

BYLAWS
OF
LAS PALMAS OF SUNNYVALE HOMEOWNERS ASSOCIATION
(A California Nonprofit Mutual Benefit Corporation)

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ARTICLE 1 - Definitions

The definitions contained in **Article 1** of the Las Palmas Declaration of Restrictions (CC&Rs) that was recorded in Santa Clara County, California, in connection with the residential development for which this Association was established are incorporated by reference and shall apply to those same terms as they may appear in these Bylaws unless the context indicates otherwise.

ARTICLE 2 - Name

The name of the Association is Las Palmas of Sunnyvale Homeowners Association.

ARTICLE 3 - Principal Office

The principal office of the Association is located at such place as may be designated by the Board from time to time.

ARTICLE 4 - Membership and Voting Rights

The membership and voting rights provisions contained in **Sections 5.3, 5.4 and 5.5** of the Declaration are incorporated by reference.

ARTICLE 5 - Meetings of Members

5.1 Place of Meetings. All meetings of the Members, annual and special, shall be held at a place within the Development as designated by the Board, provided that if there is not an available and appropriate place within the Development, the Board shall designate a meeting place as close as possible to the Development but in no event outside the County unless unusual conditions exist. In the absence of any designation, the meetings of Members shall be held at the principal office of the Association.

5.2 Annual Meetings. The first annual meeting of Members of the Association shall be held no later than six months after the closing and recording of the sale of the first Condominium or Townhome or 45 days after the closing of the **sale** of the Condominium or Townhome that represents the fifty-first percentile (51%)

interest authorized for sale under the first final subdivision public report issued for the Development by the California Bureau of Real Estate, whichever occurs first. Thereafter, annual meetings shall be set by the Board to occur at such date and time as may be fixed by the Board.

5.3 Special Meetings. Special meetings of the Members may be called for any lawful purpose by the Board, the President, by written request signed by Members representing at least 5% of the total voting power of the Association, or as authorized under **Section 5.15** of the Declaration. A special meeting called by any Person (other than the Board) entitled to call a meeting shall be made by submitting a written request specifying the general nature of the business to be transacted to the president, any vice president, or secretary of the Association. The officer receiving the request shall promptly cause notice to be given to the Members in the manner required by **Section 5.4** of these Bylaws that a meeting will be held at a date, time and place fixed by the Board, which meeting shall be held not less than 35 days nor more than 90 days after receipt of the request. If the notice is not given within 20 days after the receipt of the request, the Person or Persons requesting the meeting may give the notice.

5.4 Notice of Meetings. Notice of all Members' meetings, annual or special, shall be given not less than ten or more than 90 days before the date of the meeting to each Member and to any Mortgagee who has requested in writing to receive such notice. Any Mortgagee, or its designated representative who has provided the Association with a written request for notice of meeting, shall be entitled to attend any such meeting but shall not be entitled to vote at the meeting. The notice shall be given personally or by first-class, registered or certified mail addressed to the Member or Mortgagee at the address of such Member or Mortgagee appearing on the books of the Association or be given by the Member or Mortgagee to the Association for purpose of notice. If no address appears or is given for any Member, notice may be given at the Association's principal office or by publication at least once in a newspaper of general circulation. The notice shall state the place, date and time of the meeting and shall specify those matters the Board intends to present for action by the Members. In the case of a special meeting, the notice shall state the general nature of the business to be transacted and no other business may be transacted. In the case of the annual meeting, the notice shall state those matters that the Board intends, at the time the notice is given, to present to the Members for action; but any matter may be presented at the meeting for action subject to the special notice requirements described in **Section 5.5** of these Bylaws. Notwithstanding the foregoing, the Members may vote only on those matters for which notice was given in any meeting where the quorum requirement as described in **Section 5.8** of these Bylaws is less than one-third of the voting power of the Association and Members holding less than one-third actually attend.

5.5 Special Notice Requirements. Approval by the Members of any of the following proposals, other than by unanimous approval of those Members entitled to vote, shall not be valid unless the general nature of the proposal was stated in the notice or in any written waiver of the notice:

- (i) removing a director without cause;
- (ii) filling vacancies on the Board;
- (iii) amending the Articles;
- (iv) approving a contract or transaction between the Association and one or more directors, or between the Association and any entity in which a director has a material financial interest;
- (v) electing to wind up and dissolve the Association; or
- (vi) approving a plan of distribution of assets, other than money, not in accordance with the liquidation rights of any class of Members (applicable only if the Association is in the process of winding up and there is more than one class of membership outstanding at the time).

