
**BYLAWS OF
MORGAN SPRING CONDOMINIUMS HOMEOWNERS
ASSOCIATION**

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BYLAWS OF
MORGAN SPRING CONDOMINIUMS HOMEOWNERS ASSOCIATION**

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**AMENDED AND RESTATED BYLAWS OF
MORGAN SPRING CONDOMINIUMS HOMEOWNERS ASSOCIATION**

ARTICLE 1 ORGANIZATION

- 1.1 Name and Location. The name of the corporation is Morgan Spring Condominiums Homeowners Association, which is hereinafter referred to as the "Association." The principal office of the Association shall be located in Santa Clara County, State of California, or at such other place reasonably convenient to the Project as the Board of Directors may from time to time establish.
- 1.2 Purpose. The purpose of the Association shall be as set forth in its Articles of Incorporation.
- 1.3 Successor Entity. In the event the Association as a corporate entity is dissolved, a nonprofit unincorporated association shall forthwith and without further action or notice be formed to succeed to all the rights and duties of the Association. The affairs of such unincorporated association will be governed by the laws of the State of California, and to the extent consistent therewith, by the Declaration, the Articles of Incorporation, and these Bylaws as if they were created for the purpose of governing the affairs of an unincorporated association.

ARTICLE 2 DEFINITIONS

- Any capitalized terms that are not defined below shall have the meaning set forth in Article 1 of the Declaration ("Definitions").
- 2.1 Articles of Incorporation. "Articles of Incorporation" shall mean the Articles of Incorporation of Morgan Spring Condominiums Homeowners Association, as they may be amended from time to time, and as filed with the Office of the Secretary of State of California.
- 2.2 Assessments. "Assessments," "Annual Assessments," and "Special Assessments," shall have the meanings defined for those terms in the Declaration.
- 2.3 Association. "Association" shall mean Morgan Spring Condominiums Homeowners Association, a California nonprofit mutual benefit corporation, its successors and assigns.

- 1 2.4 Board of Directors. "Board of Directors" or "Board" shall mean the governing body of the
2 Association.
- 3
4 2.5 Bylaws. "Bylaws" shall mean these Bylaws of the Association as they shall be duly adopted
5 by the Board of Directors and the Members and any duly adopted amendments thereof.
6
- 7 2.6 Civil Code. "*Civil Code*" shall mean the California *Civil Code* as amended from time to time.
8
- 9 2.7 Committee of the Board. "Committee of the Board" shall mean a committee consisting
10 only of directors as described in *Corporations Code* section 7212.
- 11
12 2.8 Common Area. "Common Area" shall mean all the property comprising the Project and
13 the improvements thereon but excluding the Units. Some portions of the Common Area
14 constitute "Exclusive Use Common Area" as defined in the Declaration.
- 15
16 2.9 Condominium. "Condominium" shall mean an estate in real property, as defined in *Civil*
17 *Code* sections 783 and 4125, consisting of an undivided interest in all or any portion of
18 the Common Area together with a separate fee interest in a Unit and all easements or
19 other interests appurtenant thereto.
- 20
21 2.10 Contract Purchaser / Contract Seller. "Contract Purchaser" and "Contract Seller" shall
22 mean the purchaser and the seller, respectively, under an installment land contract in
23 which title to the property is transferred after the final installment payment is made.
- 24
25 2.11 Corporations Code. "*Corporations Code*" shall mean the California *Corporations Code* as
26 amended from time to time.
- 27
28 2.12 Declaration. "Declaration" shall mean Morgan Springs Condominium Enabling
29 Declaration Establishing a Plan for Condominium Ownership, recorded in the Office of the
30 County Recorder of Santa Clara County, State of California, and any duly recorded
31 amendments thereof.
- 32
33 2.13 Delivery, When Effective. As provided for in *Civil Code* section 4050; (i) if notice is sent by
34 United States mail, such notice shall be deemed delivered upon deposit in the United
35 States mail, postage prepaid; (ii) if such notice is sent by electronic means, delivery is
36 complete at the time of the transmission.
- 37
38 2.14 General Delivery / General Notice. "General Delivery" or "General Notice" shall mean
39 delivery to a Member or Members by one (1) or more of the following methods, as
40 provided in *Civil Code* section 4045:
41

- 1 (a) By any method provided for delivery of an Individual Notice pursuant to *Civil Code*
2 section 4040 which includes but is not limited to first-class mail or express mail or
3 by overnight delivery by an express service carrier;
4
5 (b) By inclusion in a billing statement, newsletter, or other document that is delivered
6 by General Delivery;
7
8 (c) By posting a printed document in a prominent location that is accessible to all
9 Members, if the location has been designated for the posting of General Notices
10 by the Association in the annual policy statement, prepared pursuant to *Civil Code*
11 section 5310;
12
13 (d) If the Association broadcasts television programming for the purpose of
14 distributing information on Association business to its Members, by inclusion in
15 the Association broadcast television programming.

16
17 Notwithstanding the foregoing, if a Member has requested to receive General Notices
18 by Individual Delivery, then all "General Notices" required by law to be sent to the
19 Member shall be delivered by "Individual Delivery." The manner of delivery of any notice
20 not required by law may be given by General Delivery or in any other manner which shall
21 be at the sole discretion of the Board of Directors.

22
23 2.15 Governing Documents. "Governing Documents" shall mean the Articles of Incorporation,
24 Bylaws, Declaration, the Rules and the Condominium Plan.

