



THE GRANDE SOUTH AT SANTA FE PLACE HOMEOWNERS ASSOCIATION

# BYLAWS

Adopted on July 8, 2016

These Bylaws relate to The Grande South at Santa Fe Place Homeowners Association (the “Association”). The Association is a California nonprofit mutual benefit corporation subject to the California Nonprofit Mutual Benefit Corporation Law comprised in California Corporations Code Sections 7110-8910 inclusive.

The Association was created for the overall purpose of managing a common interest development subject to the provisions of the Davis-Stirling Common Interest Development Act (Civil Code Sections 4000 *et seq.*)

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DEFINITIONS

**ARTICLE 1: DEFINITIONS**

The terms defined in the Declaration shall have the same meaning when used herein unless the context otherwise requires. Subject to this rule of interpretation, the terms below are defined as follows:

**1.1: Board of Directors.** "Board of Directors" or "Board" means the Board of Directors of the Association which acts as the governing body of the Association. Any member of the Board of Directors may be referred to as a "Director", "Board member", or "member of the Board".

**1.2: Board Meeting.** "Board meeting" or "meeting of the Board" means either: (i) a congregation, at the same time and place, of a sufficient number of Directors to establish a quorum of the Board, to hear, discuss, or deliberate upon any item of business that is within the authority of the Board; or (ii) a teleconference, where a sufficient number of Directors to establish a quorum of the Board, in different locations, are connected by electronic means, through audio or video, or both. A Board meeting shall otherwise comply with the requirements of California Civil Code Section 4090.

**1.3: Election.** "Election" or "Elections" means the procedure whereby the Members vote in respect of any matter, issue, or proposal relating to the lawful business of the Association which by law or the Governing Documents requires membership approval and which may properly be presented to the Members for approval by them.

**1.4: Good Standing.** "Good Standing", with regard to (i) a Member's right to vote or stand as a candidate for election to the Board or (ii) a serving Director's right to continue to serve on the Board, means the state of affairs whereby a Member or Director (as the case may be) is not subject to any suspension of voting or other privileges having been imposed by the Board as a result of any disciplinary proceeding conducted in accordance with the provisions of the Governing Documents, or as provided by law.

**1.5: Item of Business.** "Item of Business" means any action within the authority of the Board, except those actions that the Board has validly delegated to any other entity or persons, managing agent, officer of the Association, or committee of the Board comprising less than a quorum of the Board.

**1.6: Separate Interest.** "Separate Interest" means a Condominium within the Project.

**1.7: Tabulation.** "Tabulation", and any variation thereof, means the opening, counting, computation, and recordation in writing of the ballots and votes received from Members in connection with any Election, whether or not such ballots and votes are determined by the Inspector(s) of Election to be valid or invalid.

**1.8: Tabulation Meeting.** "Tabulation meeting" means the meeting of the Board or Members at which the Members' ballots are tabulated, and includes, where the context or circumstances so require, membership meetings where voting at the meeting is permitted.

**1.9: Voting Power.** "Voting Power" means those Members who are eligible at the relevant record date to vote in any Election.

**1.10: Written Ballot.** "Written Ballot" means a form of ballot in writing which is mailed or otherwise distributed to every Member entitled to vote at an Election and which complies with the requirements of these Bylaws.

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MEMBERSHIP

**ARTICLE 2: MEMBERSHIP**

**Section 2.1: Members of the Association**

Every Owner of a Separate Interest is a Member of the Association. Membership in the Association is appurtenant to, and may not be separated from, ownership of any Separate Interest.

**Section 2.2: Term of Membership**

Each Owner shall remain a Member until he no longer qualifies as such under Section 2.1. Upon the sale, conveyance, or other transfer of ownership in a Separate Interest, the Owner's membership interest appurtenant to the Separate Interest shall automatically transfer to the new Owner(s) of that Separate Interest.

**Section 2.3: Multiple Owners of a Separate Interest**

Ownership of a Separate Interest shall give rise to a single membership vote in the Association. Accordingly, if more than one person owns a Separate Interest, all such Owners shall be deemed to be one Member for voting purposes. For any other purposes, all such Owners shall have equal rights as Members to use and enjoy those portions of the Project over which Owners have easement or other rights pursuant to the Declaration. Any one of the multiple Owners of a single Separate Interest shall be entitled to exercise the voting rights of all Owners of that Separate Interest. If more than one ballot or vote on any one issue is submitted by the Owner or Owners of a single Separate Interest, such ballots shall not be counted as valid except as being a single ballot received for that Separate Interest for the purpose of determining whether the quorum requirements applicable to the Election have been met.

**Section 2.4: Furnishing Evidence of Membership**

If so requested by or on behalf of the Association, a purported Owner shall not be entitled to exercise the rights of a Member until such purported Owner has advised the Association in writing that he is qualified to be a Member under Section 2.1, and, if requested by the Association, has provided it with evidence of such qualification in the form of a certified copy of a grant deed recorded with the County Recorder or such other evidence as the Association shall reasonably require.

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MEMBERSHIP VOTING

**ARTICLE 3: MEMBERSHIP VOTING**

**Section 3.1: Single Class of Membership**

The Association shall have one class of voting membership. Members shall be entitled to one (1) vote per Separate Interest.