5.6 Waiver of Notice or Consent. The transactions of any meeting of Members, however called or noticed and 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 either in person or by proxy; and (ii) either before or after the meeting each

Member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any meeting of Members, except that if action is taken or proposed to be taken for approval of any of those matters specified in **Section 5.5** of these Bylaws, the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Attendance of a Member at a meeting shall also constitute a waiver of notice of the meeting unless the Member objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in a notice of the meeting but not so included if that objection is expressly made at the meeting.

5.7 Proof of Membership and Record Date. No person shall exercise the rights of membership in the Association until satisfactory proof of membership has been furnished the Association. Such proof may consist of either a duly-executed and acknowledged grant deed or title insurance policy showing that the person has an ownership interest in a Condominium or Townhome in the Development that would entitle the person to membership in the Association as provided in **Section 5.3** of the Declaration. Such deed or policy shall be deemed conclusive proof of the person's membership in the absence of a conflicting claim based on a later deed or policy. For purposes of determining the Members entitled to notice of any meeting, to vote, or to exercise any of the rights in respect of any lawful action, the Board may fix in advance a record date as follows:

(i) the record date for notices shall be not more than 90 nor less than ten days before the date of the meeting;

(ii) the record date for voting shall not be more than 60 days before the date of the meeting or before the date on which the first written ballot is mailed or solicited; and

(iii) the record date for any other actions shall not be more than 60 days before the date of such action. If no record date is fixed by the Board, the record date shall be determined in accordance with the Corporations Code section 7611. A person holding a membership as of the close of business on the record date shall be a Member of record.

5.8 Quorum. The presence at any meeting in person or by proxy of Members entitled to cast at least 40 % of the total votes of all the Members shall constitute a quorum, provided that: (i) there shall be no quorum requirement for the election of directors; and (ii) the quorum requirements for any meeting called by a Non-Declarant Director as described in **Section 5.14** of the Declaration for the purpose of approving the initiation of a claim under Civil Code sections 896 or 897 shall be the presence in person or by proxy of Class Members entitled to cast at least 50% of the total votes of all the Class A Members. If the Class B membership has been converted to Class A membership as described in **Section 5.4** of the Declaration, the quorum requirements shall be based on the total votes of all Class A Members other than Declarant and Declarant votes shall not be counted for approval or disapproval. Any Members meetings, whether or not a quorum is present, may be adjourned from time to time for any reason by a vote of the Members representing a majority of the voting power of the Members present at the meeting, either in person or by proxy, to another time not less than five days nor more than 30 days from the original meeting. If the time and place of the adjourned meeting is announced prior to the adjournment of the original meeting, no notice of the adjourned meeting is required, provided that if a new date is fixed for the adjourned meeting after the adjournment of the original meeting, notice of the date, time and place of the adjourned meeting shall be given to Members in the manner described in **Section 5.4** of these Bylaws. Any business that might have been transacted at the original meeting may be transacted at the adjourned meeting. In the absence of a quorum, no business may be transacted at the meeting other than to adjourn the meeting to another time. If a meeting is adjourned because a quorum is not present, the quorum requirement for the rescheduled meeting shall be reduced to 33 1/3% of the total voting power of all Members.

The Members present at a duly-called or -held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

Notwithstanding anything herein to the contrary, a quorum for purposes of approving assessment increases as required under **Section 6.6** of the Declaration shall satisfy the quorum requirements described in **Section 6.6** of the Declaration.

5.9 Proxies. Each Member entitled to vote shall have the right to do so either in person or by one or more agents authorized by written proxy, signed by the person and filed with the secretary of the Association. A proxy shall be considered signed if the Member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by a Member or the Member's attorney-in-fact. Any proxy or written ballot that is distributed to ten or more Members shall satisfy the requirements of Corporations Code section 7514(a) if the Association has 100 or more Members.

