

**2010 AMENDED AND RESTATED BYLAWS**  
**OF**  
**RANCHO DORADO OWNERS ASSOCIATION**  
*An Association for a Residential Planned Development Community*

**NOTICE**  
**(Gov't. Code §12956.1)**

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**2010 AMENDED AND RESTATED BYLAWS**  
**OF**  
**RANCHO DORADO OWNERS ASSOCIATION**

**ARTICLE 1 - NAME; LOCATION AND APPLICABILITY**

1.1 **Name.** The name of the corporation is Rancho Dorado Owners Association ("Association"). The Association has been formed pursuant to the California Nonprofit Mutual Benefit Corporation Law (Corporations Code sections 7110-8970) as a nonprofit mutual benefit corporation.

1.2 **Principal Office.** The principal office of Association is located in San Marcos, California. The Board shall have the full power and authority to change the principal office of Association from one location to another in the County of San Diego, California. Any such change shall be adopted by a resolution of the Board and noted in the meeting minutes.

1.3 **Application.** These Restated Bylaws are applicable to the Association and all Owners, residents, tenants, employees, and other persons who use the facilities of the residential planned development Community known as Rancho Dorado ("Community"), comprised of two hundred seventy six (276) residential Lots and sixteen (16) Common Area lots, located in the City of San Marcos, County of San Diego, State of California.

1.4 **Documents Being Replaced; Approvals.** These Restated Bylaws amend and restate, in their entirety, the Bylaws of Rancho Dorado Owners Association adopted in 2000 ("Original Bylaws"). In accordance with Section 12.2 of Article XII of the Original Bylaws, these Restated Bylaws have received the approval of at least 51% of the Voting Power.

1.5 **Definitions.** Unless otherwise specified in these Restated Bylaws, the definitions set forth in Article 1 of the Amended and Restated Declaration of Restrictions for Rancho Dorado Owners Association recorded on \_\_\_\_\_, 20\_\_ as File/Page No. \_\_\_\_\_ of Official Records of the County Recorder of San Diego County, apply to these Restated Bylaws.

1.6 **References to Statutes.** Statutes that are shown in brackets at the beginning of a section or paragraph in these Bylaws show that the respective section or paragraph is based on the particular statute referred to in the brackets. Unless otherwise noted, all references are to statutes of the State of California. Any issues not addressed expressly by the Governing Documents of the Association shall be controlled by relevant provisions of the Applicable Law and by judicial interpretations of it, whether the Association is incorporated or not.

1.7 **Membership Rights.** The qualifications for membership are set forth in Article 3 of the Restated Declaration and are hereby incorporated by reference.

1.8 **Continuity of Life of Association.** If the Association should be dissolved or suspended as a corporation, an unincorporated association immediately and without further action or notice shall be deemed to exist and shall succeed to all rights and duties of the Association. The affairs of such unincorporated association shall be governed by the laws of the State of California and the Governing Documents. In the event of dissolution or suspension of the Association and the formation of an unincorporated association, each Member of the Association shall have an underlying beneficial interest in all of the Association's property in direct proportion to the number of Lots owned by such Member.

## ARTICLE 2 - MEETINGS OF MEMBERS

2.1 **Place of Meetings; Conduct.** [Corporations Code §§ 7510(a) & 7511] All meetings of the Members shall be held at a place designated by the Board. This meeting place shall be within the Community or as close to it as reasonably possible. If no meeting place is designated, the meetings shall be held at the principal office of the Association. No meeting of the Members shall, unless unusual conditions exist, be held outside of San Diego County, California. [Civil Code § 1363] Meetings of Members shall be conducted in accordance with a recognized system of parliamentary procedure or such other parliamentary procedures as the Board may adopt by resolution.

2.2 **Annual Meetings.** [Corporations Code §§ 7510(a) & (b)] The annual meeting of the Members shall be held in the month of April on a date and time established by the Board, provided that adjournments of such meeting for lack of quorum or otherwise may be held as soon thereafter as practical.

2.3 **Special Meetings.** [Corporations Code §§ 7151(e), 7510(e) & 7511(a)] Special meetings of the Members may be called for any lawful purpose by a majority of a quorum of the Board, the President of the Association, or by a written request signed by Members representing at least five percent of the Voting Power. If the special meeting is requested by the Members, it shall be held not less than thirty-five or more than ninety days after receipt of the request by an Officer of the Association. Only that business stated in the meeting notice given pursuant to Section 2.4 of these Restated Bylaws shall be transacted at the special meeting.

2.4 **Notice of Meetings.** [Corporations Code §§ 7511(a) & (b)] The Secretary of the Association shall give written notice of any Members' meeting to each Member in accordance with the following:

2.4.1 [Corporations Code § 7511(b)] Except as otherwise provided in this Article, the notice shall be given at least ten but not more than ninety days before the meeting, by first class mail, by personal delivery or Electronic Transmission.

