

**BY-LAWS
OF
BUCKINGHAM HOMES ASSOCIATION, LTD.
(as amended July 1988)**

**ARTICLE I
CORPORATE POWERS**

The corporate powers of this corporation shall be vested in a Board of seven (7) directors who shall be members of this corporation and four (4) of said directors shall constitute a quorum for the transaction of business at meetings of the Directors.

**ARTICLE II
ELECTION AND REMOVAL OF DIRECTORS**

The Directors shall be elected by ballot at any annual or special meeting of the members and their terms of office shall be as follows:

1. Directors elected at the annual meeting of the members to serve as successors to completed terms of office of prior directors, shall serve for a full term of three (3) years. Such successors shall be the candidates that receive the highest number of votes.
2. Directors elected at the annual meeting of the members to serve as successors to uncompleted terms of office of prior directors, shall serve for the remaining one (1) year or two (2) years of the uncompleted term of office of the predecessor. Such successors shall be the candidates that received the highest number of votes after the full term directors have been named, with the longer remaining terms going to the candidates receiving the higher number of votes.
3. In the event that an entire new board of seven (7) directors is elected at an annual meeting of the members, two (2) directors shall serve for a term of one (1) year, two (2) directors shall serve for a term of two (2) years and three (3) directors shall serve for a term of three (3) years, with the longer term going to the candidates that receive the higher number of votes. These terms of office will establish a three (3) year repeating pattern in which two (2) directors will be elected in each of the first and second years of the pattern, and three (3) directors will be elected in the third year; then this three (3) year pattern will repeat.
4. At the July 1987 annual meeting of the members, the candidate receiving the highest number of votes shall be elected to a three (3) year full term of office to replace the director whose term of office is completed at the time of that meeting. If the members also approve the increase in the number of directors from five (5) to seven (7), the two remaining candidates that receive the second and third highest number of votes shall each serve a three (3) year full term of office, which will establish the three (3) year repeating pattern previously described.
5. In all cases of ties in the election of Directors, such ties shall be resolved by the drawing of lots.

The Board of Directors, as a whole, or a member or members thereof may be removed upon the vote of two-thirds (2/3) of the membership at any annual or special meeting of the members.

**ARTICLE III
VACANCIES**

Vacancies in the Board of Directors shall be filled by the remaining directors when assembled as a Board and such appointments shall hold office until the first annual meeting of the members thereafter and until their successors are elected and shall have accepted office.

**ARTICLE IV
POWERS OF DIRECTORS**

The Directors shall have power:

- 1st. To call special meetings of the members whenever they deem it necessary. Notice of such meetings shall, in the manner hereinafter provided for giving notice of the annual meetings of members, be given within five (5) days after the meeting of the Board of Directors at which such meeting was called and shall be held within not less than fifteen (15) days and not more than thirty (30) days from the date the notice thereof is given.
- 2nd. To appoint and remove at pleasure all officers, agents and employees of the corporation, prescribe their duties, fix their compensation and require of them security for faithful service.
- 3rd. To conduct, manage, and control the affairs of the corporation and to make rules and regulations not inconsistent with the laws of the State of California or by Bylaws of the corporation for the guidance of the officers and management of the affairs of the corporation.

Said management and control shall specifically include, but not be limited to, the management and control of all properties, both real and personal, of this Corporation, including the management and control of Lot 5 in Block X and Lot 7 in Block 7 of "Subdivision No. 1 Buckingham Park". Said management and control shall further include, but not be limited to, the right to make reasonable rules and regulations for the operation of said properties as recreational areas for the benefit of owners of real property within said subdivisions and the further right to appoint a Superintendent of Parks for the management and control of said real properties at a salary to be determined by the Board of Directors of this corporation, and with all necessary powers delegated by this Board of Directors.