**Section 3.2: Eligibility to Vote**

Only Members in Good Standing shall be entitled to vote in any Election. A Member's Good Standing shall be determined as of the record date for voting. A Member who owns more than one Separate Interest shall be ineligible to vote if that Member is not in Good Standing with respect to every such Separate Interest in which that Member has an ownership interest.

**Section 3.3: Voting at Membership Meetings**

Voting at any membership meeting may be by voice or by ballot; provided that any Election conducted for any of the purposes set out in Civil Code Section 5100 (a) and (b) shall be held by secret Written Ballot and otherwise in accordance with Civil Code Chapter 6 Article 4.

**Section 3.4: Proxy Voting at Membership Meetings**

Voting by proxy, or voting on behalf of any Member pursuant to authority given under a power of attorney or any other ostensible written or verbal authority of an Owner, shall not be permitted at any Election.

**Section 3.5: Elections by Written Ballot**

**(a) Holding Elections Exclusively by Written Ballot**

All Elections, whether the call for any Election is made on behalf of the Board or by or on behalf of any Members, must, if the Board in its sole discretion so decides, be conducted exclusively by the submission of Written Ballots by the Members without holding and voting at a membership meeting.

**(b) Content of Written Ballots and Solicitations**

- (i) Written Ballots Used for Director Elections.** Written Ballots used in any Election of Directors shall set forth the names of the candidates who have been duly nominated at the time the ballot is distributed.
- (ii) Written Ballots Used for Matters other than Director Elections.** Any Written Ballot, or accompanying writings, distributed to the Members to vote on any issue other than the Election of Directors shall set forth the proposed action, the necessary percentage (if any) of affirmative votes required to approve such proposed action, and provide an opportunity to specify approval or disapproval of the proposed action.
- (iii) Specification of Time for Return of Written Ballot.** All Written Ballots, or accompanying writings, shall state the place, date, and time by which the ballot must be received in order to be counted.

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(c) **Balloting Requirements**

- (i) **All Elections.** The Board shall, for all Elections called for the purposes specified in Civil Code Section 5100 (a) and (b), distribute a Written Ballot in a form permitting voter secrecy as provided by Civil Code Chapter 6 Article 4 to every Member entitled to vote on the matter at least thirty (30) days before the initial deadline by which ballots must be received in order to be counted. The Board may, with regard to Elections called for any purpose not specified in Civil Code Section 5100 (a) and (b), distribute Written Ballots to every Member entitled to vote on the matter in accordance with Corporations Code Section 7513. Any ballots or accompanying writings shall set forth the number of responses needed to meet any quorum requirements. Without prejudice to the minimum time period to vote as stated above, all Elections by Written Ballot shall provide a reasonable time within which to return the ballot to the Association.
- (ii) **Extension of the Balloting Period.** The time fixed for the return of Written Ballots may be extended by written notice sent under the authority of the Board to the Members prior to the expiration of any deadline for the receipt of ballots or (provided that no ballot envelopes have been opened) by the majority vote of the Board members present at any Tabulation meeting.

(d) **Requirements for Valid Member Action**

Membership approval shall only be valid if (i) the number of votes cast by ballot within the time allowed for return of the ballots equals or exceeds any quorum as required by law or the Governing Documents, and (ii) the number of affirmative votes equals or exceeds the number of affirmative votes that are required to approve the action as provided by law or these Bylaws.

(e) **Return of Ballots**

Solicitation materials accompanying Written Ballots shall advise the Members that their ballots may be returned either by mail or personal delivery and shall also set forth any address where Written Ballots can be returned by mail or personal delivery in advance of the Tabulation meeting.

(f) **Additional Balloting Procedures**

The Board, in its discretion, shall be entitled to adopt such additional reasonable procedures as it deems necessary or appropriate to assure fairness, secrecy, and certainty in the balloting process, such as requiring that only ballots of a certain type or in a certain form as prepared by the Association are used in the Election.

(g) **Notification of Results of Balloting Process**

On tabulation of the Written Ballots, the Board shall notify the Members of the outcome of the vote within fifteen (15) days following the close of the final Tabulation meeting. The Board may also notify those Members present at the Tabulation meeting of the results of the Election immediately upon conclusion of the tabulation process. If the number of Written Ballots cast with respect to any matter is insufficient to satisfy the minimum quorum requirements for valid action, the Board shall so notify the Members.

(h) **Prohibition of Revocation**

Once cast, a Written Ballot may not be revoked. A ballot shall be deemed to have been cast when it is actually received by or on behalf of the Inspector(s) of Election at any address where the Election materials direct that ballots are to be returned.

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(i) **Conduct of Informational Meetings**

Use of the Written Ballot procedures set forth herein shall not preclude the Association from also conducting informational meetings of the Members or from scheduling a membership meeting and/or Board meeting to coincide with the culmination of the balloting period or Tabulation meeting.

