

# Amended Bylaws of Singing Springs Village Homeowners Association

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**AMENDED BYLAWS OF  
SINGING SPRINGS VILLAGE  
HOMEOWNERS ASSOCIATION**

**ARTICLE I**

**Name and Location**

The name of this corporation is Singing Springs Village, Inc., a California Corporation, operating under the name of Singing Springs Village Homeowners Association hereinafter referred to as the "Association". The principal office of the Corporation shall be located at 5455 8<sup>th</sup> Street, Carpinteria, California.

The Association may change the location of its principal office to another place within the County of Santa Barbara, California, but all annual and special meeting of members and directors shall be held within the properties or as close thereto as practical.

**ARTICLE II**

**Membership, Nominations, and Election Procedures**

**Membership**

**Section 1.** The Association shall have one class of voting membership, consisting of all owners of units in the Singing Springs Village Condominiums. Members shall be entitled to one vote for each unit owned. When more than one person holds any interest in any unit, all such persons shall be members. The vote for such unit shall be

exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any unit. If more than one of the members holding an interest in any unit attempts to exercise any right or privilege of such membership, including the casting of a vote, contrary to or inconsistent with the act or vote of another such person, then the membership shall not be deemed to have exercised such right or privilege at all.

**Section 2.** Membership shall be appurtenant to and may not be separated from ownership of any unit which is subject to assessment.

### **Nominations**

**Section 3.** A nomination letter will be mailed to the owner(s) of each unit advising them of the open nomination period and requesting nominations. A nomination form, as well as, a return addressed, stamped envelope will be provided with the mailing of the nomination letter. Association members may nominate any qualified association member, including themselves, to the Board of Directors (Civil Code §5105(a)(3).) Nominations are to be submitted to the Secretary during the open nomination period that will not be less than two (2) weeks in length. Only written nominations will be accepted. Once the nomination period has closed no further nominations will be accepted. After the nomination period has closed the Secretary will contact each nominee by mail to verify his or her acceptance or rejection in running for office. A return addressed, stamped envelope will be provided for their response. A period of at least two (2) weeks will be open for the nominee to respond. All non-responses will be viewed as a nominee's rejection of the nomination. When an association member accepts a nomination, the Board of Directors may either appoint a committee to review the then

candidate's eligibility to run for office or the board may do so themselves. The candidate may provide a statement of up to one-hundred and fifty (150) words with regard to their reasons and qualifications in seeking office. All such statements will be included with the mailing of the voting ballots (Civil Code §5105(a).) In addition, during the election campaign, the Association will provide equal access to our common area meeting space, that is our Club Room, at no cost to any and all candidates and association members advocating a point of view on any election related issue (Civil Code §5105(a)(2).) The length of time that the Club Room will be available for campaigning shall be from the closing of the nomination period to the day before the Association's annual meeting.

**Section 4.** Director qualifications :

- A. Membership to the Board of Directors is restricted to Association members.
- B. In line with one vote per unit only one owner per unit may serve on the Board of Directors at a time.
- C. Candidates must be members in "good standing" defined to mean that a member is:
  - 1. current in the payment of both regular and special assessments,
  - 2. not having any outstanding unpaid fines,
  - 3. not having any unresolved Bylaws or CC&R violations.
- D. Convicted felons may not serve on the Board of Directors. Corporations Code §7221(a) allows a Board of Directors to declare vacant the seat of a director who was convicted of a felony.
- E. While running for a board position or while serving on the board, a director may not be a party in any legal proceedings against the Association, an Association contractor, Association employees, or Association officers or directors.

F. Due to legal uncertainties created by a minor serving on the Board of Directors, the Association has set a minimum age of twenty-one ( 21 ) in order to be elected or serve as a director.

G. Real estate agents/brokers serving on the board may not, during their term in office, list and sell in the development, nor may any firm to which they are associated.

### Election Procedures

Section 5. Before the ballots are mailed the Board of Directors shall appoint either one ( 1 ) or three ( 3 ) election inspector(s) (Civil Code §5105(a)(5).) and the inspector(s) may in turn appoint and oversee additional persons to verify signatures, to count and tabulate votes as the inspector(s) deem appropriate, provided that the persons appointed are independent third parties, Civil Code §5105. Ballots are to be mailed in accordance with Article III Section 3 of these Bylaws. Ballots that are returned via USPS will be mailed to a location designated by the inspector(s) (Civil Code §5115(a)(2).) The closing of election voting will be the time given to verify and count the election ballots on the agenda of the annual meeting. Or in the case of action taken with regard to Article IV Section 4 of these Bylaws a date that will be determined at the time of that action.

