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AMENDED BYLAWS OF
STRAWBERRY SQUARE HOMEOWNER'S ASSOCIATION**

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AMENDED BYLAWS OF STRAWBERRY SQUARE HOMEOWNER'S ASSOCIATION

ARTICLE 1 NAME AND LOCATION

The name of the corporation is STRAWBERRY SQUARE HOMEOWNER'S ASSOCIATION, which is hereinafter referred to as the "Association." The principal office of the Association shall be located in Santa Clara County, California or at such other place reasonably convenient to the Development as the Board of Directors may from time to time establish.

ARTICLE 2 DEFINITIONS

Any capitalized terms that are not defined below shall have the meaning set forth in Article 1 of the Declaration ("Definitions").

- 2.1 Additional Charges. "Additional Charges" shall mean all costs, fees, charges, and expenditures including, but not limited to, interest, late charges, attorneys' fees, recording and filing fees, and all other costs actually incurred by the Association in collecting and/or enforcing payment of Assessments.
- 2.2 Articles. "Articles" shall mean the Amended Articles of Incorporation of Strawberry Square Homeowner's Association, as they may be amended from time to time, and as filed with the Office of the Secretary of State of California.
- 2.3 Assessments. "Assessments," "Annual Assessments," "Special Assessments," "Reimbursement Assessments," and "Enforcement Assessments" shall have the meanings defined for those terms in the Declaration.
- 2.4 Association. "Association" shall mean Strawberry Square Homeowner's Association, a California nonprofit mutual benefit corporation, its successors and assigns.
- 2.5 Board of Directors. "Board of Directors" or "Board" shall mean the governing body of the Association.

- 2.6 Bylaws. "Bylaws" shall mean the Amended Bylaws of the Association as they shall be duly adopted by the Board of Directors and the Members and any duly-adopted amendments thereof.
- 2.7 Civil Code. "*Civil Code*" shall mean the California *Civil Code* as amended from time to time.
- 2.8 Committee of the Board. "Committee of the Board" shall mean a committee consisting only of directors as described in *Corporations Code* section 7212.
- 2.9 Common Area. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners and Residents of the Development, comprising Lots 121 and 122 of Tract 4998, Lot 241 of Tract 5046, and Lot 354 of Tract 5231 as shown on the Subdivision Maps, together with all improvements thereon including but not limited to the private streets.
- 2.10 Contract Purchaser/Contract Seller. "Contract Purchaser" and "Contract Seller" shall mean the purchaser and the seller, respectively, under an installment land contract in which title to the property is transferred after the final installment payment is made.
- 2.11 Corporations Code. "*Corporations Code*" shall mean the California *Corporations Code* as amended from time to time.
- 2.12 Declaration. "Declaration" shall mean the Amended and Restated Declaration of Covenants, Conditions and Restrictions of Strawberry Square, recorded in the Office of the County Recorder of Santa Clara County, California, and any duly recorded amendments thereof.
- 2.13 Development. "Development" shall mean all the real property described in the Declaration as comprising the Strawberry Square planned development and any additional real property as may hereafter be brought within the jurisdiction of the Association.
- 2.14 Governing Documents. "Governing Documents" shall mean the Articles, Declaration (CC&Rs), Bylaws, and Rules.
- 2.15 Lot. "Lot" shall mean any of Lots 1 through 120 of Tract 4998, Lots 123 through 240 of Tract 5046, and Lots 242 through 353 of Tract 5231, as shown on the Subdivision Maps. There are 350 Lots in the Development.
- 2.16 Member. "Member" shall mean an Owner.

Owner of a Lot, each Owner shall automatically be a Member of the Association and shall remain a Member until such time as his or her Lot ownership ceases for any reason. Membership in the Association shall not be transferred, encumbered, pledged, alienated, or hypothecated in any way that pledges such membership as security for a debt without surrendering ownership, except upon the transfer or encumbrance of the Lot to which it is appurtenant (that is, attached to and inherited with) and then only to the transferee or mortgagee, as the case may be, of such Lot. Any attempt to make a prohibited transfer is void. Upon any transfer of title to a Lot, including a transfer upon the death of an Owner, Membership in the Association shall pass automatically to the transferee.