**Section 3.6: Majority Vote of Members Required for Valid Action**

At any membership or Tabulation meeting, the affirmative vote of a majority of the Members who are entitled to vote and voting on any matter (other than the Election of Directors) shall be the act of the Members, unless the vote of a greater number is required by law or by the Governing Documents. In the case of Director Elections, the candidates receiving the highest number of votes, up to the number of Directors to be elected, shall be elected to the vacant Director positions.



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**ARTICLE 4: TABULATION MEETINGS**

**Section 4.1: Place of Meeting**

Tabulation meetings shall be held at the offices of the Association within the Project or at such other reasonable place within the County and at such time as may be designated by the Board in the notice of the meeting.

**Section 4.2: Annual Election of Directors**

The Election of Directors shall be held each year so that the initial date for the membership or Tabulation meeting shall be scheduled during the month of November in each calendar year or so soon thereafter as shall be practicable. The date, time, and location of the meeting shall be established by the Board.

**Section 4.3: Special Elections**

**(a) Persons Entitled to Call for an Election**

A majority of the Board, the president, or five percent (5%) or more of the Members may call for an Election any time to consider any lawful business of the Association.

**(b) Procedures for Calling for Elections Requested by Members**

If an Election is called by Members other than the Board of Directors or the president, the request shall be submitted by such Members in writing, specifying the specific nature of the matter or matters to be voted on and shall be delivered to the Association in accordance with Civil Code Section 4035. The officer receiving the request shall, within twenty (20) days of receipt of the request, cause notice to be promptly given to the Members entitled to vote that an Election will be held with a Tabulation meeting to be held not less than 35 nor more than 90 days following the receipt of the request.

**(c) When Notice May Be Given by Members**

If notice of the Tabulation meeting is not given by or on behalf of the secretary within twenty (20) days after receipt of the request, the Members requesting the Election may give the notice.

**(d) No Limiting Construction**

Nothing contained in this section shall be construed as limiting, fixing, or affecting the time when a Tabulation meeting may be held when the Election is called by action of the Board of Directors or the president, or the right for the Board on behalf of the Association to require that the Election be conducted entirely by Written Ballot as provided herein.

**Section 4.4: Notice of Elections**

**(a) Requirement That Notice Be Given**

Individual notice of all Elections shall be delivered pursuant to Civil Code Section 4040 to each Member who is eligible to vote in the Election as of the record date established by the Board or by statute.

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(b) **Minimum Requirements Regarding Content of Notice**

The notice of any membership meeting where an Election is to be held shall specify the place, date, and time of the meeting and the specific nature of the business to be voted on. The notice for the Election of Directors shall include the names of all those individuals who are candidates at the time the notice is given to the Members, unless a ballot with candidates' names is distributed at the same time.

(c) **Manner of Service**

Notice of any membership meeting, whether or not such meeting shall also serve as a Tabulation meeting, shall be given by individual delivery in accordance with Civil Code Section 4040. Notice of any Tabulation meeting which is to be held at a Board meeting shall be given by general delivery in accordance with Civil Code Section 4045. Notice shall be deemed as effected in accordance with Civil Code Section 4050.

(d) **Affidavit of Giving Notice**

An affidavit or declaration under penalty of perjury of the mailing or other means of giving any notice of any Election and Tabulation meeting may be executed by the secretary or other designated officer of the Association, and if so executed, shall be filed and maintained in the minute book of the Association. Such affidavit shall constitute *prima facie* evidence that proper notice was given.

**Section 4.5: Quorum Requirements**

Except and to the extent only as is expressly provided in the Association's Articles, Declaration, or these Bylaws, or required by law, the quorum shall be twenty percent (20%) of the Members eligible to vote.

**Section 4.6: Adjourned Meeting**

(a) **Adjournment Generally**

Any meeting, whether or not a quorum is present as required by law or these Bylaws, may be adjourned to the same or another place and to another date but not more than forty-five (45) days from the previous meeting. Any action which might have been transacted at the original meeting may be taken at any reconvened meeting and only if any required quorum is achieved at the reconvened meeting.

(b) **Notice Requirements for Adjourned Meetings**

When a meeting is adjourned to another date or place, notice of the rescheduled meeting must be given either at the meeting itself in accordance with Corporations Code Section 7511(d) or, if notice is given after adjournment, by individual notice to each Member entitled to vote on the record date for the Election in question.

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**ARTICLE 5: BOARD OF DIRECTORS**

**Section 5.1: General Association Powers**

Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, the Davis-Stirling Common Interest Development Act, and any limitations contained in any of the Governing Documents relating to action required to be approved by the Members, the business and affairs of the Association shall be vested in and exercised by the Association's Board of Directors. Subject to the limitations otherwise set out herein, the Board may delegate the management of the activities of the Association to any person or persons, management company, or committee, provided that notwithstanding any such delegation the activities and affairs of the Association shall continue to be managed and all Association powers shall continue to be exercised under the ultimate direction of the Board.

**Section 5.2: Number and Qualification of Directors**

The Board of Directors shall consist of five (5) persons each of whom must be in Good Standing and a Member, or the nominee of a non-natural person Member, but such Director need not reside within the Project. Only one person per Separate Interest shall be eligible to serve on the Board at any one time.