25
26 2.16 Individual Delivery / Individual Notice. "Individual Delivery" or "Individual Notice" shall
27 mean delivery to a Member or Members by one (1) of the following methods, as provided
28 in *Civil Code* section 4040:

- 29
30 (a) By first-class mail with postage prepaid, registered or certified mail, express mail,
31 or overnight delivery by an express service carrier, addressed to the recipient at
32 such recipient's address last shown on the books of the Association; or
33
34 (b) By email, facsimile, or other electronic means if the recipient has consented, in
35 writing or by email, to that method of delivery. The consent may be revoked, in
36 writing or by email, by the recipient. Delivery by electronic transmission must also
37 comply with *Corporations Code* sections 20 and 21. Among other things, Section
38 20 of the *Corporations Code* requires the Association to obtain consent from the
39 person to whom the document is transmitted to receive it by means of electronic
40 transmission as well as other technical requirements.

41
42 2.17 Majority of a Quorum. "Majority of a Quorum" shall mean a majority of the votes cast in
43 any lawful vote or election by the Members in which the number of ballots cast equals or

1 exceeds the number required to establish a quorum as provided in **Section 4.3** ("Quorum
2 Requirements").

3
4 2.18 Member. "Member" shall mean an Owner.

5
6 2.19 Member in Good Standing. "Member in Good Standing" shall mean a Member of the
7 Association who is current in the payment of all Assessments imposed in accordance with
8 the Governing Documents and who is in compliance with all of the provisions of the
9 Governing Documents. A Member shall be deemed to be in Good Standing unless, after
10 notice and an opportunity for hearing, pursuant to the Declaration, the Board has found
11 the Member to be not in Good Standing and has so notified the Member in accordance
12 with *Civil Code* section 5855.

13
14 2.20 Owner. "Owner" shall mean the record owner, whether one or more persons or entities,
15 of the fee simple title to any Condominium, including Contract Sellers but excluding
16 Contract Purchasers, and excluding those persons having such interest merely as security
17 for the performance of an obligation.

18
19 2.21 Project. "Project" shall mean all of the real property described in the Declaration as
20 comprising the Morgan Springs condominium project, and any additional real property as
21 may hereafter be brought within the jurisdiction of the Association.

22
23 2.22 Resident. "Resident" shall mean any person who resides in a Unit within the Project
24 whether or not such person is an Owner.

25
26 2.23 Rules. "Rules" shall mean the policies, rules, and regulations governing the
27 administration, management, operation, use, and occupancy of the Project, including the
28 use of the Common Area and facilities, the personal conduct of Members and Residents,
29 members of their household, pets, tenants, invitees, and guests within the Project,
30 enforcement of the Governing Documents, and any other matter that is within the
31 jurisdiction of the Association, as adopted, published, or amended by the Board from time
32 to time and subject to applicable law including *Civil Code* section 4340 and following.

33
34 2.24 Total Voting Power. "Total Voting Power" shall mean the total number of votes of all
35 Members entitled to vote at a particular time, calculated on the basis of one (1) vote for
36 each Unit.

37
38 2.25 Unit. "Unit" shall mean the elements of a Condominium that are not owned in common
39 with the Owners of other Condominiums in the Project, as more particularly set forth in
40 the Declaration. There are ten (10) Units in the Project.
41
42
43

- 3.1 Membership Appurtenant to Unit Ownership. Membership in the Association shall include, and shall be limited to, all Owners of any Unit located within the Project. Ownership of a Unit is the sole qualification to be a Member. Membership shall be appurtenant to and may not be separated from ownership of a Unit. Upon becoming the Owner of a Unit, each Owner shall automatically be a Member of the Association and shall remain a Member until such time as his or her or its Unit ownership ceases for any reason. Membership in the Association shall not be transferred, encumbered, pledged, alienated, or hypothecated in any way, except upon the transfer or encumbrance of the Unit to which it is appurtenant and then only to the transferee or mortgagee, as the case may be, of such Unit. Any attempt to make a prohibited transfer is void. Upon any transfer of title to a Unit, including a transfer upon the death of an Owner, membership in the Association shall pass automatically to the transferee.
- 3.2 Owner's Duty to Annually Provide Address, Other Information. As required by *Civil Code* section 4041, each Owner shall annually provide written notice to the Association of (i) the Owner's preferred address(es) for the purpose of receiving notices from the Association, (ii) alternative or secondary address(es), if any, to which notices from the Association are to be delivered, (iii) the name and address of the Owner's legal representative, if any, including any person with power of attorney or other person who can be contacted in the event of the Owner's extended absence from the Unit, and (iv) whether the Unit is Owner-occupied, is rented out, or if the Unit is vacant. If the Owner fails to provide notice to the Association as set forth in (i) and (ii), above, the last address provided in writing by the Owner or, if none, the Unit property address, is deemed the address to which the Association shall deliver notices.
- 3.3 Notice of Transfer of Title. Upon transfer of title to a Unit, the transferee shall be responsible for notifying the Association of such transfer. The notification shall set forth the address of the Unit, the names of the transferee and the transferor, and the date of sale or other transfer. Prior to receipt of such notification, any and all communications required or permitted to be given by the Association or the Board to the Unit Owner shall be deemed to be duly made and given to the transferee if duly and timely made and given to the person shown as the Owner of the Unit and at the address in the Association's records.
- 3.4 Proof of Membership. No person shall exercise the rights of a Member until satisfactory proof of membership has been furnished to the Association. Such proof may consist of either a duly executed and acknowledged grant deed or a title insurance policy showing that the person is an Owner as defined in Section 2.20 ("Owner"). Such deed or policy shall be deemed conclusive proof of ownership in the absence of a conflicting claim based on a later deed or policy.