**ARTICLE V
DUTIES OF DIRECTORS**

It shall be the duties of the Directors:

- 1st. To cause to be kept a complete record for all their minutes and acts of the last proceedings of the members and present a full statement at the regular annual meetings of the members, showing in detail the assets and liabilities of the corporation and generally the condition of its affairs.
- 2nd. To exercise the power and perform the duties conferred upon the association by those certain declarations mentioned in the Articles of Incorporation.

**ARTICLE VI
OFFICERS**

The officers of this Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. Each officer shall be elected by a majority vote of the Board of Directors and shall hold office at the pleasure of said Board. The President, Vice-President and Secretary shall be entitled to no compensation, but the Treasurer, or a designated bookkeeper, may be compensated in such amounts as shall be fixed and determined by the Board of Directors, from time to time. All officers shall be chosen from members of the Board of Directors.

**ARTICLE VII
PRESIDENT AND VICE-PRESIDENT**

The Board of Directors shall, at their first regular meeting after the annual meeting of Directors, elect one of their number to act as President. If at any time the President shall be unable to act, the Vice-President shall act in the place of the President.

**ARTICLE VIII
SECRETARY AND TREASURER**

The Secretary and the Treasurer shall be nominated and appointed as set forth in Article VI of the Bylaws.

The Secretary shall:

- 1st. Keep a record of the proceedings of the Board of Directors and of the members.
- 2nd. Keep the corporate seal of the corporation and affix said corporate seal to all papers requiring a seal.
- 3rd. Serve all notices required either by law or the Bylaws of the corporation and in the case of his absence, inability, or refusal or neglect to do so, then such notices may be served by any person hereunto directed by the President of the corporation.
- 4th. Send a copy of the Declaration of Restrictions to all known property owners.
- 5th. Initiate all required correspondence of the corporation.
- 6th. Maintain a file of all non-financial records of the corporation.

The Treasurer shall:

- 1st. Keep an accurate record of the member names, addresses and properties.
- 2nd. Receive and deposit in such bank or banks as the Board of Directors may direct, all the funds of the corporation subject to the check of such members as the Board of Directors shall designate and shall keep proper records reflecting financial transactions of the corporation.
- 3rd. Initiate payment of accounts payable and obtain approval by responsible Board member.
- 4th. File liens in conformance of CLAUSE X of the DECLARATION OF RESTRICTIONS against members whose accounts are delinquent.
- 5th. Present a monthly financial report to the Board of Directors at each regular monthly meeting.
- 6th. Prepare an annual report and financial statement of the corporation and submit the same to the Board of Directors at their last meeting before July 1st of each year. Within sixty (60) days thereafter a copy of said annual report and financial statement with the report of the Annual Meeting shall be mailed to all members.

The records and such papers as may be placed on file by vote of the members or directors shall at all times during business hours be subject to the inspection of the Board of Directors or of any member.

**ARTICLE IX
MEETINGS**

The annual meetings of the members shall be held in the County of Lake in the month of July of each year and shall be called by the Board of Directors and notice thereof in writing shall be mailed to each member at the address of his residence as last shown in the records of the corporation, such notice to be deposited in the United States Post Office at Kelseyville, at least fifteen (15) days preceding the date of the meeting with postage thereupon prepaid.

Special meetings of the members called by the President, and/or the Board of Directors shall be held after notice given in accordance with the provisions of paragraph 1, Article IV.

No meeting of members shall be competent to transact business unless a majority of the membership of the corporation is present in person or by proxy except to adjourn from day to day or until at such time as may be deemed proper.

At such annual meetings of the members, Directors shall be elected as heretofore provided. If however, for want of quorum or other cause, a member's meeting shall not be held on the day above named or should the members fail to complete their elections or such other business as may be presented for their considerations, those present may adjourn from day to day until the same shall be accomplished.

Regular meetings of the Directors shall be held on the second Saturday of each month at Buckingham Park at 6 o'clock P.M. provided that the Board of Directors may change by resolution the day and place of holding the regular meeting.

