

AMENDED AND RESTATED  
BYLAWS  
OF  
CASA DEL PUEBLO HOMEOWNERS ASSOCIATION  
OF  
OXNARD

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CASA DEL PUEBLO HOMEOWNERS ASSOCIATION OF OXNARD

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ARTICLE I  
NAME, LOCATION AND DEFINITIONS

**Section 1.1. Name.**

The name of the corporation is Casa Del Pueblo Homeowners Association of Oxnard, hereinafter referred to as the "Association." The principal office of the Association shall be located in Ventura County, California.

**Section 1.2 Association is Nonprofit.**

The Association has been formed pursuant to the California General Nonprofit Corporation Law as a nonprofit corporation.

**Section 1.3 Specific Purpose.**

The specific and primary purpose of the Association shall be to (1) own, repair, maintain, and manage the Common Area Improvements within that certain common interest development located in the City of Oxnard, County of Ventura, State of California; (2) maintain individual Units to the extent and in the manner more particularly described in the Restated Declaration; and (3) enforce the Rules and Regulations adopted by the Board of Directors, from time to time, and the terms and conditions of the Restated Declaration and otherwise to enhance and promote the use and enjoyment of the Common Areas and Common Facilities by the Members in common.

**Section 1.4. Definitions.**

Unless otherwise specifically provided herein, the capitalized terms in these Bylaws shall have the same meanings as are given to such terms in the Amended and Restated Declaration of Covenants, Conditions and Restriction of Casa Del Pueblo of Oxnard applicable to the property recorded on the \_\_\_\_ day of \_\_\_\_\_, 2000, as Instrument No. \_\_\_\_\_, in the Official Records of Ventura County, California, and subsequent amendments thereto.

ARTICLE II

## MEETINGS OF MEMBERS AND VOTING

### **Section 2.1. Voting Rights.**

The Association shall have one (1) class of voting Membership. The Members shall be all Owners and shall be entitled to one (1) vote for each Unit owned. When more than one (1) person holds an interest in any Unit, all such persons shall be Members. The vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Unit. If more than one (1) vote is cast with respect to a Unit, the votes for said Unit will be nullified.

### **Section 2.2 Eligibility to Vote.**

Only Members in good standing shall be entitled to vote on any issue or matter presented to the Members for approval. In order to be in good standing, a Member must be current in the payment of all assessments and other charges levied against the Member's Unit and not be subject to any suspension of voting privileges as a result of any disciplinary proceeding conducted in accordance with the Restated Declaration. A Member's good standing shall be determined as of the record date established in accordance with Article II, Section 2.20. The Association shall not be obligated to conduct a hearing in order to suspend a member's voting privileges on the basis of the nonpayment of assessments. With respect to suspension for any other reason stated above, the Association shall adhere to the following procedure:

(a) Notice shall be sent by prepaid first-class or registered mail to the most recent address of the Member as shown on the Association's records, setting forth the disqualification and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the disqualification.

(b) The Member being disqualified shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed disqualification. The hearing will be held by the Board of Directors of the Association. The notice to the Member of his proposed disqualification shall state the date, time, and place of the hearing on his proposed disqualification.

(c) Following the hearing, the Board of Directors of the Association shall decide whether or not the Member should in fact be disqualified. The decision of the Board of Directors shall be final and binding on the Member.

### **Section 2.3. Furnishing Evidence of Membership.**

To establish a person's status as a Member, the Board may require such person to advise the Secretary in writing that he or she is qualified to be a Member under Article II, Section 2.2 above, or to provide the secretary with evidence of such qualification in the form of a copy of a recorded grant deed (certified by the Office of the County Recorder) or a currently effective policy of title insurance.

**Section 2.4. Voting at Membership Meetings.**

Voting at any membership meeting may be in person or by proxy.

**Section 2.5. Cumulative Voting.**

Each Member entitled to vote at any election of directors where more than two positions are to be filled shall have the right to cumulate his or her votes by giving one candidate a number of votes equal to the number of directors to be elected, multiplied by the number of votes to which the Member is entitled, or by distributing his or her votes on the same principle among as many candidates as he or she desires. No Member shall be entitled to cumulate votes unless (i) the candidate's name or candidates' names have been placed in nomination before the voting, and (ii) a Member has given notice at the meeting, and before the voting, of the Member's intention to cumulate the Member's votes. If any one Member has given such notice, all Members may cumulate their votes for candidates in nomination.

