

BYLAWS  
OF  
LANDANA VILLAGE

I

DEFINITIONS

Section 1.01. "Tract" shall mean all of that certain real property located in the City of Concord, County of Contra Costa, State of California, and more particularly described as follows:

Section 1.02. "Declarations" shall mean that certain Declaration of Covenants, Conditions and Restrictions applicable to the Tract and filed in the Office of the Recorder of the County of Contra Costa on January 22, 1974 in Book 7174, at page 572 and following, as the same may be amended from time to time in accordance with the terms thereof.

Section 1.03. Other terms used herein shall have the meaning given to them in the Declaration of Covenants, Conditions and Restrictions, recorded in the Official Records of Contra Costa County, in Book 7174, at page 572, and are hereby incorporated by reference and made a part hereof.

II

QUALIFICATIONS FOR MEMBERSHIP

Section 2.01. Proof of Membership. No person or persons shall exercise the rights of membership until satisfactory proof has been furnished to the Secretary of the Corporation of qualification as a member or nominee of a member pursuant to the terms of the Declaration. Such proof may consist of a copy of duly executed and acknowledged grant deed or title insurance

qualified in accordance therewith, which said deed or policy shall be deemed conclusive in the absence of a conflicting claim based upon a latter deed or policy. The sole qualification for membership shall be ownership of a condominium in the project. The voting shares appurtenant to the membership shall be determined according to the schedule set forth in Article XX of the Declaration. No membership may be separated from the property to which it is appurtenant, provided, however, that the privileges of ownership may be exercised by a nominee of an owner designated in writing so long as (1) the nominee is a resident on the property to which the membership is appurtenant; (2) no charge is made for use of the membership in excess of the amount of any assessments levied against the owner by reason thereof; and (3) any such assignment of privileges is revocable at the will of the owner.

Section 2.02. No Additional Qualifications. No initiation fees, costs or dues shall be assessed against any person as a condition upon his exercise of the rights of membership except such assessments, levies, and charges as are specifically authorized under the Articles of Incorporation or the Declaration.

### III

#### VOTING RIGHTS

Section 3.01. Exercise of Voting Rights. Any person entitled to vote may attend and vote at meetings in person, or by proxy holder duly appointed by a written proxy and signed by the member and filed with the Secretary. Votes shall be by secret written ballot. Any proxy shall be for a term of not to exceed eleven (11) months unless otherwise

expressly provided therein and may be revoked at any time by written notice to the Secretary. It shall be deemed revoked when the Secretary shall receive actual notice of the death or judicially declared incompetence of such member or any person holding an undivided interest in such membership or upon disqualification of the member to exercise the rights of membership pursuant to the terms hereof. Where a membership is owned by more than one (1) person, any proxy with respect to such membership shall be signed by a majority in interest of all such persons. Any of such persons may attend meetings but they shall only be entitled to exercise the vote attributable to such membership upon the consent of a majority in interest of all such persons having an interest in such membership; provided, however, that if only one coowner is present at an Owners meeting, he may vote all of the shares jointly owned.

#### IV

##### MEETINGS OF MEMBERS

Section 4.01. Quorum. The presence at any meeting of the members having a majority of the total votes shall constitute a quorum. Unless otherwise expressly provided herein, any action may be taken at any meeting of the members upon the affirmative vote of a majority of the total votes present at such meeting in person or by proxy. If any meeting cannot be held because a quorum is not present, the Owners present, either in person or by proxy, may not transact any business but may, as otherwise provided by law, 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 time the quorum requirement shall be 25% of the total votes.

meeting of the members on the second Tuesday of January of each year at 8:00 p.m. upon the Common Area or at such other reasonable place not outside the county in which the subdivision is located, or time (not more than sixty (60) days before or after such date) as may be designated by written notice of the Board delivered to the members not less than seven (7) nor more than sixty (60) days prior to the date fixed for said meeting. The first meeting of the Association, whether a regular or special meeting, shall be held within 45 days after the closing of the sale of the subdivision interest which represents the 51st percentile interest authorized for sale under the first public report for the subdivision, but in no event shall the meeting be held later than six (6) months after the closing of the sale of the first subdivision interest.

Section 4.03. Special Meetings. A special meeting of the members of the Association shall be promptly called by the governing body upon:

(1) The vote for such a meeting by a majority of a quorum of the governing body.

(2) Receipt of a written request therefor signed by members representing 25% of the total voting power of the Association or by members representing 15% of the voting power residing in members other than the subdivider.

## V

### NOTICES

Section 5.01. Method for Giving Notice. Written notice of regular and special meetings shall be given to members by the governing body by any means which is appropriate

emergency situations, at least ten (10) days notice of any meeting shall be provided. The notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the nature of the business to be undertaken.