1 3.5 Voting Rights; Joint Owners.

2
3 3.5.1 One Vote per Unit. Only Members shall be entitled to vote on any issue or
4 matter presented to the Members for approval or membership vote.
5 Members shall be entitled to cast one (1) vote for each Unit owned.

6
7 3.5.2 Joint Owners. In the event more than one (1) person owns a given Unit, the
8 vote for such Unit shall be exercised as the Owners among themselves shall
9 determine, but in no event shall more than one (1) vote be cast with respect
10 to any Unit. If the joint Owners of a Unit are unable to agree among themselves
11 as to how their vote is to be cast, they shall lose their right to vote on the
12 matter in question. If any joint Owner of a Unit casts a vote representing a
13 certain Unit, it will thereafter be conclusively presumed for all purposes that
14 such Owner was acting with the authority and consent of the other Owners of
15 that Unit.

16
17 3.5.3 Trusts, Corporations, Other Entities. In the case of an Owner that is not a
18 natural person (such as a corporate trustee, corporation or other entity), the
19 vote of such Owner may be cast by any authorized representative of the
20 Owner designated by notice in writing to the Association.

21
22 3.5.4 Conservator, Guardian, Parent of Minor, Executor, General Power of Attorney.
23 The power to cast a particular Member's vote may be exercised by (i) the
24 Member's conservator, (ii) the guardian of the Member's estate, (iii) the
25 parent(s) entitled to custody of a Member if the Member is a minor, (iv) the
26 executor or administrator of a deceased Member's estate if the Member's
27 interest in the Unit is subject to administration in his or her estate, or (v) a
28 person with a general power of attorney for a Member.

29
30 3.6 Record Date for Voting. Consistent with *Corporations Code* section 7611(c), the Board
31 may fix a date not more than sixty (60) days before the date of any mailing or delivery of
32 ballots as the record date for determining Members entitled to vote and only Members
33 as shown in the records of the Association as of the record date for voting shall be entitled
34 to vote in such vote or election. If no record date for voting is set by the Board, Members
35 on the day of the mailing or distribution of ballots who are otherwise eligible to vote shall
36 be entitled to vote in such vote or election.

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38
39 **ARTICLE 4** VOTING BY MEMBERS

40
41 4.1 Voting by Members; Members' Request for Vote. Any vote on any matter specified in *Civil*
42 *Code* section 5100(a), which at the time these Bylaws were adopted include: (i) elections
43 regarding Assessments legally requiring a vote, (ii) election and removal of directors, (iii)

1 amendments to the Governing Documents, or (iv) the grant of exclusive use of Common
2 Area pursuant to *Civil Code* section 4600 shall be by "secret ballot" pursuant to *Civil Code*
3 sections 5100 through 5145. The deadline for returning a secret ballot in a vote on any of
4 the above-described matters shall be at least thirty (30) days from the date of mailing.
5 Any membership vote on any other matter may be by written ballot, voice vote, electronic
6 vote, or by any manner not otherwise prohibited by law, and, in a ballot vote, the deadline
7 for returning a written ballot shall be a reasonable time which may be less than thirty (30)
8 days.

- 9
- 10 4.2 Proxies Are Prohibited. Use of proxies in connection with membership votes conducted
11 by secret ballot is expressly prohibited. "Proxy" shall mean a written authorization signed
12 by a Member or a Member's attorney-in-fact giving another person or persons power to
13 vote for such Member, as defined in *Corporations Code* section 5069, other than (i) a
14 designated authorized representative casting a vote pursuant to Section 3.5.3 ("Trusts,
15 Corporations, Other Entities") above, or (ii) a person casting a vote pursuant to Section
16 3.5.4 ("Conservator, Guardian, Parent of Minor, Executor, General Power of Attorney")
17 above. Use of proxies in connection with other membership votes is permitted and shall
18 be conducted in accordance with any Rules adopted by the Board.
- 19
- 20 4.3 Quorum Requirements. The number of ballots that must be cast in order to establish a
21 quorum shall be as follows:
- 22
- 23 4.3.1 Election of Directors. In any election of one (1) or more directors, the number
24 of valid ballots received shall constitute a quorum.
- 25
- 26 4.3.2 Assessment Votes. To the extent required by *Civil Code* section 5605,
27 notwithstanding any other provision in the Governing Documents, for
28 purposes of voting on a Special Assessment or an increase in the Annual
29 Assessment that by law must be approved by the Members, a quorum shall
30 mean more than fifty percent (50%) of the Members, or such other quorum
31 requirement as may be specified by law.
- 32
- 33 4.3.3 Amending the Declaration. In any vote to amend the Declaration, a quorum
34 shall mean fifty percent (50%) of the Total Voting Power as provided in the
35 Declaration.
- 36
- 37 4.3.4 All Other Member Votes. For any other vote or election by the Members, a
38 quorum shall be twenty-five percent (25%) of the Total Voting Power.
- 39
- 40 4.4 Act of Members Requires Majority of a Quorum. Except where the Governing Documents
41 specify a higher percentage for any action that may be taken by the Members, the
42 affirmative vote of a Majority of a Quorum of the Members shall constitute the action of
43 the Members.

