

BY-LAWS OF THE  
FOXMOOR COVE HOMEOWNER'S ASSOCIATION

ARTICLE I

DEFINITIONS

Section 1.1 Foxmoor Cove Restrictions

The term FOXMOOR COVE RESTRICTIONS shall mean the covenants, conditions and restrictions set forth in that certain DECLARATION recorded on May 8, 1969 as Instrument No. 23164, Official Records, in the Office of the County Recorder of Ventura County, State of California, as said DECLARATION may be amended from time to time, or supplemented or modified. (the "RESTRICTIONS").

Section 1.2 Other Terms

The other terms used herein shall have the definitions and meanings given them in Article I of said RESTRICTIONS, in the ARTICLES OF INCORPORATION and in the BY-LAWS.

ARTICLE II

MEMBERS

Section 2.1 Qualification.

A. Each Owner, by virtue of being an Owner and until he is no longer an Owner, may be a member of the ASSOCIATION. No person other than an Owner may be a member of the ASSOCIATION.

B. The ASSOCIATION shall have one (1) class of members only, and the rights, interests, and privileges of each member in good standing shall be equal.

C. As used herein the term "OWNER" has the meaning set forth in Article 1 of the RESTRICTIONS and includes the purchaser of a lot under an executory contract for the sale of real property only if it is a real property sales contract as defined in section 2985 of the Civil Code of the State of California, as said Section may be amended.

D. Application for membership shall be in writing on a form prescribed by the BOARD. The applicant shall agree to comply with and be bound by the Articles of Incorporation of this corporation, by these BY-LAWS, and by any amendments thereto, and by the policies, rules, and regulations at any time adopted by the corporation in accordance with these BY-LAWS. Such applications shall be accompanied by the annual dues as in these BY-LAWS provided.

E. An annual membership drive shall commence with the annual May election of the BOARD, and shall terminate within 30 days of the new BOARD's election to office.

F. No person shall exercise the rights of membership until satisfactory proof has been furnished to the BOARD that he is an OWNER. Such proof may consist of a copy of a duly executed and acknowledged grant deed, or a title insurance policy showing said person to be the owner of a lot within the area subject to these RESTRICTIONS, or such documentary or other proof as the BOARD in its discretion shall deem to be satisfactory. The decision of the BOARD as to eligibility for membership shall be final and conclusive for all purposes.

G. The BOARD may provide for the issuance of certificates in a form which it shall determine, evidencing membership in the ASSOCIATION. Such certificates shall be consecutively numbered and contain the name and address of the member. The date of issuance of the certificate shall be entered in the records of the ASSOCIATION by the Secretary. If any certificate is lost, mutilated or destroyed, a new certificate may be issued upon such terms and conditions as the BOARD may direct.

## Section 2.2 Voting.

A. Each member in good standing, beneficially owning one or more lots shall be entitled to the number of votes equal to the total number of lots so owned by him at any meeting of the ASSOCIATION or election.

B. Any member in good standing may attend and vote at meetings or at elections in person or by proxy. A valid proxy must be in writing on a form approved by the BOARD, duly appointing a holder, signed by the member and filed with the Secretary. The duration of any proxy shall not exceed eleven months unless otherwise expressly provided therein and it may be revoked at any time by written notice to the Secretary. A proxy shall be deemed revoked when the Secretary receives actual notice of the death or judicially declared incompetence of such member, or upon the termination of such member's status as an OWNER. Where two or more persons have ownership interests in a lot, any proxy with respect to the vote of such members shall be signed by all such persons. The OWNER may execute a proxy to a Renter or Lessee.

## Section 2.3 Meetings; Quorum.

A. There shall be an annual meeting of the members in May of each year, at some reasonable place within the County of Ventura as may be designated by the BOARD.

B. Special meetings of the members may be called and held at times and places as may be ordered by the BOARD to consider matters which, by the terms of the ARTICLES OF INCORPORATION, these BY-LAWS or the RESTRICTIONS, require the approval of all or some of the members, or for any other reasonable purpose. Special meetings of the members shall be called by the President or by the BOARD or upon written request signed by the holders in good standing of not less than one-fourth ( $\frac{1}{4}$ ) of the total votes of the ASSOCIATION. Notice of meetings shall be written, typed or printed and delivered either personally, by mail or published in a local newspaper of general circulation approved by the BOARD, not less than seven (7) days nor more than thirty (30) days prior to the date of said meeting.