**Section 2.6. Prohibition of Revocation of Written Ballot.**

Once turned in, a written ballot may not be revoked.

**Section 2.7. Proxies.** Any Member entitled to vote may do so either in person or by proxy. Proxies must be in writing and filed with the Secretary in advance of each meeting. Every proxy shall be revocable and shall automatically cease after completion of the meeting for which the proxy was filed, unless a different expiration date is stated in the proxy itself. The proxy shall identify the person or persons authorized to exercise the proxy. No proxy shall be valid with respect to a vote on any matter described in Section 7613(g) of the California Corporations Code, as may be amended from time to time, unless the general nature of the proposal was set forth in the proxy. The Board shall have the authority to examine the genuineness and regularity of each proxy and to determine whether each such proxy is valid. If a proxy form issued in connection with the election of Directors lists the candidates' names and the proxy is marked by a Member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, the proxy holder shall not vote the proxy either for or against the election of a director. If any proxy issued in connection with the election of Directors is marked so as to direct the proxy holder

to vote the proxy for a specified candidate or candidates. the proxy holder shall vote in accordance with the direction of the proxy issuer.

If the form of proxy lists one or more matters to be acted upon and the issuer of the proxy has specified a choice with respect to any such matter (including a preference in voting for candidates for election to the Board), the proxy holder shall be obligated to cast the vote represented by the proxy in accordance with the issuer's designated preference.

In accordance with this section, proxies distributed in connection with the election of directors shall set forth the names of all individuals who are candidates for election to the Board of Directors at the time the proxy is issued. The proxy form shall contain boxes or lines where the issuing Member can express his or her voting preference. If a proxy

**Section 2.8. Use of Proxy to Establish Quorum.**

A Member shall be entitled to designate another person to act as the Member's proxy at a meeting for the sole and limited purpose of establishing a quorum.

**Section 2.9. Quorum.**

Except as otherwise provided in these Bylaws, the presence in person or (by proxy) of at least a majority of the voting power of the Membership of the Association shall constitute a quorum of the Membership. 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 withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum. If a quorum is never established for the meeting, a majority of those Members who are present in person or by proxy may vote to adjourn the meeting for lack of a quorum, but no other action may be taken or business transacted.

**Section 2.10. Effect of a Member's Attendance at a Meeting.**

Attendance by a Member or his or her proxy holder at a meeting shall also constitute a waiver of any objections such person may have with respect to notice of that meeting, except when the Member or proxy holder attends the meeting for the sole purpose of objecting at the beginning of the meeting to the transaction of any business because of the inadequacy of illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting that are required to be so noticed.



**Section 2.11 Place of Meetings of Members.**

Meetings of the Members shall be held on the Property, or such other suitable place in Ventura County as is practicable and convenient to the Members, as may be designated by the Board of Directors.

**Section 2.12. Annual Meetings of Members.**

The annual meeting of Members shall be held on the second Thursday in November of each year (unless the second Thursday in November shall fall on a holiday, in which case the meeting shall be held on the following day) at 8:00 p.m. At each annual meeting there shall be elected by ballot of the Members a Board of Directors of the Association, in accordance with the requirements of Section 3.2 of these Bylaws. The Members may also transact such other business of the Association as may properly come before them.

**Section 2.13. Special Meetings of Members.**

It shall be the duty of the Board to call a special meeting of the Members, as directed by resolution of a majority of a quorum of the Board of Directors, by request of the Chairman of the Association or upon receipt by the Secretary of a petition signed by Members representing at least five percent (5%) of the total voting power of the Association. The notice of any special meeting shall be given within twenty (20) days after receipt of such request or petition and shall state the date, time, and place of such meeting and the general nature of the business to be transacted. The special meeting shall be held not less than thirty-five (35) days nor more than ninety (90) days after receipt of such request or petition. No business shall be transacted at a special meeting except as stated in the notice.