- 1
2 4.5 Meetings of Members. To the extent any vote or election by the Members is required by
3 law to be conducted at a meeting of the Members, the provisions of the *Corporations*
4 *Code*, including *Corporations Code* sections 7510 and 7511, that would otherwise apply
5 shall apply; any such meeting of Members shall be conducted in accordance with a
6 recognized system of parliamentary procedure or such parliamentary procedures as the
7 Association may adopt; and to the extent required pursuant to *Civil Code* sections 4925(b)
8 and 5000(b), a reasonable time limit for all Members to speak at a meeting of the
9 Members shall be established by the Board.
- 10 4.6 Place of Member Meetings. Meetings of the Members shall be held at a location within
11 the Project or the Board may designate by resolution a convenient place located as close
12 as reasonably practicable to the Project.
- 13 4.7 Annual Meeting. The annual meeting of Members shall be held in the month of January
14 or as soon thereafter as is practical.
- 15 4.8 Special Meetings of Members. Special meetings of the Members shall be held in response
16 to a request by the Board President, or by vote of a majority of the Board, or upon written
17 request of Members representing five percent (5%) of the Total Voting Power of the
18 Members.
- 19 4.9 Notice of Member Meetings. Written notice of Member meetings shall be given to each
20 Member by Individual Delivery at least ten (10) days but not more than ninety (90) days
21 before such meeting; *except that*, in the case of a special meeting called pursuant to
22 written request of Members, notice of such special meeting shall be given to Members
23 by Individual Delivery within twenty (20) days after receipt of a written request by the
24 Board, and the date for such special meeting shall be not less than thirty-five (35) days
25 nor later than one hundred fifty (150) days after the date of the Board's receipt of the
26 written request. The notice shall state the date, time and place of the meeting, and in the
27 case of a special meeting, shall state the purpose for the meeting.
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34 **ARTICLE 5** **BOARD OF DIRECTORS: NOMINATION, SELECTION, TERM OF OFFICE,**
35 **REMOVAL**

- 36 5.1 Number of Directors. The affairs of this Association shall be managed by or under the
37 direction of, and the corporate powers shall be exercised by, a Board of Directors. The
38 authorized number of directors shall be three (3).
- 39 5.2 Time of Annual Election of Directors. Directors shall be elected annually in the month of
40 January, or as soon thereafter as is practical. **[NOTE TO BOARD: If you would like to**
41 **change the month of the annual election of directors, let us know.]**
42
43

- 1
2 5.3 Qualification of Directors. Only persons who satisfy all of the following qualifications shall
3 be eligible to be elected to or serve on the Board: (i) is a Member current in the payment
4 of Annual and Special Assessments or in the case of a qualified Member that is not a
5 natural person (such as a corporation or other entity), an officer, director, principal, or
6 authorized representative of the entity, and (ii) is a Member who has not been convicted
7 of a felony that would either prevent the Association from purchasing insurance coverage
8 required by Civil Code section 5806 or terminate the Association's existing insurance
9 coverage. Co-Owners of one (1) or more Units may not be nominated for or serve on the
10 Board at the same time.
- 11
12 5.4 Qualification of Candidates. A candidate for the Board must be a Member at the time of
13 their nomination and must meet all other qualifications or restrictions set forth in the
14 Rules governing voting and elections at the time of their nomination. Any Member who
15 fails to meet the qualifications shall be disqualified from running for the Board. If elected,
16 the candidate must meet the qualifications to serve as a director as provided in **Section**
17 **5.3** ("Qualifications of Directors").
- 18
19 5.5 Nomination Procedures. Nominations of candidates for election to the Board of Directors
20 may be made by a nominating committee (hereinafter, "Nominating Committee") or by
21 self-nomination, as follows:
- 22
23 5.5.1 By Nominating Committee. Prior to any election of directors, the Board may
24 appoint a Nominating Committee to nominate candidates for election to the
25 Board. If appointed, the Nominating Committee shall nominate as many
26 candidates for election to the Board as it shall in its discretion determine but
27 shall endeavor to nominate not less than the number of positions on the Board
28 that are to be filled in the election. All nominations shall be made from among
29 persons who satisfy the qualifications set forth in **Section 5.3** ("Qualification of
30 Candidates") and shall be made prior to the deadline for nominations, , as
31 determined by the Board.
- 32
33 5.5.2 By Self-nomination. Any Member who satisfies the qualifications set forth in
34 **Section 5.4** ("Qualifications of Candidates") may place his or her name in
35 nomination for election to the Board in accordance with the Rules governing
36 voting and elections or, if none, by giving written notice to the President or
37 Secretary of the Association. Notice of self-nomination must be received prior
38 to the deadline for nominations, as determined by the Board.
- 39
40 5.6 Publication of Deadline for Nominations. Except in the case of election by acclamation,
41 the date and time of the deadline for nominations and the procedure for submitting a
42 nomination shall be provided to the Members by General Delivery (and by Individual

1 Delivery if so requested by a Member) at least thirty (30) days in advance of the
2 nomination deadline.

3
4 5.7 Election by Acclamation. If, as of the published deadline for nominations, the number of
5 qualified candidates nominated is not more than the number of directors to be elected,
6 then the individuals nominated and qualified to be elected may be declared elected and
7 shall take office at the annual meeting or at such time as is reasonably directed by the
8 Board. The election by acclamation process shall be implemented in accordance with Civil
9 Code section 5103 and the Rules governing voting and elections. In the case of an
10 uncontested election where there are fewer candidates than seats to be elected, and
11 where currently seated directors whose terms have expired cannot agree on which seats
12 shall be relinquished to those candidates elected by acclamation, the Board shall draw
13 lots to determine which seats shall be relinquished.