C. The presence at any meeting, in person or by proxy, of ten (10) percent of the members in good standing shall constitute a quorum.

D. If any meeting cannot be held because a quorum is not present, the members present 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 the subsequent meeting the members present shall constitute a quorum.

E. Unless otherwise expressly provided herein, any action may be taken at any meeting of the members or election upon the affirmative vote of a majority of the total votes present, notwithstanding the withdrawal of enough members to leave less than a quorum.

F. (1) Meetings of members shall be presided over by the President of the ASSOCIATION or, in his absence, by the First Vice President or, in both absences, by the second Vice President or, in all such absences by a chairman chosen by the President or if none, by a chairman chosen by a majority of the members in good standing present, in person, or by proxy.

(2) The Secretary of the ASSOCIATION shall act as secretary of all meetings, provided, however, that in his absence the presiding officer shall appoint another person to act as Secretary of the meeting.

(3) All meetings shall be governed by "ROBERTS RULES OF ORDER", as such rules may be revised from time to time, insofar as such rules are not inconsistent or in the conflict with these BY-LAWS, the ARTICLES OF INCORPORATION, or the RESTRICTIONS.

#### Section 2.4 Voting By Ballot.

A. Any matter or issue requiring the vote of the members of the ASSOCIATION, including the election of the BOARD may be submitted for vote by written ballot without a meeting. The determination to resolve an issue in this manner shall be made by the BOARD by a resolution which shall specify the date for voting (which in no event shall be sooner than thirty (30) days nor more than sixty (60) days after the date of such resolution), the form of the question to be submitted to the members, and the form of the ballot. Within fifteen (15) days after adoption of the resolution, a full and complete copy thereof shall be sent to every member of the ASSOCIATION books or at the address of any lot owned by such member in the area subject to the RESTRICTIONS or published in a local newspaper of general circulation approved by the BOARD,

B. Balloting at such election may be conducted by mail or by the deposit of ballots at fixed polling places, or at the annual general meeting in May of each year. The BOARD shall notify members of the locations of such polling places at least fifteen (15) days prior to the election, in accordance with the notice provisions set forth in these BY-LAWS.

C. Conduct of the election shall be in accordance with procedures established by the BOARD. The BOARD is authorized to retain such services as it deems necessary to assist in establishing election procedures and supervising and controlling elections and to make reasonable expenditures in connection herewith.

D. After tabulation of the ballots, the BOARD shall notify the members of the outcome of the election. If insufficient votes to constitute a quorum were cast, the BOARD shall so certify, and the election shall be of no effect.

### ARTICLE III

#### BOARD OF DIRECTORS

##### Section 3.1 Corporate Powers.

A. Corporate powers of the ASSOCIATION shall be vested in, exercised by, and under the authority of, and the affairs of the ASSOCIATION shall be controlled by, a Board of Directors (herein referred to as the "BOARD") consisting of not less than five (5) nor more than eleven (11) persons to be determined annually by

the members of the ASSOCIATION.

B. The BOARD shall have the exclusive right and responsibility to perform the duties and obligations and to exercise all powers and authority of the ASSOCIATION not reserved to the membership by the provisions of these BY-LAWS, the ARTICLES OF INCORPORATION, or the RESTRICTIONS.

C. The BOARD shall exercise the powers and authority of the ASSOCIATION only as set forth in the RESTRICTIONS, the ARTICLES OF INCORPORATION, or these BY-LAWS as they may be amended.

D. The BOARD shall procure or maintain adequate liability and hazard insurance for all social and recreational activities wherever held, as the BOARD deems necessary or appropriate.

### Section 3.2 Qualifications, Nominations and Elections.

A. No person shall serve as a member of the BOARD who is not a member of the ASSOCIATION.

B. Nomination for election to the BOARD shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the BOARD, and two (2) or more members of the ASSOCIATION. The Nominating Committee shall be appointed by the BOARD prior to each annual meeting of the members. (APRIL) Such appointments shall be announced at each annual meeting. 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 that are to be filled. In addition, nominations shall be taken from the floor at said annual meeting.

