

BYLAWS
OF
MESA OAKS COMMUNITY IMPROVEMENT ASSOCIATION, INC.
(A California Nonprofit Corporation)

ARTICLE I
NAME

The name of this organization shall be the Mesa Oaks Community Improvement Association, Incorporated.

ARTICLE II
OBJECTIVE AND PURPOSE

Section 1. To furnish, equip, establish, maintain, conduct, change, carry on, close down, liquidate and wind up any facility, business, occupation or activity that may be desirable, beneficial, needful, necessary, or required in using, improving, maintaining, servicing, closing, selling, transferring or otherwise disposing of facility structures, real estate, and all other assets and properties (real and personal, tangible and intangible) belonging to Mesa Oaks Community Improvement Association, Inc., for the welfare and social activities of the members of the Mesa Oaks Community Improvement Association, Inc. and their guests.
(Amended June 01, 2018)

Section 2. To engage in any activities, undertaking, business or venture as shall assist or be pertinent to the carrying out of the objectives and purposes of this corporation.

Section 3. This corporation shall not operate for gain or profit to the members thereof and the funds of this corporation, whether received by gift or otherwise and regardless of the source thereof shall be used exclusively in the promotion of the business of the corporation, as the Board of Directors may from time to time determine.

ARTICLE III
STATUS

Section 1. Nonprofit

Mesa Oaks Community Improvement Association, Inc. shall be a nonprofit corporation operated exclusively for the purposes specified in Article II.

Section 2. Compensation

No director shall be entitled to receive any salary or compensation from the corporation for any reason whatsoever, either for services rendered as a director or employee or otherwise.

Section 3. Liability

Nothing herein shall constitute members as partners for any purposes. No member officer, board member or agent of Mesa Oaks Community Improvement Association, Inc. shall be liable for the acts or failures to act on the part of any member, officer, board member or agent, excepting only acts or failures to act arising out of willful malfeasance.

Section 4. Use of Funds

- (a) The property of this organization is irrevocably dedicated to the objectives listed in Article II. No part of the income or assets of the organization shall ever inure to the benefit of any officer, board member, or member thereof, or the benefit of any private person.
- (b) The Board of Directors is authorized to spend all funds budgeted within a given year. Deficit spending is allowed only when the Board of Directors finds (i) that repairs or improvements to facilities, property or assets owned or operated by the corporation are needed or desired and (ii) that such repairs or improvements do not fall within the yearly

budget. Even when such special circumstances are found by the Board to exist, the total debt incurred by the corporation to affect such repairs or improvements shall not exceed 25% of the value of the lot where such repairs or improvements are made. Surplus funds, if any exist at the end of the year, shall carryover and be included in the budget for the following year. (Amended June 01, 2018)

- (c) The Board of Directors shall control the expenditure of all funds. The Board shall not enter into any contract or agreement obligating this corporation to expend, disburse, or dispose of funds in excess of ten thousand dollars (\$10,000) unless approved by a majority of members present or by proxy at a regular or special meeting duly called and assembled. (Amended June 01, 2018)
- (d) The Board of Directors is authorized to enter into any contract or agreement obligating the corporation to expend, disburse or dispose of funds or property less than ten thousand dollars (\$10,000) but only with the approval of a majority of the Board members. (Amended June 01, 2018)
- (e) The President as chief executive officer is authorized to spend funds not to exceed five hundred dollars (\$500) without prior approval of the Board of Directors. Such an expenditure shall be ratified at the next meeting of the Board. (Amended June 01, 2018)
- (f) All budgeted items may be spent without further approval.

Section 5. Funds of Dissolution

Upon the dissolution or winding up of this organization, its assets remaining after payment, or provision for payment of all debts and liabilities of the corporation shall be distributed to a non-profit fund or organization which is established and operated exclusively for similar objectives of this corporation as stated in Article II and which has established its status as a tax-exempt organization in accordance with applicable federal and state laws.