14
15 5.8 Voting for Directors; No Cumulative Voting; No Write-ins. In all elections of directors,
16 every Member may cast, in respect to each position on the Board to be filled, one (1) vote
17 for each Unit owned. The persons receiving the largest number of votes shall be elected.
18 Voting for write-in candidates (that is, voting for any person not nominated prior to the
19 deadline for nominations) is not permitted.

20
21 5.9 Tied Votes. In the case of a tied vote for one (1) or more positions on the Board, the
22 candidates shall draw lots to determine the winner or winners.

23
24 5.10 Withdrawal of Candidate(s). The Association shall not be required to modify the election
25 process in any way due to the withdrawal of one or more candidates during the election
26 process. Any withdrawal of a candidate shall be in writing and shall be effective upon
27 receipt by the Association. Once withdrawn, the candidate is no longer eligible to be
28 elected in that election.

29
30 5.11 Election and Term of Office. In the next annual election of directors following the approval
31 of these Bylaws, the Members shall elect three (3) directors. Of the three (3) directors
32 elected, the two (2) directors who receive the largest number of votes shall serve a two-
33 year term and the other one (1) director shall serve a one-year term, in order to create a
34 Board with staggered terms of office. In each annual election of directors thereafter, the
35 Members shall elect directors for a term of two (2) years' each to replace those directors
36 whose terms are then expiring. Each director shall serve until the expiration of his or her
37 term and thereafter until a successor is elected, or until the earlier disqualification, death,
38 resignation, or removal of such director. **[Board, please let us know if you want there to
39 be staggered terms and a term of office of two years.]**

40
41 5.12 Removal of Directors by the Members. Consistent with *Corporations Code* section 7222,
42 any director may be removed from the Board, with or without cause, by the vote of a
43 majority of the Total Voting Power of the Association.

1
2
3 5.13 Vacancies, Resignation, Disqualification of Directors. A vacancy shall exist on the Board (i)
4 in the event of the death, resignation, or removal (by the Members) of any director, (ii)
5 in the event of a declaration of a vacancy by the Board as provided below in this Section
6 5.13, (iii) if the authorized number of directors is increased, or (iv) if the Members fail to
7 elect the full authorized number of directors.

8
9 5.13.1 Resignation. Any director may resign by giving written notice to the Board. The
10 resignation shall be effective on the date specified in the notice. Unless
11 otherwise provided in the notice, the acceptance of a resignation shall not be
12 necessary to make it effective.

13
14 5.13.2 Disqualification of a Director. As provided in *Corporations Code* section
15 7221(b), the Board of Directors, by a majority vote of the directors who meet
16 all of the qualifications for directors as set forth in Section 5.3 ("Qualification
17 of Directors"), may declare vacant the office of any director who fails or ceases
18 to meet any required qualification that was in effect at the beginning of that
19 director's current term of office.

20
21 5.13.3 Failure to Perform Duties. Pursuant to *Corporations Code* section 7221(a), the
22 Board, by vote of a majority of a quorum, may declare vacant the office of any
23 director who: (i) fails within sixty (60) days after receiving notice of election to
24 accept office, either in writing or by attending a meeting of the Board as a
25 director or (ii) is absent from two (2) consecutive regularly scheduled meetings
26 of the Board unless excused by the Board, or (iii) is absent from a majority of
27 the Board meetings held during a twelve month period.

28
29 5.14 Filling Vacancies.

30
31 5.14.1 Removal by Members. Pursuant to *Corporations Code* section 7224, vacancies
32 on the Board created by the removal of a director by the Members shall be
33 filled by approval of the Members. A director elected by the Members to fill
34 such a vacancy shall serve the remainder of the term of office of the director
35 whom he or she replaces.

36
37 5.14.2 Other Vacancies. Any vacancy occurring on the Board of Directors, except a
38 vacancy created by the removal of a director by the Members may be filled (i)
39 by approval of the Board of Directors; or (ii) if the number of directors then in
40 office is less than a quorum, by the vote of a majority of the directors then in
41 office at a meeting of the Board, or (iii) by a sole remaining director. If the
42 Board accepts the resignation of a director tendered to take effect at a future
43 time, the Board, including the resigning director, may choose or, if the Board

1 fails to act, the Members may elect, a successor to take office when the
2 resignation becomes effective. The Members may elect a director at any time
3 to fill any vacancy not filled by the directors. A director chosen by the Board in
4 accordance with this Section 5.14.2 to fill a vacancy shall serve the remainder
5 of the term of office of the director whom he or she replaces.
6

7 5.15 Removal of Entire Board; Replacement Directors. In the case of a vote by the Members to
8 remove the entire Board of Directors, the incumbent directors shall not be removed from
9 office unless and until one (1) or more replacement directors have been elected by the
10 Members. If, in such election, the Members fail to elect the full number of replacement
11 directors, the vacancies then existing on the Board may be filled by the elected
12 replacement directors pursuant to clause (i) or clause (ii) of Section 5.14.2 ("Other
13 Vacancies"). All of the directors replacing those removed by the Members shall serve until
14 the next annual election of directors at which time: (i) three (3) directors shall be elected
15 and the two (2) directors who receive the largest number of votes shall serve a two-year
16 term and the other one (1) director shall serve a one-year term, in order to create
17 staggered terms of office; or (ii) alternatively, if the number of qualified candidates for
18 the next annual election is less than or equal to three (3), the directors shall be elected
19 by acclamation pursuant to Section 5.7 ("Election by Acclamation") and shall draw lots to
20 determine one-year or two-year terms to create staggered terms of office.
21