**Section 5.3: Term of Office**

Each Director shall serve for a term of two (2) years with three (3) Directors elected in odd-numbered years and two (2) Directors elected in even-numbered years. Any Director elected or appointed to fill a vacancy that remains or occurs after the regular annual Election has been held will hold office for the period of time (i) which would have applied had that vacancy been filled at the annual Election or (ii) for which his predecessor would have served had his predecessor not prematurely vacated his office and, in the case of both (i) and (ii) above, until a successor Director has been elected and qualified. There shall be no limitation on the number of consecutive terms to which a Director may be re-elected.

**Section 5.4: Candidates for Director**

(a) **Nominations**

Persons can become candidates for election to the Board of Directors in any reasonable manner determined by the Board or pursuant to any reasonable election rules. Subject to the requirements of these Bylaws and any reasonable election rules, (i) a Member in Good Standing who is a natural person may nominate himself as a candidate for the Board, and (ii) any Owner who is a Member in Good Standing but who is not a natural person may nominate any person designated by that Member as a candidate for the Board.

(b) **Good Standing Requirement for Candidacy**

In order for a person to be eligible for nomination and election to the Board such person, such Member, or non-natural Member nominee, must be in Good Standing and must remain in Good Standing from the commencement of his candidacy until the candidate is elected. In the absence of compliance with these provisions, all votes for such candidate shall not be counted or, if counted in error or otherwise, shall be deemed to be null and void.

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**Section 5.5: Election of Directors**

(a) **Directors Elected by Written Ballot**

The annual Election of Directors and any Election to fill a vacancy on the Board shall be conducted by Written Ballot. Directors shall be elected to fill the number of positions on the Board then expiring and any then vacant positions on the Board.

(b) **Determination of Election Results and Succession to Office**

The candidates receiving the highest number of votes shall be elected as Directors and shall take office immediately following their election. In the event there is a tie vote between those candidates who receive the lowest number of votes necessary to qualify the candidate for election for the Board, the tie shall be broken by any method agreed to by the affected candidates and the Board or, in default of agreement, by a coin toss. In the event that any candidate is determined to be unqualified to be a candidate and/or to serve on the Board of Directors, any votes for such persons will not be counted or, if counted in error or otherwise, will be deemed null and void.

(c) **Cumulative Voting**

Cumulative voting shall not be permitted in any Election of Directors.

(d) **Write-in Candidates**

At the Board's discretion, prior to the first mailing or solicitation of any Written Ballot, the Board may permit the names of any candidate (which term shall include any persons who are seeking election or who are put forward for election or voted for by other Members) to be written in on any ballot and to provide one or more spaces to be printed on any ballot for this purpose. Permitting write-in candidates does not mean that any person whose name is written in is necessarily qualified to be a candidate and also qualified to serve on the Board.

(e) **No Nominations from the Floor**

No person seeking election to the Board may be nominated for election by any Member or other persons from the floor of any meeting.

**Section 5.6: Board Vacancies and Removal of Directors from Office**

(a) **Vacancies Generally**

A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation, or removal of a Director under paragraphs (c) and (d) of this section; (ii) an increase of the authorized number of Directors; or (iii) the failure of the Members, at any Election at which any Director or Directors are to be elected, to elect the number of Directors necessary to fill all vacant positions on the Board.

(b) **Resignation of Directors**

Subject to the provisions herein, any Director may resign, which resignation shall be effective on giving written notice to the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may appoint a successor to take office when the resignation becomes effective.

(c) **Authority of Board to Remove Directors**

The Board of Directors shall have the power and authority to remove a Director and declare his office vacant if he (i) has been declared of unsound mind by a final order of court, or (ii) has been

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convicted of a felony, or (iii) fails to attend three (3) consecutive duly noticed regular meetings of the Board of Directors. The Board shall also have the authority to declare vacant the seat of any incumbent Director who fails to remain in Good Standing, or who does not continuously throughout his term in office meet the qualifications for a Director as provided in these Bylaws, provided that, if the failure to remain in Good Standing is due to the Director's failure to remain current in the payment of Assessment obligations to the Association, the Board shall take no action to declare the delinquent Director's seat to be vacated unless and until (i) the Director has been sent the Pre-Lien Delinquency Notice as prescribed in the Association's Assessment Collection Policy or by law, and (ii) a period of at least thirty (30) days has elapsed following the sending of such Notice without payment in full being made to the Association of all delinquent Assessments and other duly levied outstanding fees, interest, and costs of collection.

If a Director was elected or appointed in consequence of that Director having been nominated by a Member that is not a natural person, any requirement to remain in Good Standing or to continue to meet required qualifications shall apply, *mutatis mutandis*, to both the Member and to the Member's nominee. The Board shall not have the power to remove from office any Director on the basis only that such person was appointed by the Board itself to fill a vacancy on the Board.

**(d) Authority of Members to Remove Directors**

Except as otherwise provided in paragraphs (c) and (e) hereof (and subject to any more stringent requirements provided in the Corporations Code), a Director may only be removed from office before the expiration of his term by the affirmative vote of a majority of the Members who vote, provided that a quorum of not less than fifty percent (50%) of the Voting Power of the Members is achieved.