Any validly-executed proxy shall continue in full force and effect until: (i) written notice is received by the Association of the death or incapacity of the Member executing the proxy; or (ii) the Member executing the proxy revokes it before the vote is cast under that proxy by (a) delivering a written revocation to the Association; (b) executing a subsequent proxy that is presented at the meeting; or (c) attending and voting in person at any meeting. Unless the proxy indicates otherwise, it shall not be valid after 11 months from the date of execution; and in no event shall any proxy be valid after three years from the date of execution. Notwithstanding any of the foregoing, all proxies shall be revocable and shall automatically terminate when the Member's membership in the Association terminates as provided in **Section 5.3** of the Declaration. A suspension of any Member's voting rights from the Association shall automatically suspend any proxy executed by that Member.

Any form of proxy distributed by any person to the membership of the Association shall afford the opportunity to specify a choice between approval and disapproval of each matter or group of matters to be acted upon. The proxy shall provide that, where the Member specifies a choice, the vote shall be cast in accordance with that choice. The proxy also shall identify the person or persons authorized to exercise the proxy and the length of time it will be valid.

No proxy shall be valid with respect to a vote on the following proposals to be approved by the Members unless the general nature of the matter was set forth in the proxy:

- (i) removing a director without cause;
- (ii) filling vacancies on the Board;
- (iii) amending the Articles;
- (iv) the sale, lease, conveyance, exchange, transfer or other disposal of all or substantially all of the Association's assets, or the approval of the principal terms of a merger or the amendment to the principal terms of the merger;
- (v) approving a contract or transaction between the Association and one or more directors, or between the Association and any entity in which a director has a material financial interest;
- (vi) electing to wind up and dissolve the Association; or
- (vii) approving a plan of distribution of assets, other than money, not in accordance with the liquidation rights of any class of Members (applicable only if the Association is in the process of winding up and there is more than one class of membership outstanding at the time).

5.10 Order of Business. The order of business of all meetings of the Members shall be as follows:

- (i) proof of notice of meeting or waiver of notice;
- (ii) reading of minutes of preceding meeting;
- (iii) reports of Board and officers;
- (iv) election of directors if any are to be elected;
- (v) unfinished business; and
- (vi) new business.

5.11 Parliamentary Procedure. All questions of parliamentary procedure shall be decided in accordance with Robert's Rules of Order or such other parliamentary procedures as the Board may adopt.

5.12 Action by Unanimous Written Consent. Any action required or permitted to be taken by the Members may be taken without a meeting if all of the Members consent in writing to the action. The written consent shall have the same force and effect as the unanimous vote of the Members. The written consents shall be filed with the minutes of the proceedings of the Members.

5.13 Action by Written Ballot. Any action that may be taken at any meeting of the Members may be taken by written ballot if the following requirements are satisfied:

- (i) The Association distributes a written ballot to each Member entitled to vote on the matter.
- (ii) The balloting procedures satisfy the applicable requirements of Civil Code sections 5100 through 5135 or any successor statutes thereto.
- (iii) Each ballot shall set forth:
 - (a) the proposed action;
 - (b) an opportunity to specify approval or disapproval of any proposal;
 - (c) confirmation that if the Member specifies a choice, the vote shall be cast in accordance with that Member's choice;
 - (d) the time by which the ballot must be received by the Association in order to be counted;
 - (e) the number of responses needed to meet the quorum requirement; and
 - (f) the percentage of approvals necessary to approve the proposed action.
- (iv) The proposed action shall be considered approved by written ballot if: (a) within the time period specified, the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action; and (b) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. This subsection (iv) is not applicable to the election of directors.
- (v) A written ballot may not be revoked.

ARTICLE 6 - Election and Term of Office of Members of the Board of Directors

6.1 Number and Election Rules. The Board shall consist of three directors who need not be Members of the Association, provided that at the Members' First Election as described in Section 6.2 of these Bylaws, the number shall be increased to five. The Association shall adopt Rules for the election of directors that satisfy the requirements of Civil Code sections 5100 through 5135. The election Rules shall be adopted in accordance with the rule adopting procedures set forth in Civil Code sections 4340 through 4370. The Rules shall include reasonable procedures for the nomination of candidates to the Board. The procedures must allow any Member to nominate himself or herself to the Board. In addition, the Rules shall include reasonable procedures that will allow any Member to activate cumulative voting by notifying the Association in writing at least 30 days prior to the mailing of the election ballots of the Member's intention to cumulate votes in which case all Members may cumulate votes.