C. At each May annual meeting the members shall elect the directors for the forthcoming year.

D. Members of the BOARD shall serve for a term of one (1) year, until their respective successors are elected, or until their death, resignation or removal, whichever is earlier. The term shall commence the first week of May and continue until the annual general election meeting of the following year. Any member of the BOARD may resign at any time by giving written notice to the President or Secretary, and any person may be removed from the BOARD by the vote of the members; provided, however, that unless the entire BOARD is removed, an individual member shall not be removed if the number of votes cast against his removal exceeds twenty (20) percent of the total votes cast.

E. Vacancies on the BOARD shall be filled by a majority of the remaining members through less than a quorum, and each member so elected shall hold office until his successor is elected by the members of the ASSOCIATION.

F. One meeting shall be held annually with the BOARD taking office and the outgoing BOARD within one (1) week of election. This meeting shall be held for the purpose of the turning over of the records to the new BOARD. Any business currently under consideration of the outgoing BOARD will be discussed as to continue the continuity of the BOARD'S programs or activities during the "change-over" period.

### Section 3.3 Meetings.

A simple majority of the elected members of the BOARD shall constitute a quorum of the BOARD, and if a quorum is present, the decision of a majority of those present shall be the act of the BOARD. The BOARD may also act without a meeting if all of the BOARD members consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the BOARD. All BOARD meetings shall be in some reasonable place within Ventura County, as designated by a simple majority of the BOARD.

#### Section 3.4 Books and Records.

The BOARD shall cause to be maintained, in a manner consistent with generally accepted accounting principles, a full set of books and records showing the financial condition of the ASSOCIATION. At least fifteen (15) days prior to the annual meeting (mid-April) an independent certified audit of such books and records shall be conducted. A copy of each such audit shall be made available, within fifteen (15) days following completion of the audit, for inspection by the ASSOCIATION members. (available for inspection at the annual meeting in May)

### ARTICLE IV

#### OFFICERS

##### Section 4.1 Officers.

The officers of the ASSOCIATION shall be a President, a First Vice-President, Second Vice-President, a Secretary and a Treasurer. The ASSOCIATION may also have, at the discretion of the BOARD, one or more Assistant Secretaries or Assistant Treasurers and such other officers as may be appointed in accordance with the provisions of Section 4.3.

##### Section 4.2 Election.

The officers of the ASSOCIATION, except such officers as may be appointed in accordance with the provisions of Sections 4.3 or 4.5, shall be chosen annually from the members of the newly elected BOARD by a majority vote of the BOARD at their first meeting for the following offices: President, First Vice-President, Second Vice-President, Secretary, Treasurer. Each shall hold office for a term of one (1) year, corresponding to the term of the BOARD, until his resignation, removal or disqualification to serve, or until his successor is elected and qualified.

##### Section 4.3 Subordinate Officers.

The BOARD may appoint, or may empower the President to appoint, such other officers as the affairs of the ASSOCIATION may require (including the Assistant Secretaries and Assistant Treasurers mentioned in Section 4.1), each of whom shall hold office for such period, have such authority and perform such duties as are provided in the BY-LAWS or as the BOARD may from time to time determine.

##### Section 4.4 Removal and Resignation.

Any subordinate officer may be removed, either with or without cause, by the BOARD or by any officer upon whom such power of removal may be conferred by the BOARD; provided, however, that only the BOARD shall remove an officer chosen by the BOARD. Any officer may resign at any time by giving written notice to the BOARD, the President or the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

##### Section 4.5 Vacancies.

A vacancy in any office because of resignation, removal, disqualification, death or any other cause shall be filled in the manner prescribed in the BY-LAWS for regular appointments to such office.

#### Section 4.6 Duties of Officers.

A. The President shall be the Chief Executive Officer of the ASSOCIATION and shall, subject to the control of the BOARD, have general supervision, direction and control of the affairs and officers of the ASSOCIATION. He shall preside at all meetings of the members and at all meetings of the BOARD and shall have the general powers and duties of management usually vested in the office of president of a corporation along with such other powers and duties as may be prescribed by the BOARD or the BY-LAWS.

