

BY-LAWS
OF
MOUNTAIN VIEW ESTATES HOMEOWNERS ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the association is
MOUNTAIN VIEW ESTATES HOMEOWNERS ASSOCIATION
(hereinafter referred to as the "Association"). The Association is an unincorporated association formed under Sections 20,000 et seq. of the California Corporations Code. The principal office of the Association shall be located in the County of Los Angeles, State of California (hereinafter referred to as "said County"). Meetings of members shall be held at such places as are set forth in the Declaration (defined below).

ARTICLE II

DEFINITIONS

1. Declaration. The "Declaration" shall mean, collectively, the Declaration of Covenants, Conditions and Restrictions Establishing a Plan of Condominium Ownership and any amendments thereto, if any, recorded or to be recorded pursuant thereto, and applicable to the condominium development commonly known and referred to as MOUNTAIN VIEW ESTATES.

2. Other Definitions. Each and every definition set forth in Article I of the Declaration shall have the same meaning herein as therein, and each and every such definition is incorporated by reference herein and made a part hereof as if once again fully written and set forth at length hereat.

ARTICLE III

MEMBERSHIP; VOTING RIGHTS

1. Membership and Voting Rights. The qualification for membership, the sole class of membership and the voting rights of members shall be as set forth in Article V of the Declaration.

2. Incorporation by Reference. Article V of the Declaration is by this reference incorporated herein and made a part hereof as if once again fully written and set forth at length hereat.

ARTICLE IV

MEETINGS OF MEMBERS

1. Annual Meetings. Following the organizational meeting, as described in the Declaration, the first annual meeting of the members shall be held not later than six (6) months after the closing of the sale of the first condominium within the development. Thereafter, annual

meetings of members of the Association shall be held in each succeeding year within one week before or after the anniversary date of said first annual meeting on a day to be determined by the board, which day shall not be a legal holiday.

2. Special Meetings. Special meetings of the members may be called at any time by the president or by the board, or upon written request of members representing at least one-fourth (1/4) of the total votes.

3. Notice of Meetings. Notice of all members meetings, annual or special, shall be given by mail or telegram and shall be given not less than ten (10) days nor more than thirty (30) days prior to the time of said meeting and shall set forth the place, date and hour of the meeting, and the nature of the business to be undertaken. Notices shall be given by, or at the direction of, the secretary or person authorized to call the meeting, and shall be transmitted to each member entitled to vote thereat addressed to such member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Mailed notices shall be deemed received forty-eight (48) hours after same are mailed by certified mail, return receipt requested; notice by telegram shall be deemed received twenty-four (24) hours after same are sent. Notices may also be personally delivered, and shall be deemed received

upon delivery to any occupant of a condominium.

4. Quorum. The presence at any meeting in person or by proxy of members entitled to cast at least fifty percent (50%) of the total votes of all members of the Association shall constitute a quorum. If any meeting cannot be held because a quorum is not present, members representing a majority of the votes present, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called, at which adjourned meeting the quorum requirement shall be at least twenty-five percent (25%) of said total votes. Any meeting of members whereat a quorum is present may be adjourned for any reason to a time not less than forty-eight (48) hours nor more than thirty (30) days from the time of such meeting by members representing a majority of the votes present thereat, either in person or by proxy.

5. Proxies. At all meetings of members each member may be present 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 when the ownership interest or interests of such member entitling him to membership in the Association ceases.

6. Order of Business. The order of business of all meetings of the members shall be as follows:

- (a) roll call;
- (b) proof of notice of meeting or waiver of notice;

(c) reading of minutes of preceding meeting;

(d) reports of board and officers;

(e) election of directors, if any are to be elected;

(f) unfinished business; and

(g) new business.

7. Parliamentary Procedure. All questions of parliamentary procedure shall be decided in accordance with Roberts Rules of Order.

8. Majority of Owners. Except as otherwise provided herein or in the Declaration, the majority of the total voting power present, in person or by proxy, shall prevail at all meetings.

* 9. Action Without Meeting. Any action which * may be taken at a meeting of the members may be taken without a meeting if authorized by a writing signed by all of the members who would be entitled to vote at a meeting for such purpose and filed with the secretary.

ARTICLE V

SELECTION AND TERM OF OFFICE OF BOARD

1. Number. The board shall consist of three (3) directors who need not be members.

2. Term of Office. At the first annual meeting the members shall elect each of the three (3) directors for a term of one (1) year. At the expiration of

the initial term of office of each director, his successor shall be elected to serve for a term of one (1) year.