6.2 Election of Directors. The initial directors shall be elected by the incorporator of the Association as soon as practicable after the incorporation of the Association and shall hold office until their successors are elected. No later than the first annual meeting of the Members, the Members shall elect five directors to fill all positions on the Board (the "Members' First Election"). The Class A Members as described in Section 5.4 of the Declaration shall elect two Board members for two year terms and the Class B Member shall elect three directors for three year terms. Any vacancy prior to the expiration of the term shall be filled by the Class Member or Members that elected the director whose position is vacant. Thereafter all directors shall be elected for two year terms by the membership at large subject to the specially elected director provisions in Section 6.3 if applicable.

The election of directors shall be by secret written ballot; and, subject to the provision regarding the election of directors at the Members' First Election and the specially-elected director provisions in Section 6.3 of these Bylaws, the persons receiving the highest number of votes up to the number of positions to be filled shall be elected.

Any director may resign at anytime. The resignation shall be effective upon giving written notice to the president, secretary or Board unless the notice specifies a later effective date.

6.3 Specially-Elected Directors. As long as a majority of the voting power of the Association resides in the Declarant, or as long as there are two outstanding classes of membership in the Association, no less than 20% and at least one of the directors shall be elected by Members other than Declarant (the "Specially-Elected Directors"). A Specially-Elected Director may be removed prior to the expiration of his or her term only by the vote or written consent of the Members other than Declarant who hold a majority of the voting rights other than the voting rights held by a Declarant. In the case of the death, resignation or removal of a Specially-Elected Director, a successor shall be elected by Members other than Declarant to hold office for the unexpired term of his or her predecessor and until a successor has been elected and qualified. Except as otherwise provided in this section, the provisions of the Declaration, the Articles and the Bylaws applicable to directors, including their election, removal, rights and duties, shall apply to Specially-Elected Directors.

6.4 Vacancies. A vacancy or vacancies on the Board shall exist on the occurrence of any of the following:

- (i) the death of any director;
- (ii) the effective date of any director's resignation;
- (iii) the removal of a director by vote of the Members or by vote of a majority of all the votes entitled to be cast of all Members if the Association has less than 50 Members, provided that, if applicable, the vote for removal satisfies the requirements contained in the Specially-Elected Director provisions in Section 6.3 of these Bylaws;

(iv) the Declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony;

(v) the increase in the authorized number of directors; or

(vi) the failure of the Members to elect or nominate the number of directors required to be elected.

Any vacancy on the Board shall be filled as described in **Section 6.2** of these Bylaws or, if not applicable, may be filled by a majority of the directors then in office whether or not less than a quorum, or by a sole remaining director, except for a vacancy created by a removal of a director by a vote of the Members or a vacancy of a Specially-Elected Director position, which vacancy shall be filled by the Members. In addition, the Members may fill any vacancy not filled by the directors. Any director elected to fill a vacancy shall hold office until the expiration of the term of his or her predecessor and until a successor has been elected and qualified.

6.5 Compensation. A director shall not receive any compensation for any services rendered to the Association as a director, provided the directors may be reimbursed for actual out-of-pocket expenses incurred in the performance in his or her duty, provided such expenses were approved in advance by the Board.

6.6 Inspection Rights. Each director shall have the right at a reasonable time to inspect all books, records and documents of the Association and the physical properties owned or controlled by the Association, including rights to make extracts and copies of the documents.

ARTICLE 7 - Meetings of Directors

7.1 Definitions. For purposes of this **Article 7**, the terms "item of business" and "meeting" shall have the meanings described in **Sections 7.1.1 and 7.1.2**.

7.1.1 Item of Business. An "item of business" shall mean any action within the authority of the Board except those actions that the Board has validly delegated to any other person or persons, managing agent, officer of the Association or committee of the Board comprising less than a majority of the directors.

7.1.2. Meeting. A "meeting" shall mean either of the following:

(i) a congregation of a majority of the Board members at the same time and place to hear, discuss or deliberate upon any item of business that is within the authority of the Board.