- 2.4.2 [Corporations Code § 7511(b)] The notice shall be addressed to the Member at the address appearing on the books of the Association, or the address supplied by the Member to the Association for this purpose.
- 2.4.3 [Civil Code § 1363.03] The notice shall state the place, date, and time of the meeting and the means, if any, by which a Member may participate by Electronic Transmission or electronic video screen. If Directors are to be elected at the meeting, the ballot shall include the names of all those who are nominees at the time the notice is given. The notice or ballot shall also state those matters that the Board, at the time the notice is given, intends to present for action by the Members.
- 2.4.4 [Corporations Code § 7510(e)] In the case of a special meeting which is called by Members, pursuant to Section 2.3 of these Restated Bylaws, the notice shall be given within twenty days after receipt of the request for the meeting. If that twenty day requirement is not satisfied, the Members who called the meeting may give the notice.
- 2.4.5 [Corporations Code § 7511(b)] An affidavit of the mailing or other means of giving any notice of any Members' meeting may be executed by the Secretary, and if so executed, shall be filed with the corporate records or made a part of the minutes of the meeting. Such affidavit shall constitute prima facie evidence of the giving of notice.

2.5 **Waiver of Notice.** [Corporations Code § 7511(e)] Attendance by a Member or proxy holder for a Member at a meeting or submission of a ballot by a Member shall constitute a waiver of notice of that meeting, except when the Member or proxy holder objects at the beginning of the meeting to the transaction of any business due to the inadequacy or 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 which are required to be described therein if that objection is expressly made at the meeting.

2.6 **Voting Rights.** Members shall have the power to exercise their voting rights subject to the following provisions:

- 2.6.1 Each Lot shall be assigned one vote. In an election of Directors, each Lot shall be assigned one vote for each position on the Board to be filled at the election.
- 2.6.2 Fractional votes shall not be allowed. When there is more than one Owner of a Lot (co-owners), all of the co-owners shall be Members, but only one of them shall be entitled to cast the

single vote attributable to the Lot. Co-owners may designate in writing one of the co-owners to vote. If no such designation is made or if it is revoked, the co-owners shall decide among themselves, by majority vote, how that Lot's vote is to be cast. Unless the Board receives a written objection in advance from a co-owner, it shall be conclusively presumed that the voting co-owner is acting with the consent of his or her co-owners. No vote shall be cast for the Lot on a particular matter if a majority of the co-owners present in person, by proxy, or by ballot, do not agree on a vote.

- 2.6.3 [Corporations Code § 5034] If no percentage of the Voting Power is specified in the Governing Documents or by California law for a particular action or decision by the membership, the approval by a majority of the votes cast when a quorum is established shall be required.
- 2.6.4 [Corporations Code § 7611] The Board may fix, in advance, a record date or dates for the purpose of determining the Owners who are entitled to exercise voting rights.
- 2.6.5 A Member's voting rights may be suspended by the Board after Notice and Hearing.

2.7 **Quorum.** [Corporations Code §§ 7510 & 7512] At any meeting, Members may be considered present by appearing in person, by proxy, or by ballot. The presence of Members entitled to cast votes equal to at least twenty-five percent of the Voting Power shall constitute a quorum for any action except as otherwise provided in the Governing Documents or Applicable Law. At the Board's discretion, Members may, by Electronic Transmission or electronic video screen, participate, be considered present for quorum purposes and vote at a meeting of Members subject to the requirements of Corporations Code section 7510. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum, if the action taken, other than adjournment, is approved by at least a majority of Members required to constitute a quorum.

2.8 **Adjournment for Lack of Quorum.** If a quorum is not present at a duly called meeting, a majority of those Members present in person or by proxy may adjourn the meeting to a time not less than five days or more than thirty days from the meeting date, but no other business may be transacted. Provided that the date, time and place of the adjourned meeting are announced at the original meeting, the adjourned meeting may be held without additional written notice. If no such announcement is made, or if the selected date is changed after adjournment, notice of the time and place shall be given to Members in the manner provided in Section 2.4 of these Restated Bylaws. The quorum for any adjourned meeting shall be fifteen percent of the Voting Power.

**2.9 Adjustment of Voting Power and Quorum.** For purposes of establishing a quorum and approving an action by the membership, the Voting Power of the Association shall be reduced by an amount equal to the number of any Lots for which membership voting rights are suspended as provided in the Governing Documents.

**2.10 Voting by Proxy.** [Civil Code § 1363.03(d); Corporations Code §§ 5069, 7514 & 7613] At all meetings of Members, each Member may vote by proxy. All proxies shall be in writing, filed with the Secretary of the Association, and comply with any Applicable Laws.

**2.11 Voting by Ballot at a Membership Meeting.** [Civil Code § 1363.03] Votes cast at an annual or special membership meeting by ballot may be counted to establish a quorum at such meeting.