3. Election; Removal; Vacancies. Election and removal of directors shall be as provided in the Declaration. In the event of the death, resignation or removal of a director, his successor shall be selected by the remaining members of the board and shall serve for the unexpired term of his predecessor (unless, in the case of removal, his successor has been elected by the members as provided in the Declaration).

4. Compensation. No director shall receive any compensation for any service he may render to the Association; provided, however, any director may be reimbursed for actual out-of-pocket expenses incurred by him in the performance of his duties.

ARTICLE VI

NOMINATION AND ELECTION OF DIRECTORS

1. Nomination. Nomination for election to the board may be made by a nominating committee appointed by the board. Nominations may also be made from the floor at each annual meeting.

2. Election. Election to the board shall be by secret written ballot. At such election, the members, or their proxies, may cast, in respect to each vacancy, as many votes as they are entitled to cast under the provisions of the Declaration (and subject to cumulative voting as therein described). The candidates receiving

the highest number of votes shall be deemed elected.

ARTICLE VII

MEETINGS OF DIRECTORS

1. Regular Meetings. Regular meetings of the board shall be held monthly without notice at such place and hour as may be fixed from time to time by resolution of the board. Should any such 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.

2. Special Meetings. Special meetings of the board shall be held when called by the president of the Association, or by any two (2) directors, after not less than three (3) days prior notice to each director.

3. Quorum. Two directors shall constitute a quorum for the transaction of business at a meeting of the board. Every act or decision done or made by two (2) directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the board.

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

ARTICLE VIII

POWER AND DUTIES OF THE BOARD

1. Powers. The board shall have all powers conferred upon the Association as set forth herein and in the Declaration, excepting only those powers expressly reserved to the members.

2. Duties. It shall be the duty of the board:

(a) to cause to be kept a complete record of all of its acts and doings and to present a statement thereof to the members at each annual meeting of the members, or at any special meeting when such statement is requested in writing by members representing one-fourth (1/4) of the votes;

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

(c) to delegate its powers as provided in the Declaration.

ARTICLE IX

OFFICERS AND THEIR DUTIES

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

2. Election of Officers. The election of officers shall take place at the organizational meeting

8. Duties. The duties of the officers shall be as follows:

President

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

Vice President

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

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members, shall serve notices of meetings of the board and of the members, shall keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the board, shall co-sign all checks and promissory notes

of the Association, shall keep proper books of account, shall cause an annual operating statement reflecting income and expenditures of the Association for its fiscal year to be prepared and shall cause copies of said statement to be distributed to each member within ninety (90) days after the end of such fiscal year, and shall cause an annual budget to be prepared and presented to each member.

9. Compensation. No officer shall receive any compensation for any service he may render to the Association; provided, however, any officer may be reimbursed for actual out-of-pocket expenses incurred by him in the performance of his duties.

ARTICLE X

COMMITTEES

The board may appoint such committees as it deems appropriate in order to carry out its purposes, including a nominating committee and an architectural committee.

ARTICLE XI

ASSESSMENTS

1. Liability for Assessments; Collection.

As more fully provided in Articles VI and VII of the Declaration, each member is obliged to pay to the Association annual and special assessments to be collected as therein set forth.

2. Incorporation by Reference. Articles VI and VII of the Declaration are by this reference incorporated herein and made a part hereof as if once again fully written and set forth at length hereat.

ARTICLE XII

AMENDMENTS

1. These by-laws may be amended by vote or written consent of members entitled to cast at least fifty-one percent (51%) of the total voting power of the Association, provided, however, that the adoption of such amendment shall comply with the provisions of California Business and Professions Code, Section 11018.7 to the extent said section is applicable.

ARTICLE XIII

GENERAL PROVISIONS

1. Conflicting Provisions. In the case of any conflict between any provisions of the Declaration and these by-laws, the conflicting provisions of the Declaration shall control.

2. Fiscal Year. The fiscal year of the Association shall be a calendar year unless and until a different fiscal is adopted by the members at a duly constituted meeting thereof.

3. Proof of Membership. No person shall exercise the rights of membership in the Association until satisfactory proof thereof has been furnished to the sec-

retary. Such proof may consist of either a copy of a duly executed and acknowledged grant deed or title insurance policy showing said person to be the owner of an interest in a condominium entitling him to membership. Such deed or policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed or policy.

4. Absentee Ballots. The board may make such provisions as it may consider necessary or desirable for absentee ballots.

5. Consent to Waiver of Notice. The transactions at any meeting of the board, however noticed, shall be as valid as though had at a meeting duly held after regular notice if a quorum be present and either before or after the meeting each director not present thereat signs a written waiver of notice or a consent to the holding of such meeting or an approval of the true and correct minutes thereof. All such waivers, consents or approvals shall be filed with the records of the board and made a part of its minutes.