

ARTICLE IV

Meetings of Members

Section 1 - Place of Meeting. All meetings of Members shall be held at the principal office of the Association, or at such other place in the County of Orange as may be fixed from time to time by resolution of the Board.

Section 2 - Annual Meetings. The annual meeting of the Members shall be held in Orange County in the month of September but not on a legal holiday.

Section 3 - Special Meetings. Special meetings of the Members for any lawful purpose may be called at any time by the President, a majority of a quorum of the members of the Board, or by Members holding not less than five percent (5%) of the voting power of the Members as provided for within Corporations Code Section 7510(e).

Section 4 - Notices of Meetings. Written notice of meetings, annual or special, shall be given to each Member entitled to vote, either personally or by sending a copy of the notice through the first class mail, postage prepaid, to his address appearing on the books of the Association, or supplied by him to the Association for the purpose of notice. All such notices, in accordance with Corporations Code Section 7511(a) shall be sent to each Member entitled thereto not less than ten (10) days nor more than sixty (60) days before each meeting, and shall specify the place, the day and the hour of such meeting, and in case of special meetings, the general nature of the business to be transacted.

When any meeting of Members, either annual or special, is adjourned for thirty (30) days or more, notice of the time and place of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, other than by announcement thereof at the meeting at which such adjournment is taken.

Section 5 - Consent of Absentees. The transaction of any business at any meeting of Members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the Members entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the records of the Association or made a part of the minutes of the meeting.

Section 6 - Quorum. The presence at the meeting of Members or proxies or any combination thereof, entitled to cast thirty three and one-third percent (33 1/3%) of the voting power shall constitute a quorum for any action except as otherwise provided in the Articles, the Declaration, these Bylaws, or Civil Code Section 1366(b) with regard to assessment increases. If any meeting cannot be held because a quorum is not present, the Members present, either in person or by proxy, may adjourn the meeting to a time not less than five (5) days, nor more than thirty (30) days from the time the original meeting was called. At such adjourned meeting, the minimum quorum shall be twenty-five percent (25%), provided that if less than one-third of the voting power is present at a regular meeting in person and by proxy, then the only matters that may be voted upon are those stated in the notice of the meeting. Except where a greater portion of the voting power is required by the Articles, the Declaration, or these Bylaws, a majority of the voting power present, in person or

by proxy, shall prevail at all meetings. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

Section 7 - Proxies Every Member entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such Member or his duly authorized agent and filed with the Secretary of the Association; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution.

Section 8 - Action Without Meeting. Unless otherwise provided in the Articles:

- (a) Directors may only be elected without a meeting by unanimous written consent of all of the Members who would be entitled to vote for the election of such directors, provided that, with appropriate notice as hereinafter set forth, a director may be elected at any time to fill a vacancy not filled by the directors by the written consent of a majority of the Members entitled to vote for the election of the director or directors whose vacancy has occurred.
- (b) Any other action which may be taken at any annual or special meeting of Members may be taken without a meeting, upon notice as hereinafter set forth, if a consent in writing setting forth the action so taken, is signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted.
- (c) All such written consents shall be filed with the Secretary of the Association.
- (d) The Board may fix a record date for the determination of Members entitled to give such written consent, as provided in the Section of these Bylaws entitled "Record Date and Closing Membership Register".

ARTICLE V

Directors

Section 1 - Powers. In addition to the powers and duties of the Board as set forth in the Declaration, the Articles, or elsewhere in these Bylaws, and subject to limitations of the Articles, the Declaration, or these Bylaws, and of the California Corporations Code as to action to be authorized or approved by the Members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by the Board. Without prejudice to such general powers but subject to the same limitations, the Board is vested with and shall have the following powers; to wit:

- (a) To select, appoint and remove all officers, agents and employees of the Association, to prescribe such powers and duties for them as may be consistent with law, with the Articles, the Declaration and/or these Bylaws, to fix the compensation of agents and employees and to require from them security for faithful service when deemed advisable by the Board.
- (b) To conduct, manage and control the affairs and business of the Association, and to enforce such rules and regulations therefore consistent with law, with the Articles, the Declaration and/or these Bylaws, as the Board may deem necessary or advisable.