**Section 2.14. Notice.**

It shall be the duty of the Secretary to send a notice of each annual or special meeting by first-class mail, at least ten (10) but not more than ninety (90) days prior to such meeting, stating the purpose thereof as well as the day, hour and place where it is to be held, to each Member of record, addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. *If requested by a Member in writing, notice may be sent by other means, such as e-mail or fax, provided (i) notice is given at least 20 days prior to such meeting, or (ii) the Member has waived a shorter notice period in writing.* The notice may set forth time limits for speakers and nominating procedures for the meeting. The notice shall specify those matters the Board intends to present for action by the Members, but, except as otherwise provided by law, any proper matter may be presented at the meeting for action. The notice of any meeting at which Directors are to be elected shall include the

names of all those who are nominees at the time the notice is given to the Members.

Notwithstanding any other provision of these Bylaws, approval by the Members of any of the following proposals, other than by unanimous approval of those Members entitled to vote, shall not be valid unless the general nature of the proposal was stated in the notice or in any written waiver of the notice: (a) removing a Director without cause; (b) filling vacancies on the Board; (c) approving a contract or transaction between the Association and one or more Directors, or between the Association and any entity in which a Director has a material financial interest; (d) amendment of the Association's Articles of Incorporation, these Bylaws or the Restated Declaration; (e) electing to wind up and dissolve the Association; or (f) changing the Association's assessments.

#### **Section 2.15. Adjourned Meetings.**

If any meeting of Members cannot be organized because a quorum is not present, a majority of the Members who are present, either in person or by proxy, may adjourn the meeting to a time not less than five (5) days nor more than thirty (30) days from the time the original meeting was called, *at which meeting the quorum requirement shall be the presence in person or by proxy of the Members holding at least twenty-five percent (25%) of the voting power of the Association.* Such an adjourned meeting may be held without notice thereof as provided in this Article II, provided that notice is given by announcement at the meeting at which such adjournment is taken. *If, however, such an adjourned meeting is actually attended, in person or by proxy, by Members having less than one-third (1/3rd) of the voting power of the Association, notwithstanding the presence of a quorum, no matter may be voted upon except such matters of which the general nature was given in the notice pursuant to Section 13 hereof. No action by the Members on any such matter shall be effective if the votes cast in favor are fewer than the minimum number of votes required by the Restated Declaration to approve such an action.*

#### **Section 2.16. Order of Business.**

Meetings of Members shall be conducted in accordance with a recognized system of parliamentary procedure or such parliamentary procedures as the Association may adopt.

#### **Section 2.17. Action Without Meeting.**

Any action which may be taken at a meeting of the Members may be taken without a meeting by written ballot of the Members. Such ballot solicitations shall specify (a) the number of responses needed to meet the quorum requirements, (b)

the percentage of approvals necessary to approve the action, and (c) the date by which ballots must be received in order to be counted. The form of written ballot shall afford an opportunity to specify a choice between approval and disapproval of each matter. Receipt within the time period specified in the solicitation of a number of ballots which equals or exceeds the quorum which would be required if the action were taken at a meeting and a number of approvals which equals or exceeds the number of votes which would be required for approval if the action were taken at a meeting at which the total number of votes cast was the same as the total number of ballots cast shall constitute approval by written ballot.

**Section 2.18. Consent of Absentees.**

The transactions of any meeting of Members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the Members not present in person or by proxy, signs a written waiver of notice, a consent to the holding of such meeting, or an approval of the Minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the Minutes of the Meeting.

**Section 2.19. Minutes, Presumption of Notice.**

Minutes or a similar record of the proceedings of meetings of Members, when signed by the President or Secretary, shall be presumed to truthfully evidence the matters set forth therein. A recitation in the Minutes executed by the Secretary that notice of the meeting was properly given shall be prima facie evidence that such notice was given.

**Section 2.20. Record Dates.**

The Board of Directors may fix a date in the future as a record date for the determination of the Members entitled to notice of any meeting of Members. The record date so fixed shall be not less than ten (10) days or more than sixty (60) days prior to the date of the meeting. If the Board does not fix a record date for notice to Members, the record date for notice shall be the close of business on the business day preceding the day on which notice is given. In addition, the Board of Directors may fix a date in the future as a record date for the determination of the Members entitled to vote at any meeting of Members. The record date so fixed shall be not less than ten (10) days or more than sixty (60) days prior to the date of the meeting. If the Board does not fix a record date for determining Members entitled to vote, Members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting.

**Section 2.21. Liability of Members.**

No Member of the Association shall be personally liable for any of the debts, liabilities and/or obligations of the Association.