- 3.2 Notice of Transfer of Title. Upon transfer of title to a Lot, the transferee shall be responsible for notifying the Association of such transfer.
- 3.3 Voting Rights. Only Members in Good Standing shall be entitled to vote on any issue or matter presented to the Members for approval or Membership vote. Members in Good Standing shall be entitled to cast one vote for each Lot owned. In the event more than one person owns a given Lot, the vote for such Lot shall be exercised as the Owners among themselves shall determine, but in no event shall more than one vote be cast with respect to any Lot. If the joint Owners are unable to agree among themselves as to how their vote or votes are to be cast, they shall lose their right to vote on the matter in question. If any Owner casts a vote representing a certain Lot, it will thereafter be conclusively presumed for all purposes that such Owner was acting with the authority and consent of the other Owners of that Lot.
- 3.4 Delegation of Rights of Use. A Member may delegate rights of use and enjoyment in the Development as provided in Section 4.2 of the Declaration ("Delegation of Use").
- 3.5 Record Date for Voting. Consistent with *Corporations Code* section 7611(b), the Board may fix a date not more than sixty (60) days before the date of any mailing or delivery of ballots as the record date for determining Members entitled to vote and only Members in Good Standing as shown in the records of the Association as of the record date for voting shall be entitled to vote in such vote or election. If no record date for voting is set by the Board, Members in Good Standing on the day of the mailing or delivery of ballots shall be entitled to vote in such vote or election.

ARTICLE 4 VOTING BY MEMBERS

- 4.1 Voting by Members. All membership votes, including any vote pursuant to a written request of Members as described in *Corporations Code* section

7510(e), shall be by "secret ballot" pursuant to *Civil Code* section 1363.03; provided, however, that in the case of a membership vote on any matter not specified in *Civil Code* section 1363.03(b), the deadline for returning a secret ballot may be a reasonable time that may be less than thirty (30) days. Voting by the method described in *Corporations Code* section 7513 shall not be permitted.

- 4.2 Proxies Are Prohibited. Use of proxies in connection with membership votes or membership meetings is expressly prohibited.
- 4.3 Voting and Election Rules. The Board shall adopt Rules governing membership voting and elections of Directors in conformity with *Civil Code* section 1363.03.
- 4.4 Quorum. The number of ballots that must be cast in order to establish a quorum for any vote or election by the Members shall be thirty-five percent (35%) of the Total Voting Power, except as otherwise provided in the Governing Documents or by law. There shall be no quorum requirement for Member attendance at any meeting of the Members held for the purpose of tabulating ballots pursuant to *Civil Code* section 1363.03 and no business other than the tabulation of ballots by the inspector(s) of election shall be conducted at any such meeting.
- 4.5 Special Quorum Requirement for Assessment Votes. To the extent required by *Civil Code* section 1366, notwithstanding any other provision in the Governing Documents, for purposes of voting on a Special Assessment or an increase in the Annual Assessment that by law must be approved by the Members, a quorum shall mean more than fifty percent (50%) of the Members, or such other quorum requirement as may be specified by law.
- 4.6 Results of Membership Votes. To the extent required by *Civil Code* section 1363.03(g), the Board shall within 15 days of an election publicize the tabulated results to all the Members. To the extent required by *Corporations Code* section 8325, for a period of sixty (60) days following the conclusion of any Membership vote (or, if applicable, an annual, regular, or special meeting of Members), a Member shall, upon written request, be informed forthwith of the result of any particular vote of the Members, including the number of memberships voting for, the number of memberships voting against, and the number of memberships abstaining or withheld from voting. If the matter voted on was the election of directors, the Association shall report the number of votes cast for each nominee for director.
- 4.7 Meetings of Members. To the extent any vote or election by the Members is required by law to be conducted at a meeting of the Members, the

provisions of the *Corporations Code* that would otherwise apply shall apply; any such meeting of Members shall be conducted in accordance with a recognized system of parliamentary procedure or such parliamentary procedures as the Association may adopt; and to the extent required pursuant to *Civil Code* section 1363.05(i), a reasonable time limit for all Members to speak at a meeting of the Members shall be established by the Board.

- 4.8 Place of Member Meetings. Meetings of the Members shall be held at a location within the Development, or the Board may designate by resolution a convenient place located as close as reasonably practicable to the Development.

ARTICLE 5 BOARD OF DIRECTORS, NOMINATION, SELECTION, TERM OF OFFICE, REMOVAL

- 5.1 Number of Directors. The affairs of this Association shall be managed by or under the direction of, and the corporate powers shall be exercised by, a Board of Directors. The authorized number of Directors shall be nine (9).
- 5.2 Annual Election of Directors. Directors shall be elected annually in the month of April.
- 5.3 Qualification of Directors. Only persons who satisfy all of the following qualifications shall be eligible to be elected to or serve on the Board: (i) is a Member in Good Standing, (ii) has not been found by a court of competent jurisdiction to be of unsound mind, and (iii) has not been convicted of a felony. Co-Owners of one or more Lots may not serve on the Board at the same time.
- 5.4 Nomination Procedures. Nominations of candidates for election to the Board of Directors may be made either by a Nominating Committee or by self-nomination, as follows:
- 5.4.1 By Nominating Committee. The Board may appoint a Nominating Committee to nominate candidates for election to the Board prior to any election of Directors. If appointed, the Nominating Committee shall nominate as many candidates for election to the Board as it shall in its discretion determine, but shall endeavor to nominate not less than the number of positions on the Board that are to be filled in the election. All nominations shall be made from among Members who satisfy the qualifications set forth in Section 5.3 ("Qualification of Directors").