Section 6. To preserve confidentiality, voters may not be identified by name, unit number or by any other means on ballots. The ballot itself is not signed by the voter, but is inserted into a blank envelope that is sealed (Civ. Code §5115(a).) If the owner inadvertently signs the ballot, the ballot envelope or fails to place the ballot into and/or seal the ballot envelope, that will not invalidate the ballot. The ballot envelope, or simply the ballot itself, is then inserted into a second envelope that is sealed. The upper

left side of the second, return addressed, stamped envelope will provide lines for the voting owner's printed name, signature and unit number. The second envelope must be signed by an owner of the property (Civ. Code §5115(a).) Failure to sign the outer envelope voids the ballot. All voting will be conducted by secret written ballot via USPS using the prepaid, return addressed envelope, or by handing the sealed and signed voting envelope directly to an election inspector or an independent third party designated by the inspector(s). The opening of the signed and sealed election envelopes and the counting of election votes shall be open to observation by any and all association members wishing to do so. Write-in candidacy's are not allowed. Any ballot containing a write-in candidate will be rejected in its entirety.

## **ARTICLE III**

### **Meetings of Members**

**Section 1.** Regular annual meetings of the members shall be held in January of each year or as close thereto as possible, the day and time to be determined by the Board of Directors, for the purpose of electing directors and of the transacting any other business authorized to be transacted by the members.

**Section 2.** Special meetings of the members may be called at any time by the President or by a majority of a quorum of the Board of Directors, or upon request of members who represent not less than twenty percent (20%) of the total voting power of the Association.

**Section 3.** Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) but not more than thirty (30) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association or supplied by such member to the Association for the purpose of notice. Such notice shall specify the location, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

**Section 4.** The presence at the meeting, in person or by a returned voting envelope, signed by a voting member, entitled to cast fifty-one percent (51%) of the total voting power of the Association shall constitute a quorum for any action, as otherwise provided in the Article of Incorporation, the Declaration or these Bylaws. However, a majority of those present in person shall have power to adjourn the meeting to a date not more than thirty (30) days from the original meeting date, and the Secretary shall give fifteen (15) days written notice of the time, date and place of the adjourned meeting.

**Section 5.** In keeping with Article II Section 1 of these Bylaws, at all meetings of members, members shall be entitled to one vote for each unit owned. Voting by proxy is not allowed.

**Section 6.** Meetings of the members shall be held within the properties or at a meeting place as close thereto as possible, and unless unusual conditions exist, members meetings shall not be held outside Santa Barbara County.

## ARTICLE IV

### Board of Directors - Term of Office

**Section 1.** The affairs of the Association shall be managed by a board of five (5) directors, with up to two (2) alternates. Whenever a regular director is unable to attend a board meeting, the first alternate shall serve in his or her place, and if the first alternate is unavailable, the second alternate shall serve.

**Section 2.** Each director shall hold office for a two (2) year term, beginning with his or her election and continuing until his or her successor has been duly elected. The term of office for alternates shall be one (1) year. (Corp. Code §7210; §300.)

**Section 3.** Term limits shall apply to elected directors. Directors shall be limited to four (4) consecutive years of service followed by a one (1) year break in board service. Any association member may re-volunteer and be nominated as a potential director following these term limits, repeatedly if so desired.

**Section 4.** Any director may be removed from the board, with or without cause, by the members of the Association. Removal shall be by secret written ballot. In the event of the removal of a director, his or her successor shall be selected by the members of the Association at a special election. The replacing director shall serve for the remainder of the term of the removed director. See Article II Section 5, and Section 6 of these Bylaws.

**Section 5.** Except for a vacancy created by the removal of a director, midterm vacancies on the board shall be filled with the appointment of qualified member(s) of the association by a majority vote of the directors then in office, whether or not a



quorum is established, or even by a sole remaining director. The length of the term of office of the appointee shall be the remainder of the director's chair being filled.

**Section 6.** No director or committee member shall receive compensation for any service he or she may render to the Association. However, a director or committee member may be reimbursed for his or her actual expenses incurred in the performance of Association related needs or duties.