**ARTICLE III  
BOARD OF DIRECTORS; SELECTION;  
TERM OF OFFICE; MEETINGS**

**Section 3.1. Number and Qualification.**

The property, business and affairs of the Association shall be governed and managed by a Board of Directors composed of five (5) Persons, each of whom must be a Member in good standing as defined in Article II, Section 2.2 herein.

**Section 3.2. Election and Term of Office.**

The Board of Directors will be elected by vote of the general membership of the Association at an annual meeting of owners called for that purpose and when elected shall serve for two (2) - year terms, except as provided below. At the next annual meeting after these Bylaws have been adopted, those three (3) candidates who receive the highest number of votes will serve for terms of two (2) years. *[Please tell me if the next annual meeting is for the election of 3 or 2 directors.]* In the event more than three (3) Directors are being elected, the candidate(s) who receive the next highest number of votes will serve for one (1) year term(s). At the expiration of the term of office of each respective director, his successor shall be elected to serve for a term of two (2) years. Each Director shall hold office until his successor has been elected or until his death, resignation, removal or judicial adjudication of mental incompetence.

**Section 3.3. Compensation.**

Directors shall not receive any salary or compensation for their services as Directors; provided, however, that (1) nothing herein contained shall be construed to preclude any Director from serving the Association in some other capacity and receiving compensation therefor, and (2) any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

**Section 3.4. Vacancies.**

A Director may resign at any time by giving written notice to the Chairman, the Secretary or the Board. *Any Director who ceases to be an Owner shall be deemed to have resigned from the Board.* A vacancy or vacancies shall be deemed to exist in case of death, resignation, removal or judicial adjudication of mental

incompetence of any Director, or in case the Members fail to elect the full number of authorized Directors at any meeting at which such election is to take place.

### **Section 3.5. Removal of Directors.**

At any regular or special meeting of the Members duly called and appropriately noticed, any one individual Director or the entire Board may be removed prior to the expiration of their terms of office with or without cause by the vote of Members representing a majority of the voting power of the Association.

### **Section 3.6. Filling Vacancies**

Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Members of the Association shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Any vacancy caused by the removal of a Director by the Members shall be filled by the vote of the Members. Any vacancy not filled by the Directors may be filled by vote of the Members at the next annual meeting of the Members or at a special meeting of the Members called for such purpose. The term of office of each Director elected or appointed to fill a vacancy created by the resignation, death or removal of his predecessor shall be the balance of the unserved term of his predecessor.

Unless the entire Board of Directors is removed from office, no directors may be removed when the votes cast against removal, or not consenting in writing to such removal, would be sufficient to elect such directors if voted cumulatively at an election at which the same total number of votes were cast (or, if such action is taken by written ballot, all memberships entitled to vote were voted) and the entire number of directors authorized at the time of the director's most recent election were then being elected.

### **Section 3.7. Regular Meetings of Board.**

Regular meetings of the Board of Directors shall be open to all Members. Regular meetings may be held at such time and place within the Project as shall be determined, from time to time, by a resolution adopted by a majority of a quorum of the Directors. Notice of the time and place of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or telegraph, and shall also be posted at a prominent place within the Common Area, at least four (4) days prior to the date named for such meeting.

### **Section 3.8. Special Meetings of Board.**

Special meetings of the Board of Directors shall be open to all Members. Special meetings may be called by the President or by any two (2) Directors upon

four (4) days' notice by first-class mail or seventy-two (72) hours' notice delivered personally or by telephone or telegraph. The notice shall state the time, place (as herein above provided) and the purpose of the meeting. Except in the event of an emergency meeting, notice of the time and place of meeting shall also be posted at a prominent place within the Common Area at least four (4) days prior to the date named for such meeting. An "emergency meeting" shall be one called where there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board, and which of necessity make it impracticable to provide notice as required by this section.

### **Section 3.9. Waiver of Notice.**

Before, at or after any meeting of the Board of Directors, any Director may, in writing, waive personal notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice to such Director. Attendance by a Director at any meeting of the Board shall be a waiver by him of personal notice of the time and place thereof. If all the Directors are present at any meeting of the Board and notice is given to the Members as may be required under Article III, Section 8 hereof, no notice to Directors shall be required and any business may be transacted at such meeting. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if (1) a quorum be present, (2) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding such meeting, or an approval of the Minutes thereof and (3) notice is given to the Members as may be required under Article III, Section 8 hereof. All such waivers, consents and approvals shall be filed with the records of the Association or made a part of the Minutes of the meeting.

