

**AMENDED AND RESTATED BYLAWS  
OF  
BROOKDALE ESTATES ASSOCIATION**

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AMENDED AND RESTATED BYLAWS  
OF  
BROOKDALE ESTATES ASSOCIATION

**ARTICLE I  
NAME AND LOCATION**

**1.1 Name and Location.** The name of the Association is Brookdale Estates Association, hereinafter referred to as the "Association." The principal office of the Association shall be located in Kern County, California.

**1.2 Definitions.** The terms used in these Bylaws shall have the same meaning as set forth in the Declaration (CC&Rs).

**ARTICLE II  
MEETING OF MEMBERS**

**2.1 Annual Meetings of the Members.** Regular annual meetings of the Members shall be held in the month of March of each year. No Members' meeting need be held in conjunction with the election of directors.

**2.2 Special Meetings of the Members.** 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 written request of at least five percent (5%) of the Members (Lots).

**2.3 Notice of Meetings of the Members.** Written notice of each meeting of the Members shall be given by or at the direction of the secretary or other person authorized to call the meeting, by personal delivery or by mailing a copy of such notice, postage prepaid, at least ten (10) but not more than ninety (90) days before such meeting to each first mortgagee requesting notice, at the address supplied by such first mortgagee, and to each Member, 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 place, day, and hour of the meeting, and in the case of a special meeting, the purpose of the meeting. For the election of directors or amending the Declaration or these Bylaws, such notice shall be given at least thirty (30) days prior to the Members' meeting.

If action is proposed to be taken at any meeting for any of the following proposals, the notice shall also state the general nature of the proposal:

- A. The removal of a director without cause;
- B. The filling of vacancies in the Board of Directors by the Members;
- C. The amending of the Articles; or

**D.** The approval of a contract or a transaction in which a member of the Board of Directors has a material financial interest.

**2.4 Quorum of Members.** The presence, in person or by written ballot, at the meeting of Members, of a majority of the Members shall constitute a quorum for any action except as otherwise provided in the Articles, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or be represented. At such adjourned meeting, the required quorum shall be twenty-five percent (25%) of the Members. There is no quorum requirement for the election of directors if written ballots are provided to the Members before the election date.

**2.5 No Proxies.** There shall be no voting by proxy. Proxies may not be used in conjunction with any election or vote of the Members.

**2.6 No Cumulative Voting.** There shall be no cumulative voting in any election or vote of the Members.

**2.7 Consent of Absentee Members.** The transaction of any business at any meeting of the Members of the Association, whether an annual or special meeting, however called or noticed, shall be as valid as though had at a meeting duly held after regular call and notice thereof if there was a quorum present, either in person or by written ballot, and if either before or after such meeting each Member who would have been entitled to vote if the Member had been present in person or by written ballot signs a written Waiver of notice or a consent to the holding of such meeting or approval of the minutes thereof. All such waivers, consents, and approval of the minutes thereof shall be filed with the records of the Association or made a part of the minutes of the meeting. A waiver of consent counts towards a quorum of the Members.

**2.8 Action Without Meeting of the Members.** Any action that may be taken at any annual or special meeting of Members may be taken without a meeting if written ballots are provided to all Members and are received from a number of Members at least equal to the quorum applicable to a meeting of Members, if any. All such Written ballots shall be retained by the Association for a period of at least one year. All solicitations of ballots shall indicate the time by which the ballots must be returned to be counted. For the election of directors by written ballot, with or without a meeting, there is no quorum requirement, and no Members' meeting need be held in conjunction with the election of directors.

### **ARTICLE III BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE**

**3.1 Number.** The affairs of this Association shall be managed by a Board of five (5) directors, who must be Members.

**3.2 Qualifications of Directors.** Directors and nominees for a directorship must: (a) be Members of the Association or a family member recommended in writing to the Board or

nominating committee, if any, by a Member, (b) not be or have been declared of unsound mind by a final order of court, (c) not be or have been a convicted felon, (d) not be more than sixty (60) days delinquent in the payment of assessments or other charges to the Association, (e) be reasonably bondable, and (f) not be involved in litigation against the Association.

