

BY - LAWS
of
WOODSIDE HILLS HOMES ASSOCIATION

(Amended to February 8, 2010)

ARTICLE 1 NAME

Section 1. CORPORATION NAME. The name of this corporation is the WOODSIDE HILLS HOMES ASSOCIATION, INC., incorporated on September 21, 1951.

ARTICLE 2 OFFICES

Section 1. PRINCIPAL OFFICE. The principal office of the corporation is located in the Town of Woodside, San Mateo County, State of California with mail address P. O. Box 620084 Woodside, California 94062-0084.

Section 2. CHANGE OF ADDRESS. The designation of the address of the corporation's principal office may be changed by amendment of these by-laws.

ARTICLE 3 PURPOSES

Section 1. PURPOSE. The primary purpose shall be to administer the conditions, covenants and restrictions (CC&R's) and enforce the requirements of the CC&R's in Woodside Hills as defined in Article 4 below.

Section 2. GENERAL WELFARE. A secondary purpose shall be to improve the living conditions and physical surroundings of the residents of Woodside Hills.

Section 3. NON-PROFIT ASSOCIATION. The Corporation is organized as a non-profit association under Section 23701(f) of the California Revenue and Taxation Code. The Association owns no real property and is not a common interest development for purposes of Section 1350 et seq. of the Civil Code.

ARTICLE 4 DEFINITIONS

Section 1. LOTS INCLUDED. The word "lot" as used in these by-laws shall mean a real property situated in the County of San Mateo, State of California, and more particularly described as follows:

- (a) Woodside Hills, Unit No. 1, San Mateo County, California, which map was filed in the Office of the Recorder of the County of San Mateo, State of California, on April 6, 1938, in Liber 21 of Maps, pages 65, 66, 67 and 68.
- (b) Woodside Hills, Unit No. 2, San Mateo County, California, which map was filed in the Office of the Recorder of the County of San Mateo, State of California, on July 3, 1947 in Liber 27 of Maps, pages 21, 22, 23 and 24.
- (c) Woodside Hills, Unit No. 3, San Mateo County, California, which map was filed in the Office of the Recorder of the County of San Mateo, State of California, on July 12, 1956 in Volume 45 of Maps, at pages 33 and 34.

- (d) Woodside Hills, Unit No. 4, Town of Woodside, San Mateo County, California, which map was filed in the Office of the Recorder of the County of San Mateo, State of California, on August 17, 1964 in Book 60 of Maps, at pages 41 and 42.
- (e) Woodside Hills, Unit No. 5, Town of Woodside, San Mateo County, California, which map was filed in the Office of the Recorder of the County of San Mateo, State of California, on January 22, 1963 in Book 57 of Maps, at pages 42 and 43.
- (f) Woodside Hills, Unit No. 6, Town of Woodside, San Mateo County, California, which map was filed in the Office of the Recorder of the County of San Mateo, State of California, on October 24, 1966 in Book 65 of Maps, at pages 42 and 43.
- (g) Woodside Hills, Unit No. 7, Town of Woodside, San Mateo County, California, which map was filed in the Office of the Recorder of the County of San Mateo, State of California, on July 19, 1976 in Book 91 of Maps, at page 26.
- (h) The tract of real properties shown on the Record of Survey Map recorded in the Office of the Recorder of San Mateo County, State of California, on March 5, 1959 in Book 4 of L.L.S. Maps at page 46.
- (i) Such other subdivisions or tracts of land in the vicinity of those described above for which restrictions, conditions and covenants may from time to time be or have been recorded which designate the Woodside Hills Homes Association as administrator of the terms and provisions of such CC&R's.

Section 2. The word "lot" shall further be deemed to mean a property either with an existing legally constructed primary residence or a property which is of sufficient size to allow the construction of a primary residence under the Town of Woodside's current Municipal Code.

ARTICLE 5. MEMBERSHIP

Section 1. MEMBERSHIP DEFINITION. The following persons are members of this corporation: all persons who are owners of record of any included lot, provided that no person or corporation taking title as security for the payment of money or the performance of any obligation shall thereby become entitled to membership.

Section 2. MEMBERSHIP IDENTIFICATION. Any person who is a member of this corporation may be required, as a condition precedent to exercise of any rights as such member, to establish his right to such membership to the satisfaction of the secretary of this corporation, who shall maintain a membership list. The existing list of members, as maintained by the secretary, shall be prima facie evidence of the names and number of members in all corporate matters, including membership voting.

Section 3. NO MEMBERSHIP FEE. No membership or initiation fee shall be charged, nor shall members be required to pay at any time any amount to carry on the business of this corporation, except to pay the assessments or charges set forth in the applicable CC&R's.