### **Section 3.10. Action Without Meeting.**

Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

### **Section 3.11. Quorum and Adjournment.**

Except as otherwise expressly provided herein, at all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the

meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of an adjournment to another time and place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

**Section 3.12. Executive Session.**

The Board of Directors may, with the approval of a majority of the Directors present at a meeting at which a quorum has been established, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved, matters that relate to the formation of contracts with third parties, member discipline, and any other orders of business appropriate for executive session as set forth in Civil Code Section 1363.05(b), as amended from time to time.

The nature of any and all business to be considered in executive session shall first be announced in open session and shall be generally noted in the minutes of the Board. In any matter relating to the discipline of a Member, the Board shall meet in executive session if requested by the Member and the Member shall be entitled to attend that portion of the executive session devoted to the gathering of evidence on the subject relating to the Member's discipline.

**ARTICLE IV  
POWERS AND DUTIES OF  
THE BOARD OF DIRECTORS**

**Section 4.1. Powers and Duties.**

The Board of Directors has the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law or by these Bylaws directed to be exercised and done exclusively by the Members.

**Section 4.2. Powers of the Board.**

The powers of the Board shall include, but not be limited to:

(a) The power and duty to select, appoint and remove all officers, agents and employees of the Association, to prescribe such powers and duties for them as may be consistent with law and the Governing Documents and to fix their compensation.

(b) The power and duty to conduct, manage and control the affairs and business of the Association, and to make such rules and regulations therefor consistent with law, as the Board may deem necessary or advisable.



(c) The power but not the duty to change the principal office for the transaction of the business of the Association from one location to another within the County in which the Property is located, as provided in Article I hereof; and to designate any place within said County for the holding of any annual or special meeting or meetings of Members consistent with the provisions of these Bylaws.

(d) *The power but not the duty to borrow money and to incur indebtedness for the purposes of the Association, and to cause to be executed and delivered therefor, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor upon two-thirds (2/3) approval of the Members. [This is consistent with your Articles of Incorporation.]*

(e) The power and duty to fix and levy from time to time Annual Assessments and Special Assessments and to enforce collection thereof, in accordance with the provisions of the Restated Declaration.

(f) The power and duty to enforce the provisions of the Restated Declaration, these Bylaws, the Rules and Regulations, and any agreements of the Association.

(g) The power and duty to contract for and pay for insurance, in accordance with the provisions of the Restated Declaration and/or statute. The Board shall review, not less frequently than annually, all insurance policies and bonds obtained by the Board on behalf of the Association.

(h) The power and duty to contract for and pay for maintenance, gardening, and common utilities services, and for materials and supplies and other expenses relating to the Common Property, and relating to the Units only to the extent not separately metered or charged, and to employ personnel necessary for the operation of the Property, including legal and accounting services, and to contract for and pay for Improvements on the Common Property.

(i) The power but not the duty to delegate its powers according to law, and, subject to the approval of the Members, to adopt these Bylaws.

(j) The power but not the duty to grant or quitclaim easements, licenses or rights of way in, on, or over the Common Property for purposes not inconsistent with the intended use of the Property as a condominium project, in accordance with the Restated Declaration.

(k) The power but not the duty to employ a manager or other persons and contract with independent contractors or managing agents to perform all or any part of the duties and responsibility of the Association, except for the responsibility to hold hearings or file suit, provided that any contract with a firm or person appointed as a manager or managing agent shall not exceed a one (1) year term, shall provide for the right of the Association to terminate the same for cause on thirty (30) days' written notice or less, or without cause or payment of a termination fee on ninety (90) days' written notice or less.

(l) The power but not the duty to contract for goods and/or services for the Common Area(s), for the Condominiums, or for the Association, subject to limitations set forth in the Restated Declaration or elsewhere herein.

(m) The power but not the duty to designate such advisory and other committees as the Board shall desire, and to establish the purposes and powers of each such committee created. The Board resolution designating and establishing the committee shall provide for the appointment of its members, as well as a chairman, shall state the purposes of the committee, and shall provide for reports, termination, and other administrative matters, all as deemed appropriate by the Board.

(n) The power but not the duty to authorize the Association to pay expenses incurred by, or to satisfy a judgment or fine levied against the Association, any present or former Director, officer, employee or agent of the Association to the extent and under the circumstances provided in the Restated Declaration.