**(e) Filling of Vacancies**

Vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors, though fewer than a quorum, or by a sole remaining Director unless the vacancy is created through removal of a Director by action of the Members, in which case the vacancy shall only be filled by a vote of the Members. Furthermore, the Members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors.

**(f) Reduction in Number of Directors**

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

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**ARTICLE 6: BOARD MEETINGS**

**Section 6.1: Place of Meetings**

Without prejudice to the right of the Board to hold Board meetings electronically in any manner which complies with the requirements of Civil Code Section 4090(a)(2), regular and special Board meetings may be held at any place within the Project or County which has been designated from time to time by resolution of the Board and stated in the notice of the Board meeting. In the absence of such designation, regular Board meetings shall be held at the principal office of the Association.

**Section 6.2: Regular Board Meetings**

Regular meetings shall be conducted monthly, or at such other periodic intervals, but not less frequently than once every two (2) months, whichever the Board determines is most suitable for the efficient and timely conduct of the Association's business.

**Section 6.3: Special Meetings of the Board**

Special meetings of the Board of Directors for any purpose related to an Item of Business or the delegation of any Item of Business may be called at any time by the president or any two (2) Directors.

**Section 6.4: Notice of Board Meetings to Directors**

**(a) Minimum Time Requirements for Giving Notice to Directors**

Meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice mail messaging system, or by electronic transmission by the corporation pursuant to Corporations Code Section 20. Notice of a Board meeting need not be given to any Director who has signed a waiver of notice or a written consent to the conduct of the Board meeting or an approval of the minutes of the Board meeting (whether before or after the meeting), or who attends the Board meeting without protesting, either before or at the commencement of the meeting, the lack of notice to that Director. All such notices shall be given or sent to the Director's address, telephone number, or email address as shown on the records of the Association.

**(b) Manner of Giving Notice to Directors**

Each Director shall be entitled to receive notice of Board meetings by any one of the following means: (i) first-class mail; (ii) personal delivery; (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or (iv) electronic mail or other electronic means.

**(c) Notice Contents**

The notice of any Board meeting shall state the time, place, and, if a special meeting, the purpose(s) of the meeting, and in each case shall include any agenda to be used at the Board meeting.

**(d) Waiver of Notice**

Subject to, and without prejudice to the requirements of the California Common Interest Development Open Meeting Act, the transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors not present, individually or collectively, signs a written waiver of

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notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Association records or made a part of the minutes of the meeting. The requirement of notice of a Board meeting shall also be deemed to have been waived by any Director who attends the meeting without protesting the lack of proper notice either before or at the beginning of the meeting.

**Section 6.5: Notice of Board Meetings to Members**

**(a) Members' Right to Receive Notice of Board Meetings**

Except for emergency meetings, all Members of the Association shall be given notice of the date, time, and place of (i) all open Board meetings at least four (4) days before the date of the meeting and (ii) all executive session Board meetings at least two (2) days before the date of the meeting. This notice to the Members shall be given by General Delivery in accordance with Civil Code Section 4045. For purposes of this Article, an "emergency" meeting of the Board means a meeting called by the president or by any two (2) members of the Board under circumstances that could not have been reasonably foreseen that require immediate attention and possible action by the Board and that of necessity make it impracticable to provide the notice to Members as otherwise required herein.

**(b) Member's Right to Receive Notice of Board Meetings where Disciplinary Action Against that Member is to be Considered**

In addition to the foregoing general notice requirements for Members, if a particular Member or Members are scheduled for possible disciplinary action on the agenda for a Board meeting, the Board must notify the subject Member(s) in writing, by either personal delivery or first-class mail, at least ten (10) days before the date of the meeting. Any such special notice of possible disciplinary action must contain, at a minimum, the date, time, and location of the Board meeting, the nature of the alleged violation for which the Member(s) are being considered for disciplinary action, and a statement that the Member(s) have a right to attend the meeting and address the Board concerning the disciplinary matter.

**Section 6.6: Attendance at Board Meetings by Members**

The following provisions reflect the California Common Interest Development Open Meeting Act (Civil Code Section 4900):

**(a) Board Meetings Generally Open to Members**

With the exception of executive session Board meetings, any Member of the Association may attend meetings of the Board of Directors provided, however, that no persons other than Directors may participate in deliberations or discussions of the Board or in any part of the meeting other than during Members Open Forum (as defined below) except when expressly authorized by a vote of the Board or by the Board chairman. A person who is not a Member of the Association may only attend a Board meeting if such attendance is permitted by the Board chairman or by a majority of the Board.

**(b) Right of Members to Speak at Meetings**

Subject to the provisions herein, any Member may speak at any meeting of the Board of Directors, except for executive session Board meetings under paragraph (c) below. The Board or the chairman of the meeting may impose reasonable time limitations on communications by Members and the meeting agenda or meeting chairman can designate a specific time or times for

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the commencement and termination of Members' communications. Such specific time or times when Members shall be entitled to communicate with the Board during Board meetings shall be known as Members Open Forum(s). The meeting chairman may at any time during a Board meeting modify any limitations or timing of a Members Open Forum, or impose any communication procedures as the chairman, in his reasonable discretion, deems appropriate. In particular, no Board meeting may be recorded either by video or audio without the express approval of the Board.