**2.12 Voting by Ballot Without a Membership Meeting.** [Civil Code § 1363.03; Corporations Code § 7513] Any action that may be taken at an annual or special meeting of the Members may be taken without a meeting provided the following ballot requirements are satisfied:

- 2.12.1 The Association shall distribute a ballot to every Member entitled to vote on the matter as provided in Section 2.6.4.
- 2.12.2 The ballot shall comply with any Applicable Law and any applicable Rules.
- 2.12.3 The proposed action shall be considered approved if:
  - (a) The number of votes cast by ballot within the specified time period equals or exceeds the quorum required to be present at a meeting authorizing the action; and
  - (b) The number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- 2.12.4 Once a written ballot is submitted to the Association, the Member submitting the ballot may not revoke it.
- 2.12.5 Any deadline stated for return of the ballots may be extended for successive reasonable periods with the approval of the inspectors of election.

## ARTICLE 3 - BOARD OF DIRECTORS

3.1 **Number; Qualification.** The affairs of the Association shall be managed and its duties and obligations performed by an elected Board of Directors, consisting of three to five persons. Members of the Board must be Members of the Association.

3.2 **Nomination.** [Civil Code §1363.03] The Board of Directors shall establish reasonable nomination procedures for election to the Board. Nominations may not be accepted from the floor at the annual meeting. The Board may establish Rules providing whether and to what extent nominations must be received before the secret ballots are prepared and mailed to Owners and whether to allow write-in votes.

3.3 **Qualifications of Candidates for Election.** Candidates for election must be Members in good standing. Good standing shall mean that all assessments, fees, charges or monetary penalties due the Association during the preceding six months must have been and currently are no more than thirty days delinquent and the candidate's membership must not be subject to any suspension of membership rights arising out of any violations of the Association's Governing Documents.

3.4 **Election.** [Civil Code § 1363.03; Corporations Code § 7615] The Members shall fill, by election, all positions of Directors whose terms are due to expire annually. The election may be held at an annual or special meeting of Members called for that purpose or held by secret ballot without a meeting pursuant to Section 2.12 herein. The election shall be conducted as follows:

3.4.1 Voting for Directors shall be by secret ballot. However, if the number of candidates equals or is less than the number of positions to be filled at the election, Members may elect the Directors by acclamation.

3.4.2 At an election, the Member or the Member's proxy holder may give a single candidate a number of votes equal to the number of Directors to be elected multiplied by the number of Lots owned by the Member, or may distribute the Member's cumulated votes among any two or more candidates as the Member desires.

3.4.3 The persons receiving the highest number of votes shall be elected. In the event of a tie vote between candidates for the fifth position on the Board, a run-off election shall be conducted unless the candidates subject to the tie vote agree to some other means of determining the winner of the vote, such as a coin toss or high card draw.

3.5 **Term.** The terms of office of all members of the Board shall be staggered two year terms, with three terms expiring in even-numbered years, and two terms expiring in odd-numbered years. There shall be no limit to the number of consecutive

terms to which a Director may be reelected. Each Director shall hold office until the election of his or her successor or until the Director's death, resignation or removal.

3.6 ***Vacancies and Removal.*** [Corporations Code § 7221] Vacancies may be declared, or Directors may be removed as follows:

3.6.1 The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- (a) The Director is declared of unsound mind by a final order of court.
- (b) The Director is convicted of a felony.
- (c) The Director has failed to attend three consecutive regular meetings of the Board.
- (d) The Director ceases to be an Association Member.
- (e) The Director is more than forty-five days delinquent in the payment of any assessments, fees, charges or monetary penalties due the Association.

3.6.2 [Corporations Code § 7222] One or more Directors may be removed prior to the expiration of their terms, without cause, by a vote of the Members. Any removal without cause shall be approved by the vote of Members representing a majority of the votes cast when a quorum is established. Notwithstanding the foregoing, unless the entire Board is removed from office by the vote of the Members, an individual Director shall not be removed prior to the expiration of his or her term of office except in compliance with Corporations Code section 7222 or any successor statute.

3.6.3 [Corporations Code § 7222(f)] By a majority vote, the Board may remove any Director who was appointed by the Board to fill a vacancy on the Board.

3.7 ***Resignation of Directors.*** [Corporations Code § 7224] Any Director may resign at any time by giving written notice to the Board, the President, or the Secretary, or by giving verbal notice at an open Board meeting or an executive session. Such resignation shall take effect on the date of receipt of such notice, or at any time later specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.8 ***Return of Association Materials.*** Upon resignation, removal or expiration of the Directors' terms, Directors shall return to the Association those Association materials in their possession.

3.9 **Filling Vacancies.** [Corporations Code §§ 7220(b) & 7224] The remaining Directors shall appoint a new Director to fill any vacancy on the Board caused by the death, removal or resignation of a Director unless the vacancy is created by the removal of a Director by the Members. The Members shall vote to fill any vacancy on the Board created by the removal of a Director by the Members. A successor Director shall serve for the unexpired term of the Director he or she replaced. If the Board accepts the resignation of a Director which is scheduled to take effect at a future date, the Board may appoint a successor to take office when the resignation becomes effective, and the resigning Director may participate in the appointment of a successor.