- 5.4.2 By Self Nomination. Any Member who satisfies the qualifications set forth in Section 5.3 ("Qualification of Directors") may place his or her name in nomination for election to the Board by giving written notice to the President or Secretary of the Association. Notice of self nomination must be received prior to the deadline for nominations.
- 5.5 Deadline for Nominations. The deadline for nominations shall be set by the Board and shall be not less than thirty-five (35) and not more than forty-five (45) days prior to the date of the mailing or delivery of ballots for the annual election of Directors.
- 5.6 Publication of Deadline for Nominations. The date and time of the deadline for nominations shall be published at least thirty (30) days in advance of the deadline in an Association newsletter, or if there is no such newsletter, notice shall be given in one or more of the following manners: (i) by posting a notice in one or more prominent places within the Development, (ii) by mailing or delivering a notice to each Lot, or (iii) by other means reasonably designed to provide actual notice to the Members. In its discretion, the Board may extend the deadline for nominations if, as of the original deadline, the number of known qualified candidates is less than the number of positions on the board to be filled.
- 5.7 Candidate Forum. The Board may, but shall not be obligated to, conduct a candidate forum in connection with any election of directors. If conducted, the candidate forum shall be held after the close of nominations and before the mailing of the ballots for the election.
- 5.8 Election by Acclamation. If, as of the published deadline for nominations, the number of people nominated is not more than the number of Directors to be elected, then the persons nominated and qualified to be elected shall be declared elected and written notice of the election shall be given to the Members.
- 5.9 Notice of Known Candidate Names. The names of all persons known by the Board to be qualified candidates for election to the Board as of the published deadline for nominations shall be set forth on the ballot for election of Directors.
- 5.10 Voting for Directors. In all elections of Directors, all Members entitled to vote may cast, in respect to each position on the Board to be filled, one vote for each Lot owned. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

- 5.11 Tied Votes. In the case of a tied vote, the candidates shall draw lots to determine the winner or winners.
- 5.12 Election and Term of Office. In each annual election of Directors, the Members shall elect three (3) Directors, respectively, for terms of three years each. Each Director shall serve until the expiration of his or her term and thereafter until a successor is elected, or until the earlier disqualification, death, resignation, or removal of such Director.
- 5.13 Removal of Directors by the Members. Consistent with *Corporations Code* section 7222, any Director may be removed from the Board, with or without cause, by the vote of a Simple Majority of the Members. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.
- 5.14 Vacancies, Disqualification of Directors. A vacancy shall exist on the Board in the event of the death, resignation, or removal (by the Members) of any Director, or if the authorized number of Directors is increased, or if the Members fail to elect the full authorized number of Directors. As provided in *Corporations Code* section 7221(b), the Board of Directors, by a majority vote of the Directors who meet all of the qualifications for Directors as set forth in Section 5.3 ("Qualification of Directors"), may declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office. In addition, the Board, by vote of a majority of a quorum, may declare vacant the office of any Director who: (i) fails within sixty (60) days after receiving notice of election to accept office, either in writing or by attending a meeting of the Board as a Director, or (ii) is absent from three (3) consecutive meetings of the Board.
- 5.15 Filling Vacancies. Any vacancy occurring on the Board of Directors, except a vacancy created by the removal of a Director by the Members, may be filled (i) by approval of the Board of Directors; or (ii) by unanimous written consent of the Directors then in office, or by a sole remaining Director. The Members may elect a Director at any time to fill any vacancy not filled by the Directors. If the Board accepts the resignation of a Director tendered to take effect at a future time, the Board, including the resigning Director, may choose or, if the Board fails to act, the Members may elect, a successor to take office when the resignation becomes effective. A Director chosen in accordance with this Section 5.15 to fill a vacancy shall serve the remainder of the term of office of the Director whom he or she replaces.
- 5.16 No Compensation of Directors. No Director shall receive compensation for any service he or she may render to the Association as a Director. However, upon approval by the Board, any Director may be reimbursed

for his or her expenses actually incurred in the performance of his or her duties.