(c) **Executive Session Board Meetings**

The Board shall also be entitled to adjourn an open Board meeting at any time for purposes of convening or reconvening in executive session. At an executive session Board meeting, the Board shall be entitled to discuss and, if thought fit, vote on (i) litigation, (ii) matters relating to the formation of contracts with third parties, (iii) Member discipline, (iv) personnel matters, (v) a Member's payment of Assessments as specified in Civil Code Section 5665, or (vi) any matter upon which the Board is obtaining advice from the Association's legal counsel pursuant to the statutory and common law provisions pertaining to attorney-client privilege. The Board shall be entitled to meet in executive session to discuss and vote on Member discipline (and must meet in executive session if requested by the Member who may be subject to such discipline). The Member who is subject to possible discipline shall be entitled to attend the executive session Board meeting, but only during such part of the executive session which pertains to his disciplinary proceeding and excluding any time spent in deliberation and voting by the Board.

(d) **Board Meeting Minutes**

The minutes, minutes proposed for adoption that are marked to indicate draft status, or a summary of the minutes, of any meeting of the Board of Directors (but not the minutes of an executive session Board meeting), shall be available to the Members within thirty (30) days of the meeting. The open meeting minutes, proposed minutes, or summary minutes shall be distributed to any Member on request and on reimbursement of the Association's costs in making that distribution. Any matter discussed in executive session shall be generally noted in the minutes of the immediately following open Board meeting.

### **Section 6.7: Quorum Requirements**

A majority of the number of Directors then in office but not fewer than two (2) shall constitute a quorum for the transaction of business at any Board meeting, except to adjourn as provided in Section 6.8. Every act or decision done or made by a majority of the Directors present at a Board meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors so that the quorum is no longer met, provided that any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by these Bylaws, the Articles, or by law.

### **Section 6.8: Adjournment**

A majority of the Directors present, whether or not constituting a quorum, may adjourn any Board meeting to another time and place. Notice of adjournment to any other time or place shall be given by telephone or electronic communication at least twenty-four (24) hours (or by first-class mail at least four (4) days) before the time of the adjourned meeting to the Directors who are not present at the time of the adjournment.



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**Section 6.9: No Action without a Meeting**

Except for action taken by the Board using electronic transmissions in an emergency, the Board shall not take action on any Item of Business outside of a Board meeting.

**Section 6.10: Compensation**

Directors, officers, and members of committees shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board of Directors to be just and reasonable. Expenses for which reimbursement is sought shall be supported by a proper receipt or invoice.

**Section 6.11: Protocol at Board Meetings**

At each meeting of the Board, the president or, if he is absent, the vice president or, in default, any Director chosen by a majority of the Directors present, shall act as chairman and preside over the meeting. The secretary or, if he is absent, the person who the chairman shall appoint, shall act as secretary of such meeting and keep the minutes thereof. The chairman shall be entitled to impose such reasonable procedures as the chairman may in his discretion determine are necessary or desirable to promote and/or ensure the proper and fair conduct of the Board meeting. No Director who is an opposing party in litigation with the Association may participate in any portion of a Board meeting when such litigation is being discussed or when any vote is being taken by the Board with regard thereto.

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POWERS AND DUTIES OF THE BOARD

**ARTICLE 7: POWERS AND DUTIES OF THE BOARD**

**Section 7.1: Specific Powers**

Without prejudice to the general powers of the Board of Directors, the Board shall have the power to:

- (a) Exercise all powers vested in the Board under the Governing Documents and under the laws of the State of California.
- (b) Appoint and remove all officers of the Association, committee members, and Association agents and/or employees; prescribe and/or delegate any powers and duties and fix the compensation for such persons that are consistent with law, the Articles, and these Bylaws; provided that only one person per Separate Interest may be appointed to serve on any particular committee at any one time.
- (c) Appoint such agents and employ or retain such employees, vendors, or independent contractors, including attorneys and accountants, as it sees fit to assist in the operation of the Association, and to fix their duties and to establish their compensation.
- (d) Subject to the Declaration, establish and/or dissolve such committees as it deems necessary or desirable from time to time in connection with the affairs of the Association.
- (e) Fill vacancies on the Board of Directors or in any committee, except for a vacancy on the Board created by the removal of a Board member by action of the Members.
- (f) Borrow money and incur loan indebtedness on behalf of the Association, including causing to be executed, in the Association's name, promissory notes or other evidences of debt and mortgaging, pledging, or securing the same with any Association asset or security, provided that any such action or actions shall be approved by a majority of the Voting Power of the Association.
- (g) Enter any Separate Interest as necessary, subject to the notice requirements set forth in the Declaration, in connection with construction, maintenance, or emergency repairs for the benefit of the Project.
- (h) Provide personnel to monitor activities within the Project or other similar services, with the types, extent, nature, and hours of services to be determined from time to time by the Board, if the Board considers it appropriate and in the best interests of the Owners to provide such service. Any services provided or contracted by the Association under this paragraph are not intended to replace or to supplement in any manner governmental law enforcement, fire, health, or safety services, and no references herein to such services shall be construed as a representation that the Project or its Association offers enhanced or other services for any purposes relating to, supplemental to, or similar to governmental services for the benefit of Owners and residents.
- (i) Permit utility suppliers or others to use portions of the Common Area reasonably necessary or desirable to the ongoing operation of the Project.