3.10 **Compensation.** No Director shall receive any compensation for any service he or she may render to the Association; provided, however, that a Director may be reimbursed for actual out-of-pocket expenses incurred by the Director in the performance of his or her duties. Any expenses for travel outside of San Diego County must have prior approval of the Board.

3.11 **Powers and Duties.** [Civil Code § 1363; Corporations Code § 7140] The Board shall exercise for the Association all powers and duties vested in or delegated to the Board or the Association by the Governing Documents, and the California Corporations Code governing nonprofit mutual benefit corporations and the Davis-Stirling Common Interest Development Act and Applicable Law. Said powers and duties shall include, but not be limited to, the following:

- 3.11.1 [Civil Code § 1357.100 et seq.] Formulating Rules for the use and operation of the Lots, Dwellings, Common Area, common facilities, and facilities owned or controlled by the Association.
- 3.11.2 [Civil Code § 1363.03] Formulating Rules to regulate membership meetings, elections and voting procedures.
- 3.11.3 Enforcing the applicable provisions of the Governing Documents and any other instruments governing the ownership, management, and control of the Community.
- 3.11.4 [Civil Code § 1363.03(d); Corporations Code § 7614] Appointing inspectors of election for any membership vote.
- 3.11.5 Initiating and executing disciplinary proceedings against Members for violations of provisions of the Governing Documents after Notice and Hearing.
- 3.11.6 Paying taxes and assessments that are, or could become, a lien on all or a portion of the Common Area.
- 3.11.7 Fixing and establishing the fiscal year for the Association, including the power to modify the fiscal year.

- 3.11.8 Contracting for casualty, liability, and other insurance on behalf of the Association.
- 3.11.9 [Corporations Code § 7212] Subject to the limitations set forth in Section 3.12 herein, contracting for goods and services for the Common Area, and operation of the Association, and borrowing money, incurring indebtedness and executing promissory notes or other evidences of debt for the Association.
- 3.11.10 [Corporations Code §7210] Creating committees pursuant to resolution adopted by a majority of the Board; provided that if a committee will exercise any power or authority of the Board, it shall consist of two or more Directors, to serve at the pleasure of the Board. No Directors need serve on any committee which does not exercise any power or authority of the Board (e.g., social committees).
- 3.11.11 Delegating its authority, duties, and responsibilities to its Officers, employees, committees, or agents, including a community association manager. The term of any agreement with a manager shall not exceed one year, renewable by agreement of the parties for successive one year periods, and shall provide for termination by either party for cause with no more than thirty days' written notice, or without cause and without payment of a termination fee or penalty upon no more than ninety days' written notice.
- 3.11.12 [Civil Code §1365.5(b)] Authorizing the withdrawal of monies from the Association's reserve accounts, upon the signatures of two Directors.
- 3.11.13 Entering any Lot to perform necessary construction, maintenance, or emergency repair work for the benefit of the Common Area or the Association.
- 3.11.14 Filling vacancies on the Board, except for a vacancy created by the removal of a Director by the Members.
- 3.11.15 Providing any Owner with any documents required by any Applicable Law to be provided to an Owner.

3.12 **Limitations on Powers.** Notwithstanding the provisions of Section 3.11, the Board shall be prohibited from taking any of the following actions, except with the approval of a majority of those voting when a quorum of the Voting Power is established:

- 3.12.1 Entering into a contract with a third person under which the third person will furnish goods or services for the Common Area or

the Association for a term longer than one year with the following exceptions:

- (a) A contract with a public utility if the rates charged are regulated by the Public Utilities Commission, provided that the term shall not exceed the shortest term for which the utility will contract at the regulated rate.
  - (b) Prepaid casualty and liability insurance of not more than three years' duration, provided that the policy provides for pro rata or short rate cancellation by the insured.
  - (c) A contract for a term not exceeding three years that is terminable by the Association after no longer than one year without cause, penalty, or other obligation upon no more than thirty days' written notice of termination to the other party.
- 3.12.2 Incurring aggregate expenditures for Capital Improvements to the Common Area in any fiscal year in excess of ten percent of the Budgeted Gross Expenses of the Association for that fiscal year. This provision applies to Capital Improvements only and does not apply to repairs and replacements.
- 3.12.3 Selling during any fiscal year real or personal property of the Association having an aggregate fair market value in excess of ten percent of the Budgeted Gross Expenses of the Association for that fiscal year. This provision does not apply to the sale of any Lot owned by the Association.
- 3.12.4 Borrowing money, incurring indebtedness and executing promissory notes or other evidences of debt for the Association in excess of ten percent of the Budgeted Gross Expenses of the Association for that fiscal year.

**3.13 *Financial Documentation; Preparation, Reporting and Review Responsibilities.*** With regard to the preparation, reporting and review of the Association's financial documentation, the Board shall have the following responsibilities:

- 3.13.1 [Civil Code § 1365] Preparing a pro forma operating budget for each fiscal year, and distributing a copy thereof to each Owner not less than thirty and not more than ninety days prior to the beginning of the fiscal year. The budget shall comply with any Applicable Law.

