
BYLAWS
OF
THE EMPRESS CONDOMINIUM ASSOCIATION
A California Nonprofit Mutual Benefit Organization

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**BYLAWS
OF
THE EMPRESS CONDOMINIUM ASSOCIATION**

A California Nonprofit Mutual Benefit Organization

ARTICLE I

Name and Location of the Association

The name of the Association ("Association") is:

THE EMPRESS CONDOMINIUM ASSOCIATION

ARTICLE II

Introduction

2.01 Incorporation of Definitions.

The definitions contained in the Declaration of Covenants, Conditions, Restrictions and Easements ("Declaration") recorded in this Project also apply to these Bylaws.

2.02 Corporation Law.

All appropriate provisions of California Corporation Law shall apply whether the Association is incorporated or unincorporated.

ARTICLE III

Meetings of Members

3.01 Regular Annual Meetings of Members and Special Meetings of Members.

At least once a year, a regular annual meeting of Members shall be held at approximately the same time each year in compliance with Corporations Code Section 7510. The exact time shall be decided by the Board. Special meetings of Members shall be called and held in compliance with Corporations Code Section 7510.

3.02 Notice of Meetings.

Notice of meetings (Regular or Special) shall be given in compliance with Corporations Code Section 7511.

3.03 Conduct of Meetings.

Member meetings must be conducted in accordance with a recognized system of parliamentary procedures as the Association may adopt.

3.04 Action Without a Meeting and Written Ballots.

Any action (except the election of directors) that may be taken at any Members' meeting may be taken without a meeting in compliance Corporation Code Section 7513.

3.05 Quorum.

- (a) Members entitled to vote (in person or by proxy) holding a majority of the total voting power of the Association constitute specifically, a quorum for business transactions at all Member meetings (except as otherwise specifically provided in these Bylaws or the Declaration).
- (b) Once a quorum has been established at a meeting, Members may do business until adjournment, even if attendance becomes less than the quorum amount during the course of the meeting, and as long as any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.
- (c) Business may not be transacted if a quorum is not met, except that a majority of Members present (in person or by proxy) may adjourn the meeting until a date not less than five (5) nor more than thirty (30) days from the original meeting date, with the quorum requirement for the new meeting reduced to twenty-five percent (25%) of Member voting power.

3.06 Proxies.

A Member may vote by proxy executed in writing by the Member (or duly authorized attorney-in-fact) in compliance with Corporate Code Section 7613.

3.07 Voting and Election of Directors.

- (a) Voting for Board members will be by secret written ballot, unless waived by a majority of Members present.
- (b) There shall not be cumulative voting in elections for Directors.

3.08 Record Date.

The Record Date for determining the Members entitled to notice and to vote shall be determined in compliance with Corporate Code Section 7611.

3.09 Inspectors of Election.

Inspectors of Election may be appointed in compliance with Corporation Code Section 7614.

ARTICLE IV


Association's Books and Records:
Rights to Inspection

4.01 Books and Records of the Association.

- (a) The Association Board will keep membership registers (including mailing addresses and telephone numbers), account books and minutes of meetings of Members, the Board, and committees as reasonably necessary.
- (b) Association books and records are available for inspection and copying by any Association Member (or representative) at any reasonable time and for a purpose reasonably related to a Member's interest at the Association office (or other location established by the Board).

4.02 Mortgagees Notice to Association.

A Member who places a Mortgage on a Unit must notify the Association of the name and address of the Mortgagee.

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- (a) The Association will maintain mortgage information in a book entitled "Mortgagees of Condominiums."
 - (2) Upon Board request, the Member must notify the Association of release or discharge of any mortgage.

ARTICLE V

Board of Directors

5.01 Powers and Duties of the Board.

Association activities will be conducted under the direction of a Board of Directors (subject to the Governing Documents and the California Nonprofit Mutual Benefit Corporation Law as amended from time to time governing action that must be approved by the Members).