### **Section 4.3. Prohibited Acts.**

The Board of Directors shall not take any of the following actions, except with the vote or written consent of a majority of the total voting power of the Association:

(a) Entering into a contract with a third person wherein the third person will furnish goods or services for the Common Area or the Association for a term longer than one (1) year with the following exceptions:

- (1) A contract with a public utility company if the rates charged for the materials or services are regulated by the Public Utilities Commission; provided, however, that the term of the contract shall not exceed the shortest term for which the supplier will contract at the regulated rate;
- (2) Prepaid casualty and/or liability insurance policies of not to exceed three (3) years duration provided that the policy permits short rate cancellation by the insured;
- (3) Lease agreements for laundry room fixtures and equipment of not to exceed five (5) years duration;
- (4) Agreements for cable television services and equipment or satellite dish, television services and equipment of not to exceed five (5) years duration; and
- (5) A contract for repairs of major damage or destruction to Association property which cannot reasonably be completed within one (1) year from commencement.

(b) Selling 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 fiscal year.

### **Section 4.4. Duties of the Board.**

It shall be the duty of the Board of Directors to:

- (a) Perform the maintenance described in the Restated Declaration;
- (b) Maintain insurance as required by the Restated Declaration;

(c) Discharge by payment. if necessary, any lien against the Common Area and assess the cost thereof to the Member or Members responsible for the existence of said lien (after notice and hearing as required by these Bylaws);

(d) Fix, levy, collect and enforce assessments as set forth in the Restated Declaration;

(e) Pay all expenses and obligations incurred by the Association in the conduct of its business including, without limitation, all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(f) Cause to be kept a complete record of all its acts and business affairs and to keep adequate and correct books and records of account, minutes of proceedings of its members. Board and committees, and a record of its members giving their names and addresses;

(g) Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed; and

(h) Prepare and distribute the following to all Members *(and any Beneficiary, insurer and guarantor of a First Mortgage upon request)*, regardless of the number of Members or the amount of assets of the Association:

- (1) A pro forma operating budget, or a summary of the operating budget, for each Fiscal Year containing the information required under Civil Code Section 1365(a), as the same shall be amended from time to time, shall be distributed within the time frame set forth under said Section 1365(a). The Board also may distribute a summary of the Budget in lieu of the Budget itself, so long as the Board complies with the provisions of Section 1365(c) of the California Civil Code as it may be amended.
- (2) A financial report containing the information required under Civil Code Section 1365(b), as the same shall be amended from time to time, shall be distributed within the time frame set forth under said Section 1365(b).

- (3) A statement of the Association's policies and practices in enforcing its legal remedies against Members for defaults in the payment of Annual and Special Assessments, including the recording and foreclosing of liens against Members' Condominiums, as required under Civil Code Section 1365(b), as the same shall be amended from time to time.

(i) Perform regular reviews of the Association's financials as required under Civil Code Section 1365(a), as the same shall be amended from time to time.

(j) Cause a study of the reserve account requirements of the Property to be conducted in accordance with Section 1365.5(e) of the California Civil Code, as may be amended from time to time. As used in this paragraph, "reserve account requirements" means the estimated funds which the Board has determined are required to be available at a specified point in time to repair, replace or restore those major components which the Association is obligated to maintain.

The signatures of either (i) two (2) Directors of the Association, or (ii) one (1) Director and one (1) Officer of the Association (who is not also a Director) shall be required for the withdrawal of money from the Association's reserve accounts. As used in this paragraph, the term "reserve accounts" means monies that the Board has identified from its Budget for use to defray the future repair and replacement of, or additions to, those major components which the Association is obligated to maintain.

#### **Section 4.5. Compensation.**

No Director shall receive any compensation for services performed in the conduct of the Association's business, provided that (1) nothing herein contained shall be construed to preclude any Director from serving the Association in some other capacity and receiving compensation therefor, and (2) any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

## **ARTICLE V OFFICERS**

#### **Section 5.1. Designation.**

The principal officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Board

of Directors. *The Board of Directors may appoint an Assistant Treasurer, and an Assistant Secretary, and such other officers as in their judgment may be necessary. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices. Officers must be Members of the Association.*

**Section 5.2. Election of Officers.**

The officers of the Association shall be elected annually by the Board of Directors at the organization meeting of each new Board of Directors, and each officer shall hold his office at the pleasure of the Board of Directors, until he or she shall resign or be removed or otherwise disqualified to serve or his or her successor shall be elected and qualified to serve.