In lieu of the distribution of the pro forma budget, the Board may elect to distribute a summary of the budget to each Owner with

a written notice that the budget is available at the business office of the Association or designated location and that copies will be provided upon written request and at the expense of the Association. The Association shall provide the copy to the Owner within five working days of the receipt of the Owner's written request.

3.13.2 [Civil Code § 1365(c); Corporations Code § 8321] Preparing and distributing an annual report, within one hundred twenty days after the close of each fiscal year, consisting of the following:

- (a) A balance sheet as of the end of the fiscal year.
- (b) An operating (income) statement for the fiscal year.
- (c) A statement of cash flows for the fiscal year.
- (d) For any fiscal year in which the gross income to the Association exceeds \$75,000.00, a copy of the review of the annual report prepared in accordance with generally accepted accounting principles by a licensee of the California State Board of Accountancy. If this report is not prepared by an independent accountant, it shall be accompanied by the certificate of an authorized Officer of the Association that the statement was prepared without independent review from the books and records of the Association.

3.13.3 [Civil Code §§ 1365(e) & 1365.1] Preparing and distributing to the Owners any written notice regarding assessments and foreclosure described in any Applicable Law.

3.13.4 [Civil Code § 1365.5] Causing to be conducted, at least once every three years, a study of the reserve account requirements of the Community. The Board shall review this study annually and shall consider and implement necessary adjustments to the Board's analysis of the reserve account requirements as a result of that review.

As used herein, the term "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.

3.13.5 [Civil Code § 1365.5(a)] Reviewing the following on at least a quarterly basis:

- (a) A current reconciliation of the operating and reserve accounts of the Association.
- (b) The actual reserve revenues and expenses for the current year compared to the budget for the current year.
- (c) An income and expense statement for the operating and reserve accounts of the Association.
- (d) The most current account statements prepared by the financial institution where the Association has its operating and reserve accounts.

**3.14 Notice and Hearing Procedures for Disciplinary Actions Against Owners.** [Civil Code §§ 1363 & 1363.5; Corporations Code § 7341] In connection with the general power of enforcement, the Association may discipline Owners for violation of any of the provisions of the Governing Documents by one or more of the following: (1) suspending the Member's membership rights, including the Member's voting rights, rights to run for a position on the Board, and right to use any Common Area recreational facilities, (2) imposing monetary fines, and (3) recording of a notice of noncompliance encumbering the Lot of the Owner, if allowed by Applicable Law, subject to the following Notice and Hearing procedures:

- 3.14.1 The accused Owner shall be given at least ten days' prior written notice of the intention of the Board to meet and consider imposition of a suspension, monetary fine, notice of noncompliance or any combination of these, with respect to any alleged violation.
- 3.14.2 In any matter relating to the disciplining of a Member, the Board shall meet in executive session if requested by that Member, or upon the Board's own decision. The Member subject to discipline shall be given an opportunity to be heard, orally or in writing, at the Member's discretion during that portion of the executive session.
- 3.14.3 Notwithstanding the foregoing, under circumstances involving conduct or a condition of the Lot that constitutes (a) an immediate and unreasonable infringement of, or threat to, the health, safety or quiet enjoyment of neighboring Owners; (b) a traffic or fire hazard; or (c) a threat of material damage to, or contamination, or destruction of, the Common Area or other Lots, the Board or its agents may undertake immediate corrective action and conduct a hearing as soon thereafter as reasonably possible, if either (1) requested by the offending Owner within five days following the Association's notification, or (2) on its own initiative.

- 3.14.4 The amount of any monetary penalties shall be established from time to time by the Board, and a schedule thereof shall be distributed to the Members by personal delivery or first class mail. Distribution of additional schedules is not required unless there are any changes to an existing schedule.
- 3.14.5 If the Board imposes discipline on a Member, the Board shall provide notification of the disciplinary action by either personal delivery or first-class mail to the Member within fifteen days following the action.
- 3.14.6 Any Owner's membership privileges may be suspended (a) for any violation of the Governing Documents, and (b) during any period of time that the Owner is delinquent in the payment of assessments. Suspension of membership privileges shall include suspension of the right of a Member to vote at meetings of the Association, the right to run for a position on the Board, and the right to use any Common Area recreational facilities. Any such suspension shall not include suspension of the right of a sitting Board member to continue serving as a Board member. However, a Director may be removed pursuant to Section 3.6.1(e) herein if the Director is more than forty-five days delinquent in the payment of any assessments, fees, charges or monetary penalties due the Association.
- 3.14.7 Any disciplinary actions against an Owner may occur before or concurrently with any dispute resolution procedure required by any Applicable Law.
- 3.14.8 Any notice of noncompliance, if allowed by any Applicable Law, shall identify the subject Lot, describe the nonconforming use, and specify the provision of the Governing Documents that is being violated. Upon the elimination of any nonconforming use, the Association shall execute and record a document, which shall reference any previously recorded notice of noncompliance, rescind said notice and confirm that the Lot is in compliance with all applicable Governing Documents provisions referenced in the notice of noncompliance.
- 3.14.9 Except as provided in the Restated Declaration relating to foreclosure for failure to pay assessments, or as a result of the judgment of a court or a decision arising out of arbitration, the Association shall in no way abridge the right of any Owner to the full use and enjoyment of his or her Lot.