(ii) a teleconference in which a majority of the Board members in different locations are connected by electronic means through audio or video or both. A teleconference meeting shall be conducted in a manner that protects the rights of Members of the Association and otherwise complies with the requirements of the Davis-Stirling Common Interest Development Act. Except for a meeting that will be held solely in executive session, the notice of the teleconference meeting shall identify at least one physical location so that Members of the Association may attend and at least one Board member or a Person designated by the Board shall be present at that location. Participation by Board members in a teleconference meeting constitutes presence at that meeting as long as all Board members participating in the meeting are able to hear one another and Members of the Association speaking on matters before the Board.

7.2 Place of Meetings. Meetings of the Board shall be held at any place within the Development designated by the Board or described in the notice of meeting. Meetings shall be held within the Development unless in the Board's judgment a larger meeting room is required than is available within the Development, in which case the Board shall select a meeting place as close as possible to the Development.

7.3 Open Meetings. Regular and special meetings shall be open to all Members. Members shall be allowed to speak at the meeting during that portion of the meeting that is opened for Members' comments. The Board shall establish a reasonable time limit for Members to speak to the Board at the Board meeting or to the Members at a Member meeting. Other than during the open portion of a Board meeting, only Board members may participate in the Board's deliberations except as otherwise directed by the Board. The Board, with the approval of the majority of its members present at a meeting in which a quorum for the transaction of business has been established, may adjourn a meeting and reconvene in executive session to discuss a vote on personnel matters, matters that relate to the formation of contracts with third parties, Member discipline, litigation or to meet with a Member, upon the Member's request, regarding the Member's payment of assessments as described in the Declaration. If requested by a Member who may be subject to a fine, penalty or other form of discipline imposed by the Association, the Board shall meet in executive session; and the Member shall be entitled to attend the executive session. The nature of any and all business to be considered in executive session shall first be announced in open session. Any matter described in executive session shall be generally noted in the minutes of the immediately-following Board meeting that is open to the entire membership.

7.4 Notice to Members. Members shall be given notice of the time and place of any Board meeting, except for an emergency meeting or a meeting that will be held solely in executive session, at least four days prior to the meeting. Except for an emergency meeting, Members shall be given notice of the time and place of a meeting held solely in executive session at least two days prior to the meeting. Notice shall be given by posting the notice in a prominent place or places within the Common Area and by mail to any owner who had requested notification of Board meetings by mail, at the address requested by the Owner. Notice also may be given by mail, by delivery of the notice to each Condominium and Townhome in the Development or by newsletter or similar means of communication, or, with the consent of the Members by electronic means. The notice shall contain the agenda for the meeting.

7.5 Regular Meetings. Regular meetings of the Board shall be held monthly at such time and place within the Development as may be fixed from time to time by resolution of the Board, provided that if the business to be transacted by the Board does not require monthly meetings, regular meetings may be held less frequently but no less than one regular meeting every six months. If the regular meeting falls on a holiday, the meetings shall be held at such time and place as soon as practicable thereafter as may be set by the Board. Notice shall be provided to Members as required in **Section 7.4**.

7.6 Special Meetings. Special meetings of the Board may be called by written notice signed by the president of the Association, or by any two directors other than the president. The notice shall specify the time and place of the meeting and the nature of any special business to be considered, shall be posted in a manner prescribed for notice of regular meetings, and shall be sent to all directors not less than 96 hours prior to the scheduled time of the meeting. Notice shall be provided to Members as required in **Section 7.4**.

7.7 Emergency Meetings. An emergency meeting of the Board may be called by the President of the Association or by any two Board members, other than the President, if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board and which of necessity make it impractical to provide notice as required by **Section 7.5** of these Bylaws. Emergency meetings may be conducted electronically to the extent authorized under **Section 7.12**.

7.8 Electronic Meetings. The Board may not conduct a meeting via a series of electronic transmissions, including but not limited to, email except as authorized in **Section 7.12**.

7.9 Teleconference Meetings. Teleconference meetings may be held by the Board in compliance with the requirements in **Section 7.1.2(ii)**. Notice shall be provided to Members as required in **Section 7.4**.

