

**FIRST AMENDMENT TO THE 2018 RESTATED BYLAWS OF
THE ELMWOOD MANOR HOMEOWNERS ASSOCIATION**

The Association does hereby declare that the 2018 Restated Bylaws are amended as follows (words with a ~~strikethrough~~ are deleted, and words in ***bold italics*** are added):

1. Section 4.03 ("Eligibility to Vote") is hereby amended to read as follows:

The persons entitled to vote at any meeting of Members shall be those persons who are Members as of the record date determined in accordance with Section 5.08 of Article V hereof, subject to the provisions of California's Non-Profit Corporation Law. ~~A Member must be in good standing, with all assessments current, and not be subject to any suspension of membership rights, in order to be eligible to vote.~~

2. Section 4.05 (~~"Action by Written Ballot Without a Meeting"~~) ("***Member Voting***") is hereby stricken entirely and amended to read as follows:

Any vote on any matter specified in Civil Code section 5100(a), which at the time these Bylaws were adopted include: (i) elections regarding Assessments legally requiring a vote, (ii) election and removal of directors, (iii) amendments to the Governing Documents, or (iv) the grant of exclusive use of Common Area pursuant to Civil Code section 4600 shall be by "secret ballot" pursuant to Civil Code sections 5100 through 5145, except when electing Directors by acclamation in accordance with Civil Code section 5103 and these Bylaws. The deadline for returning a secret ballot in a vote on any of the above-described matters shall be at least thirty (30) days from the date of mailing. The secret ballot vote may be conducted by mailed written secret ballot or electronic secret ballot, as permissible under the law. Any membership vote on any other matter may be by written ballot, voice vote, electronic vote, or by any manner not otherwise prohibited by law, and, in a ballot vote, the deadline for returning a written ballot shall be a reasonable time which may be less than thirty (30) days.

3. Section 5.02 ("Annual Meeting") is hereby amended to read as follows:

There shall be an annual meeting of the Members ***in the month of January, or as soon thereafter as is practicable*** ~~on the second Saturday of January of each year at the hour of 10:00 a.m. or at such other date as the Board may determine within thirty (30) day preceding or following such date.~~

4. Section 5.03 ("Special Meetings") is hereby be amended to read as follows:

~~(a) Who May Call. A majority of the Board, the President or Members representing five (5%) or more of the total Voting Power of the Association may call special meetings of the Members for any **lawful purpose** at any time to consider any reasonable business of the Association.~~

~~(b) Calling Special Meetings by Members. If a special meeting is called by Members other than the President or a majority of the Board, the request shall be submitted by such Members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the President, any Vice President, or the Secretary of the corporation. The officer receiving the request shall cause General notice to be promptly given to the Members entitled to vote, in accordance with the provisions of Section 5.04 of this Article V, that a meeting will be held, and the date and time for such meeting, which date shall be not less than thirty-five (35) nor more than ninety (90) days following the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of the Members may be held when the meeting is called by action of the Board of Directors or the President.~~

5. Section 5.04 ("Notice of Members' Meetings") shall be stricken entirely and is hereby amended to read as follows:

Written notice of Member meetings shall be given to each Member by Individual Delivery at least ten (10) days but not more than ninety (90) days before such meeting; except that, in the case of a special meeting called pursuant to written request of Members, notice of such special meeting shall be given to Members by Individual Delivery within twenty (20) days after receipt of a written request by the Board, and the date for such special meeting shall be not less than thirty-five (35) days nor later than one hundred fifty (150) days after the date of the Board's receipt of the written request. The notice shall state the date, time and place of the meeting, and in the case of a special meeting, shall state the purpose for the meeting.

6. Section 5.05 ("Quorum Requirements") subparagraph (a) is hereby amended to read as follows:

~~Twenty-five percent (25%) of the Voting Power of the Members, represented in person, shall constitute a quorum for the transaction of business at an annual or special meeting of the Members; provided, however, that at any meeting actually attended, in person, by less than one third (1/3) of the Voting Power of Members (but at which a quorum is present) the only matters upon which action can be~~

~~validly taken are those matters then general nature of which was described in the notice of meeting pursuant to Section 5.04 of this Article V. Notwithstanding anything herein to the contract, a quorum, for purposes of obtaining membership approval of a special assessment or increases in regular assessments as may be required by Article VI, Sections 6.02(a) and 6.03(c) of the Covenants, Conditions and Restrictions~~ **shall** means more than fifty percent (50%) of the **Members Owners (as distinguished from percentage of the Voting Power of Members)**. **Additionally, notwithstanding the above quorum requirements, in any election of one or more Directors, the number of ballots received shall constitute a quorum.**

There shall be no quorum requirement for Member attendances at any meeting of the Members held for the purpose of tabulating ballots pursuant to Civil Code section 5120(a).

