election. Any person appointed to fill a vacancy on the Board is appointed to serve out the entire unexpired term of the director they replace. Each director shall serve until the expiration of his or her term and thereafter until a successor is elected, or until the earlier disqualification, death, resignation, or removal of such director.
- b. Limitation on Number of Terms. Directors shall have no limit on the number of consecutive terms they may serve.

7.4 Removal. Except as provided in Section 7.2 of these Bylaws, a director may be removed from the Board, with or without cause, only by the approval of a Simple Majority of the Members. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his or her term of office.

7.5 Vacancies. A vacancy shall exist on the Board of Directors in the event of the disqualification, death, resignation, or removal of any director, or if the authorized number of directors is increased, or if the Members fail to elect the full authorized number of directors. A reduction in the authorized number of directors shall not cause removal of a director prior to the expiration of his or her term. The Board of Directors, by a majority vote of the directors who meet all of the qualifications for directors as set forth in Section 7.2 above, may declare vacant the office of any director who fails or ceases to meet any required qualification that was in effect at the beginning of that director's current term of office.

7.6 Filling Vacancies. Any vacancy occurring on the Board of Directors, except a vacancy created by the removal of a director, may be filled by approval of the Board of Directors, or if the number of directors then in office is less than a quorum, by the vote of a majority of the remaining directors at a Board meeting, or by unanimous written consent of the directors then in office, or by a sole remaining director. A director so chosen shall serve the remainder of the term of office of the director whom he or she replaces. The Members may elect a director at any time to fill any vacancy not filled by the directors. If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the Board may appoint or, if the Board fails to act, the Members may elect, a successor, to take office when the resignation becomes effective.

7.7 Compensation. No director shall receive compensation for any service he or she may render to the Association as a director. However, upon approval by the Board, any director may be reimbursed for his or her expenses actually incurred in the performance of his or her duties, including without limitation travel and lodging costs incurred for attendance at board meetings.

- 7.8 Stipend. Upon approval by the Board, directors may be provided a stipend for board meetings attended in person, in a reasonable amount set by the Board, as updated from time to time through a validly adopted Operating Rule.

ARTICLE 8 NOMINATION AND ELECTION OF DIRECTORS

- 8.1 Nomination of Candidates. Nomination for election to the Board may only be made in accordance with the Election Rules
- 8.2 Election of Directors. Election to the Board shall be by secret ballot. At each such election, the Members may cast, in respect to each vacancy, as many votes as they are entitled to cast under the provisions of the Governing Documents. The candidates receiving the highest number of votes shall be elected. Any tie in the number of votes cast for candidates shall be decided by random drawing or other method of chance as determined by the inspector(s) of election.

ARTICLE 9 MEETINGS OF DIRECTORS

- 9.1 Organizational Meetings. Within thirty (30) days after each Annual Membership Meeting, the Board of Directors shall hold a meeting for the purpose of organization, election of officers, and transaction of other business, as appropriate.
- 9.2 Regular Meetings. Regular meetings of the Board of Directors shall be held bi-monthly within the Development upon proper notice which conforms to the provisions of Section 9.4 of these Bylaws. In the event the Board should determine that the business to be transacted by the Board does not reasonably justify bi-monthly meetings, then regular meetings of the Board shall be held at such intervals as the Board may determine, but not less frequently than every six (6) months.
- 9.3 Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two directors.
- 9.4 Notice to Directors. Except as otherwise provided in Section 9.1 of these Bylaws, notice of each Board meeting shall be communicated to the directors by first-class mail not less than four (4) days prior to the meeting or by (i) personal delivery or (ii) telephone, including a voice messaging system or by electronic transmission (as provided in Corporations Code Section 20) not less than forty-eight (48) hours prior to the meeting; provided that shorter notice may be given in the case of a bona fide emergency; and provided further that notice of a meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting, whether before or after the meeting.