22 5.16 Directors' Conflict of Interest. As provided in *Civil Code* section 5350, no director or
23 member of a committee shall be permitted to vote on matters of (i) discipline of the
24 director or committee member, (ii) an Assessment against the director or committee
25 member for damage to the Common Area or facilities, (iii) a request, by the director or
26 committee member, for a payment plan for overdue Assessments, (iv) a decision whether
27 to foreclose on a lien on the separate interest of the director or committee member, (v)
28 review of a proposed physical change to the separate interest of the director or
29 committee member, (vi) a grant of exclusive use of Common Area to the director or
30 committee member, and (vii) as provided in *Corporations Code* section 7233, any contract
31 or other transaction in which a director or committee member has a material financial
32 interest. As provided in *Corporations Code* section 7234, the interested director or
33 committee member may be counted in determining the presence of a quorum at a
34 meeting of the Board or of a committee.
35

36 5.17 No Compensation of Directors. No director shall receive compensation for any service he
37 or she may render to the Association as a director. However, upon approval by the Board,
38 any director may be reimbursed for his or her expenses actually incurred in the
39 performance of his or her duties.
40

41 5.18 Directors' Standard of Care. As provided in *Corporations Code* section 7231, a director
42 shall perform the duties of a director, including duties as a member of any Committee of
43 the Board upon which the director may serve, in good faith, in a manner such director

1 believes to be in the best interests of the corporation and with such care, including
2 reasonable inquiry, as an ordinarily prudent person in a like position would use under
3 similar circumstances.
4

- 5 5.19 Limitation of Liability of Officers and Directors. As provided in *Corporations Code* section
6 7231, no director, officer, committee member, employee, or other agent of the
7 Association shall be liable to any Owner or any other person or entity, including the
8 Association, for any damage, loss, or prejudice suffered or claimed on account of any act,
9 omission, error, or negligence of any such person if such person acted in good faith and
10 in a manner such person reasonably believed to be in the best interests of the Association.
11

12 **ARTICLE 6** **MEETINGS OF DIRECTORS**

- 13
14
15 6.1 Definition of Meeting of the Board. A meeting of the Board shall be as defined in *Civil*
16 *Code* section 4090.
17
18 6.2 Teleconference Meetings. Teleconference meetings shall be conducted in accordance
19 with *Civil Code* section 4090(b) and *Civil Code* sections 4900 *et seq.*, including the
20 requirements of *Civil Code* section 4926(a) where the meeting is only held virtually
21 without a physical location.
22
23 6.3 Organizational Meeting. As soon as practicable, but in any event within thirty (30) days
24 after each annual election of directors, the Board of Directors shall hold a meeting for the
25 purpose of organization, appointment of officers, and transaction of other business, as
26 appropriate.
27
28 6.4 Regular Meetings of the Board. Regular meetings of the Board shall be held at least once
29 every three (3) months upon proper notice which conforms to the provisions of **Section**
30 **6.7** ("Notice to Directors") and **Section 6.8** ("Notice to Members; Agenda"), at the place,
31 day, and time set forth in such notice.
32
33 6.5 Special Meetings of the Board. Special meetings of the Board shall be held when called by
34 the President of the Association or by any two (2) directors.
35
36 6.6 Emergency Meetings of the Board. As provided in *Civil Code* section 4923, emergency
37 meetings of the Board may be called by the President or by any two (2) directors other
38 than the President, if there are circumstances that could not have been reasonably
39 foreseen which require immediate attention and possible action by the Board, and which
40 of necessity make it impracticable to provide the notice required by *Civil Code* section
41 4920.
42

- 1 6.7 Notice to Directors. Regular meetings of the Board may be held, without further notice to
2 the Board, at a place within or reasonably convenient to the Project and on a day and
3 time fixed by resolution of the Board. If not fixed by resolution of the Board, notice of
4 each meeting of the Board shall be communicated to the directors not less than four (4)
5 days prior to a regular meeting, and not less than forty-eight (48) hours prior to a special
6 meeting; provided that shorter notice may be given in the case of a bona fide emergency;
7 and *provided, further*, that notice of a meeting need not be given to any director who
8 signed a waiver of notice or a written consent to holding the meeting, whether before or
9 after the meeting.
- 10
11 6.8 Notice to Members; Agenda. To the extent required pursuant to *Civil Code* section 4920,
12 except for bona fide emergency meetings (whether open meeting or executive session),
13 prior written notice of the day, time, and place of each meeting of the Board of Directors
14 shall be given to all Members. The notice shall contain the agenda for the meeting, subject
15 to the provisions of *Civil Code* section 4930.
- 16
17 6.8.1 Timing of Notice to Members. Notice of open Board meetings shall be given at
18 least four (4) days before the meeting. Notice of a Board meeting that is held
19 exclusively in executive session shall be given at least two (2) days before the
20 meeting.
- 21
22 6.8.2 Delivery of Notice to Members. The notice to the Members shall be given by
23 General Delivery in accordance with *Civil Code* section 4045.
- 24
25 6.9 Open Meeting. To the extent required pursuant to *Civil Code* section 4925(a), regular and
26 special meetings of the Board of Directors shall be open to all Members of the Association,
27 except when the Board meets in executive session. Members who are not on the Board
28 may not participate in any deliberation, discussion or decision-making unless expressly so
29 authorized by the vote of a majority of a quorum of the Board present at the meeting.
30 Pursuant to *Civil Code* section 4925(b), a reasonable time limit for all Members to speak
31 to the Board shall be established by the Board; however, the right to speak to the Board
32 shall not entitle any Member to participate in the Board's deliberations on any matters
33 unless requested to do so by the Board.
- 34
35 6.10 Executive Session. To the fullest extent permitted by law, including *Civil Code* section
36 4935, the Board may meet in executive session to confer with legal counsel or to discuss
37 and/or vote upon personnel matters, Member discipline, litigation in which the
38 Association is or may become involved, matters that relate to the formation of contracts
39 between the Association and others, and for the purpose of meeting with a Member,
40 upon such Member's request, regarding the Member's payment of Assessments. In any
41 matter relating to the discipline of a Member, the Board shall meet in executive session
42 if requested to do so by that Member, and that Member and any other person(s) whose
43 participation is, in the judgment of the Board, necessary or appropriate, shall be entitled