5.02 Number, Election, and Term of Office.

- (a) The Board of Directors will consist of **three (3) Members** and two (2) alternates.
- (b) Directors must be Association Members.
- (c) At each annual meeting, the Members will elect a new Board.
- (d) Board Members serve a term of one (1) year (or until successors are elected). All terms of Board Members shall be concurrent terms.

5.03 Vacancies.

- (a) A vacancy exists if:
 - (1) A Director resigns, dies, or is removed from office;

- (2) The Members increase the number of authorized Directors but do not elect the additional Directors at the meeting (or its adjournment); or
- (3) The Members do not elect the full number of Directors.
- (b) Board vacancies (except as a result of removal) may be filled by a simple majority of Directors for a renewing term of office until a successor is elected at an annual or special meeting of Members.
- (c) The Board may declare vacant the office of a Director who is convicted of a felony or declared of unsound mind by a final court order.
- (d) Members may elect:
 - (1) Directors to fill any vacancy not filled by the Directors, at any time; and
 - (2) Additional Directors, at the meeting in which an increase in the number of Directors is authorized.

5.04 Removal of Directors.

- (a) After the first annual Member meeting, any Director may be removed (with or without cause) by a majority vote of the Members.
- (b) A successor may be elected at that time or at a later date to fill the vacancy in compliance with the provisions of these Bylaws.

5.05 Regular Meetings.

- (a) The Board must hold regular quarterly meetings on dates established by Board resolution, unless the business to be transacted requires more frequent meetings, in which event the Board may meet more frequently.
- (b) Notice of regular Board meetings must be given to each Director at least four (4) days before the meeting date.

5.06 Special Meetings and Notices.

- (a) Special Meetings of the Board of Directors may be called at any time for any purpose by the President, Vice President, or any two (2) Directors.

- (b) Written notice specifying the time, place and the nature of business to be conducted at the Special Meeting must be delivered to each Director at least seventy-two (72) hours before the meeting.

5.07 Waiver of Notice.

- (a) A Director may sign a waiver of notice, written consent, or approval of minutes of any meeting.
- (b) Waivers and consents must be filed with Association records or made a part of the minutes of the meeting.
- (c) Director attendance at a Board meeting waives the Director's notice of meeting.


5.08 Adjournment.

- (a) A majority of the Directors present (whether or not they constitute a quorum) may adjourn to another time and place.
- (b) Notice shall be given to any directors not present.


5.09 Quorum.

- (a) A quorum for the transaction of business is a majority of the authorized number of Directors.
- (b) A meeting at which a quorum is initially present may continue to transact business after a Director withdraws, provided that any action is approved by a majority of the required quorum.



5.10 Action Without Meeting.

 The Board may take action without a meeting if all Board Members file their written consent to the action with the Minutes of the Board proceedings.

5.11 Conduct of Meeting

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- (a) All Board meetings (except Executive Sessions) are open to all Association Members and mortgage holders (although non-Board Members may not participate in deliberations or decisions unless expressly authorized to do so by a majority of a quorum of the Board).
 - (b) Directors may participate in a meeting by telephone as long as all Directors participating can hear one another.


5.12 Executive Sessions.

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- (a) With the approval of a majority of a quorum of its Members, the Board may adjourn a meeting and reconvene in executive session to discuss and vote on personnel matters, litigation involving the Association, and other business of a similar nature.
 - (b) The nature of business to be considered in executive sessions must first be announced in open session.
 - (c) Any matter discussed in executive session shall be generally noted in the Minutes of the Board.
 - (d) In any matter relating to the discipline of a Member, the Board shall meet in executive session if requested by that Member, and the Member in question shall be entitled to attend the executive session.

5.13 Nominations of Candidates for the Board.

Procedures for nominations for election to the Board shall comply with Corporation Code Section 7520.