The President and any two of the Directors may call special meetings of the Board of Directors at any time and notice shall be given of such called meetings by depositing in the United States Post Office at Kelseyville, California, a written or printed notice thereof with postage prepaid addressed to each Director at the last address left with the Secretary at least five (5) days before the time of meeting or by serving personally such notice on each director one day before each meeting. Such service of notice shall be entered on the minutes of the corporation and the said minutes, upon being read and approved at a subsequent meeting of the Board, shall be conclusive upon the question of service.

Notice specified in this Article for meetings of the members need be given only to members appearing as such on the books of the corporation.

**ARTICLE X
NON-LIABILITY AND LEGAL DEFENSE OF MEMBERS, DIRECTORS, AND OFFICERS**

This being a non-profit corporation, organized under Title 1, Division 2, Part 1 of the Corporate Code of the State of California, the members, Directors, and Officers thereof are not personally liable for the debts, liabilities, or obligations of this corporation.

The corporation shall defend, indemnify, and hold harmless each and every of its officers, directors and appointed committee members, of an director from any and all liability, claims, actions, causes of actions or inactions of such officers, directors and appointed committee members in the performance of their duties for the corporation.

**ARTICLE XI
CORPORATE SEAL**

The corporation shall have a common seal, consisting of a circle, having conveniently arranged on said seal the words, "BUCKINGHAM HOMES ASSOCIATION, LTD."

**ARTICLE XII
MEMBERSHIP RECORDS**

The records in the office of the Assessor of Lake County showing ownership and assessable rights in property situated within the Buckingham Park Tract, as referred to in the Articles of Incorporation of this corporation, shall constitute a part of the records of this corporation for the purposes of identifying individual members, determining membership voting rights, obtaining addresses of members for the sending of any notices. Any notices sent or corporate action taken based upon said records shall be conclusive and binding upon the directors and membership.

**ARTICLE XIII
AMENDMENTS**

New Bylaws may be adopted or these Bylaws may be amended, unless otherwise provided by law or by the Articles of Incorporation, at any annual or special meeting of the members held in accordance with provisions of paragraph One, Article IV, and paragraphs two and three of Article IX. Such new Bylaws or amendments may be made or adopted by a majority of members of the corporation represented in person or by proxy.

**ARTICLE XIV
PROXIES**

Any member of this Corporation may vote at any meeting of the membership, whether regular or special, in person or by proxy. PROVIDED HOWEVER, that the Board of Directors of this Corporation shall have the power to prepare and furnish official proxy forms for voting purposes. Such forms shall be mailed by the Board of Directors to all members with any and all notices calling any special or annual meeting. Only such official proxy forms shall be recognized for voting purposes.

**ARTICLE XV
ANNUAL CHARGES OR ASSESSMENTS**

Any annual charge or assessment shall be of the amount specified, and shall be subject to the dates of payment and consequence of delinquency specified in CLAUSE X of DECLARATION OF RESTRICTIONS of Buckingham Park.

**ARTICLE XVI
ROBERTS' RULES OF ORDER (REVISED) GOVERN PROCEDURES**

The rules contained in Roberts' Rules of Order (Revised) shall govern in all cases to which they are applicable and to which they are not inconsistent with the Bylaws of this Association.

**ARTICLE XVII
NOMINATING COMMITTEE**

Sixty days prior to the annual meeting as prescribed in paragraph One of Article IX, the Board of Directors shall appoint a nominating committee of three members for the election of directors. The President shall not be eligible for appointment to this nominating committee nor shall he serve as an ex-officio member. This amendment shall become effective after the reconvened annual meeting of January 9, 1965.

**ARTICLE XVIII
VOTING**

The voting members of any annual or special meeting of members for the election of directors or for trial of members shall be secret ballot. The election committee shall submit a written report of results to the Chairman. Nominees receiving the greatest number of legal votes shall be declared elected.

There shall be one vote and no more than one vote for each parcel of property whether owned by one or several members. Every member shall be entitled to as many votes as the number of parcels the member owns.