9.5 Notice to Members.

- a. Open Meetings. Except for "emergency meetings" (as defined in California Civil Code Section 4923) and executive sessions (discussed in subparagraph (b) below), at least four days' prior written notice of the date, time, and place of regular and special Board meetings shall be given to Members in the manner set forth in subparagraph (c) below.
- b. Executive Sessions. At least two days' prior written notice of the date, time, and place of executive sessions shall be given to Members in the manner set forth in subparagraph (c) below. In case of an emergency, the Board may conduct an executive session meeting with less than two days' notice, however, it shall be the burden of the person(s) calling the "emergency" special meeting to justify reduction of the required notice time.
- c. Manner of Giving Notice. Notice required by this subparagraph (c) shall be given (i) any method provided for delivery of an individual notice pursuant to Section 4040;(ii) inclusion in a billing statement, newsletter, or other document that is delivered by one of the methods provided in this section; (iii) posting the printed document in a prominent location that is accessible to all members, if the location has been designated for the posting of general notices by the association in the annual policy statement, prepared pursuant to Section 5310. The notice shall contain the agenda for the meeting.
- d. Special Rules when Meeting to Impose Discipline Upon a Member. In addition to the foregoing notice requirements to Members, when the Board is to meet to consider or impose discipline upon a Member, the Board shall notify the Member in writing, by either personal delivery or Individual Delivery, at least 10 days prior to the date of the meeting. The notification shall contain, at a minimum, the date, time, and place of the meeting, the nature of the alleged violation for which the Member may be disciplined and a statement that the Member has a right to attend the meeting and may address the Board at the meeting.

- 9.6 Open Meeting. Regular and special meetings of the Board of Directors shall be open to all Members of the Association, except when the Board meets in executive session. The Board shall permit any member to speak at any Board meeting, except for Board meetings that are held in executive session. The Board may establish a reasonable time limit for Members to speak at a Board meeting, and the agenda for the meeting can designate a specific time for Member statements and comments.

9.7 Executive Session.

- a. Generally. Pursuant to California Civil Code Section 4935(a), the Board may adjourn to, or meet solely in, executive session to consider litigation, matters relating to the formation of contracts with third parties, Member discipline, personnel matters, or to meet with a Member, upon the Member's request, regarding the Member's payment of Assessments, as specified in California Civil Code Section 5665. Only Directors, and any other persons authorized by the Board, shall be entitled to attend executive sessions. Any matter discussed in executive session shall be generally noted in the minutes of the immediately following Board meeting that is open to the entire membership.
- b. Mandatory Executive Sessions.
 - (i) Member Discipline. Pursuant to California Civil Code Section 4935(b), the Board shall adjourn to, or meet solely in, executive session to discuss member discipline, if requested by the Member who is the subject of the discussion. That Member shall be entitled to attend the executive session.
 - (ii) Payment Plan. Pursuant to California Civil Code Section 4935(c), the Board shall adjourn to, or meet solely in, executive session to discuss a payment plan pursuant to California Civil Code Section 5665.
 - (iii) Foreclosure of a Lien. Pursuant to California Civil Code Section 4935(d), the Board shall adjourn to, or meet solely in, executive session to decide whether to foreclose on a lien pursuant to California Civil Code Section 5705(b).

9.8 Telephonic Meetings. Any Board meeting, open or executive session, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting. Members of the Association shall be entitled to attend the portion of a teleconference meeting that is open to Members, and that portion of the meeting shall be audible to the Members in a location specified in the notice of the meeting with at least one Director, or a person designated by the Board, physically present at that location.

9.9 Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly- held meeting at which a quorum is present shall be regarded as the act of the Board.

9.10 Minutes of Meetings of Directors. Within thirty (30) days after the date of any Board meeting, the Board shall make available to the Members either (i) the minutes of that meeting as adopted by the Board, (ii) those minutes as proposed for

adoption which shall be marked to indicate draft status, or (iii) a summary of the minutes. Copies of the minutes, proposed minutes, or summary of minutes shall be provided to any Member of the Association upon request and upon reimbursement of the Association's costs in providing such copies. Pursuant to California Civil Code Section 5310, Members of the Association shall be notified annually of their right to obtain copies of the minutes of meetings of the Board. The minutes of Board meetings (other than executive sessions) shall be permanently made available.