5.14 Compensation of Board Members.



Directors, officers, agents, and employees shall receive such reasonable compensation for their services as may be authorized or ratified by the Board, provided, however, that no officer or Director shall receive any compensation for services performed in the conduct of the Association's business unless such compensation is approved by the vote or written consent of Members representing at least a majority of the voting power of the Association; and provided further, that (1) nothing herein contained shall be construed to preclude any officer or Director from serving the Association in some other capacity and receiving compensation therefor, and (2) any officer or Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

ARTICLE VI Officers

6.01 Enumeration of Officers.

(a) The Association will have the following officers:

- (1) A President;
- (2) A Vice President;
- (3) A Secretary; and
- (4) A Treasurer.

(b) Officers must be Directors.

(c) One person may hold two or more offices, except those of President and Secretary.

6.02 Election of Officers.

At the initial meeting of the Board, officers shall be elected to serve until the first regular annual organizational meeting of the Board.

6.03 Removal and Resignation.

- (a) An officer may be removed by the Board whenever the Board determines that such a removal would be in the best interest of the Association.
- (b) An officer may resign at any time.

6.04 Vacancies.

An officer vacancy may be filled for the remainder of the term as prescribed in these Bylaws for regular election or appointment to office.

6.05 President.

The President is the principal executive officer of the Association, with the following duties and powers:

- (a) Generally supervise and control all of the Association's business and affairs;
- (b) Preside at all meetings of the members and of the Board;
- (c) Perform all general duties incident to the office of President prescribed by the Board.

6.06 Vice President.

The Vice President will perform the following duties:

- (a) The duties of the President, if the President is absent, unable or unwilling to act; and
- (b) Other duties assigned by the President or the Board.

6.07 Treasurer.

The Treasurer is the chief financial officer of the Association, with the following duties and powers:

- (a) Ensure that adequate and correct accounts of Association properties and business transactions are kept and maintained;
- (b) Send financial statements and reports to Association Members as required;
- (c) Have custody and responsibility for all Association funds and securities;
- (d) Receive all monies payable to the Association and give appropriate receipts;
- (e) Deposit all monies in the name of the Association in banks or depositories selected in accordance with these Bylaws;
- (f) Perform all general duties incident to the office of Treasurer assigned by the President or the Board; and

6.08 Secretary.

The Secretary will perform the following duties:

- (a) Ensure that the minutes of Member, Board and Committee meetings are kept in books for that purpose;
- (b) Ensure that all notices are given as required;
- (c) Have custody of the Association's records;
- (d) Perform all duties assigned by the President or by the Board.

ARTICLE VII

INDEMNIFICATION AND LIABILITY

7.01 Liability of the Board and Officers.

Board Members and Association officers are not liable if they perform their duties in conformance with Corporations Code Sections 7231 and 7231.5, and Civil Code Section 1365.7.

7.02 Indemnification of Agents.

The Association shall indemnify any present or former director, officer, employee or other agent of the Association to the fullest extent authorized under California Corporations Code Section 7237, or any successor statute, and may advance to any such person funds to pay expenses that may be incurred in defending any action or proceeding on receipt of an undertaking by or on behalf of such person to repay such amount unless it is ultimately determined that such person was entitled to indemnification under this provision.

ARTICLE VIII

Miscellaneous

8.01 Checks, Drafts, etc.

All checks, drafts and other orders for payment, or evidence of indebtedness regarding the Association must be signed by two (2) Officer(s) as authorized by the Board.

8.02 Conflicts.

- (a) In case of conflict between the Declaration and these Bylaws, the Declaration will control.
- (b) In case of conflict between these Bylaws and any applicable State of California law or statute, the law or statute will control.

8.03 Notices.

Unless otherwise specified, giving of all notices shall conform with the provision specified for notices in the Declaration.

8.04 Authority to Impose Fines.

In the event of a violation of these Bylaws, the Declaration of CC&Rs, and the Rules and Regulations, the Board shall have the authority to impose the following fines, which may be amended from time to time by a majority vote of the Owners:

- (a) First offense - A written warning to the offending Owner.
- (b) Second offense - Fifty dollar (\$50.00) fine.
- (c) Third offense - One-hundred dollar (\$100.00) fine.
- (d) Subsequent offense - Fines up to five hundred dollars (\$500.00).