- 5.17 Directors' Standard of Care. As provided in *Corporations Code* section 7231, a director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
- 5.18 Limitation of Liability of Officers and Directors. No director, officer, committee member, employee, or other agent of the Association shall be liable to any Owner or any other party, including the Association, for any damage, loss, or prejudice suffered or claimed on account of any act, omission, error, or negligence of any such person if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Association.

ARTICLE 6 MEETINGS OF DIRECTORS

- 6.1 Organizational Meeting. As soon as possible, but in any event within thirty (30) days, after each annual election of Directors, the Board of Directors shall hold a meeting for the purpose of organization, appointment of officers, and transaction of other business, as appropriate.
- 6.2 Regular Meetings of the Board. Regular meetings of the Board shall be held monthly upon proper notice which conforms to the provisions of Section 6.4 ("Notice to Directors") and Section 6.5 ("Notice to Members"), at the place, day, and time set forth in such notice. In the event the Board should determine that the business to be transacted by the Board does not reasonably justify monthly meetings, then regular meetings of the Board shall be held at such intervals as the Board may determine, but not less frequently than quarterly.
- 6.3 Special Meetings of the Board. Special meetings of the Board shall be held when called by the President of the Association or by any two (2) Directors.
- 6.4 Notice to Directors. Regular meetings of the Board may be held, without further notice to the Board, at a place within or reasonably convenient to the Development and on a day and time fixed by resolution by the Board. If not fixed by resolution of the Board, notice of each meeting of the Board shall be communicated to the Directors not less than four (4) days prior to a regular meeting, and not less than seventy-two (72) hours prior to a

special meeting; provided that shorter notice may be given in the case of a bona fide emergency; and provided further that notice of a meeting need not be given to any Director who signed a waiver of notice or a written consent to holding the meeting, whether before or after the meeting.

- 6.5 Notice to Members. To the extent required pursuant to *Civil Code* section 1363.05(f), except for bona fide emergency meetings and executive sessions, as defined by law, at least four (4) days prior written notice of the day, time, and place of each meeting of the Board of Directors, whether regular or special, shall be given to all Members. The notice shall contain the agenda for the meeting, subject to the provisions of *Civil Code* section 1363.05(i). Notice to the Members may be given in any of the following ways: (i) by posting it in a prominent place or places within the Common Area, and by mail to any Member who has requested notification of Board meetings by mail, (ii) by mailing or delivery to each Lot, (iii) by newsletter, or (iv) by other means of communication reasonably designed to provide actual prior notice of such meeting.
- 6.6 Open Meeting. To the extent required pursuant to *Civil Code* section 1363.05(b), regular and special meetings of the Board of Directors shall be open to all Members of the Association, except when the Board meets in executive session. A reasonable time limit for all Members to speak to the Board shall be established by the Board; however, the right to speak to the Board shall not entitle any Member to participate in the Board's deliberations on any matters unless requested to do so by the Board.
- 6.7 Executive Session. To the fullest extent permitted by law, including *Civil Code* section 1363.05(b), the Board may meet in executive session to confer with legal counsel or to discuss and/or vote upon personnel matters, Member discipline, litigation in which the Association is or may become involved, matters that relate to the formation of contracts between the Association and others, and for the purpose of meeting with a Member, upon such Member's request, regarding the Member's payment of Assessments. In any matter relating to the discipline of a Member, the Board shall meet in executive session if requested to do so by that Member, and that Member and any other person(s) whose participation is, in the judgment of the Board, necessary or appropriate, shall be entitled to attend the executive session; except that to the extent required by *Civil Code* section 1367.1 (c)(2) a decision by the Board to record a lien for delinquent Assessments shall be made at an open meeting of the Board, and to the extent required by *Civil Code* section 1367.4(c)(2) a vote of the Board to initiate foreclosure of a lien for delinquent Assessment shall be taken in executive session but shall be recorded in the minutes of the next following open meeting of the Board.