## ARTICLE V

### Election of Directors

**Section 1.** Election to the Board of Directors shall be by secret written ballot at each annual meeting of the members, Article II Section 6 of these Bylaws, Civil Code §5100(a). In odd numbered years, two (2) directors shall be elected, and in even numbered years, three (3) directors shall be elected. At such election the members may cast one vote for each vacancy, or, if a member so elects, a lesser number of votes for each vacancy. Cumulative voting is not permitted. The persons receiving the greater number of votes shall be elected, Civil Code §5105(a). A quorum of membership is not required in a director election. If a quorum is not reached by a total of both membership present and ballots cast in the election, no business may be conducted other than the counting of election votes. Therefore, regardless of a quorum or the number of votes cast, the election of new directors will proceed and the newly elected directors will take their seats on the board, Civil Code §5115(b).

**Section 2.** When an election is uncontested; that is, the number of candidates running is equal to or less than the number of director chairs available, then an election of directors will not be necessary. The chairs will be considered filled at the close of the nomination process and those directors will be installed at the Board of Directors meeting following the annual meeting of the Association.

**Section 3.** When necessary, the newly elected Board of Directors shall appoint qualified association member(s) to fill any vacant director chair(s) not filled by an election. If a director's chair is filled by appointment then the person appointed shall serve for two (2) years.

**Section 4.** A newly elected board shall appoint two (2) alternates to serve on the board. The term of office for alternates shall be one (1) year, Article IV Section 2 of these Bylaws. (Corp. Code §7210; §300.)

## ARTICLE VI

### Meeting of Directors

**Section 1.** Regular meetings of the Board of Directors shall be held monthly, at such location within the project and on such day of the month and hour as may be fixed from time to time by resolution of the board. Notice of the date, time and location of each meeting shall be posted at a prominent place within the common properties. A copy of the notice shall be delivered to the place of residence of each director not less than four days prior to the meeting, but notice of a meeting need not be given to any director who has signed a waiver of notice or a written consent to the holding of the meeting.

**Section 2.** Special meetings of the Board of Directors shall be held when called by any two (2) directors, after not less than seventy-two (72) hours, written notice to each director, delivered to his place of residence, and posting in the manner prescribed in Section 1 above. The notice shall specify the time, date and location of the meeting and the nature of any special business to be considered.

**Section 3.** A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the board.

**Section 4.** Regular and special meetings of the Board of Directors shall be open to all members of the Association, but members who are not on the board may not participate in any deliberation or discussion unless expressly so authorized by the President. The board shall comply with California's *Davis - Stirling Common Interest Development Open Meeting Act*, as set forth in California Civil Code §4900 - 4955, and any future amendments to or replacement of that section.

**Section 5.** The Board of Directors may, with the approval of a majority of a quorum of the board, adjourn a regular meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved, matters relating to the formation of contracts with third parties, or member discipline (Civil Code §4935.) The nature of any and all business to be considered in executive session shall first be announced in open session.

## ARTICLE VII

### Powers and Duties of the Board of Directors

Section 1. The Board of Directors shall have power to:

A. Adopt and publish rules and regulations governing the use of the common properties and facilities and the personal conduct of the members, their tenants and their guests thereon, and to establish monetary penalties for the infraction thereof, as well as monetary penalties for violation of the Declaration of Covenants, Conditions and Restrictions, to be levied and enforced after notice and hearing as provided in sub-paragraph C below;

B. After notice and hearing, as provided in sub-paragraph C below, suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty (30) days, for infraction of published Rules and Regulations;

C. At least fifteen (15) days prior to the effective date of any proposed suspension, or imposition of any other penalties, the board shall deliver to the member's place of residence a written notice of its intended action, setting forth the reasons therefor, and notifying the member his or her right to be heard, orally or in writing, at a time and date not less than five (5) days prior to the effective date of the proposed suspension, or imposition of other penalties. A majority of the Board of Directors shall determine whether to vacate or to continue to enforce the suspension;

D. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;

E. Employ a manager, an independent contractor or other employees as they deem necessary, to prescribe their duties, and to delegate to any of them such powers as the board shall deem necessary and reasonable to carry out his or her duties.

F. Contract for materials and/or services for the common properties, or for the Association, subject to the limitations set forth in Section 2 below.

**Section 2.** The Board of Directors of the Association shall be prohibited from taking any of the following actions, except with the vote or written assent of a majority of the voting power of the Association.

