

BELLEVUE PARK HOMEOWNERS ASSOCIATION

ARTICLE I

NAME AND LOCATION

Section 1. Name and Location. The name of the corporation is BELLEVUE PARK HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation shall be located at the Properties in the County of San Bernardino, California. The meetings of the Members and Directors shall be held at the Properties or as close thereto as possible within the State of California, County of San Bernardino, as may be designated by the Board of Directors

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to BELLEVUE PARK HOMEOWNERS ASSOCIATION, its successors and assigns.

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

Section 3. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of the fee simple title to any lot which is part of the Properties.

Section 4. “Common Area” shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 5. “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 6. “Declaration” shall mean and refer to the Conditions, Covenants and Restrictions applicable to the Properties recorded in the Office of the County Recorder of San Bernardino County, State of California.

Section 7. “Member” shall mean and refer to those persons entitled to membership as provided in Article III hereof.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

Section 1. Every Owner of a Lot which is subject to assessment shall be a Member of the Association. Membership shall be appurtenant to, and may not be separated from ownership of any Lot. Only members in good standing shall be entitled to vote on any matter requiring membership approval.

Section 2. The Association shall have membership as follows: All owners shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

ARTICLE IV

MEETING OF MEMBERS

Section 1. Organization and Annual Meetings. Regular meetings of Members of the Association shall be held not less frequently than once each calendar year at a time and place prescribed by these By-Laws. Meetings of Association Members shall be held within the Project or at a meeting place as close thereto as possible. At such meetings there shall be elected by ballot of the Owners a Board of Directors in accordance with the requirements of Article V of these By-Laws. The Owners may also transact such other business of the Association as may properly come before them.

Section 2. Special Meetings. A special meeting of the Members of the Association shall be promptly called by the President or any Director upon written request of the members representing 10% of the total voting power of the Association. No business shall be transacted at a special meeting except as stated in the notice unless by consent of a quorum of the Owners present, either in person or by proxy.

Section 3. Notice of Annual and Special Meetings. Written notice of each meeting 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 by first class mail, postage prepaid. Except in emergency situations, at least ten (10) days' notice of any such meeting shall be provided to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of 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. In emergency situations a special board meeting may be called by the President or a board member by phone or personal contact to all homeowners.

Section 4. Quorum. In the case of a membership meeting or written ballot a quorum shall be a majority of the members eligible to vote and be represented in person or by proxy. In the absence of a quorum the meeting may adjourn to another time but may not transact any business. An adjournment for lack of a quorum shall be to a date not less than five (5) days and not more than thirty (30) days from the original meeting date. The quorum for such a meeting shall be reduced to at least twenty-five percent (25%) of the total voting power of the Association, present in person or by proxy.

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 Lot.

ARTICLE V

BOARD OF DIRECTORS: SELECTION, TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of seven (7) Members. The Board shall consist only of Members who are in good standing with the Association.

Section 2. Election and Term of Office. The term of office for each board member shall be fixed at one (1) year. At the expiration of the one year term the member shall be eligible for retirement of re-election. The Directors shall hold office until their successors have been elected and hold their first meeting.

Section 3. Removal. Unless the entire Board is removed from office by the vote of Association members, an individual shall not be removed prior to the expiration of the term of office except by a vote of a majority of homeowners. In the event of death or resignation of a Board member, his successor shall be filled by approval of the Board at a duly held meeting or by a sole remaining Director, and shall serve for the unexpired term of his or her 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 by Unanimous Written Consent Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all Members of the Board shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the By-Laws of this corporation authorize the Directors to so act and such statement shall be prima facie evidence of such authority.

ARTICLE VI

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 or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual Meeting of the Members, to serve from the close of such annual

meeting until the close of the next annual meeting and such appointment shall be announced at each 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.

Section 2. Election. Election to the Board of Directors shall follow the Davis-Stirling Act.

ARTICLE VII

MEETINGS OF DIRECTORS

Section 1. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held monthly at such place within the Project, day 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 or on a date that is acceptable to the majority of Board Members. Notice of the time and place of such meeting shall be posted at a prominent place or places within the Common Area. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by two (2) Directors, after not less than three (3) days' notice to each Director. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The Notice shall be sent to all Directors and posted in a manner prescribed for notice of regular meetings not less than seventy-two (72) hour prior to the scheduled time of the meeting. Regular and special meetings of the Board shall be open to all Members of the Association provided that Association Members who are not on the Board may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of a quorum of the Board. The Board may, with the approval of a majority of a quorum of its Members, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

Section 2. 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.