7. Section 7.03 ("Nominations of Directors") is hereby amended to read as follows:

~~(a) Candidates Selected by Nomination Committee. At least sixty (60) days prior to the date of any election of Directors, the Board shall appoint a Nominating Committee to select qualified candidates for election to those positions on the Board of Directors held by Directors whose terms are then expiring. 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 who may or may not be Board members. The Nominating Committee shall make its report to the Board at least thirty (30) days before the date of the election, and the Secretary shall forward to each Member, with the notice of meeting required by Article V, Section 5.04, a list of candidates nominated. The Nominating Committee shall make as many nominations for election to the Board as it shall, in its discretion, determine, but not less than the number of vacancies on the Board to be filled. Members in good standing may be nominated as candidates for election to the Board.~~

(b) ***Self-Nominations From the Floor. Any Member present at the meeting, in person, may place the names of additional candidates in nomination Any Member may place their name in nomination for election to the Board in accordance with the rules governing voting and elections or, if none, by giving written notice to the President or Secretary of the Association. To be eligible for election, a notice of self-nomination must be received prior to the deadline for nominations.***

(c) ***Candidate Communications. The Board shall adopt procedures that provide for a reasonable opportunity for nominees to communicate their qualifications and reasons for candidacy to the Members and to solicit votes, and for a reasonable opportunity for all Members to choose among the nominees.***

~~(d) Petition Procedure. A Member can become a candidate for election to the Board by filing with the Secretary a petition in support of his or her candidacy signed by at least two percent (2%) of the Voting Power of the Association who are, themselves, in good standing with all Assessments paid. The Member circulating the petition shall append his or her written certification to the petition attesting to the validity of the signatures. Candidate petitions must be filed with the Secretary no later than thirty (30) calendar days and no earlier than fifty (50) calendar days prior to the annual election.~~

~~(e) Good Standing Requirement for Candidacy. In order to be eligible for nomination, election and service on the Board, the Association Secretary must certify that the candidate Member is in good standing with the Association and is current in the payment of his or her assessments.~~

8. Section 7.04 ("Election of Directors") is hereby amended to read as follows:

(a) At each annual meeting of the Members, the Members shall elect persons to those positions on the Board of Directors held by Directors whose terms are then expiring. The persons thus elected shall be selected from among those persons nominated pursuant to Section 7.03 above; however, if for any reason an annual meeting is not held or the Directors are not elected at any annual meeting, the Directors may be elected at any special meeting held for that purpose. The Directors thus elected shall take office immediately upon the close of the meeting of the Members at which the Directors are elected.

(b) Cumulative voting for the election of Directors is prohibited. Voting for Directors shall be by secret written ballot, and the candidates receiving the highest number of votes, up to the number of Directors to be elected, shall be elected.

(c) ***To the extent required pursuant to Civil Code section 5110,*** ~~P~~prior to the election, the Board shall appoint one or three ~~eligible Members who are not nominees, to act as official~~ inspector(s) of election. The Board may also appoint other Members to assist the inspector(s). The inspector(s) shall discharge his/their duties impartially, in good faith, to the best of his/their ability, and as expeditiously as possible. If three inspectors are appointed, all decisions, acts and the certification of any election must be made by at least a majority of the official inspectors. Before the election, the inspector(s) shall determine the number of memberships outstanding and the voting power of each as of the Record Date established in accordance with Article V, Section 5.08 hereof.

At the election, the inspector(s) shall: (1) determine the existence of a quorum ~~at the meeting by counting the number of eligible voters present, in person;~~ (2) here and determine all challenges and questions in any way arising in

connection with the right to vote or conduct the election; (3); (4) decide when the polls are closed; (5) count and tabulate all votes; and (6) determine the result of the election. Any report or certificate made by the inspector(s) shall be prima facie evidence of the facts recited therein.

(d) If, as of the published deadline for nominations, the number of qualified candidates nominated is not more than the number of directors to be elected, then the individuals nominated and qualified to be elected shall be declared elected and shall take office at the annual meeting or at such times as is reasonably directed by the Board. Election by acclamation shall be implemented in accordance with Civil Code section 5103 and the Rules governing voting and elections. In the case of an uncontested election where there are fewer candidates than seats to be elected, and where currently seated directors whose terms have expired cannot agree on which seats shall be relinquished to those candidates elected by acclamation, the Board shall draw lots to determine which expired seats shall be relinquished. ~~The election of Directors may be conducted by written ballot without a meeting of the Members pursuant to Section 4.06 of these Bylaws. In the event of an election by written ballot without a meeting, Section 7.03(b) of these Bylaws shall not apply.~~

9. Section 7.05 ("Vacancies on the Board of Directors) subparagraph (c) is hereby amended to read as follows:

Vacancies on the Board shall be filled by majority vote of the remaining Directors, though less than a quorum, or by a sole remaining Director. The successor Director shall serve for the unexpired term of his or her predecessor. The Members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors, ~~but any such election or written ballot shall require the approval of a majority of the Voting Power.~~ A vacancy created by the removal of a Director can be filled only by election of the Members.