ARTICLE 6 VOTING RIGHTS

Section 1. EXERCISE OF VOTING POWER. In all matters which shall come before the members of this corporation, the voting power of the members shall consist of one vote for each lot.

When a lot is owned of record in joint tenancy or tenancy in common, as community property in partnership, in trust or otherwise with multiple owners, the owners of such lot shall collectively be entitled to one vote only therefor. It shall be the obligation of such owners to designate a voting representative. In the event that there is no valid designation of such a voting representative at the time a vote is held, no vote may be cast with respect to that lot.

Section 2. UNDEVELOPED PARCELS. Undeveloped lots of insufficient size to permit the construction of a primary residence shall have no vote.

Section 3. AFFIRMATIVE VOTE. All matters which come before the members of the corporation shall require for adoption a majority affirmative vote of the members voting from all lots.

Section 4. FORM OF VOTE. Such votes may be in any combination of: in person, by mail or e-mail or by proxy providing such vote satisfies the criteria established by the secretary.

ARTICLE 7 DIRECTORS

Section 1. NUMBER. The corporation shall have seven (7) ~~six (6)~~ directors which shall collectively be known as the board of directors. *(Amended Feb. 8, 2010)*

Section 2. QUALIFICATIONS. Directors shall be of the age of majority in California. They shall be members of Woodside Hills Homes Association.

Section 3. ELECTION OF DIRECTORS AND TERM OF OFFICE. Each director shall be elected for a term of three years by the membership of the corporation. Either two or three ~~Two~~ directors shall be elected each year so as to preserve a three year stagger. The term of office of any elected director shall begin immediately after election. *(Amended Feb. 8, 2010)*

Section 4. POWERS. Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation, CC&R's and these by-laws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board. The board may delegate the management of the activities of the corporation to any persons, management company or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board.

Section 5. DUTIES. It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, the CC&R's, or by these by-laws;
- (b) Except as otherwise provided in these by-laws, appoint and remove, employ and discharge, and fix the compensation, if any, of officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these by-laws;
- (e) Register their postal and email addresses with the secretary of the corporation, for notices of meetings mailed or transmitted by internet to them;

- (f) Annually, immediately after membership approval of a resolution approving a budget for the year and an assessment to be paid for each lot, to direct the treasurer to mail assessment notices, collect assessment payments, and pursue enforcement of delinquencies, all in a manner consistent with the applicable CC&R's.

Section 6. COMPENSATION. Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 7. PLACE OF MEETINGS. Meetings shall be held as directed by these by-laws or at a location approved by a majority of the board of directors.

Section 8. REGULAR MEETINGS. Regular meetings of directors shall be held monthly on a date set by the board of directors. This may be changed to such date and time as is convenient approved by a majority of the directors. Meetings may also be cancelled by a majority of the directors.

Section 9. SPECIAL MEETINGS. Special meetings of the board of directors may be called by the chairperson of the board, or any officer, by any two directors, or by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at a place designated by a majority vote of the board of directors or ratified by a majority vote of directors attending said meeting.

Section 10. NOTICE OF MEETINGS. Unless otherwise provided by the Articles of Incorporation, these by-laws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- (a) Regular meetings: Notice of a meeting is hereby waived for any regularly scheduled meeting of the board of directors.
- (b) Special meetings: At least 48 hours prior notice shall be given by the secretary of the corporation to each director for each special meeting of the board. Such notice may be oral or written, may be given personally, by U.S. Mail, by telephone, by facsimile machine, or by email, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile and email notification, the director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four hours of the first transmission in order for the notice to be valid.
- (c) Waiver of Notice: Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these by-laws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11. QUORUM FOR MEETINGS. A quorum shall consist of one-half of the sitting members of the board rounded to the next highest integer (for example, for three or four sitting members, the quorum is two; for five or six the quorum is three), except as otherwise provided under the Articles of Incorporation, these by-laws, or provisions of law. The quorum when the sitting board is less than three (3) sitting members shall be the full board. No business shall be considered by the board at any meeting at which the required quorum is not present to vote, and the only motion which the chairperson shall entertain at such meeting is a motion to adjourn.

Section 12. MAJORITY ACTION AS BOARD ACTION. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the Articles of Incorporation, these by-laws, or provisions of law require a

greater percentage or different voting rules for approval of a matter by the board. For a tie vote, the matter shall be deemed to fail or not be passed. When the number of sitting directors is less than three (3), the directors may take no actions other than to appoint one or more additional directors or to adjourn the meeting.

Section 13. CONDUCT OF MEETINGS. Meetings of the board of directors shall be presided over by the president of the corporation or by an acting chairperson chosen from among the board members by a majority of the directors present. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the chairperson shall appoint another person to act as secretary of the meeting.