ARTICLE IX

Amendments

- (a) The Association may amend these Bylaws by the approval of a majority of the total voting power of the Association.
- (b) Amendment of the Bylaws requires a signed, written instrument from a majority of the Association Members, or a signed, written instrument by two Association officers certifying that the relevant amendment has been approved by at least a majority of Association Members.
- (c) The specified percentage of members necessary to amend a specific section or provision of these Bylaws shall not be less than the percentage of affirmative votes prescribed for action to be taken under that section or provision.
- (d) If a first mortgagee who receives a written request from the Board to approve a proposed amendment(s) does not return a negative response within thirty (30) days, the first mortgagee will be deemed to be in approval of the amendment(s).
- (e) Prior written approval of beneficiaries of at least fifty-one (51%) of all first Mortgages on Condominiums must be secured before any amendment to the provisions of these Bylaws affecting the Section in the Declaration entitled "Restrictions on Certain Changes" may take effect, and this sentence may not be amended without such prior written approval.

I, THE UNDERSIGNED SECRETARY, certify that the foregoing Bylaws have been approved by a majority of the members of the Association.

By:
ASSOCIATION SECRETARY

END

CORPORATIONS CODE

(Non-Profit Mutual Benefit Corporations)

§ 7231. Performance of duties; degree of care; reliance on reports, etc.; good faith; exemption from liability

(a) A director shall perform the duties of a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(b) In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;

(2) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(3) A committee of the board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

(c) A person who performs the duties of a director in accordance with subdivisions (a) and (b) shall have no liability based upon any alleged failure to discharge the person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which assets held by a corporation are dedicated.

§ 7231.5. Liability of volunteer director or officer; failure to discharge duties

(a) Except as provided in Section 7233 or 7236, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any volunteer director or volunteer executive committee officer of a nonprofit corporation subject to this part based upon any alleged failure to discharge the person's duties as a director or officer if the duties are performed in a manner that meets all of the following criteria:

(1) The duties are performed in good faith.

(2) The duties are performed in a manner such director or officer believes to be in the best interests of the corporation.

(3) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(b) "Volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a director or executive committee officer does not affect that person's status as a volunteer within the meaning of this section.

(c) "Executive committee officer" means the president, vice president, secretary, or treasurer of a corporation who assists in establishing the policy of the corporation.

(d) This section shall apply only to trade, professional, and labor organizations incorporated pursuant to this part which operate exclusively for fraternal, educational, and other nonprofit purposes, and under the provisions of Section 501(c) of the United States Internal Revenue Code.

§ 7237. Agent; proceeding; expenses; indemnification; insurance; exclusion of employee benefit plan fiduciary

(a) For the purposes of this section, "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under subdivision (d) or paragraph (3) of subdivision (e).

(b) A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of Part 2 (commencing with Section 5110) made applicable pursuant to Section 7238, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

(c) A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Section 5233 of Part 2 (commencing with Section 5110) made applicable pursuant to Section 7238, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this subdivision:

(1) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(2) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(3) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

(d) To the extent that an agent of a corporation has been successful on the merits in defense of any proceeding referred to in subdivision (b) or (c) or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

(e) Except as provided in subdivision (d), any indemnification under this section shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in subdivision (b) or (c), by:

(1) A majority vote of a quorum consisting of directors who are not parties to such proceeding;

(2) Approval of the members (Section 5034), with the persons to be indemnified not being entitled to vote thereon; or

(3) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

(f) Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this section.

(g) No provision made by a corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the articles, bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this section. Nothing contained in this section shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

(h) No indemnification or advance shall be made under this section, except as provided in subdivision (d) or paragraph (3) of subdivision (e), in any circumstance where it appears:

(1) That it would be inconsistent with a provision of the articles, bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(2) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(i) A corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability 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 provisions of this section.

(j) This section does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent as defined in subdivision (a) of the employer corporation. A corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207.

§ 7510. Place; annual; written ballot; court order for meeting; special meetings

(a) Meetings of members may be held at a place within or without the state that is stated in or fixed in accordance with the bylaws. If no other place is so stated or fixed, meetings of members shall be held at the principal office of the corporation.