10. Section 8.01 ("Place of Meetings") is hereby amended to read as follows:

Regular meetings of the Board of Directors may be held at any place within the County that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Association. Special meetings of the Board shall be held at any place within the County that has been designated in the notice of the meeting ~~or, if not stated in the notice, at the principal office of the Association.~~ Notwithstanding the above, ***meetings of the Board may be held via audio or video teleconference in accordance with Civil Code section 4090(b)*** ~~provisions of this Section 8.01, a regular or special meeting of the Board may be held at any place consented to in writing by all Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.~~

11. Section 8.03 ("Notice of ~~Regular~~ Meetings") is hereby amended to read as follows:

Notice of ~~regular~~ meetings of the Board of Directors shall be given to the Board members upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. ***To the extent required pursuant to Civil Code section 4920, except for bona fide emergency meetings (whether open meeting or executive session), written*** ~~Notice of the date, time and location of all regular~~ ***and special*** Board meetings also shall be given to the Members ~~at least four (4) days prior to the meeting by posting the notice in a prominent place or places within the Common Area, by mail, or delivery of the notice to each Unit, or by newsletter or similar means of communication, except for an emergency meeting. Notice shall be given by mail to any Owner who has requested notification of Board meetings by mail, at the address required by the Owner.~~ ***The notice shall contain the agenda for the meeting, subject to the provisions of Civil Code section 4930.*** An emergency meeting of the Board of Directors may be called by the President, or by any two (2) members of the Board other than the President, if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board and which, of necessity, make it impracticable to provide notice as required by this Section.

12. Section 8.04 ("Special Meetings of the Board") subparagraph (b) is hereby stricken entirely.

13. Section 8.05 (~~"Attendance by Members and Association Manager"~~) ("***Open Meetings***") is hereby stricken entirely and amended to read as follows:

To the extent required pursuant to Civil Code section 4925(a), regular and special meetings of the Board of Directors shall be open to all Members of the Association, except when the Board meets in executive session. Pursuant to Civil Code section 4925(b), a reasonable time limit for all Members to speak to the Board shall be established by the Board; however, the right to speak to the Board shall not entitle any Member to participate in the Board's deliberations on any matters unless requested to do so by the Board.

14. Section 8.06 ("Quorum Requirements") is hereby stricken entirely and amended to read as follows:

A majority of Directors currently seated 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 quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by a majority of the required quorum for that meeting.

15. Section 8.07 ("~~Waiver of Notice~~") ("**Executive Session**") is stricken entirely and amended to read as follows:

To the fullest extent permitted by law, including Civil Code section 4935, the Board may meet in executive session to confer with legal counsel or to discuss and/or vote upon personnel matters, Member discipline, litigation in which the Association is or may become involved, matters that relate to the formation of contracts between the Association and others, and for the purpose of meeting with a Member, upon such Member's request, regarding the Member's payment of Assessments, or other matters which by law may be addressed in executive session. In any matter relating to the discipline of a Member, the Board shall meet in executive session if requested to do so by that Member, and that Member and any other person(s) whose participation is, in the judgment of the Board, necessary or appropriate, shall be entitled to attend the executive session; provided, however, that a. to the extent required by Civil Code section 5673, a decision by the Board to record a lien for delinquent Assessments shall be made at an open meeting of the Board, and b. to the extent required by Civil Code section 5705(c), a vote of the Board to initiate foreclosure of a lien for delinquent Assessment shall be taken in executive session but shall be recorded in the minutes of the next following open meeting of the Board. There shall be no requirement that the Board convene an open meeting in order to meet in executive session.

16. Section 8.08 ("~~Adjournment~~") ("**Board Action by Unanimous Written Consent**") is hereby stricken entirely and amended to read as follows:

To the extent provided in Civil Code section 4910, the Board may not take action by unanimous written consent without a meeting except in case of emergency and may do so by electronic transmission as provided in Civil Code section 4910(b)(2). Any such written consents shall be filed with the minutes of the proceedings of the Board

17. Section 8.09 ("Compensation") is hereby amended to read as follows:

~~Unless approved by a vote or written assent of a majority of the Members;~~
Directors, officers and members of committees shall not be entitled to compensation for their services as such, although they may be reimbursed for such

actual expenses as may be determined by resolution of the Board of Directors to be just and reasonable.