**Section 5.3. Removal of Officers.**

Upon an affirmative vote of a majority of the entire Board of Directors, any officer may be removed, either with or without cause. Any officer may resign at any time by giving written notice to the Board or to the Chairman or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and unless otherwise specified in said notice, acceptance of such resignation by the Board shall not be necessary to make it effective.

**Section 5.4. Filling of Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

**Section 5.5. Compensation.**

No officer shall receive any compensation for services performed in the conduct of the Association's business, provided that (1) nothing herein contained shall be construed to preclude any officer from serving the Association in some other capacity and receiving compensation therefor, and (2) any officer may be reimbursed for his actual expenses incurred in the performance of his duties.

**Section 5.6. President.**

The President shall be the chief executive officer of the Association elected by the Board from among the Directors. He or she shall preside at all meetings of the Association and of the Board of Directors. The President shall have all of the general powers and duties which are usually vested in the office of the President of a corporation, including but not limited to the power, subject to the provisions of

Section 4.3(n) herein, to appoint committees from among the Members from time to time as the President may in his or her discretion decide is appropriate to assist in the conduct of the affairs of the Association. The President shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business of the Association. The President shall be ex officio a member of all standing committees, shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws of the Association.

**Section 5.7. Vice President.**

The Vice President shall be elected by the Board from among the Directors. 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 the powers of, and be subject to all the restrictions upon, the President. He or she shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws.

**Section 5.8. Secretary.**

The Secretary shall be elected by the Board from among the Directors. The Secretary shall keep the Minutes of all meetings of the Board of Directors and the Minutes of all meetings of the Association at the principal office of the Association or at such other place as the Board of Directors may order. The Secretary shall keep the seal of the Association in safe custody and shall have charge of such books and papers as the Board of Directors may direct; and the Secretary shall, in general, perform all of the duties incident to the office of Secretary. The Secretary shall give, or cause to be given, notices of meetings of the Members of the Association and of the Board of Directors required by these Bylaws or by law to be given. The Secretary shall maintain a record book of Members, listing the names, mailing addresses and telephone numbers of Members, as furnished to the Association ("Membership Register"). Termination or transfer of ownership by any Member shall be recorded in the Membership Register by the Secretary, together with the date of the transfer, in accordance with the provisions of the Restated Declaration. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

**Section 5.9. Treasurer.**

The Treasurer shall be elected by the Board from among the Directors. The Treasurer shall be the chief financial officer of the Association and shall have responsibility for Association funds and securities for keeping, or causing to be kept, full and accurate accounts, tax records and business transactions of the Association, including accounts of all assets, liabilities, receipts and disbursements in books belonging to the Association. The Treasurer shall be responsible for the

deposit of all monies and other valuable effects in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, in accordance with the Restated Declaration, shall render to the President and Directors, upon request, an account of all of his transactions as Treasurer and of the financial conditions of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

## **ARTICLE VI COMMITTEES**

### **Section 6.1. Committees of Directors.**

In addition to the Architectural Committee appointed and constituted pursuant to the Restated Declaration, the Board may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Members (who may also be Directors), to serve at the pleasure of the Board. Committees shall have all the authority of the Board with respect to matters within their area of assigned responsibility, except that no committee, regardless of Board resolution, may:

(a) Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the Members.

(b) Fill vacancies on the Board of Directors or on any committee that has been delegated any authority of the Board.

(c) Amend or repeal Bylaws or adopt new Bylaws.

(d) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amenable or repealable.

(e) Appoint any other committees of the Board of Directors or the members of those committees.

(f) Expend Association funds to support a nominee for Directors after there are more people nominated for Director than can be elected.

(g) Approve any transaction (i) to which the Association is a party and one or more Directors have a material financial interest; or (ii) between the Association



and one or more of its Directors or between the Association or any person in which one or more of its Directors have a material financial interest.

**Section 6.2. Meetings and Actions of Committees.**

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws, concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meeting of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Association records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

**Section 6.3. Effect of Committee Actions.**

Unless otherwise expressly provided in the Governing Documents or in the Board resolution authorizing and empowering a committee, all actions of any committee shall be considered advisory of the Board and shall be scheduled on the agenda of the Board meeting next following the committee's action or decision for affirmation, rescission or modification, as the Board in its discretion deems appropriate.