ARTICLE IV **ORGANIZATION AND MEMBERSHIP**

Section 1. Mesa Oaks Community

The area composed of the lots within Los Angeles County that fronts on or whose principal means of access is from Mesarica Road, Cloverland Drive, Rimpath Drive, Brierpath Drive, Woodhurst Drive, or Oaktwig Lane shall be known as the Mesa Oaks Community. Each lot within the Mesa Oaks Community is eligible for membership in this corporation. (Amended June 01, 2018)

Section 2. Members and Membership

- (a) Each lot within the Mesa Oaks Community shall have one membership in this corporation associated with it, which membership shall have those privileges specified by the Board of Directors and set forth in these Bylaws, as amended from time to time. (Amended June 01, 2018)
- (b) **Members:** Any lot owner who has paid the annual dues for the current year; provided, however, that in the event any such lot is owned jointly by more than one person, the owners of the lot share hold jointly the membership associated with that lot, including only one vote jointly held. (Amended June 01, 2018)
- (c) **Non-Owner Residents:** Any person who resides in but is not the record owner of any lot within the Mesa Oaks Community is not a member of the corporation and does not have notice, voting or other benefits or privileges of membership. Nevertheless, any such non-owner resident who resides on a lot with respect to which the annual membership dues for the current year have been paid may use any facility or property owned by the corporation during that year, subject to and in accordance with the terms and conditions established by the Board of Directors. (Amended June 01, 2018)

Section 3. Membership Applications

Application for membership must be in such form as the Board of Directors may from time to time prescribe and must be accompanied with such proof of eligibility as the Board of Directors may require. The application and any accompanying papers shall be examined by the Board of Directors or its designee and if the applicant is eligible the application shall be allowed. The applicant shall become a member at once upon the allowance of the application and payment of appropriate dues. The applicant shall be bound by the Bylaws of this corporation and all of the rules and regulations of the corporation without further action. (Amended June 01, 2018)

Section 4. Termination of Membership

- (a) Each member shall have the right to resign membership in the Mesa Oaks Community Improvement Association, Inc. upon notice submitted in writing to the president or secretary of the corporation. Such resignation shall, upon such notice, be effective. Dues are not refundable.
- (b) After such resignation, the resigning member shall have no voting rights, rights of access to or use of any facilities operated or property owned by the corporation or any other rights of a member. (Amended June 01, 2018)
- (c) Likewise, after termination or permanent cancellation of membership for cause as provided in these Bylaws, the terminated member shall have no rights as a member of the corporation.

Section 5. Members' Rights to Use Facilities

A member shall have such rights to use the facilities and property of the corporation as the rules and regulations adopted from time to time by the Board of Directors provide. (Amended May 14, 1966 and Amended June 01, 2018)

Section 6. Property Rights and Interests

- (a) No member of this corporation shall have any property right in any real or personal property owned by this corporation.
- (b) During the continuance and life of this corporation no dividend or distribution of assets shall be payable or made to any member, and no member shall have the right by reason of being a member to the distribution of any real or personal property owned or held by this corporation.

ARTICLE V **REVENUES**

Section 1. Dues

Annual dues for membership shall be as decided by the Board of Directors and shall be for the period of June 1 through May 31 of the following year. (Amended June 01, 2018)

Section 2. Assessments

No assessments shall be levied against the members.

Section 3. Other Income

The Board of Directors may authorize fund raising activities.

ARTICLE VI **VOTING RIGHTS AND MEETINGS OF MEMBERS**

Section 1. Voting Rights

Each membership of this corporation shall be entitled to one vote and, if there is more than one lot owner, shall be exercised jointly by all owners of the lot. Such vote may be exercised either by proxy or personally. Except as provided in Article XII below, all voting rights shall be exercised at meetings duly assembled or when specifically authorized by the Board of Directors, by mail. (Amended June 01, 2018)

Section 2. Annual Meetings

The members shall meet annually within the month of May as shall be determined by the

Board of Directors, at the time and place set forth in the written notice required pursuant to Section 3 herein, for the purpose of transacting such proper business as may come before the membership, including the election of directors.

Section 3. Notice of Annual Meetings

It shall be the duty of the secretary to give notice of each annual meeting, stating the place, day and hour thereof, to be mailed, emailed, or otherwise sent or delivered (e.g., by hand), not less than ten days preceding the date of such meeting, to each member entitled to vote. Any business may be transacted at such meetings whether or not it is mentioned in the notice; provided that the general nature of the business must be stated in the notice, in order to take action at any meeting. (Amended June 01, 2018)

Section 4. Special Meetings

Special meetings of the members for any purpose whatsoever may be held at any time whenever called by the president, by any vice-president, by the Board of Directors, by any two members thereof, or by one or more members holding not less than a quorum of the voting power of the corporation. Every such call shall be in writing and shall state the purpose or purposes of the meeting.