(b) A regular meeting of members shall be held on a date and time, and with the frequency stated in or fixed in accordance with the bylaws, but in any event in each year in which directors are to be elected at that meeting for the purpose of conducting such election, and to transact any other proper business which may be brought before the meeting.

(c) If a corporation with members is required by subdivision (b) to hold a regular meeting and fails to hold the regular meeting for a period of 60 days after the date designated therefor or, if no date has been designated, for a period of 15 months after the formation of the corporation or after its last regular meeting, or if the corporation fails to hold a written ballot for a period of 60 days after the date designated therefor, then the superior court of the proper county may summarily order the meeting to be held or the ballot to be conducted upon the application of a member, after notice to the corporation giving it an opportunity to be heard.

(d) The votes represented, either in person or by proxy, at a meeting called or by written ballot ordered pursuant to subdivision (c) and entitled to be cast on the business to be transacted shall constitute a quorum, notwithstanding any provision of the articles or bylaws or in this part to the contrary. The court may issue such orders as may be appropriate including, without limitation, orders designating the time and place of the meeting, the record date for determination of members entitled to vote, and the form of notice of the meeting.

(e) Special meetings of members for any lawful purpose may be called by the board, the chairman of the board, the president, or such other persons, if any, as are specified in the bylaws. In addition, special meetings of members for any lawful purpose may be called by 5 percent or more of the members.

§ 7511. Notice of meeting

(a) Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than 10 nor more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting.

Subject to subdivision (f), and subdivision (b) of Section 7512, the notice shall state the place, date and time of the meeting and:

(1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or

(2) in the case of the regular meeting, those matters which the board, at the time the notice is given, intends to present for action by the members, but, except as provided in subdivision (b) of Section 7512, any proper matter may be presented at the meeting for the action.

The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

(b) Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication, addressed to a member at the address of the member appearing on the books of the corporation or given by the member to the corporation for purpose of notice; or if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. An affidavit of giving of any notice or report in accordance with the provisions of this part, executed by the secretary, assistant secretary or any transfer agent, shall be prima facie evidence of the giving of the notice or report.

If any notice or report addressed to the member at the address of the member appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the member at the address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the member upon written demand of the member at the principal office of the corporation for a period of one year from the date of the giving of the notice or report to all other members.

(c) Upon request in writing to the chairman of the board, president, vice president, or secretary by any person (other than the board) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the board not less than 35 nor more than 90 days after the receipt of the request. If the notice is not given within 20 days after receipt of the request, the persons entitled to call the meeting may give the notice or the superior court of the proper county shall summarily order the giving of the notice, after notice to the corporation giving it an opportunity to be heard. The court may issue such orders as may be appropriate, including, without limitation, orders designating the time and place of the meeting, the record date for determination of members entitled to vote, and the form of notice.

(d) When a members' meeting is adjourned to another time or place, unless the bylaws otherwise require and except as provided in this subdivision, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. No meeting may be adjourned for more than 45 days. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

(e) The transactions of any meeting of members however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at the meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by this part to be included in the notice but not so included, if the objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of members need be specified in any written waiver of notice, consent to the holding of the meeting or approval of the minutes thereof, unless otherwise provided in the articles or bylaws, except as provided in subdivision (f).

(f) Any approval of the members required under Section 7222, 7224, 7233, 7812, 8610, or 8719, other than unanimous approval by those entitled to vote, shall be valid only if the general nature of the proposal so approved was stated in the notice of meeting or in any written waiver of notice.

(g) A court may find that notice not given in conformity with this section is still valid, if it was given in a fair and reasonable manner.

§ 7513. Acts without meeting; written ballot; number of ballots and approvals; solicitation; revocation of ballots; election of directors

(a) Subject to subdivision (e), and unless prohibited in the articles or bylaws, 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 every member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation.