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POWERS AND DUTIES OF THE BOARD

**Section 7.2: Specific Duties**

Without prejudice to the general duties of the Board of Directors, the Board shall have the duty to:

- (a) Adopt and establish Rules and Regulations as the Board deems to be in the interests of the Association (provided always that these shall be subject to the provisions of the Declaration) governing the use of the Project and the personal conduct of the Members and their guests or Invitees thereon. Rules and Regulations adopted by the Board may contain reasonable variations and distinctions as between Owners and tenants, or as among Owners, tenants, and other persons within the Project.
- (b) Enforce all applicable provisions of the Governing Documents relating to the control, management, and use of the Project, and take such steps as the Board deems necessary and/or appropriate for the enforcement thereof, including the promulgation and imposition of monetary penalties and/or the suspension of rights as provided in the Governing Documents, all as the Board determines to be in the interests of the Association.
- (c) Contract for and pay premiums for fire, casualty, liability, and other insurance and bonds (including indemnity bonds) that may be required from time to time by the Association.
- (d) Contract for and pay for maintenance, landscaping, utilities, materials, supplies, labor, and services that may be required from time to time in relation to the Project and which fall within the Association's responsibility under the Declaration, provided that any contract for the supply of goods or services to the Association or to the Project shall not exceed a term of one (1) year (unless such contract may be terminated by the Association without penalty or liability on not more than thirty (30) days' notice after one (1) year) without the approval of a majority of the Members of the Association. Notwithstanding the above, membership approval shall not be required for any contract (i) with a public utility company for materials or services the rates for which are regulated by the Public Utilities Commission so long as the contract does not exceed the shortest term for which the public utility will contract at the regulated rate, and (ii) for prepaid casualty and/or liability insurance for up to three (3) years duration, provided that the policy permits short rate cancellation by the Association.
- (e) Pay all taxes, Special Assessments, and other Assessments and charges that are or would become a lien on any portion of the Common Area.
- (f) Contract for and pay for construction or reconstruction of any portion or portions of the Project that have been damaged or destroyed and that are required to be rebuilt at Association expense.
- (g) Levy and collect Assessments from the Members of the Association in accordance with the Governing Documents, subject to the Board being entitled to exercise its reasonable discretion concerning such action where necessary and/or appropriate.
- (h) Perform all acts required of the Board under the Declaration.
- (i) Prepare budgets and maintain a full set of books and records showing the financial condition of the affairs of the Association in a manner consistent with generally accepted accounting principles and California law.
- (j) Open and operate bank accounts and designate the signatories to such bank accounts.

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POWERS AND DUTIES OF THE BOARD

- (k) Bring and defend actions on behalf of the Members in common or the Association to protect the interests of the Members in common or the Association, as such, as the Board shall deem to be in the interests of the Association, so long as the action is pertinent to the operation of the Association.
- (l) Employ or retain the services of a manager to manage the affairs of the Association. The Board shall not terminate professional management of the Project and assume self-management without the prior approval of a majority of the Voting Power of the Association.
- (m) To the extent not inconsistent with the laws of the State of California, and on such conditions as are otherwise deemed advisable by the Board, delegate to the manager any of its day-to-day management and maintenance duties and powers under these Bylaws and the Declaration, provided that the manager shall at all times remain subject to the general control of the Board.

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OFFICERS

## **ARTICLE 8: OFFICERS**

### **Section 8.1: Officers**

The officers of the Association shall be a president, a vice president, a secretary, and a treasurer. The Association may also have, at the discretion of the Board, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 8.3. Any person may hold two or more offices, except that neither the secretary nor the treasurer may serve concurrently as president. Any officer, other than the president and vice president, need not be a Director of the Association.

### **Section 8.2: Appointment of Officers**

The officers of the Association, except such officers as may be appointed in accordance with the provisions of Sections 8.3 and 8.6, shall be chosen annually by majority vote of the Board at its first regular Board meeting following the annual Election of Directors, and each shall hold his office until he shall resign, or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

### **Section 8.3: Subordinate Officers**

The Board may appoint, and may empower the president to 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 are provided in the Bylaws and as the Board may from time to time determine.

### **Section 8.4: Removal of Officers**

Any officer may be removed, either with or without cause, by the Board at any Board meeting.

### **Section 8.5: Resignation of Officers**

Any officer may resign at any time by giving written notice to the Board or to the president or to the secretary. Any such resignation shall take effect at the date of the 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. Any resignation is without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.

### **Section 8.6: Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

### **Section 8.7: President**

The president shall be the chief executive officer of the Association and shall, subject to the control of the Board, have general supervision, direction, and control of the affairs and officers of the Association. He shall preside at all meetings of the Board, and shall have the general power and duties of management usually vested in the office of president of a corporation, together with such other powers and duties as may be prescribed by the Board or the Bylaws.