3.15 **Expending Reserve Funds.** [Civil Code § 1365.5(c)] The Board may not expend funds designated as reserve funds for any purpose other than the repair,

restoration, replacement or maintenance of, or litigation involving the repair, restoration, replacement or maintenance of, major components which the Association is obligated to repair, restore, replace, or maintain and for which the reserve fund was established except as allowed by any Applicable Law.

#### ARTICLE 4 - MEETINGS OF DIRECTORS

4.1 **Regular Meetings.** [Corporations Code § 7211(a)(2)] Regular meetings of the Board of Directors shall be held at least bimonthly at a time and place fixed by resolution of the Board. The meeting place shall ordinarily be at the Association's corporate office.

4.2 **Special Meetings.** [Corporations Code §§ 7211(a)(1) & (2)] Special meetings of the Board shall be held when called by written notice signed by the President of the Association or by any two Directors other than the President. The meeting notice shall specify the time and place of the meeting and the nature of any special business to be considered.

4.3 **Meeting Notice to Board Members.** [Corporations Code § 7211(a)(2)] Regular meetings of the Board, described in Section 4.1 herein, may be held without notice to Board members if the time and place of the meetings are fixed by the Board. Regular meetings, if the time and place are not fixed by the Board, and special meetings of the Board shall be held upon four days' notice by first-class mail or forty-eight hours' notice delivered personally or by telephone, including a voice messaging system or by Electronic Transmission to Board members. Notice need not be given to any Director who has signed a waiver of notice or a written consent to holding of the meeting.

4.4 **Organizational Meeting.** Immediately after the annual meeting or as soon thereafter as reasonably practicable, the Board shall meet to elect the Officers of the Association and conduct any other business of the Association as the Board, in its discretion, shall determine is necessary.

4.5 **Emergency Meetings.** [Civil Code § 1363.05(g)] An emergency meeting of the Board may be called by the President or by any two Board members if 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 herein.

4.6 **Executive Sessions.** [Civil Code § 1363.05] The Board may, with the approval of a majority of a quorum of the Board, meet in executive session with its legal counsel, or meet to discuss and vote upon (a) litigation in which the Association is or may become involved, (b) matters that relate to the formation of contracts with third parties, (c) personnel matters, (d) Member disciplinary matters, (e) orders of business of a similar nature, and (f) to meet with a Member, upon the Member's request, regarding the Member's payment of assessments. An executive session which does not follow an open meeting may be called and noticed to the Board members in the same manner as

a special meeting or as an emergency meeting pursuant to Section 4.5 herein if required by the circumstances. Any matter discussed in executive session shall be generally noted in the Board minutes of the next meeting of the Board of Directors which is not an executive session.

4.7 **Quorum.** [Corporations Code §§ 7211(a)(7) & (8)] A majority of the number of the Directors then in office, so long as there is more than one such Director, shall constitute a quorum. If a quorum is present, the decision by a majority of the Directors present, excluding abstentions, shall be the act of the Board. Board members shall be considered present and may participate in a Board meeting through use of a conference telephone or electronic video screen as long as all Board members participating in the meeting are able to hear one another. Board members shall be considered present and may participate in a meeting through Electronic Transmission, other than conference telephone and electronic video screen, as long as each Board member participating in the meeting can communicate with all the other Board members in attendance concurrently.

4.8 **Adjournment.** [Corporations Code § 7211(a)(4)] A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four hours, notice of the adjournment shall be given, prior to the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

4.9 **Owner Attendance at Board Meetings; Notice.** [Civil Code § 1363.05] Any Member of the Association may attend meetings of the Board except when the Board adjourns to executive session. Members who are not on the Board may speak at any meeting, except executive sessions, subject to reasonable limitations established by the Board of Directors. Notice of the time and place of a Board meeting, except for emergency meetings and executive sessions, shall be communicated to Members not less than four days prior to the meeting. Notice shall be given by posting the notice in a prominent place or places within the Common Area and may also be given by mail, by delivery to all Lots in the Community by Electronic Transmission, or by newsletter or similar means of communication. Any Member may request and receive the notice by mail or Electronic Transmission, at the address requested by the Member.

4.10 **Action Without a Meeting.** [Corporations Code § 7211(b)] Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the meetings of the Board. An explanation of the action taken shall be communicated to the Members by any means the Board deems appropriate.

4.11 **Meeting Minutes; Availability to Owners.** [Civil Code § 1363.05; Corporations Code § 8320] The Board shall keep accurate written minutes of its meetings, and shall retain them in the permanent records of the Association. The minutes, minutes proposed for adoption that are marked to indicate draft status, or a

summary of the minutes, of any Board meeting, other than executive session, shall be available to Members within thirty days of the meeting. The minutes, proposed minutes, or summary minutes shall be distributed to any Member upon request and upon reimbursement for the costs in making that distribution. Members shall be notified in writing at the time that the budget is distributed, or at the time of any general mailing to the entire membership, of their right to have copies of the minutes of meetings of the Board, and how and where those minutes may be obtained.