18. Section 9.02 ("Specific Powers and Duties") subparagraph (e) is hereby amended to read as follows:

Enforce the all applicable provisions of the Covenants, Conditions and Restrictions, these Bylaws, and all other ***governing documents*** ~~regulations~~ relating to the control, management, and use of the Units within the Properties and the Common Area and Common Facilities ***in accordance with the requirements of Civil Code sections 5850 and 5855***; ~~provided that at least fifteen (15) days' prior notice of any charges (other than assessments) or potential discipline or fine and the reasons therefore are given to the Member affected, and that an opportunity be provided for the Member to be heard, orally or in writing, not less than five (5) days before the imposition of the discipline or fine, said hearing to be before the Board. Any notice required herein shall be given by the method of Individual Notice most reasonable calculated to provide actual notice. Any notice given by mail shall be given by first class or registered mail sent to the last address of the Member as shown on the Association's records.~~

19. Section 9.02 ("Specific Powers and Duties") subparagraph (x) is hereby stricken entirely.

20. Section 9.03 ("Limitation on Powers") subparagraph (a) is hereby amended to read as follows:

Enter into a contract with a third party for the furnishing of goods or services to the Common Area or the Association for a term longer than ***three (3)*** ~~one (1)~~ years. This restriction shall not apply to: (1) FHA or VA approved management contracts; (2) public utility contracts where the rates charged for materials or services are regulated by the Public Utilities Commission; provided, however, that the term of the contract does not exceed the shortest term for which the supplier will contract at the regulated rate; (3) prepaid casualty or liability insurance policies not to exceed three (3) years duration; provided the policies provide for short rate cancellation by the insured; (4) lease agreements for laundry room fixtures and equipment not to exceed five (5) years duration; (5) agreements for cable television services and equipment or satellite dish television services and equipment not to exceed five (5) years duration; or (6) agreements for the sale or lease of burglar alarm and fire alarm equipment, installation and services not to exceed five (5) years duration.

21. Section 9.03 ("Limitation on Powers") subparagraph (e) is hereby amended to read as follows:

Borrow money on behalf of the Association in a sum in excess of ***twenty percent (20%)*** ~~ten percent (10%)~~ of the budgeted gross receipts for the current fiscal year.

22. Section 9.04 (“Due Process Requirements”) is hereby stricken entirely and amended to read as follows:

The imposition of any monetary penalty or other member discipline shall be subject to the provisions of Civil Code sections 5850 and 5855.

23. Section 12.10 (“Budgets and Financial Statements”) is hereby stricken entirely and amended to read as follows:

In accordance with Civil Code section 5300(a), the Association shall distribute an annual budget report, not less than thirty (30) days and not more than ninety (90) days prior to the end of the Association’s fiscal year. The annual budget report shall conform to the requirements of Civil Code section 5300(b) and (e) and section 5550.

To the extent required pursuant to Civil Code section 5305, for any fiscal year in which the gross income to the Association exceeds Seventy-five Thousand Dollars (\$75,000), the Board shall obtain a review of the financial statements of the Association prepared in accordance with generally accepted accounting principles by a licensee of the California State Board of Accountancy and shall distribute it to all Members of the Association within one hundred twenty (120) days after the close of such fiscal year by Individual Delivery; provided, however, that if audited financial statements are required pursuant to the Covenants, Conditions and Restrictions, audited financial statements shall be obtained.

24. Section 14.04 (“Inspection of Books and Records”) is hereby stricken entirely and amended to read as follows:

To the extent required by Civil Code sections 5200, 5205, 5210, 5215, 5220, 5225, and 5230, and subject to a requesting Member’s compliance with all applicable prerequisites and any applicable limitations (including but not limited to Corporations Code section 8332 concerning protection of constitutional rights of other Members, Corporations Code section 8338 concerning use of memberships lists, and Civil Code section 5215 concerning withholding or redacting certain records), the Association shall make available for inspection and copying by any Member “Association records” (as defined in Civil Code section 5200) maintained by the Association. This provision does not require the Association to create or maintain any records not otherwise required by law to be maintained. The Board may adopt and publish reasonable Rules and regulations establishing procedures relating to a Member’s inspection and obtaining copies of Association records.

All other provisions of the 2018 Restated Bylaws, as amended, shall remain unchanged.

End Amendments.

**CERTIFICATE OF FIRST AMENDMENT TO THE 2018 RESTATED BYLAWS OF THE
ELMWOOD MANOR HOMEOWNERS ASSOCIATION**

I, _____, hereby certify that:
(Print Name)

I am the Secretary of The Elmwood Manor Homeowners Association.

The First Amendment to the 2018 Restated Bylaws of The Elmwood Manor Homeowners Association was duly approved by the requisite vote of the Members of the Association.

Executed this ____ day of _____, 2025.

Signed: _____
Secretary
The Elmwood Manor Homeowners Association