Section 14. VACANCIES. Vacancies on the board of directors shall exist (1) upon the resignation or removal of any director, OR (2) upon the expiration of a director's term, OR (3) in the event that the number of authorized directors is increased.

- (a) A director may resign effective upon giving written notice to the chairperson of the board, or secretary, unless the notice specifies a later time for the effectiveness of such resignation.
- (b) No director may resign if the corporation would then be left without a duly elected director in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.
- (c) Unless otherwise prohibited by the Articles of Incorporation, these by-laws or provisions of law, vacancies on the board may be filled by appointment by a majority vote of the board of directors. A person so appointed to fill a vacancy on the board shall hold office until the next annual election of the board of directors at which time he/she shall seek election for the remaining term of that seat.

Section 15. NON-LIABILITY OF DIRECTORS. To the fullest extent permitted by law, the directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS. To the fullest extent permitted by law the directors and officers of the corporation shall be indemnified by the corporation.

Section 17. INSURANCE FOR CORPORATE AGENTS. Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these by-laws or provision of law.

Section 18. REMOVAL OF DIRECTORS. The board is empowered to remove any director from office for non-attendance at 50% of regular meetings in a calendar year (without suitable excuse) or for any other reason provided for by California law. The members by majority vote of all lots may remove a director from office for any reason.

ARTICLE 8 MEETINGS OF MEMBERS

Section 1 DATE AND LOCATION OF ANNUAL MEETING. The board shall select a date in the last week of January or first three weeks of February and a suitable location for the annual meeting of members.

Section 2. SPECIAL MEETINGS OF MEMBERS. A meeting may be called at any time by the president, or by any two or more directors, or upon written request of the members who have the right to vote at least one-tenth of all of the votes of the entire membership.

Section 3. NOTICES OF ANNUAL AND SPECIAL MEETINGS. The secretary shall provide notice of each annual or special meeting to members at least ten days before the time set for said meeting. Notice may be given to the member personally, or by sending a copy of the notice through the mail, postage prepaid, addressed to the address of such member appearing on the books of the corporation. Such notice shall specify the place, the date and the hour of the meeting and the general nature of the business to be transacted. Each member shall notify the secretary of the address to which such notices should be sent, and the name and address of each such member shall be entered in a membership book kept for that purpose.

Section 4. QUORUM. The representation in person or by proxy of twenty-five per cent or more of the lots shall constitute a quorum for the transaction of business. In the absence of a quorum any meeting of the members may be adjourned from time to time by a majority vote of individuals present in person or by proxy who represent included lots, but no other business may be transacted. Members present at any duly called or held meeting at which a quorum is present in person or by proxy may continue to do business notwithstanding the withdrawal of members entitled to vote leaving fewer votes than necessary to constitute an initial quorum. The secretary shall collect and tabulate information on the attendance and proxies received and report to the meeting chair whether the quorum has been satisfied.

Section 5. PROXIES. At all corporate meetings of members, each lot entitled to a vote shall cast its vote through a member who is present in person or by proxy. All proxies shall be in writing, and filed with the secretary. A member may elect to rescind his/her proxy when attending the meeting in person.

Section 6. ACTION BY WRITTEN BALLOT. Except as otherwise provided under the Articles of Incorporation, these by-laws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

- (a) set forth the proposed action;
- (b) provide clear means to indicate approval or disapproval of each proposal;
- (c) indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
- (d) specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these by-laws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to

approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 7. DIRECTOR ELECTION BY WRITTEN BALLOT. Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated by the nomination committee at the time the ballots are mailed or delivered and provide a space for write-in candidates.

In the case of written ballots, each nominee may provide the president or secretary of the Corporation a one (1) page document listing the nominee's qualifications and objectives should they be elected to the position for which they have been nominated which shall be distributed to the General Membership with the written ballots.

Section 8. CONTESTED DIRECTOR SEATS. In the event that there are multiple nominees for a seat, the nominee who receives the largest number of votes shall be elected. Tie votes shall be resolved by a coin toss or runoff election.

ARTICLE 9 OFFICERS

Section 1. DESIGNATION OF OFFICERS. The officers of the corporation shall be appointed by the board and shall be president, vice president, secretary and treasurer. The president must be a member of the board. The vice president, secretary and treasurer must be members of Woodside Hill Homes Association. Any two offices except those of president and secretary may be combined and held by one and the same person. The board may appoint a recording secretary who is not a member of the board or of the Association.

Section 2. TERM OF OFFICE. Each officer shall hold that position for a period of one (1) year and until his or her successor is appointed.