- 7.1 Supervision. The Board shall supervise all officers, agents, and employees of the Association, if any, and see that their duties are properly performed.
- 7.2 Records and Minutes. The Board shall cause to be kept a complete record of all its acts and the corporate affairs, including an accurate and current record of the Members setting forth their names and addresses, adequate and correct books and records of account, and minutes of the proceedings of the Members, the Board, and committees of the Board.
- 7.3 Maintain Insurance. The Board shall procure and maintain adequate casualty, liability and other insurance on property owned by the Association, and other appropriate insurance, as the Board shall determine consistent with the provisions of Article 11 of the Declaration ("Insurance").
- 7.4 Enforcement of Governing Documents. The Board shall enforce the Governing Documents on its own initiative or upon receipt of written complaint from an Owner or a Resident, in accordance with the procedures set forth in Article 13 of the Declaration ("Enforcement; Notice; Hearings").
- 7.5 Annual Pro Forma Operating Budget. The Board shall prepare and distribute to the Members annually, not less than thirty (30) days nor more than ninety (90) days prior to the beginning of the Association's fiscal year or such other time as may be provided by statute, a "pro forma operating budget" which shall conform to the requirements of *Civil Code* section 1365 and 1365.2.5 or successor statute.
- 7.6 Annual Notification Regarding Insurance Coverage. In accordance with *Civil Code* section 1365(e), not less than 30 days and not more than 90 days prior to the beginning of the Association's fiscal year or such other time as may be provided by statute, the Board shall prepare and distribute to all Members a summary of the Association's property, general liability, earthquake, flood and fidelity insurance policies, if any.
- 7.7 Notice of Certain Changes in Insurance. In accordance with *Civil Code* section 1365(f)(2), as soon as reasonably practicable, the Association shall notify the Members by first-class mail if any of the policies described in Section 7.6 ("Annual Notification Regarding Insurance Coverage") have lapsed or been canceled, and are not immediately renewed, restored, or replaced, or if there is a significant change, such as a reduction in coverage or limits or an increase in the deductible for any of those policies. If the Association receives any notice of non-renewal of a policy described in Section 7.6, the Association shall immediately notify the

Members by first class mail if replacement coverage will not be in effect by the date the existing coverage will lapse.

7.8 Other Annual Notifications to Members. Annually, not less than 30 days and not more than 90 days prior to the beginning of the Association's fiscal year (or such other time as may be provided by statute as in Section 7.8.6 and Section 7.8.7, below), the Board shall distribute to the Members all of the following:

7.8.1 Notice Regarding Delinquent Assessment Policy. A statement describing the Association's policies and practices in enforcing lien rights and other legal remedies for default in payment of Assessments as required by *Civil Code* section 1365(e); and statutory notice of Members' rights and responsibilities concerning assessment collection as required by *Civil Code* section 1365.1;

7.8.2 Secondary Address for Certain Notices. A notice of an Owner's right to submit to the Association a secondary address for notices to the Owner required pursuant to *Civil Code* section 1367.1 (concerning enforcement of delinquent Assessments);

7.8.3 Notice Regarding Dispute Resolution. A summary of the statutory provisions relating to employing alternative dispute resolution procedures in certain matters related to enforcement of the governing documents which specifically references *Civil Code* sections 1369.590(a) and includes a summary of the Association's internal dispute resolution process as required by *Civil Code* section 1363.850. The summary of the Association's internal dispute resolution procedure may consist of a copy of Section 13.9 of the Declaration ("Investigation of Complaints") through Section 13.16 of the Declaration ("Internal Dispute Resolution"). Alternatively, this summary may be distributed as part of a newsletter or other communication regularly sent to all Members as described in *Corporations Code* section 5016;

7.8.4 Notice of Required Architectural Approval. A notice of the requirement for Association approval of physical changes to property, as required by *Civil Code* section 1378(c) describing the types of changes that require Association approval and including a copy of the procedure for review and approval or disapproval which may consist of a copy of Article 8 of the Declaration ("Architectural Approval") and a copy of the Architectural Rules, if any;

- 7.8.5 Notice Regarding Board Meeting Minutes. A statement explaining the Members' right to obtain copies of minutes of meetings of the Board as required by *Civil Code* section 1363.05(e);
- 7.8.6 Schedule of Monetary Penalties. A copy of the schedule of monetary penalties adopted by the Board, which shall be distributed when adopted and upon any changes thereto adopted by the Board in accordance with *Civil Code* section 1363(g); and
- 7.8.7 Statutory Notice Regarding Liens and Foreclosure. The statement required by *Civil Code* section 1365.1 printed in at least 12-point type, which shall be distributed during the 60-day period immediately preceding the beginning of the Association's fiscal year.
- 7.9 Notice of Assessments; Collection of Assessments. The Board shall send written notice to each Owner in advance of each fiscal year of the Regular Assessment and any Special Assessment levied against his or her Lot for that fiscal year and shall diligently pursue the collection of all Assessments.
- 7.10 Statement of Payment of Assessments. To the extent required by *Civil Code* section 1368(a)(4), the Board shall issue, or cause an appropriate officer to issue, upon written request of an Owner, a true statement in writing setting forth whether or not any Assessment has been paid.
- 7.11 Review of Annual Financial Statement; Annual Report. To the extent required pursuant to *Civil Code* section 1365(c), for any fiscal year in which the gross income to the Association exceeds Seventy-five Thousand Dollars (\$75,000.00), the Board shall obtain a review of the financial statements of the Association prepared in accordance with generally accepted accounting principles by a licensee of the California State Board of Accountancy and shall distribute it to all Members of the Association within one hundred twenty (120) days after the close of such fiscal year. The financial statement shall be contained in the annual report of the Association in compliance with Corporations Code section 8321 and Corporations Code section 8322.
- 7.12 Quarterly Review of Accounts. The Board shall review the Association's operating and reserve accounts at least in accordance with the minimum requirements set forth in *Civil Code* section 1365.5(a)
- 7.13 Biennial Notice to Secretary of State. The Board shall file with the Secretary of State the biennial statement of names of officers and of agent

for service of process required pursuant to *Corporations Code* section 8210 and the statement required by *Civil Code* section 1363.6.

