
BYLAWS
OF
THE GLEN-FELIZ CONDOMINIUMS ASSOCIATION, INC.

A California Nonprofit Mutual Benefit Corporation

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**BYLAWS
OF
THE GLEN-FELIZ CONDOMINIUMS ASSOCIATION, INC.**

A California Nonprofit Mutual Benefit Corporation

**ARTICLE I
Name of the Association**

The name of the Association is **THE GLEN-FELIZ CONDOMINIUMS ASSOCIATION, INC.** ("Association").

**ARTICLE II
Introduction**

2.01 Incorporation of Definitions.

The definitions contained in the Declaration of Covenants, Conditions, Restrictions and Easements ("Declaration") recorded in this Project also apply to these Bylaws.

2.02 Corporation Law.

All appropriate provisions of California Corporation Law shall apply whether the Association is incorporated or unincorporated.

**ARTICLE III
Meetings of Members**

3.01 Special and Regular Annual Meetings of Members.

- (a) At least once a year, a regular annual meeting of Members shall be held at approximately the same time each year. The exact time shall be decided by the Board.
- (b) Every year, the Board must schedule subsequent annual Member meetings within thirty (30) days of the same date as the first meeting (not on a legal holiday).
- (c) At the annual meetings, Members shall elect a Board of Directors in accordance with these Bylaws and transact other Association business.
- (d) Special meetings shall be held pursuant to Corporations Code Sections 7510 and 7511.

3.02 Notice of Meetings.

Notice of meetings (Regular or Special) shall be given in compliance with Corporations Code Section 7511.

3.03 Conduct of Meetings.

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

3.04 Action Without a Meeting.

Any action (except the election of directors) that may be taken at any Members' meeting may be taken without a meeting in compliance Corporation Code Section 7513.

3.05 Quorum.

- (a) Members entitled to vote (in person or by proxy) holding a majority of the total voting power of the Association constitute specifically, a quorum for business transactions at all Member meetings (except as otherwise specifically provided in these Bylaws or the Declaration).
- (b) Once a quorum has been established at a meeting, Members may do business until adjournment, even if attendance becomes less than the quorum amount during the course of the meeting, and as long as any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.
- (c) Business may not be transacted if a quorum is not met, except that a majority of Members present (in person or by proxy) may adjourn the meeting until a date not less than five (5) nor more than thirty (30) days from the original meeting date, with the quorum requirement for the new meeting reduced to twenty-five percent (25%) of Member voting power.

3.06 Proxies.

A Member may vote by proxy executed in writing by the Member (or duly authorized attorney-in-fact) in compliance with Corporate Code Section 7613.

3.07 Voting and Election of Directors.

- (a) Voting for Board members will be by secret written ballot, unless unanimously waived by the Members present.
- (b) There shall not be cumulative voting in elections for Directors.

3.08 Record Date.

The Record Date for determining the Members entitled to notice and to vote shall be determined in compliance with Corporate Code Section 7611.

3.09 Inspectors of Election.

Inspectors of Election may be appointed in compliance with Corporation Code Section 7614.

ARTICLE IV

Association's Books and Records; Rights to Inspection

- (a) The Board will keep membership registers (including mailing addresses and telephone numbers), account books and minutes of meetings of Members, the Board, and committees as reasonably necessary.
- (b) Association books and records are available for inspection and copying by any Association Member (or representative) at any reasonable time and for a purpose reasonably related to a Member's interest at the Association office (or other location established by the Board).

ARTICLE V

Board of Directors

5.01 Powers and Duties of the Board.

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

5.02 Number, Election, and Term of Office.

- (a) The Board of Directors will consist of FIVE (5) Members.
- (b) Directors must be Association Members, i.e. Owners of Record.
- (c) At each annual meeting, the Members will elect a new Board.
- (d) Board Members serve a term of one (1) year (or until successors are elected). All terms of Board Members shall be concurrent terms.

5.03 Vacancies.

- (a) A vacancy exists if:
 - (1) A Director resigns, dies, or is removed from office;
 - (2) The Members increase the number of authorized Directors but do not elect the additional Directors at the meeting (or its adjournment); or
 - (3) The Members do not elect the full number of Directors.
- (b) Board vacancies (except as a result of removal) may be filled by a simple majority of Directors for a renewing term of office until a successor is elected at an annual or special meeting of Members.
- (c) The Board may declare vacant the office of a Director who is convicted of a felony or declared of unsound mind by a final court order.