Section 5. Notice of Special Meetings

Written notice of each special meeting of members stating the place, day and hour thereof, and the general nature of the business to be transacted shall be mailed, or otherwise sent or delivered (e.g., by electronic mail or by hand) by the secretary or other person authorized or required to give such notice, not less than ten days preceding the date of such meeting, to each member of record entitled to vote. (Amended June 01, 2018)

Section 6. Place of Members' Meetings

Annual meetings and special meetings of the members shall be held at the principal office of the corporation. Other meeting places may be designated by the Board of Directors. In the absence of any designation of any other place by the Board of Directors, such meetings shall be held at the principal office.

Section 7. Quorum

The holders of one fifth (1/5) of the membership of the corporation entitled to vote, present, or by proxy, shall be a requisite for and shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by law. If, however, fewer than a quorum of members is present, whether in person or by proxy, the meeting, if a majority agree, may be adjourned from time to time, until the requisite number of memberships shall be present. If such adjournment is for a period of less than thirty (30) days, no new notice of the meeting need be given.

ARTICLE VII **BOARD OF DIRECTORS**

Section 1. Powers

The authorization to act and to conduct the business and affairs of the corporation shall be exercised by or under the control of the Board of Directors.

Section 2. Number and Qualifications of Directors

The Board of Directors shall consist of a maximum of eleven (11) directors of which all are members of the Association. No member shall hold more than one seat on the board at the same time. In no event shall the number of directors be reduced below five (5) members to conduct corporation business (except as provided in section 4 of this Article). (Amended June 01, 2018)

Section 3. Election and Term of Office

The election of Directors shall be staggered so approximately half are elected at any annual meeting. This overlapping shall allow the Board to continue business from one fiscal year to the next with knowledgeable and experienced members. The directors shall be elected at each annual meeting of the membership for a term of two (2) years, but if any such meeting is not

held, or the directors are not elected thereat, the directors may be elected at a special meeting of members called for that purpose, and each director elected at any such special meeting shall serve until the next annual meeting; provided, however, that if a successor is not elected or appointed at that next annual meeting, such director shall continue to serve until the following annual meeting. (Amended June 01, 2018)

Section 4. Vacancies

All vacancies on the Board of Directors, not filled by the membership at the annual or a special meeting, may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director. Each director so appointed shall hold office thenceforth for the remainder of the unexpired term or until the election of a successor.

Section 5. Organization Meeting

Immediately after the annual meeting of the members and immediately after any meeting of members at which directors shall have been elected, the directors shall meet without notice for the election of officers and the transaction of any other business. Pending such meeting all officers shall hold over, except any officer required by law or by the Bylaws to be a director and who was not re-elected to the Board.

Section 6. Regular Meetings

Regular meetings of the Board of Directors shall be held at such time and place as the board may determine.

Section 7. Special Meetings

Special meetings of the Board of Directors shall be held whenever called by the president, any vice-president, or by any two members of the Board of Directors. Notice of the time and place of each special meeting of the Board shall be made by the President to each director at least two (2) days before the date of the meeting. No notice of the purpose of any special meeting of the board need be given. Any and all business may be transacted at a special meeting.

Section 8. Quorum

At all meetings of the Board of Directors, a majority of the number of directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, subject to the provisions of Article VII, Section 4 and Article VIII, Section 4, of the Bylaws. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. (Amended June 01, 2018)

Section 9. Rules

The Board of Directors may from time to time establish rules and regulations concerning the conduct of the affairs of the corporation, the use or prohibition of use of facilities and property of the corporation by guests, non-owner residents and members, and the exercise of any and all powers of the corporation, provided that no such rule or regulation shall be in conflict with any law or the Bylaws. Such rules and regulations shall be non-discriminatory as to the respective members and shall be binding upon all members of the corporation. (Amended June 01, 2018)