**ARTICLE VII  
AMENDMENTS TO BYLAWS**

These Bylaws may be amended by the Association by the vote or written consent of Members representing at least a majority of the voting power of the Members; provided that 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.

**ARTICLE VIII  
CONFLICTING PROVISIONS**

In case any of these Bylaws conflict with any provisions of the laws of the State of California, such conflicting Bylaws shall be null and void but all other Bylaws shall remain in full force and effect. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Restated Declaration and these Bylaws, the Restated Declaration shall control.

**ARTICLE IX  
MISCELLANEOUS**

**Section 9.1. Checks, Drafts and Documents.**

All checks, drafts, orders for payment of money, notes and other evidences of indebtedness issued in the name of or payable to the Association shall be signed or endorsed in the manner and by the person or persons as the Board shall determine by resolution.

### **Section 9.2. Execution of Documents.**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent, committee member or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

### **Section 9.3 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 and Special 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 Project.

### **Section 9.4. Fiscal Year.**

The fiscal year of the Association shall begin on the first day of July and end on the thirtieth day of June of every year, but is subject to change from time to time as the Board of Directors shall determine.

### **Section 9.5. Inspection of Books and Records.**

(a) The minutes, minutes that are proposed for adoption that are marked to indicated draft status, or a summary of the minutes of any meeting of the Board (other than the executive session) shall be available to Members within thirty (30) days of the meeting. The minutes, proposed minutes, or summary minutes shall be distributed to any Member upon request and upon reimbursement of the Association's cost in making that distribution, or as provided under Civil Code Section 1363.05(d) as amended from time to time.

(b) The Members shall be notified in writing at the time that the budget required in Section 4.4 hereof is distributed or at the time of any general mailing to the entire Membership of the Association of their right to have copies of the minutes of meetings of the Board and how and where those minutes may be obtained.

(c) The Association shall maintain at its principal office (or at such other place within the Property as the Board may prescribe) the Articles, Bylaws, Restated Declaration, Rules and Regulations and the Association's books of account; minutes of meetings of Members, the Board and Board committees; and the Membership Register (collectively, the "Association Documents"), each of which shall be made available for inspection and copying by any Member or the Member's duly appointed representative for a purpose reasonably related to the Member's interest as a Member in accordance with the terms of Corporations Code Section 8330, et seq., as amended from time to time.

(d) The Board shall establish reasonable rules regarding (1) notice to be given to the custodian of the Association Documents by the member desiring to make the inspection, (2) hours and days of the week when such an inspection may be made, and (3) payment of the cost of copying any of the Association Documents requested by a Member; provided that every Director shall have the absolute right at any reasonable time to inspect all Association Documents and the physical properties owned or controlled by the Association, which right shall include the right to make extracts and copies of documents.

(e) Notwithstanding any contrary Association rules, no later than ten (10) days after the Association receives written request from any Member, the Association shall provide to that Member a copy of any one or more of the following documents requested by the Member for purposes of providing the documents to a prospective purchaser of the Member's subdivision interest: Articles; Bylaws; Restated Declaration; Rules and Regulations; a copy of the most recent financial statements described in Section 4.4 hereof; a true written statement from an authorized Association representative showing the amount of the Association's current assessments and fees, as well as any assessment upon that Member's subdivision interest which is due and unpaid as of the statement date, as well as any late charges, interest or costs of collection which have been or may be enforced by a lien upon the Member's subdivision interest as of the statement date; and any change in the Association's current assessments and fees which have been approved by the Board, but have not become due and payable as of the date disclosure is provided pursuant to this Section. The Association may charge a fee for this service not exceeding the Association's reasonable cost to prepare and reproduce the requested documents.

## CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of Casa Del Pueblo Homeowners Association of Oxnard, a California nonprofit corporation ("Association"); and

2. The foregoing Bylaws comprising \_\_\_\_ pages including this page, constitute the Amended and Restated Bylaws of the Association duly adopted by a vote of a majority of a quorum of the Members *by written ballot on* \_\_\_\_\_, 2000.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and affixed the seal of the Association this \_\_\_\_ day of \_\_\_\_\_, 2000.

\_\_\_\_\_  
Secretary

(SEAL)