- 7.14 Three-Year Reserve Study and Annual Review. In accordance with *Civil Code* section 1365.5(e), at least once every three (3) years, the Board shall cause a study of the reserve account requirements of the Development to be conducted, which study shall include the minimum requirements specified in *Civil Code* section 1365.5(e) or successor statute. The Board shall review the reserve 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.
- 7.15 Prudent Management of Reserve Funds. The Board shall exercise prudent fiscal management in maintaining the integrity of the reserve account and, to the extent restricted by *Civil Code* section 1365.5(c), shall not expend funds designated as reserve funds for any purpose other than the maintenance, restoration, repair, or replacement of, or litigation involving the maintenance, restoration, repair, or replacement of, major components for which the Association is responsible and for which the reserve fund was established; provided, however, that the Board may authorize a temporary transfer of money from a reserve fund to the Association's general operating fund for the purposes and subject to the procedural requirements specified in *Civil Code* sections 1365.5(c)(2) and 1365.5(d).

ARTICLE 8 POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have such powers as may be provided by law or expressly set forth in the Governing Documents. Without limiting the generality of the foregoing, the Board shall have the powers specified in this Article 8, subject to any limitations or conditions as may be set forth in the Articles, the Bylaws, or the Declaration.

- 8.1 Make Contracts. The Board shall have the power to authorize any officer or officers to enter into any contract in the name of, or on behalf of, the Association. No contract with any person or entity to supply or furnish the Association with goods or services shall be for a term in excess of three years except upon the prior affirmative vote of a Simple Majority of the Members.
- 8.2 Consult Professional Advisors. The Board shall have the power to consult with, seek the advice of, and reasonably rely on the advice of attorneys, accountants, and other professionals in carrying out the Board's authority and responsibility under the Governing Documents and the law, and to pay for such professional services.

- 8.3 Hire a Manager and Others. The Board shall have the power to engage the services of a manager or management company as either an employee or an independent contractor, and engage such other employees or independent contractors as the Board may deem necessary, and to prescribe their duties.
- 8.4 Adopt and Enforce Rules. Subject to applicable law, including *Civil Code* section 1357.100 *et seq.*, (regarding procedures for adopting or changing certain rules), the Board shall have the power to adopt, publish, amend, repeal, and enforce Rules.
- 8.5 Collect Assessments by Foreclosure and/or Legal Action. As addressed in the Declaration, the Board shall have the power to collect Assessments levied by the Association by foreclosing the lien against any property for which Assessments are not paid as required by the Declaration and/or by bringing an action at law against the Owner personally obligated to pay the same.
- 8.6 Impose Sanctions. Upon an explicit finding and for reasons specified by the Board following a hearing conducted in accordance with Article 13 of the Declaration ("Enforcement; Notice; Hearings"), the Board shall have the power to impose sanctions on a Member who is in default in the payment of any Assessment or other charge levied by the Board or is found to be in violation of any provision of the Governing Documents. Sanctions may include loss of good standing, suspension of other rights, and/or monetary penalties (fines), as described in Section 13.8 of the Declaration ("Imposing Sanctions").
- 8.7 Enter Lot for Repairs. The Board or its agent shall have the power to enter a Lot when necessary, pursuant to Section 10.5 of the Declaration ("Authority for Entry of Lot").
- 8.8 Pay Property Taxes. The Board shall have the power to pay all real property taxes and assessments levied upon any property within the Development to the extent not separately assessed to the Owners. Provided that any such taxes are paid or that a bond insuring the payment is posted, such taxes and assessments may be contested or compromised by the Association prior to the sale or other disposition of any property to satisfy the payment of such taxes.
- 8.9 Deal with Association Property; Certain Limitations. The Board shall have the power to acquire and deal with real and personal property of the Association, subject to any applicable limitations set forth in the Governing Documents, including Section 3.5 of the Declaration ("Sale or Mortgage of Association Real Property").