## VI

### POWERS

Section 6.01. Exercise of Powers. The powers of the Owners' Association shall be vested in, exercised by, and under the authority of, and the affairs of the Owners' Association shall be controlled by the Board of Directors consisting of three (3) persons. The Board members other than those named in the Articles of Incorporation shall be Owners.

## VII

### ELECTION, TENURE, AND PROCEEDINGS OF THE BOARD OF DIRECTORS

Section 7.01. Election. At each annual meeting, the members shall elect a Board of Directors for the forthcoming year, consisting of three (3) persons. Every member entitled to vote at any election may cumulate his votes and give one (1) candidate a number of votes equal to the number of directors to be elected, multiplied by the number of votes to which such members are otherwise entitled, or distribute his votes on the same principle among as many candidates as he thinks fit. The candidates receiving the highest number of votes up to the number of directors to be elected shall be deemed elected.

Section 7.02. Term and Removal. Members of the Board shall serve for a term of one (1) year and until the respective successors are elected, or until the death, resigna-

Articles of Incorporation) ceases to be a member of the Association, his Board membership shall thereupon terminate. Any Board member may resign at any time by giving written notice to the President or Secretary, and any person may be removed from office by vote of the Owners; provided, that unless the entire Board is removed, an individual member shall not be removed if the number of votes against his removal exceeds the quotient arrived at when the total number of votes is divided by one (1) plus the authorized number of members of the Board.

Section 7.03. Vacancies. Vacancies on the Board shall be filled by a majority of the remaining Board members though less than a quorum, and each Board member so elected shall hold office until his successor is elected by the Owners. Upon tender of resignation by a Board member, the Board shall have the power to elect his successor to take office at such time as the resignation becomes effective.

Section 7.04. Conduct of Business. A majority of the Board shall constitute a quorum and, if a quorum is present, the decision of a majority of the members present shall be the act of the Board. Meetings of the members present shall be the act of the Board. Meeting of the Board may be called, held, and conducted in accordance with such regulations as the Board may adopt.

Section 7.05. Tenure of Initial Board. The Board members named in the Articles of Incorporation shall serve until the first meeting which shall be held as set forth in paragraph 4.02 herein. The President shall call the first special meeting for the purpose of electing a new Board pursuant to the terms hereof.

POWERS AND DUTIES OF THE  
BOARD OF DIRECTORS

Section 8.01. Powers and Duties Set Forth in Declarations. The Board of Directors shall have the exclusive right and responsibility to perform diligently all of the obligations and functions of the Association as set forth in the Declaration and shall have all rights of the Association as set forth in connection therewith.

Section 8.02. Budgets and Financial Statements. Financial statements for the Association shall be regularly prepared and copies shall be distributed to each member of the Association as follows:

1. A pro forma operating statement (budget) for each fiscal year shall be distributed not less than sixty (60) days before the beginning of the fiscal year.

2. A balance sheet -- as of an accounting date which is the last day of the month closest in time to six (6) months from the date of the closing of the first sale of an interest in the subdivision -- and an operating statement for the period from the date of the first closing to the said accounting date, shall be distributed within sixty (60) days after the accounting date. This operating statement shall include a schedule of Assessments received and receivable identified by the number of the subdivision interest and the name of the entity assessed.

3. A balance sheet as of the last day of the Association's fiscal year and an operating statement for said fiscal year shall be distributed within ninety (90) days after the close of the fiscal year.

Ordinarily an external audit by an independent public accountant shall be required for fiscal year financial statements



income to the Association exceeds \$75,000.

Section 8.03. Inspection of Association's Books and Records. The membership register, books of account and minutes of meetings of the members, of the governing body and of committees of the governing body of the Association shall be made available for inspection and copying by any member of the Association or by his duly appointed representative at any reasonable time and for a purpose reasonably related to his interest as a member, at the office of the Association or at such other place within the subdivision as the governing body shall prescribe.

The governing body shall establish reasonable rules with respect to:

1. Notice to be given to the custodian of the records by the member desiring to make the inspection.
2. Hours and days of the week when such inspection may be made.
3. Payment of the cost of reproducing copies of documents requested by a member.

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of the Association and the physical properties owned and controlled by the Association. The right of inspection by a director includes the right to make extracts and copies of documents.

Section 8.04. Appointment and Removal of Directors. The Board shall appoint and remove at pleasure all officers, agents, and employees of the Association, prescribing their



security or fidelity bonds for faithful performance of the duties to be prescribed for them to the extent deemed reasonably necessary by the Board.

Section 8.05. Supervision of Officers. The Board shall supervise all officers, agents, and employees of the Association and see that their duties are properly performed.