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OFFICERS

**Section 8.8: Vice President**

In the absence or disability of the president, the vice president shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. He 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 8.9: Secretary**

The secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of Directors, with the time and place of holding same, whether regular or special and, if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, and the proceedings thereof. The secretary shall keep, or cause to be kept, appropriate current records showing the Members of the Association, together with their addresses. He shall give, or cause to be given, notice of all meetings of the Board and Elections required by the Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

**Section 8.10: Treasurer**

The treasurer or chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the Project and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books and records shall at all reasonable times be open to inspection by any Director or Member as provided by statute. The treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board. He shall disburse the funds of the Association as may be ordered by the Board, shall render to the president and Directors, whenever they request it, an account of all of his transactions as treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

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INSPECTION OF BOOKS AND RECORDS

## **ARTICLE 9: INSPECTION OF BOOKS AND RECORDS**

### **Section 9.1: Member Inspection Rights**

(a) **Scope of Members' Inspection Rights**

Subject as provided herein, Members shall be entitled to inspect Association records as specified in Civil Code Section 5200 *et seq.* in accordance with such Code provisions. The accounting books and records and the minutes of proceedings of an Association, and any information contained in those records, may not be used or sold for a commercial purpose or used for any other purpose that is not reasonably related to a Member's interests as a Member.

(b) **Association's Right to Withhold Information**

The Association has the right to withhold or redact information from Association records because the information is likely to compromise the privacy of an individual Member, the information is privileged under law, or for any of the other reasons specified in Civil Code Section 5215.

(c) **Designation of Agent for Purposes of Inspection**

A Member may inspect and copy those records that are open to Member inspection either in person or by his duly appointed representative, as designated in writing to the Association.

(d) **Where Inspection Rights May Be Exercised**

The Association shall make the Association records available for inspection and copying in the Association's business office within the Project within the time periods prescribed by Civil Code Section 5210. If there is no such business office, the Association records shall be made available at a mutually agreeable location as established by the Association and the Member who requests the inspection. In the alternative, the Association has the right to satisfy its obligation to make the Association records available in such manner and on such terms as shall comply with Civil Code Section 5205.

### **Section 9.2: Director Inspection Rights**

Every Director shall have an absolute right at any reasonable time to inspect all books, records, documents, and minutes of the Association and the physical properties owned by the Association, except as such rights may be limited by law. The right of inspection by a Director includes the right to make extracts and copies of documents. All Directors shall consider their fiduciary duty to act in good faith and in a manner they believe to be in the best interests of the Association in deciding how to use or disseminate information obtained through exercise of their inspection rights, which duty includes an obligation to keep certain information confidential either at all times or unless and until the majority of the Board approves the disclosure of such information. No Director who is an opposing party in litigation with the Association shall be entitled to review or receive any original or copy attorney-client or otherwise privileged document pertaining to such litigation unless the Board has waived in writing the Association's privilege with regard thereto.

### **Section 9.3: Adoption of Reasonable Inspection Rules**

The Board may establish reasonable rules with respect to (i) notice of inspection, (ii) hours and days of the week when inspection may be made, and (iii) payment of the cost of reproducing copies of documents requested by the Member.

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MISCELLANEOUS

**ARTICLE 10: MISCELLANEOUS**

**Section 10.1: Location of Principal Office**

The principal office of the Association will be located at such place within San Diego County, California as the Board may from time to time designate by resolution.

**Section 10.2: Robert's Rules of Order**

In the event of a question or dispute concerning the procedural aspects of any membership meetings that cannot be resolved by reference to these Bylaws or applicable law, the matter shall be resolved by reference to Robert's Rules of Order. Membership meetings shall generally be conducted in accordance with Robert's Rules of Order or such other parliamentary rules as the Board may from time to time adopt.

**Section 10.3: Amendment or Repeal of Bylaws**

Except as otherwise expressly provided herein, these Bylaws may only be amended or repealed, or new Bylaws adopted, by the affirmative vote or assent of a majority of the Voting Power of the Association. Any such alteration as aforesaid to these Bylaws shall become effective immediately on approval by the Members. The secretary of the Association shall certify adoption of any duly approved amendment to or restatement of the Bylaws and a copy of said certificate and the amendment or restatement shall be included in the Association's corporate records.

**Section 10.4: Construction and Definitions**

Unless the context requires otherwise or a term is specifically defined herein or in the Declaration, the general provisions, rules of construction, and definitions in the California Nonprofit Mutual Benefit Corporation Law and California Civil Code shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, and singular number includes the plural and the plural number includes the singular. All captions and titles used in these Bylaws are intended solely for the reader's convenience of reference and shall not affect the interpretation or application of any of the terms or provisions contained herein.




The Grande South at Santa Fe Place Homeowners Association  
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CERTIFICATION

**CERTIFICATION**

The undersigned, being the duly appointed secretary of the corporation known as The Grande South at Santa Fe Place Homeowners Association, hereby certifies that the above and foregoing Restated Bylaws were duly adopted by Written Ballot of the Members of the Association on this 20<sup>th</sup> day of May, 2016, and that they now constitute the Bylaws of the Association.

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THE GRANDE SOUTH AT SANTA FE PLACE HOMEOWNERS ASSOCIATION  
A California nonprofit mutual benefit corporation

By   
SECRETARY