7.10 Quorum Requirements. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn, provided that the quorum requirements for any meeting called by a Non-Declarant Director as described in **Section 5.15** of the Declaration for the purpose of discussing and/or acting upon any claims under Civil Code sections 896 or 897 shall be a majority of the Non-Declarant Directors. Every act or decision done or made by a majority of the directors present at a

meeting duly held at which a quorum was present shall be regarded as an act of the Board, subject to the requirements of Corporations Code section 7211(a)(8), including, without limitation, the requirements relating to: (i) approval of contracts or transactions between the Association and one or more directors, or between the Association and any entity in which a director has a material financial interest; (ii) creation of and appointments to committees of the Board; and (iii) indemnification of directors. A meeting at which a quorum was initially present may continue to transact business, notwithstanding the withdrawal of directors if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

7.11 Adjourned Meetings. A majority of the directors present, whether or not a quorum was present, may adjourn any meeting to another time and place. Notice of the time and place of the holding of an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the directors and Association Members who were not present at the time of the adjournment.

7.12 Action Taken Without a Meeting. The Board shall not take any action on any item of business outside a meeting as defined in **Section 7.1.2**, except an emergency meeting may be conducted by electronic transmission, including email, if all members of the Board, individually or collectively, consent in writing to that action and if the written consent or consents are filed with the minutes of the meeting. Written consent(s) to conduct an emergency meeting may be transmitted electronically.

7.13 Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the Association's records or made a part of the minutes of the meetings. Notice of the meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to that director.

7.14 Availability of Minutes. The minutes, minutes proposed for adoption that are marked to include draft status, or a summary of the minutes, of any meeting of the Board, other than an executive session, shall be available to Members within 30 days of the meeting. The minutes, proposed minutes or summary shall be distributed to any Member on request and on reimbursement of the Association's costs in making that distribution.

Members of the Association shall be notified in writing at the time that the pro forma operating budget described in **Section 5.10** of the Declaration is distributed or at the time of any general meeting of all the Members of each Member's right to have copies of the minutes of the Board's meetings as authorized herein and how and where these minutes may be obtained.

ARTICLE 8 - Powers and Duties of the Board

8.1 Powers. The Board shall have all the powers conferred on the Association as set forth in the Declaration and these Bylaws except those powers expressly reserved to the Members, and subject to: (i) the requirements to obtain approval of the Members before certain actions may be taken; and (ii) the provisions of **Section 5.15** of the Declaration regarding the authority to initiate claims for violations of the standards under Civil Code section 896 or 897. In addition, the Board shall appoint and may remove at its will all officers, agents and employees of the Association and shall prescribe powers and duties for them that are consistent with the Declaration, the Articles, these Bylaws and any applicable laws.

8.2 Duties. The Board shall be responsible for the performance of the duties of the Association as set forth in the Declaration and shall supervise all officers, agents and employees of the Association for the proper performance of their duties.

8.3 Standard of Care. Each director shall perform his or her duties as a director, including the duties as a member of any committee of the Board on which a director serves in good faith, in a manner such director believes to be in the best interests of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

8.4 Committees of the Board. The Board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of at least one director, provided that members of the Architectural Committee need not be directors. No committee may: (i) take any final action in any matter which under the Declaration or the California Nonprofit Mutual Benefit Corporation Law also requires approval of the Members or approval of a majority of the Members; (ii) fill vacancies on the Board or on any committee which has the authority of the Board; (iii) amend or repeal these Bylaws or adopt new bylaws; (iv) amend or repeal any resolution of the Board which by express terms is not so amendable or repealable; (v) appoint any other committees of the Board or the Members of those committees; or (vi) expend corporate funds to support a nominee for director after there are more nominees than can be elected.

The Board may adopt Rules for the governing of any committee not inconsistent with the provisions of these Bylaws; or in the absence of Rules adopted by the Board, the committee may adopt such rules.

8.5 Due Process Requirements. Before the Board imposes any monetary penalties (other than late fees on delinquent assessments) or suspension of membership rights or Common Area use privileges against any Member for failure to comply with the Declaration, these Bylaws or the Association Rules for reason other than a failure to pay assessments, the Board must act in good faith and satisfy the due process requirements set forth in **Section 5.6.4** of the Declaration.