1 to attend the executive session; *provided, however*, that (i) to the extent required by *Civil*
2 *Code* section 5673, a decision by the Board to record a lien for delinquent Assessments
3 shall be made at an open meeting of the Board, and (ii) to the extent required by *Civil*
4 *Code* section 5705(c), a vote of the Board to initiate foreclosure of a lien for delinquent
5 Assessment shall be taken in executive session but shall be recorded in the minutes of the
6 next following open meeting of the Board. There shall be no requirement that the Board
7 convene an open meeting in order to meet in executive session.
8

9 6.11 Quorum for Board's Action. A majority of the number of directors then in office (but not
10 less than two) shall constitute a quorum for the transaction of business. Every act done
11 or decision made by a majority of the directors present at a duly held meeting at which a
12 quorum is present shall be regarded as the act of the Board. A meeting at which a quorum
13 is initially present may continue to transact business, notwithstanding the withdrawal of
14 directors, if any action taken is approved by a majority of the required quorum for that
15 meeting.
16

17 6.12 Voting by Directors. Pursuant to *Corporations Code* section 7211(c), each director shall be
18 entitled to one (1) vote and a director may not vote by proxy or otherwise delegate his or
19 her right to vote on any matter before the Board.
20

21 6.13 Minutes of Meetings of Directors. To the extent required by *Civil Code* section 4950(a),
22 within thirty (30) days after the date of any meeting of the Board, the Board shall make
23 available to the Members either (i) the minutes of that meeting as adopted by the Board,
24 (ii) if the minutes have not yet been adopted by the Board, the minutes as proposed for
25 adoption which shall be marked to indicate draft status, or (iii) a summary of the minutes.
26 To the extent required by *Civil Code* section 4935(e), any matter discussed in an executive
27 session shall be generally noted in the minutes of the Board and minutes of executive
28 sessions shall not otherwise be required. Copies of the minutes, proposed minutes, or
29 summary of minutes shall be provided to any Member of the Association upon request
30 and upon reimbursement of the Association's costs in providing such copies.
31

32 **ARTICLE 7** **OFFICERS AND THEIR DUTIES**

34
35 7.1 Enumeration of Principal Officers. The principal officers of this Association shall be a
36 President and a Vice-President, who shall at all times be members of the Board of
37 Directors, as well as a Secretary and a Treasurer. The Board may, from time to time, by
38 resolution appoint other officers as the Board may determine, as provided in Section 7.4
39 ("Special Appointments").
40

41 7.2 Appointment of Principal Officers. The appointment of the principal officers shall take
42 place at the first meeting of the Board following each annual election of directors.
43

- 1 7.3 Term. The principal officers of this Association shall be appointed annually by the Board,
2 and each shall hold office for one (1) year, unless he or she shall sooner resign, be
3 removed, or otherwise be disqualified to serve.
4
- 5 7.4 Special Appointments. The Board may appoint such other officers as the affairs of the
6 Association may require (for example, one or more assistant vice-presidents or assistant
7 secretaries or assistant treasurers), each of whom shall hold office for such period, have
8 such authority, and perform such duties as the Board may, from time to time, determine.
9 Officers appointed pursuant to this Section 7.4 need not be members of the Board or
10 Members of the Association.
11
- 12 7.5 Resignation and Removal. Any officer may be removed from office, with or without cause,
13 by the Board. Any officer may resign at any time by giving written notice to the Board, the
14 President, or the Secretary. Such resignation shall take effect on the date of receipt of
15 such notice or at any later time specified therein and, unless otherwise specified therein,
16 the acceptance of such resignation shall not be necessary to make it effective.
17
- 18 7.6 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer
19 appointed to such vacancy shall serve for the remainder of the term of the officer he or
20 she replaces, subject to the Board's right to remove an officer.
21
- 22 7.7 Multiple Offices. One (1) person may hold two (2) or more offices except that neither the
23 Secretary or any assistant secretary nor the Treasurer or any assistant treasurer may serve
24 concurrently as President. This provision is intended to prohibit a single individual from
25 having apparent authority to bind the Association by virtue of holding both offices,
26 pursuant to *Corporations Code* section 7214.
27
- 28 7.8 Authority to Bind Association. Unless expressly authorized by resolution of the Board, no
29 officer shall have any power or authority to bind the Association or to render the
30 Association liable for any purpose or on any account.
31
- 32 7.9 No Compensation of Officers. No officer shall receive compensation for any service he or
33 she may render to the Association as an officer. However, upon approval by the Board,
34 any officer may be reimbursed for his or her expenses actually incurred in the
35 performance of his or her duties.
36
- 37 7.10 President. The President shall be the chief executive officer of the Association and shall,
38 subject to control of the Board of Directors, have general supervision, direction, and
39 control of the affairs of the Association and of the other officers and the employees and
40 agents of the Association. The President shall preside at all meetings of the Members and
41 at all meetings of the Board, shall have the general powers and duties of management
42 usually vested in the office of the President of an Association, and shall have such other