- 9.11 Emergency Action Without a Meeting. If prompt or emergency Board action is required, a series of electronic transmissions may be used as a means of communication between Board members regarding such action, and such action may be taken if all directors, individually or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as an unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of the Board.

ARTICLE 10 POWERS AND DUTIES OF, AND LIMITATIONS ON, THE BOARD OF DIRECTORS

- 10.1 Powers. In addition to such other powers as may be expressly set forth in the Governing Documents or provided by law, the Board of Directors shall have the power to:
- a. Rules and Regulations. In accordance with the requirements of California Civil Code Section 4340 et seq., adopt, publish, amend, repeal, and enforce rules and regulations governing the administration, management, operation, use, and occupancy of the Development, including without limitation the use of the Common Areas and facilities, the personal conduct of the Members and members of their family, and their tenants, Contract Purchasers, guests, servants, employees, agents, licensees and invitees within the Development, and any other matter which is within the jurisdiction of the Association.
 - b. Contracts. Authorize any officer or officers to enter into any contract in the name of, or on behalf of, the Association. Unless expressly authorized by resolution of the Board, no officer shall have any power or authority to bind the Association or to render the Association liable for any purpose or on any account. No contract with any person or entity to supply or furnish the Association with goods or services shall be for a term in excess of one (1) year, except upon the prior approval of a Simple Majority of the Members; provided, however, that the foregoing shall not apply to (i) a contract with a public utility company, if the rates charged for the materials or services to be furnished are regulated by the California Public Utilities Commission, the term of which contract shall not exceed the shortest term for which the supplier will contract at the regulated rate; and (ii) prepaid casualty and/or liability insurance policies not to exceed three (3)

years' duration, which policy or policies shall permit short rate cancellation by the insured;

- c. Sanctions; Hearings; Continuing Violations. Impose any or all of the following sanctions and conduct hearings for the infraction of any provision of the Governing Documents, as indicated below:
- (i) Establish and impose monetary penalties (fines) in accordance with a schedule of monetary penalties adopted by the Board and distributed to all Members; and suspend the membership rights and privileges of a Member, including the right to use the Common Areas (other than the roads), for a period not to exceed 12 months for any single infraction of the Governing Documents. The 12- month cap does not apply to a person who presents a threat to the safety of others or the property of others.
 - (ii) Except as may be provided in the Declaration, before any discipline is imposed upon a Member, the Board shall hold a meeting to consider the matter. Notice of any Board meeting where the imposition of discipline upon a Member is to be considered shall be provided in the manner set forth in Section 9.5(d) of these Bylaws.
 - (iii) In the case of a continuing violation, the Board may deem such continuing violation to constitute two or more separate and distinct violations of the same Governing Document provision and may impose separate and successive sanctions for each such violation; however, the Board shall not treat any such continuing violation as a separate and distinct violation and impose a separate sanction therefor more than once during any thirty (30) day period. It is the intent and purpose of this provision to authorize and empower the Board in exercise of its discretion to impose a monetary fine or other sanction against a Member for a continuing violation of the same Governing Document provision once during each successive thirty (30) day period, provided that each time the Board decides to impose a sanction, it shall provide the affected Owner with notice and an opportunity to be heard by the Board prior to the effective date of any such sanction. The Board may limit the scope of such hearing to facts and circumstances occurring subsequent to the previous Board hearing relating to the continuing violation.
 - (iv) If the Board imposes discipline upon a Member, the Board shall provide the Member with written notification of the disciplinary action, by either personal delivery or first-class mail, within fifteen (15) days following the action.
- d. Manager. Engage the services of a manager or management company as either an employee or an independent contractor, and engage such other employees or independent contractors as the Board may deem necessary, and to prescribe their duties;