Section 10. Delinquency of Members

The Board of Directors, at its discretion, may suspend the membership of any member who is delinquent in the payment of dues or has violated any provision of the Bylaws or any rule or regulation of the corporation. Upon such suspension, all rights under such membership, including but not limited to the right to vote and to use the facilities and property of the corporation shall cease. If such delinquency or violation is remedied to the satisfaction of the Board of Directors such membership shall be reinstated. In event of repeated delinquencies or violations by the holder of a membership, the Board of Directors may permanently cancel such membership. A written notice of any such suspension, reinstatement or cancellation shall be mailed to such membership at the address listed in the books of the corporation.

ARTICLE VIII **OFFICERS**

Section 1. Officers

The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer. The corporation may also have, at the discretion of the Board of Directors, one or more additional vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and such officers as may be appointed in accordance with the provisions of Section 3 of this Article. Officers other than the president and the vice-president or vice-presidents need not be directors, but no person shall be an officer of this corporation who is not a member of the corporation. No membership shall hold more than one voting office set up by this section at the same time. No salaries or other compensation shall be paid to any officer of the corporation.

Section 2. Election

The officers of the corporation, except as such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the Board of Directors, and each shall hold office until resignation, removal, disqualification, or a successor is elected.

Section 3. Other Officer(s)

The Board of Directors may elect or authorize the appointment of such other officers as the business of the corporation may require, each of whom shall hold office for such period as determined by the Board of Directors. They shall have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time authorize or determine.

Section 4. Removal

Any officer may be removed, either with or without cause, by a majority of the directors at any regular or special meeting of the board.

Section 5. Vacancies and Resignations

Any Director, members of a committee or other officer may resign at any time by submitting a resignation in writing to the Board of Directors which shall take effect at the time specified therein, and if no time be specified, at the time of receipt of the resignation letter. The acceptance of a resignation shall not be necessary to make it effective unless otherwise specified therein. When one or more officers or directors shall give notice of resignation to the board effective at a future time, the Board of Directors shall have the authority to fill such vacancy or vacancies in the manner provided for regular elections or appointments to such office or offices, to take effect when such resignation shall become effective.

Section 6. President

The president shall be the chief executive officer of the corporation and shall, subject to control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. The President shall preside at all meetings of the members and at all meetings of the Board of Directors and shall have the general powers and duties of management usually vested in the office of president of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors in conformance with the Bylaws.

Section 7. Vice-President

In the absence or disability of the president, the vice-presidents in order of their rank as fixed by the Board of Directors, or if not ranked, the vice-president designated by the Board of Directors, 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 upon the president. The vice-presidents shall have such other powers and perform such duties as from time to time may be prescribed for them, respectively, by the president or the Board of Directors in conformance with the Bylaws. (Amended June 01, 2018)

Section 8. Secretary

The secretary shall keep or cause to be kept a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice whereof given, the names of those present at directors' meetings, the number of memberships present or represented at members' meetings and the proceedings thereof. The secretary shall keep or cause to be kept a membership register showing the names of the members and their addresses (residential, mailing and electronic mail). It shall be the duty of each member to supply the secretary with the proper information for membership including address (residential, mailing and electronic mail) and evidence satisfactory to the corporation of the right to a membership.

The secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors required by the Bylaws or by law and shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors in conformance with the president or the Bylaws. (Amended June 01, 2018)

Section 9. Treasurer

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus if any.

The treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors and shall disburse the funds of the corporation as may be ordered by the Board of Directors. The treasurer shall also render to the president and directors whenever they request it, an account of all transactions as treasurer and of the financial condition of the corporation and shall have such other powers and perform such other duties as may be prescribed by the president or the Board of Directors or by the Bylaws. At each annual meeting or special meeting called for that purpose, the treasurer shall present a complete report of the financial condition of the corporation to the membership. The treasurer shall draft an annual budget to be adopted upon approval of the Board of Directors. (Amended June 01, 2018)

ARTICLE IX **PRINCIPAL PLACE OF BUSINESS**

Section 1. Location of Principal Place of Business

The principal office of the corporation shall not be located outside of the Mesa Oaks Community. The current principal place of business is at 3785 Woodhurst Drive, Covina, CA 91724. (Amended June 01, 2018)

ARTICLE X **MISCELLANEOUS PROVISIONS**

Section 1. Checks and Drafts

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, and any and all securities owned or held by the corporation requiring signature for transfer shall be signed or endorsed by any two of the following four (4) officers: President, Vice-President, Secretary or Treasurer.