A. Entering into a contract with a third person wherein the third person will furnish goods or services for the common properties or the Association for a term longer than one (1) year, with the following exceptions :

1. A management contract, the terms of which have been approved by the Federal Housing Administration or Veterans Administration.
2. A contract with a public utility company if the rates charged for the materials or services are regulated by the Public Utilities Commission; provided, however, that the term of the contract shall not exceed the shortest term for which the supplier will contract at the regulated rate
3. Prepaid casualty and/or liability insurance policies of not to exceed three years' duration provided that the policy permits short rate cancellation by the insured.

4. Lease agreements for laundry room equipment and services of not to exceed five (5) years duration.
5. Agreements for cable television services and equipment or satellite television services and equipment and services of not to exceed five (5) years duration.
6. Agreements for sale or lease of burglar alarm and fire alarm equipment, installation and services of not to exceed five (5) years duration.

B. Incurring aggregate expenditures for capital improvements to the common properties in any fiscal year in excess of five percent (5%) of the budgeted gross expenses of the Association for that fiscal year. A capital improvement is defined as :

- (i) any significant new common area amenity or ;
- (ii) substantial discretionary improvement to an existing common area amenity.

C. Selling during any fiscal year property of the Association having an aggregate fair market value greater than five percent (5%) of the budgeted gross expenses of the Association for that fiscal year.

D. Paying compensation to members of the governing body or to officers of the Association for services performed in the conduct of the Association's business; provided, however, that the board may cause a member or officer to be reimbursed for expenses incurred in carrying on the business of the Association.

E. Filling a vacancy on the board created by the removal of a director.

**Section 3.** It shall be the duty of the Board of Directors to :

A. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members,

or at any special meeting when such statement is requested in writing by one-fourth ( ¼ ) of the members who are entitled to vote;

B. Supervise all officers, agents and employees of the Association and to see that their duties are properly preformed.

C. As more fully provided in the Declaration of Covenants, Conditions and Restrictions for Singing Springs Village Condominiums, to :

1. Fix the amount of the monthly assessment against each unit at thirty ( 30 ) days in advance of each assessment period;
2. Send written notice of each assessment to every owner subject thereto at least thirty ( 30 ) days in advance of each assessment period; and
3. In their discretion, foreclose the lien against any property for which assessments are not paid within thirty ( 30 ) days after due date or to bring an action at law against the owner personally obligated to pay the same;
4. Annually distribute, within sixty ( 60 ) days prior to the beginning of the fiscal year, a statement of the Association's policies and practices in enforcing its remedies against members for defaults in the payment of regular and special assessments including the recording and foreclosing of liens against members' subdivision interests.

D. Issue, or to cease an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid.

A reasonable charge may be made by the board for the issuance of these certificates.

If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of payment;

E. Procure and maintain adequate liability and hazard insurance on the common properties and on any property owned by the Association, as well as such other insurance as the board deems desirable to maintain;

F. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

G. Cause the common properties, building exteriors, and property of the Association to be maintained, pay for water and electric service to the common properties, and pay for trash removal and water service for the units;

H. Pay any property taxes which may be assessed against the common properties or property of the Association;

I. Cause to be prepared and distributed to the owners the annual budget, financial statements and other information required by California Civil Code §5300. The board shall also comply with Civil Code §5500 with respect to the Association's operating and reserve accounts, and required inspection of the major components of the common area which the Association is obligated to repair, replace, restore or maintain. The board's obligation to comply with Civil Code §5300 and §5500 includes compliance with those sections as amended, replaced, or augmented in the future.

## ARTICLE VIII

### Officers and Their Duties

**Section 1.** The officers of the Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors, and a Secretary and a Treasurer, and such other officers as the board may from time to time by resolution create.



**Section 2.** The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

**Section 3.** Any officer may be removed from office with or without cause by the board. Any officer may resign at any time by giving written notice to the board President or Secretary. Each such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4.** A vacancy in any office may be filled by appointment by the board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaced.

**Section 5.** A director may hold more than one office simultaneously except for that of President - Vice President.

**Section 6.** The duties of the officers are as follows :

A. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall consign all checks and promissory notes.

B. The Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him or her by the board.

C. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the board; serve notice of meetings of the board and of the members; keep appropriate current records showing the members of the Association together with addresses; and shall perform such other duties as required by the board.

D. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Association; keep proper books of account; and shall cause to be prepared and distributed to the members of the Association all financial statements and reports required of the Association, including those referred to in Article VII Section 3 paragraph "A" of these Bylaws. The Treasurer shall also cause to be prepared and distributed a statement of any transactions or indemnifications between the Association and any officer, director, or member, which are required to be reported by Corporations Code §8322. The Treasurer may utilize the services of a management company engaged by the Association, to perform for him or her the duties specified in this subsection.

## ARTICLE IX

### Committees

The Board of Directors shall appoint such committees as it deems appropriate, and shall delegate to them such powers as the board shall deem appropriate.

## ARTICLE X

### Inspection of Books and Records

**Section 1.** The membership register, including mailing addresses and telephone numbers, books of account, minutes of meetings of members, and minutes of meetings of the Board of Directors, and of any committees thereof, shall be made available for inspection and copying by any member, or by his or her duly authorized and appointed representative, for any purpose reasonably related to his or her interest as a member, at the offices of the Association or at such other place within the project as the board shall prescribe. The board shall establish reasonable rules with respect to :

- A. Notice to be given to the custodian of the records by the member desiring to make the inspection;
- B. Hours and days of the week when such an inspection may be made;
- C. Payment of the cost of reproducing copies of documents requested by member.

**Section 2.** Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a director includes the right to make extracts and copies of documents. All books, records, and documents shall remain on the premises where they are stored, unless the Board of Directors gives written permission for their removal.

## ARTICLE XI

### Assessments

As more fully provided in the Amended and Restated Declaration of Covenants, Conditions and Restrictions, for Singing Springs Village Condominiums, each member is obliged to pay to the Association monthly, and where determined by the Board of Directors, special assessments which are secured by a continuing lien upon the property against which the assessment is made, as well as certain monetary sanctions. The board is authorized and directed to fulfill its obligation to enforce those assessment obligations. No owner may waive or otherwise escape liability for the assessment provided for in the Declaration by non-use of the common properties or abandonment of his unit.

## ARTICLE XII

### Corporate Seal

The Association need not have a corporate seal.

## ARTICLE XIII

### Amendments and Notification

Section 1. These Bylaws may be amended by the vote or written consent of members representing not less than fifty-one percent (51%) of the total voting power of the Association. Provided that the provision being amended is one that, by law, would require a greater or lesser percentage of votes for action or decision than the percentage

of votes as stated above. In addition, the Association is required by the *Davis - Stirling Act* to adopt election rules that comply with the requirements set forth in Civil Code §5105. These election rules are "operating rules" that may be adopted and/or amended by the Board of Directors without membership approval.

Section 2. In the case of any conflict between the Articles of Incorporation and the Bylaws, the Article shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Section 3. With the exception of the Association's annual election materials, electronic delivery (i.e. email) of most notices, agendas, meeting minutes, disclosures and documents may be delivered electronically only when written consent of a unit's owner is given (Civil Code §4040(a)(2).) This consent waves the owner's right of information by first class mail. The consent is revoked only by written request submitted by the unit's owner.

## ARTICLE XIV

### Rules of Order

The rules contained in *Roberts' Rules of Order, Revised*, shall govern all members' meetings and directors' meetings except in instances of conflict between said rules of order and the Articles, Bylaws, Declaration and provisions of law.

## CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify :

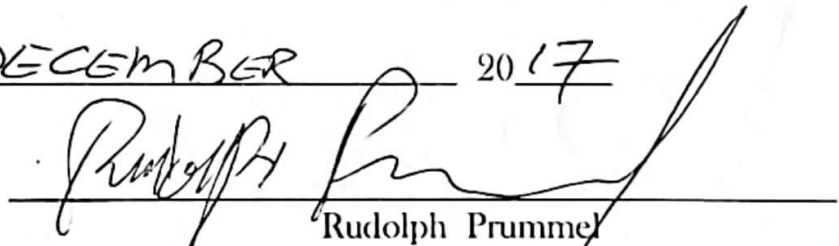
A. That I am the duly elected and acting Secretary of Singing Springs Village, Inc., a California corporation, operating under the name of Singing Springs Village Homeowners Association;

and

B. That the foregoing Amended Bylaws constitute the Bylaws of said corporation as duly adopted by the vote or written assent of members owning, in the aggregate, not less than fifty-one percent (51 %) of the units in Singing Springs Village.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this

16 day of DECEMBER 2017



Rudolph Prummel  
Secretary of the Singing Springs Village  
Homeowners Association