- e. Professional Advisors. Consult with, seek the advice of, and reasonably rely on the advice of attorneys, accountants, and other professionals in carrying out its authority and responsibility under the Governing Documents, and the law, and to pay for such professional services;
- f. Investment of Reserve Funds. Invest Association reserve funds in prudent investments subject to the provisions of Section 13.9 of these Bylaws;
- g. Entry for Repairs. Enter a Lot, when necessary, pursuant to any applicable provisions of the Declaration;
- h. Property Taxes. Pay all real property taxes and assessments levied upon any property within the Development to the extent not separately assessed to the Owners. Provided that any such taxes are paid or that a bond insuring the payment is posted, such taxes and assessments may be contested or compromised by the Association prior to the sale or other disposition of any property to satisfy the payment of such taxes;
- i. Mergers. To the extent permitted by law, participate in mergers and consolidations with other nonprofit organizations, organized for the same purposes as this Association, provided that any such merger or consolidation shall be approved by at least two-thirds (2/3) of the Total Voting Power of the Association.
- j. Association Property. Subject to the applicable provisions of the Declaration, acquire and deal with real and personal property of the Association;
- k. Indemnification of Agents. Indemnify and hold harmless, to the maximum extent permitted by California law, each person who is or at any time was a director, officer, employee, or agent of the Association or member of any committee appointed by the Board from and against any and all claims, liabilities, expenses, judgments, fines, settlements, and other amounts, as those terms are defined by California law, actually and reasonably incurred by any such person, and to which any such person shall become subject by reason of his or her being a director, officer, employee, or agent of the Association or member of any committee appointed by the Board;
- l. Bank Accounts, Borrowing. Open bank accounts, designate signatories upon such bank accounts, and borrow money on behalf of the Association, subject to any restrictions set forth in the Governing Documents;
- m. Other Powers and Duties. Exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved to the Members by other provisions of the Governing Documents, and undertake any action on behalf of the Association as the Board shall deem necessary or proper

in furtherance of the purposes and powers of the Association and/or the interests of the Association and its Members.

- n. Limitation of Powers. The powers of the Board shall be subject to the limitations set forth in the Governing Documents.

10.2 Duties. It shall be the duty of the Board of Directors to:

- a. Records and Minutes. Cause to be kept a complete record of all its acts and the corporate affairs, including an accurate and current record of the Members setting forth their names and addresses, adequate and correct books and records of account, and minutes of the proceedings of the Members, the Board, and committees of the Board, and to present a statement thereof to the Members at the Annual Membership Meeting;
- b. Annual Reports and Pro Forma Budget. Pursuant to Section 13.8 of these Bylaws, prepare and distribute to the Members the annual reports and pro forma budget required by California Civil Code Section 5300 et seq.
- c. Collection of Assessments. Collect assessments levied by the Association by foreclosing the lien against any property which assessments are not paid as required in the Declaration and/or by bringing an action at law against the Owner personally obligated to pay the same.
- d. Supervision. Supervise all officers, agents, and employees of the Association, and see that their duties are properly performed;
- e. Certificate of Payment of Assessments. Issue, or cause an appropriate officer to issue, upon demand by any proper person, a Certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of such Certificates. If a Certificate, as that term is used in this section, states that an assessment has been paid, such Certificate shall be conclusive evidence of such payment;
- f. Insurance. Procure and maintain adequate casualty, liability and other insurance on property owned by the Association, and other appropriate insurance, in accordance with the applicable provisions of the Declaration;
- g. Enforcement of Governing Documents. Enforce the provisions of the Governing Documents, as more particularly set forth in the Declaration, and perform all acts required of the Board under the Governing Documents or required by law.

- 10.3 Directors' Standard of Care. Each director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Association and with such care,

including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

- 10.4 Limitations on Powers. The Board of Directors shall not take any of the following actions without the consent of a simple majority of the Members constituting a quorum of the Members:
- a. Enter into a contract with a third party for the furnishing of goods or services to the Common Area or the Association for a term longer than one year. This restriction shall not apply to: (i) FHA or VA approved management contracts; (ii) public utility contracts, where the rates charged for materials or services are regulated by the Public Utilities Commission; provided that the term of the contract may not exceed the shortest term for which the supplier will contract at the regulated rate; or (iii) prepaid casualty or liability insurance policies not to exceed three years duration; provided the policies allow for the short rate cancellation by the insured.
 - b. Incur aggregate expenditures for capital improvements to the Common Areas in any fiscal year in excess of 5 percent of the budgeted gross expenses of the Association for that fiscal year; provided, however, that this limitation shall not apply to the expenditure of any funds accumulated in a reserve fund for capital replacement or new capital improvements so long as the expenditure is for the purpose for which the fund was established.
 - c. Sell, during any fiscal year, property of the Association having an aggregate fair market value greater than five percent (5%) of the budgeted gross expenses of the Association for that year, provided, however, that this limitation shall not apply to the sale or other disposition of improved or unimproved Lots acquired by the Association in foreclosure proceedings.
 - d. Pay compensation to directors or officers of the Association; provided, however, that directors and officers may be reimbursed for reasonable out-of-pocket expenses, verified in writing, that are incurred in the discharge of their duties.
 - e. Fill any vacancy on the Board of Directors created by the removal of a director.