Section 3. REMOVAL AND RESIGNATION. Any officer may be removed at any time by a majority vote of the board of directors. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. VACANCIES. Any vacancy caused by resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. If the office of the president is vacant, the board shall elect one of its members to serve as the president.

Section 5. DUTIES OF PRESIDENT. The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such additional duties as may be required by law, by the Articles of Incorporation, or by these by-laws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed by majority vote of the board of directors, the president shall be chairperson of the board of directors and preside at all meetings of the board of directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these by-laws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors and prescribed by the Articles of Incorporation or these by-laws.

Section 6. DUTIES OF VICE PRESIDENT. In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions on the president. In the absence of the president, the vice president shall act in the president's capacity for purposes of check signing and other required financial transactions. The vice president shall have other powers and perform such other duties as may be prescribed by law, the Articles of Incorporation or the board of directors.

Section 7. DUTIES OF SECRETARY. The secretary performs all duties incident to the office of secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these by-laws. Directly or through an agent or agents approved by the board, the secretary shall:

- Certify and keep at the principal office of the corporation or at such other place as the board may determine, the original signed copy of the by-laws as amended or otherwise altered to date;
- Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors and members, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, the names of those present or represented at the meeting, and the proceedings thereof;
- See that all notices are duly given in accordance with the provisions of these by-laws or as required by law;
- Be custodian of the Post Office Box and keeper of the key or combination;
- Pick up all mail, record it by date, subject and sender and duly forward the mail to the addressed parties;
- Be custodian of the official records of the corporation;
- Keep at the principal office of the corporation or such other place as the board may determine a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased or notice of such termination was received;
- Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the by-laws, the membership book, and the minutes of the proceedings of the directors and of the members of the corporation.

The secretary shall turn over all records to the chairman or president at the end of his or her term in a timely manner not to exceed thirty (30) days as prescribed by law, by the Articles of Incorporation, by these by-laws or by the board of directors.

Section 8. DUTIES OF TREASURER. The treasurer performs all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these by-laws. Directly or through an agent or agents approved by the board, the treasurer shall:

- Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors;

- Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;
- Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements;
- Prepare all checks, or other instruments of payment and be one of the signatures required on all financial transactions, except as otherwise provided in these by-laws;
- Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor;
- Render to the president or directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation;
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

The Treasurer shall turn over all records to the chairman or president at the end of his or her term in a timely manner not to exceed thirty (30) days as prescribed by law, by the Articles of Incorporation, by these by-laws or by the board of directors.

Section 9. COMPENSATION. There shall be no compensation to any officer of the corporation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

ARTICLE 10 INSTRUMENTS, DEPOSITS, FUNDS, GIFTS AND MAIL.

Section 1. EXECUTION OF INSTRUMENTS. The board of directors, except as otherwise provided in these by-laws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, director, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. CHECKS AND NOTES. Except as otherwise provided in this Section or as specifically determined by resolution of the board of directors or otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed or approved by two officers. The signature of the treasurer or such other individual as the board may authorize shall be sufficient for transfers from one account owned by this corporation to another account owned by this corporation and for payments within the limits of a budget previously approved by the board. In addition, the board may provide for an operating account authority not to exceed \$5000 per disbursement that would require only one officer's signature.

Section 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 4. GIFTS. The board of directors shall accept on behalf of the corporation, any directed or non-directed contributions, gifts, bequests, or devises for the non-profit purposes of this corporation which shall be administrated by the treasurer of the corporation.

Section 5. MAIL. Upon receipt on behalf of the corporation, all mail received shall be property of the corporation. The board shall determine the disposition of mail, and the board may authorize routine discard or destruction of specified categories of mail.

ARTICLE 11 AMENDMENTS

Section 1. AMENDMENTS. By-laws may be adopted, amended or repealed

- (a) By the directors, provided, however, that the directors may not adopt, amend or repeal a by-law that fixes or changes the number of directors; or
- (b) By the vote or written assent of a majority of the members entitled to vote, or the vote of a majority of a quorum at a meeting duly called for such purpose.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being all of the directors of WOODSIDE HILLS HOMES ASSOCIATION, a non-profit California corporation, do hereby certify that the above and foregoing by-laws were adopted as the by-laws of said corporation at a meeting of said corporation on the ____ day of _____, and that the same do now constitute the by-laws of said corporation.

Debbie Mendelson

Perry Vartanian

Bill Davey

Rich Bontempi

Jonathan Wilcox

Stephen Schapp

I certify that, to the best of my knowledge, this is a true and correct copy of the by-laws of Woodside Hills Homes Association.

Stephen Schapp, Secretary

Date