8.6 Financial Review Requirements. The Board shall review on at least a quarterly basis a current reconciliation of the Association's operating and reserve accounts, the current year's actual reserve revenues and expenses compared to the current year's budget, and an income and expense statement from the Association's operating and reserve accounts. In addition, the Board shall review the latest account statements prepared by the financial institutions where the Association has its operating and reserve accounts.

ARTICLE 9 - Officers and Their Duties

9.1 Officers of the Association. The officers of the Association shall be a president, a secretary and a chief financial officer. The Association may also have, at the discretion of the Board, one or more vice presidents, one or more assistant secretaries, one or more assistant chief financial officers, and such other officers as may be appointed in accordance with the provisions of **Section 9.3** of these Bylaws. Any number of offices may be held by the same person.

9.2 Election of Officers. The officers, except those appointed under **Section 9.3** of these Bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board. The Board shall appoint one of its directors as president and one as a chief financial officer; the other officers need not be directors.

9.3 Other Officers. The Board may appoint and may authorize the president or another officer to appoint any other officers that the Association may require. Each officer so appointed shall have the title, hold office for the period, and have the authority to perform the duties specified in these Bylaws as determined from time to time by the Board.

9.4 Removal or Resignation of Officers. Any officer may be removed with or without cause by the Board and also, if the officer is not chosen by the Board, by any officer on whom the Board may confer that power of removal. Any officer may resign at anytime by giving written notice to the Board. Any such resignation shall take effect as of the date the notice is received or at any later date specified in the notice;

and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

9.5 Vacancies. A vacancy in any office because of the death, resignation, removal, disqualification or any other cause shall be filled in the manner provided in these Bylaws for regular appointments to the office, provided, however, that a vacancy need not be filled on an annual basis.

9.6 Duties. The duties of the officers shall be as follows:

9.6.1 President. The president shall be the general manager and chief executive officer of the Association and generally supervise, direct and control the Association's activities, affairs and officers. The president shall preside at all meetings of Members and at all meetings of the Board. The president shall have such other powers and duties as prescribed by the Board or these Bylaws.

9.6.2 Vice Presidents. In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a vice president designated by the Board shall perform all of the duties of the president. When so acting, a vice president shall have all of the powers of and be subject to all of the restrictions on the president. The vice president shall have such other powers and perform such other duties as prescribed by the Board or these Bylaws.

9.6.3 Secretary. The secretary shall keep or cause to be kept at the Association's principal office the following:

(a) a book of minutes of all meetings, proceedings and actions of the Board, committees of the Board and of meetings of Members. The minutes of meetings shall include the time and place of holding, whether annual, regular or special, and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the number of Members present or represented at Members meetings;

(b) a copy of the Declaration, Articles and Bylaws as amended to date; and

(c) a record of the Members showing the names of all Members, their addresses, telephone numbers, and the class of memberships held by each.

Except as otherwise provided in these Bylaws, the secretary shall give or cause to be given the notices required by these Bylaws for meetings of members of the Board and of committees of the Board. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

9.6.4 Chief Financial Officer. The chief financial officer shall keep and maintain or cause to be kept and maintained adequate and correct books and accounts of the properties and transactions of the Association and shall send or cause to be sent to the Members and directors such financial statements and reports as are required by law, the Declaration, these Bylaws or the Board. The books of account shall be open to the inspection by any director at all reasonable times.

The chief financial officer shall deposit or cause to be deposited all money and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board, shall disburse the funds of the Association as may be ordered by the Board, shall render to the president and the Board when requested an account of all transactions made on behalf of the Association 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 these Bylaws.

9.7 Joint Signatures. Unless the Board authorizes otherwise, any check or other negotiable instrument issued by the Association shall require the signatures of any of the following officers: the president, the chief financial officer, or the secretary, provided that under all circumstances the withdrawal of any money from the Association reserve account shall require the signatures of at least two people, who shall either be

members of the Board, or one member of the Board and one officer who is not a member of the Board. For all purposes herein, "reserve accounts" shall mean money that the Association's Board has identified from its annual budget for use to defray the future repair of, replacement of, or additions to those major components that the Association is obliged to maintain.

9.8 Compensation. Officers shall not receive any compensation for any service rendered to the Association as an officer, provided that any officer may be reimbursed for actual out-of-pocket expenses reasonably incurred in the performance of his or her duties for which the officer received prior written approval or subsequently approved by the Board.