Section 2. Contracts

The Board of Directors, except as the Bylaws otherwise provide may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name

and on behalf of the corporation. Such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract, engagement, to pledge its credit, or to render it liable for any purpose.

Section 3. Inspection of Corporate Records

The membership register, the books of account and the minutes of proceedings of the members and directors and any subordinate committee shall be open to inspection upon the written request (demand) of any member at any reasonable time and for a purpose reasonably related to his interest as a member. Such inspection may be made in person or by an agent or attorney and shall include the right to make extracts. Demand of inspection other than at a members' meeting shall be made in writing to the Board of Directors.

The corporation shall keep for the transaction of business the original or a true copy of its Articles of Incorporation as amended, an original or a true copy of the Bylaws as amended, and each such document shall be open to inspection by the members during reasonable business hours.

Section 4. Notices

Whenever, under the provisions of the Bylaws, notice is required to be given to any director or member, it shall be by US mail or electronic mail to the mailing address or electronic mail address for that director or member maintained in the records of the corporation or by hand to the director's or member's person or home or mailing address maintained in the records of the corporation. Such notice shall be deemed to have been given at the time of mailing, if mailed or e-mailed, or delivery, if by hand. (Amended June 01, 2018)

Section 5. Defective Notices

Any mistake, inadvertent or excusable neglect in giving any notice required by the Bylaws, shall not affect the validity of any meeting called thereby, or of any proceedings conducted at such a meeting.

ARTICLE XI **DEFINITIONS**

Certain terms as used in the Bylaws shall be used with the following respective meanings unless the context clearly indicates a different meaning therefor.

1. Membership

Each lot with respect to which annual dues have been paid by the owner has a membership. A membership is entitled to one vote. (Amended June 01, 2018)

2. Member

Any owner of a lot in the Mesa Oaks Community who has paid the annual membership dues for the current year. Members shall have those privileges set forth in the Bylaws of the corporation and the rules and regulations set forth from time to time by the Board of Directors. (Amended June 01, 2018)

3. Lot

A "lot" shall mean a lot as set out on a tract map now or hereafter recorded in the office of the County Recorder of Los Angeles County embraced within the Mesa Oaks Community. (Amended June 01, 2018)

4. Owners, Record Owners and Owners of Record Title

The terms "owners," "record of owners," and "owners of record title," and each of them, shall mean the owner(s) of legal title as shown by the records of the County Recorder of Los Angeles County, California. (Amended June 01, 2018)

5. Recorded, Recording, and Of Record

"Recorded," "recording," and "of record" shall mean recorded, recording and on record in the office of the County Recorder of Los Angeles County, California.

6. Articles of Incorporation

The term "Articles of Incorporation" as used in these Bylaws shall mean the Articles of Incorporation of this corporation as the same may be amended from time to time.

7. Bylaws

The term "Bylaws" shall mean these Bylaws as the same may be amended from time to time.

ARTICLE XII **AMENDMENTS**

These Bylaws may be amended, repealed or altered, in whole or in part, by a vote of the members. The ballot is to be delivered by regular mail, fax, hand delivery to a member's home or by electronic mail. The proposed changes shall be clearly stated and furnished to the members for their consideration not less than thirty (30) days before the deadline for returning the completed ballot to the corporation at its principal place of business. The ballot shall be sent to all members as determined by the current list of members as kept by the secretary. The amendment by ballot shall receive approval by a majority of the total votes actually received by the corporation at its principle place of business at or before the time indicated on the ballot. (Amended June 01, 2018)

ARTICLE XIII **PARLIAMENTARY AUTHORITY**

Robert's Rules of Order shall be followed in the conduct of all meetings.

This is a true and exact copy of the Bylaws as amended from its original acceptance through the changes authorized by the Mesa Oaks Community Improvement Association, Inc. Membership on June 01, 2018.

Craig Sawyer, Secretary