## ARTICLE 5 - OFFICERS

5.1 **Enumeration of Officers.** [Corporations Code § 7213(a)] The Officers of this Association shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board may appoint such additional Officers as it may, in its sole discretion, determine necessary or desirable. Any number of offices may be held by the same person except for the offices of (a) President and Treasurer, and (b) President and Secretary. Officers must be Board members.

5.2 **Appointment and Term.** The Officers shall be elected annually by the Board. Any vacancies shall be filled by the Board. Each Officer shall hold his or her office at the pleasure of the Board.

5.3 **Duties.** Unless otherwise delegated by the Board, the duties of each Officer shall be as follows:

5.3.1 The President shall:

- (a) Preside over all meetings of the Members and of the Board.
- (b) Sign as President all deeds, contracts, and other written instruments that have been approved by the Board, unless the Board, by duly adopted resolution, authorizes the signature of a lesser Officer, or other person or entity.
- (c) Call meetings of the Board in accordance with any rules and notice requirements imposed by the Board and the Governing Documents.
- (d) Have, subject to the approval of the Board, general supervision, direction, and control of the affairs of the Association.
- (e) Discharge any other duties required of him or her by the Board.

5.3.2 The Vice-President shall:

- (a) Act in the place and in the stead of the President in the event of the President's absence, inability, or refusal to act.
- (b) Exercise and discharge any other duties required of the Vice President by the Board.

5.3.3 The Secretary shall:

- (a) Keep a written record of all Member and Board meetings.
- (b) Serve all required notices of meetings of the Board and the Members.
- (c) Keep current records showing the names and addresses of all Members.
- (d) Sign as Secretary all deeds, contracts, and other written instruments that have been approved by the Board, if the instruments require a second Association signature and the Board has not passed a resolution authorizing another Officer to sign in the place and stead of the Secretary.

5.3.4 The Treasurer shall:

- (a) Receive and deposit all of the funds of the Association in any bank or banks selected by the Board.
- (b) Be responsible for and supervise the maintenance of books and records to account for Association funds and other Association assets.
- (c) Disburse and withdraw Association funds in the manner specified by the Board.
- (d) Prepare and distribute the financial statements for the Association required by the Governing Documents.

5.4 **Delegation.** With Board approval, an Officer may delegate his or her powers and duties to any committee, employee or agent of the Association, including, but not limited to, a community association manager.

5.5 **Resignation and Removal.** The Board may remove any Officer from office either with or without cause. An Officer may resign at any time by giving written or verbal notice to the Board, the President or the Secretary or by giving verbal notice at

a Board meeting. The resignation shall take effect on the date of receipt of the notice or at any later time specified in the notice. Unless otherwise specified in the notice, acceptance of the resignation by the Board shall not be necessary to make it effective.

5.6 **Return of Association Materials.** Upon resignation, removal or expiration of the Officers' terms, Officers shall return to the Association those Association materials in their possession.

5.7 **Compensation.** An Officer shall not receive any compensation for any service he or she may render to the Association; provided, however, that any Officer may be reimbursed for actual out-of-pocket expenses incurred by the Officer in the performance of his or her duties. Any expenses for travel outside of San Diego County must have prior approval of the Board.

5.8 **Limitation of Powers.** No Officer may enter into any contract or incur any debt or other obligation for the Association without authorization of the Board of Directors.

## ARTICLE 6 - BOOKS AND RECORDS; INSPECTION RIGHTS

6.1 **Member Inspection of Association Records.** [Civil Code § 1365.2] "Association Records" and "Enhanced Association Records," defined in Civil Code section 1365.2 and any successor statutes shall be open to inspection and copying upon the written demand on the Association by any Member for a purpose reasonably related to such Member's interests as a Member in accordance with the terms and conditions of Civil Code section 1365.2 and any successor statutes. Members may not inspect the minutes of executive meetings, information related to disciplinary matters, individual Lot files (except their personal Lot file), or any other records except those specifically allowed herein or as allowed by the Board or by Applicable Law. The Association may withhold or redact information if the release of the information is reasonably likely to lead to fraud in connection with the Association or identity theft or the information is privileged by Applicable Law, all as more specifically set forth in Civil Code section 1365.2 and any successor statutes.

6.2 **Member Inspection of Membership Register.** Subject to Section 6.3 and any Applicable Law, Members may obtain copies of the membership register within ten days upon a written demand to the Association and payment of a reasonable charge. The demand shall state the purpose for which the list is requested.

6.3 **Denial of Inspection Request for Membership Register.** [Corporations Code § 8338] In accordance with section 8338 of the Corporations Code, the membership register is a corporate asset. The Association may deny a Member access to the membership register, including copies thereof, where the Association reasonably believes that the information will be used for a purpose not reasonably related to the Member's interest as a Member, or where the Association provides a reasonable alternative method of achieving the purpose identified in the written demand from the Member in accordance with section 8330(c) of the Corporations Code.