B. The First Vice-President shall, in the absence or disability of the President, perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions applicable to the President. He shall have such other powers and perform such other duties as from time to time may be prescribed by the BOARD or the BY-LAWS.

C. The Second Vice-President in the absence of the First Vice-President shall perform all the duties of the First Vice-President, and when so acting shall have all the powers of and be subject to all the restrictions applicable to the First Vice-President. He shall have such other powers and perform such other duties as from time to time may be prescribed by the BOARD or BY-LAWS.

D. The Secretary shall keep or cause to be kept, at the principal office of the ASSOCIATION or such other place as the BOARD may order, minutes of all meetings of directors and members, including (without limitation) the time and place of holding, whether special or regular and, if special, how authorized, the number of members and votes present in person and by proxy at ASSOCIATION meetings, and the proceeding thereof. Copies of meeting minutes of the ASSOCIATION should be given to the President for referral purposes, within one (1) week of a BOARD or General meeting. The Secretary shall keep appropriate current records of the members of the ASSOCIATION and their addresses. He shall give notice of all ASSOCIATION meetings and meetings of the BOARD as required by these BY-LAWS or by law. He shall keep the Seal of the ASSOCIATION in safe custody and shall have such other powers and perform such other duties as may be prescribed by the BOARD or by these BY-LAWS.

E. The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the ASSOCIATION, including accounts of its assets, liabilities, receipts, and disbursements. The books of account shall at all reasonable times be open to inspection by any member of the BOARD. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the ASSOCIATION with such depositories as may be designated by the BOARD. He shall disburse funds of the ASSOCIATION as may be ordered by the BOARD and upon request shall render to the President or members of the BOARD an account of all of his transactions as Treasurer and of the financial condition of the ASSOCIATION. The disbursements of the ASSOCIATION shall require the joint signatures of the President and the Treasurer. He shall have such other powers and perform such other duties as may be prescribed by BOARD or by these BY-LAWS.

### ARTICLE V

#### MISCELLANEOUS

#### Section 5.1 Notices.

Any notice or other document relating to or required by these BY-LAWS may be delivered either personally, by mail, or

published in a local newspaper of general circulation approved by the BOARD.

If to a member of the ASSOCIATION, at the address from time to time given by such member to the Secretary for the purpose of service of such notice, or, if no such address has been so given, to the address of any lot within the subject property owned by such member.

Section 5.2 Consent to Waiver of Notice.

The transactions at any meeting of the members of the ASSOCIATION or of the BOARD, however called or noticed, shall be as valid as if the meeting was duly held after regular call and notice, if a quorum is present and if (either before or after the meeting) each member not present in person or by proxy at a meeting of the members of the ASSOCIATION, or each member of the BOARD present at a meeting of the BOARD, signs a written waiver of notice, a consent of the holding of such a meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the records of the ASSOCIATION and made a part of the minutes of the meeting.

Section 5.3 Effective Date.

These BY-LAWS shall become effective immediately upon their adoption. Amendments to these BY-LAWS shall become effective immediately upon their adoption unless the BOARD, or members of the ASSOCIATION, in adopting them, provide for a later effective date.

Section 5.4 Amendment.

Except as otherwise expressly provided herein, these BY-LAWS may be amended by the vote or written assent of members entitled to exercise a majority of the voting power of the corporation or by the vote of a majority of a quorum at a meeting duly called and noticed for the purpose, and subject to the ARTICLES OF INCORPORATION and RESTRICTIONS, by the vote of a majority of the members of the BOARD.

CERTIFICATE OF SECRETARY

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, Secretary of the corporation known as FOXMOOR COVE HOMEOWNER'S ASSOCIATION, a California non-profit corporation does hereby certify that the foregoing BY-LAWS composing of seven (7) pages were duly adopted by the BOARD OF DIRECTORS of said ASSOCIATION on the 7th day of April, 1976, and that they now constitute said BY-LAWS.

IN WITNESS WHEREOF, this 7th day of April, 1976.

\_\_\_\_\_  
Secretary  
Elsie J. Grigsby