- 8.10 Open Bank Accounts, Borrow. The Board shall have the power to open bank accounts, designate signatories upon such bank accounts (subject to the requirements of Section 10.4 ("Checks, Drafts, and Evidences of Indebtedness") concerning withdrawal of reserve account funds), and borrow money on behalf of the Association, subject to any applicable provisions of including Section 3.5 of the Declaration ("Sale or Mortgage of Association Real Property").
- 8.11 Pledge Assessments as Security. The Board shall have the power to assign or pledge Assessments of the Association as security for a loan, provided that such assignment or pledge is made to a financial institution or lender chartered or licensed under federal or state law to the extent required by *Civil Code* section 1367.1(g) and provided further that approval of the Members shall be required if such assignment or pledge is in conjunction with an increase in the Annual Assessment or the imposition of a Special Assessment that by law requires approval of the Members, and such Member approval shall be the same as the Member approval required for such increase in the Annual Assessment or imposition of a Special Assessment.
- 8.12 Invest Reserve Funds. The Board shall have the power to manage and invest Association reserve funds in prudent investments, provided it does so in a prudent manner designed to achieve the primary objective of preserving principal while realizing a reasonable return and to assure the availability of funds as they are needed based upon the Board's most recent review of the reserve fund study obtained by the Board as required in Section 7.14 ("Three-Year Reserve Study and Annual Review") and applicable law. Reserve funds shall be deposited only in accounts that are fully insured by an agency of the United States government.
- 8.13 Indemnify Agents. To the extent provided in *Corporations Code* section 7237, the Board on behalf of the Association shall have the power to indemnify and hold harmless, to the maximum extent permitted by California law, each person who is or at any time was a director, officer, employee, or agent of the Association, or member of any committee appointed by the Board from and against any and all claims, liabilities, expenses, judgments, fines, settlements, and other amounts, as those terms are defined by California law, actually and reasonably incurred by any such person, and to which any such person shall become subject by reason of his or her being a director, officer, employee, or agent of the Association, or member of any committee appointed by the Board.
- 8.14 Mergers. To the extent permitted by law, the Association shall have the power to participate in mergers and consolidations with other nonprofit organizations organized for the same purposes as this Association,

provided that any such merger or consolidation shall be approved by the affirmative vote of two-thirds (2/3) of the Total Voting Power of the Association.

- 8.15 Appointment of Committees. The Board may appoint such committees as it deems appropriate in carrying out the powers and purposes of the Association except that the Board may not delegate its authority to hold hearings or impose sanctions. Any "Committee of the Board" (that is, a committee consisting only of Directors, as referred to in *Corporations Code* section 7212) shall consist of at least two (2) Directors and shall have such powers and duties as the Board shall determine, subject to the limitations of *Corporations Code* section 7212.
- 8.16 Other Powers and Duties. The Board shall have the power to exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved to the Members by other provisions of the Governing Documents, and undertake any action on behalf of the Association as the Board shall deem necessary or proper in furtherance of the purposes and powers of the Association and/or the interests of the Association and its Members.

ARTICLE 9 OFFICERS AND THEIR DUTIES

- 9.1 Enumeration of Offices. The officers of this Association shall be a President, a Vice-President, a Secretary, and a Chief Financial Officer, who shall at all times be members of the Board of Directors, and such other officers as the Board may, from time to time, by resolution appoint.
- 9.2 Appointment of Officers. The appointment of officers shall take place at the first meeting of the Board following each annual election of Directors.
- 9.3 Term. The officers of this Association shall be appointed annually by the Board, and each shall hold office for one year, unless he or she shall sooner resign, be removed by the Board, or otherwise be disqualified to serve.
- 9.4 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.
- 9.5 Resignation and Removal. Any officer may be removed from office, with or without cause, by 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 on 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.

- 9.6 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces, subject to the Board's right to remove an officer.
- 9.7 Multiple Offices. One person may hold two (2) or more offices except that neither the Secretary or any assistant secretary nor the Chief Financial Officer or any assistant treasurer may serve concurrently as President. This provision is intended to prohibit a single individual from having apparent authority to bind the Association by virtue of holding both offices, pursuant to *Corporations Code* section 7214.
- 9.8 Authority to Bind Association. Unless expressly authorized by resolution of the Board, no officer shall have any power or authority to bind the Association or to render the Association liable for any purpose or on any account.
- 9.9 No Compensation of Officers. No Officer shall receive compensation for any service he or she may render to the Association as an Officer. However, upon approval by the Board, any Officer may be reimbursed for his or her expenses actually incurred in the performance of his or her duties.
- 9.10 President. The President shall be the chief executive officer of the Association and shall, subject to control of the Board of Directors, have general supervision, direction, and control of the affairs and the other officers and the employees and agents of the Association. The President shall preside at all meetings of the Members and at all meetings of the Board, shall have the general powers and duties of management usually vested in the office of the President of an Association, and shall have such other powers and duties as may be prescribed by the Board of Directors and the Bylaws, subject, however, to any limitations contained in the Declaration.
- 9.11 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 of the powers of, and be subject to all of the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as, from time to time, may be prescribed by the Board of Directors. In the absence or disability of both the President and the Vice-President, or if there is not a Vice President in office, the Board shall designate another Director to preside at a meeting of the Board or of the Members.