Section 8.06. Parking and Storage. The Board shall be empowered to designate parking spaces and storage areas appurtenant to some or all of the condominium units. Once designated, such parking area and storage area may not be changed except by unanimous vote of the Board.

## IX

### OFFICERS

Section 9.01. Enumeration of Officers. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, and a Secretary and Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 9.02. Term. The officers of this Association, except such officers as may be appointed in accordance with Section 9.03 or 9.05 of this Article, shall be chosen annually by the Board and each shall hold office for one (1) year unless he shall sooner resign or shall be removed, or otherwise disqualified to serve.

Section 9.03. Special Appointments. The Board may appoint such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Upon resignation or removal of an officer, the position shall be filled in the manner prescribed in the Bylaws for regular appointment to such office. The appointee to such vacated office shall serve the remainder of the term of the officer he replaces.

Section 9.05. Multiple Offices. The offices of Secretary or Assistant Secretary and Treasurer may be held by the same person. No person shall be appointed to more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 9.03 of this Article.

X

PRESIDENT

Section 10.01. Election. At the first annual meeting, the Board shall elect one (1) of their number to act as President.

Section 10.02. Duties. The President shall:

(a) Preside over all meetings of the members and of the Board;

(b) Sign as President all deeds, contracts, and other instruments in writing which have been first approved by the Board, unless the Board, by duly adopted resolution, has authorized the signature of a lesser officer;

necessary in accordance with rules and upon notice agreed upon by the Board. The notice period shall, with the exception of emergencies, in no event be less than three (3) days;

(d) Have, subject to the advice of the Board, general supervision, direction, and control of the affairs of the Association and discharge such other duties as may be required of him by the Board.

## XI

### VICE PRESIDENT

Section 11.01. Election. At its first meeting, the Board shall elect one (1) of its members to act as Vice President.

Section 11.02. Duties. The Vice President shall:

(a) Act in the place and in the stead of the President in the event of his absence, inability, or refusal to act;

(b) Exercise and discharge such other duties as may be required of him by the Board. In connection with any such additional duties, the Vice President shall be responsible to the President.

## XII

### SECRETARY AND ASSISTANT SECRETARY

Section 12.01. Election. At its first meeting, the Board shall elect a Secretary.

Section 12.02. Duties. The Secretary shall:

(a) Keep a record of all meetings and proceedings of the Board and of the members;

(b) Keep the seal of the Association and affix it on all papers requiring said seal;

the members required either by law or by these Bylaws;

(d) Keep appropriate current records showing the members of this Association together with their addresses;

(e) Sign as Secretary all deeds, contracts, and other instruments in writing which have been first approved by the Board if said instruments require a second Association signature unless the Board has authorized another officer to sign in the place and stead of the Secretary by duly adopted resolution.

### XIII

#### TREASURER

Section 13.01. Election. At its first meeting, the Board shall elect a Treasurer.

Section 13.02. Duties. The Treasurer shall:

(a) Receive and deposit in such bank or banks as the Board may, from time to time, direct all of the funds of the Association;

(b) Be responsible for and shall supervise the maintenance of books and records to account for such funds and other Association assets;

(c) Disburse and withdraw said funds as the Board may from time to time direct and in accordance with prescribed procedures

### XIV

#### CERTIFICATE OF MEMBERSHIP

Section 14.01. Issuances of Certificates. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Board. All certificates evidencing membership shall be consecutively numbered. The name and address of

be entered on the records of the Association maintained by the Secretary. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board may direct.

XV

MISCELLANEOUS

Section 15.01. Inspection of Books and Records. The books, records and such papers as may be placed on file by the members of the Board shall, at all times during reasonable business hours, be open to inspection by any member, as set forth in paragraph 8.03 herein.

Section 15.02. Seal. The Association shall have a seal in circular form having within its circumference the words: "LANDANA VILLAGE," a Nonprofit Corporation, State of California.

Section 15.03. Bylaws. Amendments of the Bylaws may be enacted by requiring the vote or written assent of:

- (1) A bare majority of a quorum of the voting power of the Association; and
- (2) A bare majority of the votes of members other than the Subdivider. Notwithstanding the above, the percentage of a quorum or of the voting power of the Association or of members other than the Subdivider necessary to amend a specific clause or provision in the Articles or Bylaws shall be the same as the prescribed percentage of affirmative votes required for action to be taken under that clause.

KNOW ALL PEOPLE BY THESE PRESENTS THAT:

The undersigned, Secretary of the Association known as LANDANA VILLAGE, does hereby certify that the above and foregoing Bylaws were duly adopted by the Board of Directors of said Association on the 23<sup>d</sup> day of January, 1979 and that they now constitute said Bylaws.

  
Secretary