ARTICLE VIII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the 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 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 hearings, 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 By-Laws, 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, independent contractor, or such employees as they deem necessary, and to prescribe their duties
- (f) Contract and pay for maintenance, gardening, utilities, materials and supplies and services relating to the Common Area and/or facility, and to employ personnel reasonably necessary for the operation of the same, including lawyers and accountants where appropriate, provided however that no contract shall be for a period longer than one (1) year, unless it contains a thirty (30) day right of cancellation on behalf of the Association, in which event it may be for a longer period of time;
- (g) Pay taxes and special assessments which are or would become a lien on the Project or Common Area;
- (h) Where appropriate (and subject to the terms of the Declaration regarding destruction), to pay for the reconstruction of any portion or portions of the Project damaged or destroyed which are to be rebuilt; and
- (i) Enter into any Unit when necessary in connection with the maintenance or construction for which the Board of Directors is responsible.

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 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 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 assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.
- (d) Issue or cause an agent or appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain adequate 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; and
- (g) Cause the Common Areas to be maintained.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The affairs of the Association shall be managed by a board of seven (7) Members, two of which, the President and the Vice President, shall at all time be members of the Board of Directors. The remaining officers, who also function as Board members, are Secretary, Treasurer and special committee members including Architectural Control Chairperson, Landscape Chairperson and a Pool Chairperson.

Section 2. Election of Officers. The election of officers shall take place following each annual meeting of the Members.

Section 3. Term. Each officer of this Association 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 period, 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 at any time with 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 of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties.

- (a) President: The president shall preside at all meetings of the Board of Directors; shall sign all documents that are related to and pertinent to the management of the Association and shall co-sign all checks and promissory notes.
- (b) Vice-President: 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.
- (c) Secretary: The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; shall sign all contracts, leases or other instruments executed in the name of or on behalf of the Association; keep the corporate seal of the Association and affix it to 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 address, and shall perform such other duties as required by the Board.
- (d) Treasurer: The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds 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 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.

ARTICLE X

COMMITTEES

Section 1. The Board may appoint committees as deemed appropriate in carrying out its purpose. No committee, regardless of Board resolution, may take any final action on matters which under the nonprofit corporation law of California also require members' approval.

ARTICLE XI

BOOKS AND RECORDS

Section 1. The Board shall establish reasonable rules with respect to:

- (a) Notice to be given to the custodial of the records by the Member desiring to make the inspection;
- (b) Hours and days of the week when such an inspection may be made; and
- (c) Payment of the cost of reproducing copies of documents requested by a Member.

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of the Association and the physical property owned or controlled by the Association. The right of the inspection by a Director includes the right to make extracts and copies of documents.

ARTICLE XII

ASSESSMENTS

Section 1. As more fully provided in Article VI of the Declaration, which article is incorporated herein by reference as if fully set forth, Members are obligated to pay to the Association monthly assessments 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 ten percent (10%) 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. Interests, 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 Lot.

ARTICLE XIII

CORPORATE SEAL

Section 1. The Association shall have a seal in circular form having within its circumference the words: BELLEVUE PARK HOMEOWNERS ASSOCIATION.

ARTICLE XIV

AMENDMENTS

Section 1. These By-Laws, and every part thereof, may at any time, be amended, altered, repealed, and new or additional By-Laws may be adopted by the vote of a majority of a quorum of Members, in person or by proxy at the Annual Meeting.

Section 2. In case of conflict between Articles of Incorporation and the By-Laws, the Articles shall control; and in the case of any conflict between the CC & R and these By-Laws, the CC & R shall control.

ARTICLE XV

MISCELLANEOUS

Section 1. The fiscal year of the Administration shall begin on the first day of July and end on the thirtieth day of June of every year.

Section 2. Except as otherwise provided by law, checks and promissory notes, drafts, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President. Any contract, lease or other instrument executed in the name of and on behalf of the corporation, shall be signed by the Secretary and countersigned by the President.

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