1 powers and duties as may be prescribed by the Board of Directors and the Bylaws, subject,
2 however, to any limitations contained in the Declaration.

3
4 7.11 Vice-President. In the absence or disability of the President, the Vice-President shall
5 perform all the duties of the President and, when so acting, shall have all of the powers
6 of, and be subject to all of the restrictions upon, the President including the restriction on
7 holding multiple offices as set forth in Section 7.7 ("Multiple Offices"). The Vice-President
8 shall have such other powers and perform such other duties as, from time to time, may
9 be prescribed by the Board of Directors. In the absence or disability of both the President
10 and the Vice-President, or if there is not a Vice-President in office, the Board shall
11 designate another director to preside at a meeting of the Board or of the Members.

12
13 7.12 Secretary. The Secretary shall keep or cause to be kept at the principal office or such other
14 place as the Board of Directors may prescribe, a book of minutes of all meetings of
15 directors and Committees of the Board, all meetings of any other committee appointed
16 by the Board that has decision-making authority, and all meetings and votes of Members.
17 The Secretary shall give, or cause to be given, notice of all meetings of the Members and
18 of the Board of Directors required by the Bylaws or by law to be given and shall maintain
19 a proper record of the giving of such notice; shall keep or cause to be kept in safe custody
20 the books, records, and documents of the Association; and shall have such other powers
21 and perform such other duties as may be prescribed by the Board of Directors or the
22 Bylaws.

23
24 7.13 Treasurer. The Treasurer shall be responsible for the receipt and deposit in appropriate
25 accounts of all monies of the Association and shall cause disbursement of such funds as
26 directed by resolution of the Board of Directors; may sign all checks and promissory notes
27 of the Association; shall keep or cause to be kept proper books of account; shall cause an
28 annual review of the Association's books and financial statements to be made by a public
29 accountant at the completion of any fiscal year for which such review is required by law
30 or as determined by the Board; shall assist the Board in preparation of an annual budget
31 and a statement of income and expenditures to be presented to the Members of the
32 Association as provided by law; and shall have such other powers and perform such other
33 duties as may be prescribed by the Board of Directors.

34
35
36 **ARTICLE 8** **AMENDMENTS**

37
38 8.1 Amendments Generally. These Bylaws may be amended by approval of the Board and the
39 affirmative vote of a majority of the Total Voting Power of the Association; *provided,*
40 *however,* that, upon advice of legal counsel licensed to practice law in the state of
41 California, including the drafting by legal counsel of appropriate amendatory provisions,
42 the Board shall have the authority without the requirement of Member approval to
43 amend any provision of the Bylaws: (i) to resolve any conflict between the Bylaws and

1 applicable law which may arise due to the enactment or amendment of a statute or due
2 to a development in applicable case law or (ii) to conform the provisions of the Bylaws to
3 changes in applicable statutory law that impose requirements that are non-discretionary.
4

- 5 8.2 Record of Amendments. When an amendment or a new Bylaw provision is adopted, it
6 shall be placed in the appropriate place in the minute book of the Association together
7 with a certificate signed by the Secretary stating the date on which it was approved by
8 the Board and whether at a meeting or by unanimous written consent of the directors,
9 and the date on which it was approved by the Members.
10

11
12 **ARTICLE 9 MISCELLANEOUS**

- 13
14 9.1 Conflict in Governing Documents. In the case of any conflict between the Articles of
15 Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case
16 of any conflict between the Declaration and these Bylaws, the Declaration shall control.
17
18 9.2 Amendments to Referenced Statutes; Time for Performance. References in the Bylaws to
19 particular statutes, including sections of the *Civil Code* or the *Corporations Code*, shall be
20 deemed to include any successor statute and any amendments to existing or successor
21 statutes. Whenever these Bylaws state a time for the performance of any act by the
22 Association which by law (as it may exist from time to time) must be performed at or
23 within a specified time, the time for the performance of such act shall be deemed to be
24 the widest timeframe permitted under then-applicable law.
25
26

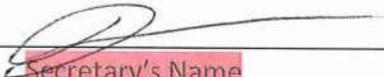
CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
BYLAWS OF
MORGAN SPRING CONDOMINIUMS HOMEOWNERS ASSOCIATION

I, the undersigned, hereby certify that:

I am the Secretary of Morgan Spring Condominiums Homeowners Association.

The foregoing Amended and Restated Bylaws of Morgan Spring Condominiums Homeowners Association were duly approved by the requisite vote of the Members of the Association.

Executed this 25 day of October, 2024.



Secretary's Name
Secretary