(b) Approval by written ballot pursuant to this section 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 at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(c) Ballots shall be solicited in a manner consistent with the requirements of subdivision (b) of Section 7511 and Section 7514. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

(d) Unless otherwise provided in the articles or bylaws, a written ballot may not be revoked.

(e) Directors may be elected by written ballot under this section, where authorized by the articles or bylaws, except that election by written ballot may not be authorized where the directors are elected by cumulative voting pursuant to Section 7615.

(f) When directors are to be elected by written ballot and the articles or bylaws prescribe a nomination procedure, the procedure may provide for a date for the close of nominations prior to the printing and distributing of the written ballots.

§ 7520. Nomination and election procedures

As to directors elected by members, there shall be available to the members reasonable nomination and election procedures given the nature, size and operations of the corporation. The procedures shall include:

(a) A reasonable means of nominating persons for election as directors.

(b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.

(c) A reasonable opportunity for all nominees to solicit votes.

(d) A reasonable opportunity for all members to choose among the nominees.

(e) Subject to the provisions of subdivisions (a), (b), and (d) of Section 7616, the superior court of the proper county shall enforce the provisions of this section.

§ 7611. Record date; right to vote; notice; adjournment

(a) The bylaws may provide or, in the absence of such provision, the board may fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of any meeting of members. Such record date shall not be more than 90 nor less than 10 days before the date of the meeting. If no record date is fixed, members at the close of business on the business day preceding the day on which notice is given or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of a meeting of members. A determination of members entitled to notice of a meeting of members shall apply to any adjournment of the meeting unless the board fixes a new record date for the adjourned meeting.

(b) The bylaws may provide or, in the absence of such provision, the board may fix, in advance, a date as the record date for the purpose of determining the members entitled to vote at a meeting of members. Such record date shall not be more than 60 days before the date of the meeting. Such record date shall also apply in the case of an adjournment of the meeting unless the board fixes a new record date for the adjourned meeting. If no record date is fixed, members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of members or, in the case of an adjourned meeting, members on the day of the adjourned meeting who are otherwise eligible to vote are entitled to vote at the adjourned meeting of members.

(c) The bylaws may provide or, in the absence of such provision, the board may fix, in advance, a date as the record date for the purpose of determining the members entitled to cast written ballots (Section 7513). Such record date shall not be more than 60 days before the day on which the first written ballot is mailed or solicited. If no record date is fixed, members on the day the first written ballot is mailed or solicited who are otherwise eligible to vote are entitled to cast written ballots.

(d) The bylaws may provide or, in the absence of such provision, the board may fix, in advance, a date as the record date for the purpose of determining the members entitled to exercise any rights in respect of any other lawful action. Such record date shall not be more than 60 days prior to such other action. If no record date is fixed, members at the close of business on the day on which the board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later, are entitled to exercise such rights.

§ 7613. Proxies

(a) Any member may authorize another person or persons to act by proxy with respect to such membership except that this right may be limited or withdrawn by the articles or bylaws, subject to subdivision (f). Any proxy purported to be executed in accordance with the provisions of this part shall be presumptively valid.

(b) No proxy shall be valid after the expiration of 11 months from the date thereof unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three years from the date of execution. Every proxy continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto, except as otherwise provided in this section. Such revocation may be effected by a writing delivered to the corporation stating that the proxy is revoked or by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or as to any meeting by attendance at such meeting and voting in person by the person executing the proxy. The dates contained on the forms of proxy presumptively determine the order of execution, regardless of the postmark dates on the envelopes in which they are mailed.

(c) A proxy is not revoked by the death or incapacity of the maker or the termination of a membership as a result thereof unless, before the vote is counted, written notice of such death or incapacity is received by the corporation.

(d) Unless otherwise provided in the articles or bylaws, the proxy of a member which states that it is irrevocable is irrevocable for the period specified therein (notwithstanding subdivisions (b) and (c)) when it is held by any of the following or a nominee of any of the following:

- (1) A person who has purchased or who has agreed to purchase the membership;
- (2) A creditor or creditors of the corporation or the member who extended or continued credit to the corporation or the member in consideration of the proxy if the proxy states that it was given in consideration of such extension or continuation of credit and the name of the person extending or continuing the credit; or
- (3) A person who has contracted to perform services as an employee of the corporation, if the proxy is required by the contract of employment and if the proxy states that it was given in consideration of such contract of employment, the name of the employee and the period of employment contracted for.

