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Article III
MEETING OF MEMBERS
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*BYLAWS
OF
IGNACIO CREEK HOMEOWNERS' ASSOCIATION, INC.*

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is IGNACIO CREEK HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at the Clubhouse, 300 Indian Way, Novato but meetings of members and Directors may be held at such places within the State of California, County of Marin, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. "*Association*" shall mean and refer to IGNACIO CREEK HOMEOWNERS' ASSOCIATION, INC., its successors and assigns.

Section 2. "*Properties*" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "*Common Area*" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "*Residence Lot*" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "*Owner*" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Residence Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "*Declarant*" shall mean and refer to the IGNACIO CREEK HOMEOWNERS' ASSOCIATION, INC., and its successors.

Section 7. "*Declaration*" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the office of the County Recorder of the County of Mann, State of California.

Section 8. "*Member*" shall mean and refer to those persons entitled to membership as provided in the Declaration.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. *Annual Meetings.* Regular annual meetings of the members shall be held on the third Tuesday of November of each year, at the hour of 7:30 O'clock P.M. If the day for the annual meeting is or becomes a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. —
Amended in 1986

Section 2. *Special Meetings.* Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one fourth (1/4) of all

of the votes.

Section 3. *Notice of Meetings.* Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) but not more than thirty (30) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. *Quorum.* The presence at the meeting of members entitled to cast, or of proxies entitled to cast, fifty-one percent (51%) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. *Proxies.* At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Residence Lot.

ARTICLE IV ***BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE***

Section 1. *Number.* The affairs of this Association shall be managed by a Board of five (5) Directors, all of whom must be resident members of the Association. ***Amended in 1982***

Section 2. *Term of Office.* At the first annual meeting the members shall elect three (3) Directors for a term of one (1) year, and two (2) Directors for a term of two (2) years; at each annual meeting thereafter the members shall elect two (2) or three (3) Directors, depending on the number of terms expiring, for a term of two (2) years.

Section 3. *Removal.* Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. *Compensation.* No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. *Action Taken Without a Meeting.* The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. *Nomination.* Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors at the annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members. — ***Amended in 1982***

Section 2. *Election.* Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is permitted.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. *Regular Meetings.* Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. *Special Meetings.* Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two (2) Directors, after not less than three (3) days' notice to each Director.

Section 3. *Quorum.* A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. *Executive Session.* The Board may, with approval of a majority of its Members present at a meeting in which a quorum for the transaction of business has been established, or, if all Members of the governing body are present, by a majority vote of the Members, adjourn a meeting and reconvene in executive session to discuss and vote upon litigation, matters relating to the formation of contracts with third parties, discipline, personnel matters, or to meet with a Owner, upon the Owner's request, regarding the Owner's payment of assessments, as specified in California Civil Code §§ 1367 or 1367.1. The nature of any and all business to be considered in executive session shall first be announced in open session. Any matter discussed in executive session shall be generally noted in the minutes of the immediately following meeting that is open to the entire membership. The Board shall meet in executive session, if requested by a Owner who may be subject to a fine, penalty, or other form of discipline, and the Owner affected shall be entitled to attend the executive session. The Board may hold an executive session emergency meeting if circumstances require.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. *Powers.* The Board of Directors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may

also be suspended after notice and hearing, for a period not to exceed thirty (30) days for infraction of published rules and regulations;

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

(f)

- (i) Enforcement of Discipline. In accordance with California Civil Code § 1367.1(e), fines and penalties imposed by the Association for violation of the Declaration, these Bylaws, or the Rules and Regulations as a disciplinary measure, except for late payments, are not "Assessments," and are not enforceable by Assessment Lien, but are enforceable by court proceedings; provided, however, pursuant to California Civil Code § 1367.1(d), monetary penalties imposed by the Association to reimburse the Association for costs incurred for repair of damage to Common Area or facilities for which the Owner, or occupant(s), were responsible may become the subject of a lien.
- (ii) Fines. If the Association adopts or has adopted a policy imposing any monetary penalty, including any fee, on any Owner for a violation of the governing documents or rules of the Association, including any monetary penalty relating to the activities of an Owner or occupant of a lot, the Board shall adopt and distribute to each member, by personal delivery or first-class mail, a schedule of the monetary penalties that may be assessed for those violations. The Board shall not be required to distribute any additional schedules of monetary penalties unless there are changes from the schedule that was adopted and distributed to the Members pursuant to this Section.
- (iii) Notice and Hearing Regarding Enforcement When the Board is to hold a hearing to consider or impose discipline upon an Owner, the Board shall notify the Owner in writing, by either personal delivery or first-class mail, at least ten (10) days prior to the hearing. The notification shall contain, at a minimum, the date, time, and place of the hearing, the nature of the alleged violation for which an Owner may be disciplined, and a statement that the Owner has a right to attend and may address the Board at the hearing. The Board shall meet in executive session if requested by the Owner being disciplined. If the Board imposes discipline on an Owner (other than suspension of voting rights for non-payment of Assessments) the Board shall provide the Owner a written notification of the disciplinary action, by either personal delivery or first-class mail, within fifteen (15) days following the action. A disciplinary action shall not be effective against an Owner unless the Board fulfills the requirements of this Section.

Under no circumstances may the Association cause a forfeiture or abridgement of an Owner's right to the full use and enjoyment of the Owner's Unit on account of the failure of the Owner to comply with the provisions of the Declaration, Articles, Bylaws or Rules, except by judgment of a court or decision of an arbitrator, or on account of a foreclosure or a sale under power of sale for failure of the Owner to pay Special Assessments or Regular Assessments due or levied by the Association.

Section 2. *Duties.* It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one fourth (1/4) of the Class A members who are entitled to vote;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided in the declaration, to:

- (1) Fix the amount of the annual assessment against each Residence Lot at least thirty (30) days in advance of each annual assessment period;
 - (2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) Foreclose the lien against any property for which hearing, for a period not to exceed thirty (30) days for infraction of published rules and regulations;
- (d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain adequate fire, liability and hazard insurance on property owned by the Association;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) Cause the Common Area to be maintained, including pedestrian bridges and sewers as required by the Declaration;
- (h) Cause the exterior of the dwellings to be maintained;
- (i) Cause the exterior of each Residence Lot to be maintained as provided in the Declaration;
- (j) Pay the property taxes assessed against the Common Area;
- (k) Perform any other acts or duties as required in the Declaration

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such periods, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 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 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.

Section 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 replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall cosign all checks and promissory notes.

Vice President

(b) The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such finds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a committee appointed by the Board of Directors, or a public accountant (at the Board’s discretion) at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members. The audit shall be delivered to each member within ninety (90) days after the end of the fiscal year.

**ARTICLE IX
COMMITTEES**

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.

**ARTICLE X
BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

**ARTICLE XI
ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of nine percent (9%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney’s fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Residence Lot.

ARTICLE XII
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words:

IGNACIO CREEK HOMEOWNERS' ASSOCIATION, INC. - INCORPORATED
STATE OF CALIFORNIA
MARCH 20, 1974

ARTICLE XIII
AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of both classes of voting members present in person or by proxy.

Section 2. 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.

ARTICLE XIV
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of the IGNACIO CREEK HOMEOWNERS' ASSOCIATION, INC., have hereunto set our hands this **21st** day of March 1974.