ARTICLE 11 OFFICERS AND THEIR DUTIES

- 11.1 Enumeration of Offices. The officers of this Association shall be a President and Vice-President, a Secretary, and a Chief Financial Officer, who shall at all times be directors, and such other officers as the Board of Directors may, from time to time, by resolution appoint.
- 11.2 Election of Officers. The election of officers shall take place at the first Board meeting following each Annual Membership Meeting.

- 11.3 Term. The officers of this Association shall be elected annually by the Board, and each shall hold office for one (1) year, unless he or she shall sooner resign, be removed by the Board, or otherwise be disqualified to serve.
- 11.4 Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.
- 11.5 Resignation and Removal. Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 11.6 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces, subject to the Board's right to remove an officer.
- 11.7 Multiple Offices. The offices of Secretary and Chief Financial Officer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 11.4 of these Bylaws.
- 11.8 President. The President shall be the chief executive officer of the Association and shall, subject to control of the Board of Directors, have general supervision, direction, and control of the affairs and the other officers and the employees and agents of the Association. The President shall preside at all meetings of the Members and at all meetings of the Board of Directors, shall have the general powers and duties of management usually vested in the office of the President of an Association, and shall have such other powers and duties as may be prescribed by the Board of Directors and the Bylaws, subject, however, to any limitations contained in the Declaration.
- 11.9 Vice-President. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have all of the powers of, and be subject to all of the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as, from time to time, may be prescribed by the Board of Directors.
- 11.10 Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may prescribe, a book of minutes of all meetings of the Board, Members, and Committees of the Board setting forth the time and place of holding of such meetings, whether regular or special, and if special, how authorized; the notice thereof given; the names of those present at Board or Committee meetings; the number of memberships and votes present or

represented at Members meetings; and all the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors required by the Bylaws or by law to be given and shall maintain a proper record of the giving of such notice, and shall keep the books, records, and documents of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

- 11.11 Chief Financial Officer. The Chief Financial Officer shall keep or cause to be kept the receipts and deposits in appropriate accounts of all monies of the Association and shall cause disbursement of such funds as directed by the Board of Directors; shall keep or cause to be kept proper books of account; shall cause an annual review of the Association's books and financial statements to be made by a public accountant at the completion of any fiscal year for which such review is required by law or as determined by the Board; shall assist the Board in preparation of an annual budget and shall prepare or cause to be prepared a statement of income and expenditures to be presented to the Members of the Association as provided by law; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

ARTICLE 12 COMMITTEES

- 12.1 Committees of the Board. Any Committee of the Board shall consist of two or more Directors and shall have such powers and duties as the Board shall determine, subject to the limitations of California Corporations Code Section 7212. As used in this section only, "Committee of the Board" shall mean a committee consisting only of Directors, as referred to in California corporations Code Section 7212.
- 12.2 Working Committees. The Board may create working committees which shall not have the power to exercise any Board authority or otherwise act on behalf of the Association. The members of working committees shall be appointed by the Board. Each working committee shall consist of at least two people who may but need not be Directors. However, a majority of Directors then in office shall not be members of any such working committee. Working committees shall not be required to keep minutes but shall report on their activities to the Board from time to time as directed by the Board, and shall operate under the supervision of and at the direction of the Board. The Board of Directors shall have the right at any time, in its complete discretion, to disband any working committee or remove any member thereof.
- 12.3 Architectural Committee. The Architectural Committee is established pursuant to the Declaration and is not a "Committee of the Board" or a "working committee." The Architectural Committee does not exercise powers of the Board but instead has its own independent power to review and approve/disapprove proposed construction, plans and designs within the Development. The Committee does not

operate under the supervision of or at the direction of the Board, but is appointed by the Board and serves at the pleasure of the Board.