- 10.2 Member Access to Minutes, Books, and Records. To the extent required by *Civil Code* section 1365.2, and subject to a requesting Member's compliance with all applicable prerequisites and any applicable limitations (including but not limited to *Corporations Code* section 8332 concerning protection of constitutional rights of other Members, *Corporations Code* section 8338 concerning use of memberships lists, and *Civil Code* section 1365.2(d) concerning withholding or redacting certain records), the Association shall make available for inspection and copying by any Member "Association records" and "enhanced Association records" (as defined in the statute) maintained by the Association. This provision does not require the Association to create or maintain any records not otherwise required by law to be maintained. The Board may adopt and publish reasonable rules and regulations establishing procedures relating to a Member's inspection and obtaining copies of Association records, consistent with the provisions of *Civil Code* section 1365.2.
- 10.3 Directors' Inspection Rights. As provided in *Corporations Code* section 8334, every Director shall have the right at any reasonable time to inspect and copy all books, records, and documents and to inspect the physical properties of the Association.
- 10.4 Checks, Drafts, and Evidences of Indebtedness. All checks, drafts, or other orders for payment of money, or notes or other evidences of indebtedness issued in the name of the Association for operational expenditures shall be signed by two officers of the Association and in the manner specified by resolution of the Board of Directors. However, in accordance with *Civil Code* section 1365.5(b), the withdrawal of funds from the Association's reserve account shall require the signatures of at least two (2) persons who shall be members of the Board of Directors or one member of the Board of Directors and one officer who is not a member of the Board of Directors.
- 10.5 Funds and Deposits. Any funds of the Association shall be deposited to the credit of the Association in such banks or other depositories as the Board of Directors shall, from time to time, determine.
- 10.6 Fiscal Year. The fiscal year of the Association shall be as determined by resolution of the Board of Directors.

ARTICLE 11 AMENDMENTS

- 11.1 Amendments Generally. These Bylaws may be amended by approval of the Board and the affirmative vote of a Simple Majority of the Members; *provided, however,* that, upon advice of legal counsel licensed to practice law in the state of California, including the drafting by legal counsel of

appropriate amendatory provisions, the Board shall have the authority without the requirement of Member approval to amend any provision of the Bylaws: (i) to resolve any conflict between the Bylaws and applicable law which may arise due to the enactment or amendment of a statute or due to a development in applicable case law or (ii) to conform the provisions of the Bylaws to changes in applicable statutory law that impose requirements that are non-discretionary.

- 11.2 Record of Amendments. When an amendment or a new Bylaw provision is adopted, it shall be placed in the appropriate place in the minute book of the Association together with a certificate signed by the Secretary stating the date on which it was approved by the Board and whether at a meeting or by unanimous written consent of the Directors, and the date on which it was approved by the Members. A copy of the certified amendment shall be distributed to each Member.

ARTICLE 12 MISCELLANEOUS

- 12.1 Conflict in Governing Documents. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.
- 12.2 Amendments to Referenced Statutes; Time for Performance. References in the Bylaws to particular statutes, including sections of the *Civil Code* or the *Corporations Code*, shall be deemed to include any successor statute and any amendments to existing or successor statutes. Whenever these Bylaws state a time for the performance of any act by the Association which by law (as it may exist from time to time) must be performed at or within a specified time, the time for the performance of such act shall be deemed to be the widest timeframe permitted under then-applicable law.

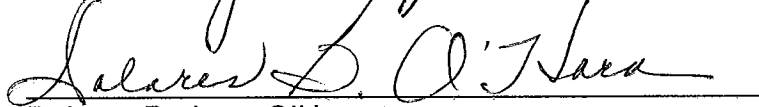
CERTIFICATE OF AMENDMENT OF
BYLAWS OF
STRAWBERRY SQUARE HOMEOWNER'S ASSOCIATION

I, the undersigned, hereby certify that:

I am the Secretary of STRAWBERRY SQUARE HOMEOWNER'S ASSOCIATION.

The foregoing Amended Bylaws of STRAWBERRY SQUARE HOMEOWNER'S ASSOCIATION were duly approved by the requisite vote of the Members of the Association.

Executed this 20th day of January, 2009.



Dolores Barbara O'Hara