ARTICLE 10 - Indemnification and Insurance

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

Notwithstanding anything herein to the contrary, no modification or elimination of this provision shall be retroactive except to the extent the modification provides greater indemnification protection, and no modification or elimination shall be operative against any director, officer, committee member, employee, or other agent serving in such capacity at the time the modification or elimination becomes effective until that person has received written notice of the modification or elimination except to the extent the modification provides greater protection.

10.2 Insurance. The Association shall have the power to purchase or maintain insurance on behalf of its agents, against any liability asserted against or incurred by any agent in such capacity arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under Section 10.1 of these Bylaws.

ARTICLE 11 - Amendments

11.1 Amending the Bylaws. If a two-class voting system is in effect, these Bylaws may be amended by a vote or written consent of a majority of the voting power of the Members of each class. If a one-class voting system is in effect, these Bylaws may be amended by the vote or written consent of a majority of the voting power of the Members and a majority of the voting power of the Members of the Association other than Declarant.

11.2 Amending the Articles. If the two-class voting system is in effect, the Articles may be amended by a vote or written consent of a majority of the Board and a majority of the voting power of the Members of each class. If a one-class voting system is in effect, the Articles may be amended by a majority vote of the Board, a majority of the voting power of the Members, and a majority of voting power of the Members other than Declarant.

11.3 Amendment Restrictions. Notwithstanding the amendment requirements contained in Sections 11.1 and 11.2 of these Bylaws, the percentage of the voting power of the Association, or of Members other than the Declarant necessary to amend a specific clause or provision in these Bylaws or the Articles, shall not be less than the prescribed percentage of affirmative votes required for action to be taken under the clause or provision; and, if applicable, any amendment to the Articles or Bylaws shall satisfy the requirements of

Business and Professions Code section 11018.7 and any requirements set forth in the Declaration regarding the consent of first Mortgagees.

ARTICLE 12 - General Provisions

12.1 Conflict with Declaration. If any of these Bylaws conflict with any provisions of the Declaration, the Declaration shall control to the extent of any such conflict.

12.2 Fiscal Year. Unless the Board determines otherwise, the fiscal year of the Association shall be a calendar year.

12.3 Records. The Association shall maintain the following records:

- (i) adequate and correct books and records of account;
- (ii) written minutes of the proceedings of its Members, Board and committees of the Board,
and
- (iii) a record of its Members giving their names, mailing addresses, telephone numbers and the class of memberships held by each. The Association shall keep at its principal office the original or a copy of the Declaration, the Articles, and these Bylaws as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours.

12.4 Inspection and Copying Rights. The Association shall make the accounting books and records and the minutes of proceedings of the Association available for inspection and copying by a Member or the Member's designated representative to the extent required and in accordance with the procedures set forth in Civil Code sections 5200 through 5240. In addition, any Member or any Member's duly-appointed representative shall have access to the Association membership register (including mailing addresses and telephone numbers) in order to inspect or copy such records for any purposes reasonably related to his or her interest as a Member. Access shall be at any reasonable time at the office of the Association or at such other place within the Development as the Board prescribes. The Board shall establish Rules regarding the Notice the Member must give to the custodian of the records to obtain access to the membership register, the hours and days of the week when the records may be inspected and copied, and the charges imposed by the Association for copying records requested by the Member.

12.5 Statutory Reference. Any reference to a governmental statute in these Bylaws includes any amendments to the statute. If the statute is replaced by an equivalent statute, the equivalent statute shall be the applicable statute. The references to the Davis-Stirling Act contained in these Bylaws are to the reorganized Act that becomes effective January 1, 2014 (the "Effective Date"). Pending the Effective Date, the current Act remains in effect and the references in these Bylaws must be converted to the comparable provisions in the current Act.

CERTIFICATE OF SECRETARY

I certify that:

I am the duly-elected and acting Secretary of Las Palmas of Sunnyvale Homeowners Association, a California nonprofit mutual benefit corporation; and the foregoing Bylaws are the Bylaws of this Corporation as adopted by the incorporator on Nov. 15, 2013. They have not been amended or modified since that date.

This certificate is executed on Nov. 15, 2013, at SAN RAMON, California.

MARTIN L. GHIARDI
Martin L. Ghiardi Secretary