- 12.4 Compensation of Committee Members. No committee member shall receive compensation for any service he or she may render to the Association as a committee member. However, upon approval by the Board, any committee member may be reimbursed for his or her expenses actually incurred in the performance of his or her duties.
- 12.5 Compensation of Officers. No officer shall receive compensation for any services he or she may render to the Association as an officer. However, upon approval by the Board, an officer may be reimbursed for expenses actually incurred in the performance of his or her duties. Notwithstanding the foregoing, nothing in these Bylaws prevents an officer or director of the Association from being an employee of the Association and being compensated commensurate with their service.

ARTICLE 13 ASSOCIATION BOOKS AND RECORDS, ASSOCIATION FINANCES, AND REQUIRED REPORTS AND DISCLOSURES

- 13.1 Inspection of Books and Records.
- a. Members' Right to Inspect Books and Records. All records of the Association required under California Civil Code Section 5200 to be made available to Members for inspection shall be made available to any Member at any reasonable time and for a purpose reasonably related to its interest as a Member, subject to the conditions set forth in California Civil Code Section 5200 et seq.
- b. Directors' Right to Inspect Books and Records. Every Director shall have an absolute right to inspect all books, records, documents and minutes of the Association and the physical properties owned by the Association. The right of inspection by a Director includes the right at the Director's expense to make extracts and copies of documents. A Director's rights under this section does not include the right to share any such books, records, documents or minutes, in whole or in part, or any information contained therein, with persons who are not Directors, without the Board's approval.
- c. Adoption of Reasonable Inspection Rules. The Board may establish reasonable rules with respect to inspection of Association books and records by Members and Directors including, without limitation Rules relating to: (1) notice of inspection, (2) hours and days of the week when inspection may be made, and (3) payment of the cost of reproducing copies of documents requested by the Member.

- 13.2 Funds and Deposits. Any funds of the Association shall be deposited to the credit of the Association in such banks or other depositories as the Board of Directors shall, from time to time, determine.
- 13.3 Checks, Drafts, and Evidences of Indebtedness. All checks, drafts, or other orders for payment of money, or notes or other evidences of indebtedness issued in the name of, or payable to, the Association shall be signed or endorsed by such officers or other persons as may be so authorized by Board resolution, and in the manner as specified by the Board of Directors; provided, however, that the signatures of at least two directors shall be required for the withdrawal of funds from the Association's reserve account.
- 13.4 Operating Account. There shall be established and maintained a cash deposit account to be known as the "operating account" into which shall be deposited the operating portion of all Regular, Special, Reimbursement, and Enforcement Assessments as fixed and determined for all Members. Disbursements from such account shall be for the general need of the operation including, but not limited to, wages, repairs, betterments, maintenance, and other operating expenses of the Development.
- 13.5 Other Accounts. The Board shall maintain any other accounts it shall deem necessary to carry out the Association's purposes, including reserve accounts for replacement of Capital Improvements as may be more particularly set forth in the Declaration. All Association books of account shall be maintained in accordance with generally accepted accounting principles.
- 13.6 Review of Accounts. On at least a quarterly basis, the Board of Directors shall:
- a. Review a current reconciliation of the Association's operating accounts;
 - b. Review a current reconciliation of the Association's reserve accounts;
 - c. Review the current year's actual reserve revenues and expenses compared to the current year's budget;
 - d. Review the latest account statements prepared by the financial institutions where the Association has its operating and reserve accounts; and
 - e. Review an income and expense statement for the Association's operating and reserve accounts.
- 13.7 Fiscal Year. The fiscal year of the Association shall be as determined by resolution of the Board of Directors.