Notwithstanding the period of irrevocability specified, the proxy becomes revocable when the agreement to purchase is terminated; the debt of the corporation or the member is paid; or the period of employment provided for in the contract of employment has terminated. In addition to the foregoing paragraphs (1) through (3), a proxy of a member may be made irrevocable (notwithstanding subdivision (c)) if it is given to secure the performance of a duty or to protect a title, either legal or equitable, until the happening of events which, by its terms, discharge the obligations secured by it.

(e) A proxy may be revoked, notwithstanding a provision making it irrevocable, by a transferee of a membership without knowledge of the existence of the provision unless the existence of the proxy and its irrevocability appears on the certificate representing the membership.

(f) Subdivision (a) notwithstanding:

(1) No amendment of the articles or bylaws repealing, restricting, creating or expanding proxy rights may be adopted without approval by the members (Section 5034); and

(2) No amendment of the articles or bylaws restricting or limiting the use of proxies may affect the validity of a previously issued irrevocable proxy during the term of its irrevocability, so long as it complied with applicable provisions, if any, of the articles or bylaws at the time of its issuance, and is otherwise valid under this section.

(g) Anything to the contrary notwithstanding, any revocable proxy covering matters requiring a vote of the members pursuant to Section 7222; Section 7224; Section 7233; paragraph (1) of subdivision (f) of this section; Section 7812; paragraph (2) of subdivision (a) of Section 7911; Section 8012; subdivision (a) of Section 8015; Section 8610; or subdivision (a) of Section 8719 is not valid as to such matters unless it sets forth the general nature of the matter to be voted on.

§ 7614. Inspectors of election

(a) In advance of any meeting of members, the board may appoint inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any meeting of members may, and on the request of any member or a member's proxy shall, appoint inspectors of election (or persons to replace those who so fail or refuse) at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one or three inspectors are to be appointed. In the case of any action by written ballot (Section 7513), the board may similarly appoint inspectors of election to act with powers and duties as set forth in this section.

(b) The inspectors of election shall determine the number of memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, and the authenticity, validity and effect of proxies, receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all members.

(c) The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated therein.

DELINQUENT ASSESSMENT COLLECTION POLICY

In accordance with recent revisions in California Civil Code required assembly Bill 1317 we are supplying you with the Association's revised collection policy.

Assessments are due and payable in full on the first day of each month. All other assessments, including Special Assessments are due and payable on the date specified by the Board in the notice of said assessment.

Assessments, late charges, interest and collection costs, including attorney fees are the personal obligation of the owner of the property at the time the assessment is levied. {Civil code Section 1367 (a)}.

ACTION TO BE TAKEN	NO. OF DAYS AFTER DUE DATE	CHARGED TO OWNER
1. Late Fee assessed to owners account. Management sends Past Due notice letter is sent.	15 days	\$10.00 or 10% of delinquent amounts whichever is greater.
2. 30 Day Compliance letter is sent.	30 days	\$15.00*
3. "Pre-Lien Letter" is sent. (Civil code §1367 (a)).	60 days	\$25.00*
4. Delinquent owner's account will be referred to Collection Attorney. Collection Attorney will advise owner of recording of the Lien. Collection Attorney is authorized to file a complaint in Municipal Court of Foreclosure of the assessment Lien and/or for money judgment.	75 days	All Assessments, plus late fees, Attorney fees and Court Costs.
5. NSF/returned check charge		\$15.00

The Association will not settle any lawsuit filed without payment in full of all assessments due any payment of Attorney Fees.

*Please note the late fees become the property of the association, all other late fees become the property of the Management Company.

EMPRESS OYO
Association

[Signature]
President of Association

5/13 19 99
Date