- (d) Members may elect:
 - (1) Directors to fill any vacancy not filled by the Directors, at any time; and
 - (2) Additional Directors, at the meeting in which an increase in the number of Directors is authorized.

5.04 Removal of Directors.

- (a) After the first annual Member meeting, any Director may be removed (with or without cause) by a majority vote of the Members.
- (b) A successor may be elected at that time or at a later date to fill the vacancy in compliance with the provisions of these Bylaws.

5.05 Regular Meetings.

- (a) The Board must hold quarterly meetings on dates established by Board resolution, unless the business to be transacted requires more frequent meetings, in which event the Board may meet more frequently.
- (b) Notice of Board meetings must be given to each Director at least four (4) days before the meeting date.

5.06 Special Meetings and Notices.

- (a) Special Meetings of the Board of Directors may be called at any time for any purpose by the President, Vice President, or any two (2) Directors.
- (b) Written notice specifying the time, place and the nature of business to be conducted at the Special Meeting must be delivered to each Director at least seventy-two (72) hours before the meeting.

5.07 Waiver of Notice.

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

5.08 Adjournment.

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

5.09 Quorum.

- (a) A quorum for the transaction of business is a majority of the actual number of Directors.

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

5.10 Action Without Meeting.

The Board may take action without a meeting if all Directors file their written consent to the action with the Minutes of the Board proceedings.

5.11 Conduct of Meeting.

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

5.12 Executive Sessions.

- (a) With the approval of a majority of a quorum of its Members, the Board may adjourn a meeting and reconvene in executive session to discuss and vote on personnel matters, litigation involving the Association, and other business of a similar nature.
- (b) The nature of business to be considered in executive sessions must first be announced in open session.
- (c) Any matter discussed in executive session shall be generally noted in the Minutes of the Board.
- (d) In any matter relating to the discipline of a Member, the Board shall meet in executive session if requested by that Member, and the Member in question shall be entitled to attend the executive session.

5.13 Nominations of Candidates for the Board.

Procedures for nominations for election to the Board shall comply with Corporation Code Section 7520.

5.14 Committees.

The Board may create committees to serve at the pleasure of the Board. Such committees shall be created only by resolution adopted by a majority of the Directors then in office, provided that a Quorum is present.

ARTICLE VI
Officers

6.01 Enumeration of Officers.

- (a) The Association will have the following officers:
 - (1) A President;

- (2) A Vice President;
- (3) A Secretary; and
- (4) A Treasurer.
- (b) Except for the Secretary and/or Treasurer, officers must be Directors/Owners.

6.02 Election of Officers.

At the initial meeting of the Board, officers shall be elected to serve until the first regular annual organizational meeting of the Board.

6.03 Removal and Resignation.

- (a) An officer may be removed by the Board whenever the Board determines that such a removal would be in the best interest of the Association.
- (b) An officer may resign at any time.

6.04 Vacancies.

An officer vacancy may be filled for the remainder of the term as prescribed in these Bylaws for regular election or appointment to office.

6.05 President.

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

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

6.06 Vice President.

The Vice President will perform the following duties:

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

6.07 Treasurer.

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

- (a) Ensure that adequate and correct accounts of Association properties and business transactions are kept and maintained;
- (b) Send financial statements and reports to Association Members as required;
- (c) Have custody and responsibility for all Association funds and securities;
- (d) Receive all monies payable to the Association and give appropriate receipts;
- (e) Deposit all monies in the name of the Association in banks or depositories selected in accordance with these Bylaws; and
- (f) Perform all general duties incident to the office of Treasurer assigned by the President or the Board.

6.08 Secretary.

The Secretary will perform the following duties:

- (a) Ensure that the minutes of Member, Board and Committee meetings are kept in books for that purpose;
- (b) Ensure that all notices are given as required;
- (c) Have custody of the Association's records; and
- (d) Perform all duties assigned by the President or by the Board.

**ARTICLE VII
Indemnification and Liability**

7.01 Liability of the Board and Officers.

Board Members and Association officers are not liable if they perform their duties in conformance with Corporations Code Sections 7231 and 7231.5, and Civil Code Section 1365.7.

7.02 Indemnification of Agents.

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

**ARTICLE VIII
Miscellaneous**

8.01 Checks, Drafts, etc.

All checks, drafts and other orders for payment, or evidence of indebtedness regarding the Association must be signed by any person(s) designated by the Board.

8.02 Conflicts.

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

8.03 Notices.

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