13.8 Annual Reports.

- a. Annual Budget Report. In accordance with California Civil Code Section 5300 and California Civil Code Section 5320, the Association shall distribute an "annual budget report" to all Members. The annual budget report shall be distributed no less than 30 days or more than 90 days before the end of the Association's fiscal year, and shall include all of the following information/items:
- (i) A pro forma operating budget, showing the estimated revenue and expenses on an accrual basis.
 - (ii) A summary of the Association's reserves, prepared pursuant to California Civil Code Section 5565.
 - (iii) A summary of the reserve funding plan adopted by the Board, as specified in California Civil Code Section 5550(b)(5). The summary shall include notice to the Members that the full reserve study plan is available upon request, and the Association shall provide the full reserve plan to any Member upon request.
 - (iv) A statement as to whether the Board has determined to defer or not undertake repairs or replacement of any major component with a remaining life of 30 years or less, including a justification for the deferral or decision not to undertake the repairs or replacement.
 - (v) A statement as to whether the Board, consistent with the reserve funding plan adopted pursuant to California Civil Code Section 5560, has determined or anticipates that the levy of one or more Special Assessments will be required to repair, replace, or restore any major component or to provide adequate reserves therefor. If so, the statement shall also set out the estimated amount, commencement date, and duration of the Special Assessment(s).
 - (vi) A statement as to the mechanism or mechanisms by which the Board will fund reserves to repair or replace major components, including Assessments, borrowing, use of other assets, deferral of selected replacements or repairs, or alternative mechanisms.
 - (vii) A general statement addressing the procedures used for the calculation and establishment of those reserves to defray the future repair, replacement, or additions to those major components that the Association is obligated to maintain. The statement shall include, but need not be limited to, reserve calculations made using the formula described in California Civil Code Section 5570(b)(4), and may not assume a rate of return on cash reserves in excess of 2%

above the discount rate published by the Federal Reserve Bank of San Francisco at the time the calculation was made.

- (viii) A statement as to whether the Association has any outstanding loans with an original term of more than one year, including the payee, interest rate, amount outstanding, annual payment, and when the loan is scheduled to be retired.
 - (ix) A summary of the Association's property, general liability, earthquake, flood, and fidelity insurance policies. For each policy, the summary shall include the name of the insurer, the type of insurance, the policy limit, and the amount of the deductible, if any. To the extent that any of the required information is specified in the insurance policy declaration page, the Association may meet its obligation to disclose that information by making copies of that page and distributing it with the annual budget report. The summary distributed pursuant to this paragraph shall contain, in at least 10-point boldface type, the statement required by California Civil Code Section 5300(b)(9).
 - (x) The Assessment and Reserve Funding Disclosure Summary form prepared pursuant to California Civil Code Section 5570.
- b. Annual Review of the Financial Statement. In accordance with California Civil Code Section 5305, a review of the financial statement of the Association shall be prepared in accordance with generally accepted accounting principles by a licensee of the California Board of Accountancy for any fiscal year in which the gross income to the Association exceeds \$75,000. A copy of the review of the financial statement shall be distributed to the Members within 120 days after the close of each fiscal year, by Individual Delivery.
- c. Report Required by the Corporations Code. In accordance with California Corporations Code Section 8321, a report containing the following information shall be prepared not later than 120 days after the close of any fiscal year in which the gross revenues or receipts exceeds \$10,000:
- (i) A balance sheet as of the end of that fiscal year and an income statement and a statement of cashflows for that fiscal year.
 - (ii) A statement of the place where the names and addresses of the current Members are located.
 - (iii) Any information required by California Corporations Code Section 8322.

This report shall be accompanied by any report thereon of independent accountants, or, if there is no report, the certificate of an authorized officer of the Association that the statements were prepared without audit from the books and records of the Association.

The Association shall notify each Member yearly of the Member's right to receive this report. Upon written request by a Member, the Board shall promptly cause the most recent report to be sent to the requesting Member.