6.4 **Director Inspection of All Association Records.** [Corporations Code § 8334] Subject to any limitations imposed by Applicable Law, every Director shall have the right to inspect all Association records and the physical properties owned or controlled by the Association at any reasonable time as provided by section 8334 of the Corporations Code.

6.5 **Removal of Records.** No Member or Director may remove the Association's copies of the Governing Documents, books and records of account, minutes, the membership register, or other records or documents from the Association's office or designated depository without the prior consent of the Board.

## ARTICLE 7 - NONLIABILITY AND INDEMNIFICATION

7.1 **Limitation on Liability of Association's Directors and Officers.** [Corporations Code § 7237; Civil Code § 1365.7] No Directors, Officers, committee members, or agents of the Association (collectively and individually referred to as the "Released Party") shall be responsible to any Owner, any member of an Owner's family, any of the Owner's tenants, guests, servants, employees, licensees, invitees, or any other person for:

7.1.1 Any error or omission in the discharge of their duties and responsibilities or for their failure to provide any service required by the Governing Documents, provided that such Released Party has, upon the basis of such information as may be possessed by the Released Party, acted in good faith, in a manner that such person 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. Without limiting the generality of the foregoing, this standard of care and limitation of liability shall extend to such matters as the establishment of the Association's annual financial budget, the decision whether to purchase insurance, the funding of Association reserve accounts, repair and maintenance of Common Areas, and enforcement of the Governing Documents.

7.1.2 Any loss or damage suffered by reason of theft or otherwise of any article, vehicle or other item of personal property which may be stored by such Owner or other person within any Lot or the Common Area or for any injury to or death of any person or loss or damage to the property of any person caused by fire, explosion, the elements or any other Owner or person within the Community, or by any other cause, unless the same is attributable to his or her own willful or wanton act or gross negligence. It is the intent of this Section to provide volunteer

Directors and Officers with protection from liability to the full extent permitted by any Applicable Law.

**7.2 Indemnification by Association of Directors, Officers, Employees and Other Agents.** [Corporations Code § 7237] To the fullest extent permitted by Applicable Law, the Association shall indemnify its Directors, Officers, committee members, employees, and other agents described in Corporations Code section 7237, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in Corporations Code section 7237 and including an action by or in the right of the Association, by reason of the fact that such person is or was a person described by that section. "Expenses," as used in this Section, shall have the same meaning as in Corporations Code section 7237(a).

**7.3 Approval of Indemnity by Association.** [Corporations Code § 7237] On written request to the Board by any person seeking indemnification hereunder, the Board shall promptly determine in accordance with Corporations Code section 7237(e), whether the applicable standard of conduct set forth in Corporations Code section 7237(b) or section 7237(c) has been met, and if it has, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to the proceeding, the Board shall promptly call a meeting of Members. At that meeting, the Members shall determine under Corporations Code section 7237(e) whether the applicable standard of conduct set forth in Corporations Code section 7237(b) or section 7237(c) has been met, and if it has, the Members shall authorize indemnification.

**7.4 Advancement of Expenses.** [Corporations Code § 7237] To the fullest extent permitted by any Applicable Law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a Director, Officer, employee or agent seeking indemnification under this Article in defending any proceeding covered by this Article shall be advanced by the Association before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Association for those expenses.

**7.5 Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of its Directors, Officers, committee members, employees or other agents against other liability asserted against or incurred by any Director, Officer, committee member, employee or agent in such capacity or arising out of the Director's, Officer's, committee member's, employee's or agent's status as such.

## ARTICLE 8 - AMENDMENTS

These Bylaws may be amended by using the following procedure or as otherwise provided in the Restated Declaration.

First, the vote will be conducted by a secret ballot in accordance with the requirements of Applicable Law. Second, to constitute a quorum, the total number of ballots returned must come from at least twenty-five percent of the Voting Power. Third, the vote must remain open for at least thirty days after the date the ballots are mailed, but the initial deadline may be extended periodically after that date, if a quorum of ballots has not been received by the initial deadline, and may be extended automatically for additional periods of time until a quorum of ballots has been returned. Fourth, the amendment must be approved by the affirmative vote of at least a majority of the ballots cast. A blank ballot or other action indicating an intention to abstain will be deemed to have a neutral effect, so it will be counted toward the quorum only, but it will not be counted as a ballot cast for purposes of computing the approval.

**CERTIFICATE OF SECRETARY**

**OF**

**RANCHO DORADO OWNERS ASSOCIATION**

a California Nonprofit Mutual Benefit Corporation

I, the undersigned, do hereby certify that I am the duly elected Secretary of the Rancho Dorado Owners Association, a California corporation. The foregoing Amended and Restated Bylaws of said Association constitute the fully amended and restated Bylaws as approved by the membership of the Association.

DATED: 24 Jan, 20 12.

  
Secretary