

**AMENDED AND RESTATED BYLAWS
OF
IGNACIO CREEK HOMEOWNERS' ASSOCIATION, INC.
*(Effective July 1, 2021)***

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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 by videoconference or 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, excluding 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 Marin, 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 each year at 7:00 p.m., or at an alternative time as determined by the Board of Directors at least 30 days prior to the Annual Meeting. 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.

Section 2. *Special Meetings.* Special meetings of the members may be called at any time by the President, the Board of Directors, or upon written request of the members who represent at least 20 of the Residence Lots.

Section 3. *Notice of Meetings of Members.* Written notice of each meeting of the members shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Such notices shall be sent by the Association to all owners by e-mail or U.S. mail at least two weeks prior to the meeting. Owners are required to provide the Association with their current mailing and/or e-mail address for such notices.

Section 4. *Quorum.* The presence at the meeting of members entitled to cast, in person or by proxy, at least 40 votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If the quorum requirement is not satisfied at the original noticed meeting, the Board of Directors may temporarily adjourn the meeting for up to 30 days and reconvene when a quorum is established.

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 their interest in the 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.

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 at a Special Meeting. In the event of death, resignation or removal of a Director, the successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of their predecessor.

Section 4. *Compensation.* Directors shall not receive compensation for services rendered to the Association. However, Directors may be reimbursed for actual expenses incurred in the performance of their 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 unanimous 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. *Nominations.* Nominations for election to the Board of Directors shall be submitted to the Board of Directors at the September Board of Directors Meeting for inclusion on the official ballot. Members will be advised of the nomination procedures and deadline at least 30 days prior to this meeting in accordance with the Association's Election Procedures.

Section 2. *Elections.* Elections will be conducted by secret ballot in accordance with applicable provisions of California law and the Association's Election Procedures.

ARTICLE VI - MEETINGS OF DIRECTORS

Section 1. *Regular Meetings.* Regular meetings of the Board of Directors shall be held monthly, at such place and time as set by the Board. The Board will post the Agenda on the clubhouse entry door and send a copy to all owners on the Association's e-mail distribution list at least three (3) days prior to the meeting.

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 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 Directors present at a meeting in which a quorum for the transaction of business has been established, 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 an Owner, upon the Owner's request, regarding the Owner's payment of assessments. 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 an 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.

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

(f) Disciplinary powers.

(1) Enforcement. 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 an Assessment Lien, but are enforceable by court proceedings; provided, however, monetary penalties imposed by the Association to reimburse the Association for costs incurred for repair of damage to the Common Area or other property for which the Owner, or occupant(s), were responsible, may become the subject of a lien.

(2) Schedule of Fines. The Association's Schedule of Fines shall be posted on the Association's website and included in the set of HOA Documents available to all new owners.

(3) 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 either by e-mail or U.S. 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, either by e-mail or U.S. 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 subsection.

(4) Forfeiture. 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 Residence Lot 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.

(g) Adopt rules and procedures for the conduct of Elections.

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 through the monthly Board Meeting Minutes, at the Annual Meeting, and any Special Meetings.

(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.
- (3) Foreclose the lien against any property for failure to pay required assessments in accordance with the Association's Collection Policy.
- (d) Issue upon demand by any member, an account statement setting forth whether or not assessments have been paid.
- (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, vice president, and secretary/treasurer who shall at all times be members of the Board of Directors.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following the 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 the officer resigns, is removed, or is otherwise disqualified to serve prior to the end of the term.

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 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.

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 who previously held that position.

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 contracts 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 the president's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

Secretary/Treasurer

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; 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.

(d) The treasurer shall keep proper books of account; cause an annual audit of the Association books to be made by a certified public accountant 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 such committees as deemed appropriate in carrying out its purposes.

ARTICLE X - BOOKS AND RECORDS

The books, records and papers of the Association shall be subject to inspection by any member in accordance with applicable provisions of California law. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be posted on the Association's website and be available for inspection by any member at the Association office.

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. Interest, costs, and reasonable attorney's fees for any such collection action shall be added to the amount of such assessment. Owners may not waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of their Residence Lot.

ARTICLE XII - 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 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 XIII – FISCAL YEAR

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.

CERTIFICATION

I, Pamela Kirkpatrick, as Secretary of the IGNACIO CREEK HOMEOWNERS' ASSOCIATION, INC., do hereby certify that the foregoing Amended and Restated Bylaws, consisting of nine (9) pages were duly adopted by the Members of the Association on June 24, 2021, and that they are the official Bylaws, *effective July 1, 2021*.

A handwritten signature in black ink, appearing to read 'Pamela Kirkpatrick', is written over a horizontal line.

Pamela Kirkpatrick, Secretary
Ignacio Creek Homeowners' Association