- d. Annual Policy Statement. In accordance with Civil Code Section 5310 and California Civil Code Section 5320, no less than 30 days or more than 90 days before the end of the Association's fiscal year, the Association shall distribute to all Members an "annual policy statement" that provides the Members with information about Association policies. The annual policy statement shall include all of the following information:
- (i) The name and address of the person designated to receive official communications to the Association, pursuant to California Civil Code Section 4035.
 - (ii) A statement explaining that a member may submit a request to have notices sent to up to two different specified addresses, pursuant to California Civil Code Section 4040(b).
 - (iii) The location, if any, designated for posting of a General Notice, pursuant to California Civil Code Section 4045(a)(3).
 - (iv) Notice of a Member's option to receive General Notices by Individual Delivery, pursuant to California Civil Code Section 4045(b).
 - (v) Notice of a Member's right to receive copies of Board meeting minutes, pursuant to California Civil Code Section 4950(b).
 - (vi) The statement of Assessment collection policies required by California Civil Code Section 5730.
 - (vii) A statement describing the Association's policies and practices in enforcing lien rights or other legal remedies for default in the payment of Assessments.
 - (viii) A statement describing the Association's discipline policy, if any, including any schedule of monetary penalties for violations of the Governing Documents pursuant to California Civil Code Section 5850.
 - (ix) A summary of dispute resolution procedures, pursuant to California Civil Code Section 5920 and California Civil Code Section 5965. The summary

shall include the statement required by California Civil Code Section 5965(a).

- (x) A summary of any requirements for Association approval of a physical change to property, pursuant to California Civil Code Section 4765.
 - (xi) The mailing address for overnight payment of Assessments, pursuant to Section 5655.
 - (xii) Any other information that is required by law or the governing documents or that the Board determines to be appropriate for inclusion.
- 13.9 Required Reserve Studies. As required by California Civil Code Section 5550 et seq., at least once every three years, the Board shall cause to be conducted a reasonably competent and diligent visual inspection of the accessible areas of the major components that the Association is obligated to repair, replace, restore, or maintain as part of a study of the reserve account requirements of the Development, if the current replacement value of the major components is equal to or greater than one-half of the gross budget of the Association, excluding the Association's reserve account for that period. The Board shall review this study, or cause it to be reviewed, annually and shall consider and implement necessary adjustments to the Board's analysis of the reserve account requirements as a result of that review. The study shall at a minimum include the items identified in California Civil Code Section 5550(b).
- 13.10 Investment of Reserve Funds. Manage and invest Association reserve funds in a prudent manner designed to achieve the primary objective of preserving principal while realizing a reasonable return and to assure the availability of funds as they are needed based upon the most recent reserve fund study obtained by the Board as provided in these Bylaws and by law.
- 13.11 Disclosures in Connection with a Proposed Transfer of Title. Within 10 days following receipt of a written request by or on behalf of an Owner for the documents identified in California Civil Code Section 4525, the Association shall provide the Owner with (a) the form described in California Civil Code Section 4528; and (b) a copy of the requested documents, all in accordance with California Civil Code Section 4525 et seq.

ARTICLE 14 AMENDMENTS

- 14.1 Amendments Generally. These Bylaws may be amended by the approval of a Simple Majority of the Members. (Corporations Code section 5034)
- 14.2 Amendments to Comply with Statutory Requirements. Notwithstanding the foregoing, amendments to the Bylaws made solely for the purpose of complying with statutory changes in California law may be made by the Board.

ARTICLE 15 MISCELLANEOUS

- 15.1 Successor Statutes. Any reference in these Bylaws to a specific statute shall be deemed to be a reference to any comparable successor statute if such referred-to statute is subsequently amended or renumbered by the legislative body having such power.
- 15.2 Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

CERTIFICATE OF SECRETARY

I hereby certify that:

- A. I am the secretary of the California Pines Property Owners Association.
- B. The balloting period for the membership vote ended on June 19, 2018 and the secret ballots were counted and tabulated by the inspector(s) of election at the June 20, 2018 meeting of the Board of Directors. Members representing 1932 voted to adopt the preceding Restated Bylaws of the California Pines Property Owners Association.
- C. The preceding Restated Bylaws now constitute the Bylaws of California Pines Property Owners Association.

Executed July 1, 2018.

Jodi Frey (signature)
Jodi Frey Secretary