**3.3 Term of Office.** Except as provided below in this Section 3.3, each director shall be elected for a term of two (2) years. Two (2) directors shall be elected in even numbered years and three (3) directors shall be elected in odd numbered years.

At the first election of directors following the adoption of this amendment to the Bylaws, the following number of directors shall be elected: A) If the first election of directors following the adoption of this amendment to the Bylaws is an odd numbered year, then the three (3) candidate receiving the highest number of votes will serve a term of two (2) years and the remaining elected candidates shall serve for a term of one (1) year; B) If the first election of directors following the adoption of this amendment to the Bylaws is an even numbered year, then the two (2) candidates receiving the highest number of votes will serve a term of two (2) years and the remaining elected candidate shall serve for a term of one (1) year. In following years, all directors shall serve staggered two-year terms. This is to provide for staggered terms for the directors consistent with the foregoing paragraph. Each director shall serve as a director until his or her successor is elected.

**3.4 Removal.** Any director may be removed from the Board, with or without cause, by a majority of the Members (based upon one vote per Lot). A special meeting of the Members to remove one (1) or more directors from the Board may be called by at least five percent (5%) of the Members who have requested, in writing, the special removal meeting. Removal of one (1) or more directors by the Members shall be by the majority of the Members. The election of new directors to replace the removed director may be held at the same meeting, or at a later date. Removal of a director can be with or without cause. The removal election may be held in the same manner as the election of directors set forth herein. In the event of death, resignation or removal of a director, the director's successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of the director's predecessor. Any vacancy on the Board created by removal by the Members shall be filled by the Members.

**3.5 Compensation.** No director shall receive compensation for any service the director may render to the Association. However, any director may be reimbursed for the director's actual expenses incurred in the performance of the director's duties.

**3.6 Quorum of the Board.** A majority of the number of current directors shall constitute a Quorum for the transaction of business. Every act performed or decision 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.

## **ARTICLE IV**

### **NOMINATIONS AND ELECTION OF DIRECTORS**

**4.1 Nomination.** Nomination for election to the Board of Directors may be made by a nominating committee. The nominating committee may consist of a chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The nominating committee, if any, shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual election meeting until the close of the next annual election meeting and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine. Only Members or family members recommended by a Member in writing to the Board or nominating committee, if any, may be nominated. Nominations may be made by any Member. A Member may also nominate himself or herself. All nominations must be submitted in writing to the Board or other person appointed by the Board. Nominations must be submitted by the deadline used by the Board or at least forty-five (45) days before the initial election date, whichever is later, if the Board does not set a deadline for nominations. All nominees must accept the nomination and agree in Writing to serve as a director, if elected.

**4.2 Election.** Election to the Board of Directors shall be by secret written ballot. At such election the Members may cast, in respect to each vacancy, one (1) vote per vacancy. There is no quorum requirement for the election of directors if written ballots are provided to the Members before the election date.

## **ARTICLE V**

### **MEETINGS OF DIRECTORS**

**5.1 Regular Board Meetings.** Regular meetings of the Board of Directors shall be held at least quarterly, at such place and hour as may be fixed from time to time by resolution of the Board.

**5.2 Notice of Board Meetings.** Except for an emergency Board meeting or a Board meeting that will be held solely in executive session, notice of a Board meeting shall be given to the Members at least four (4) days prior to the meeting. Except for an emergency Board meeting, Members shall be given notice of the time and place of a Board meeting that will be held solely in executive session at least two (2) days prior to the meeting. Except for emergency Board meetings, the notice to the Members shall be given by posting the notice in a prominent place or places in the Common Area and mailing to any Member who requested, in writing, that notice be given to such Member by mail. Alternatively, notice may also be given by mail, by delivery of the notice to each unit, by newsletter, by other similar means of communication, or with the consent of the Member, by electronic means. Except for emergency meetings, the notice of the Board meeting shall contain the agenda for the meeting. Except for emergency Board meetings and executive Board meetings held solely in executive session, notice of a Board meeting shall be provided to the directors at least three (3) days prior to the Board meeting.

**5.3 Waiver of Notice.** Before or at any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving

of such notice. Attendance by a director at any meeting of the Board shall be a waiver of notice by the director of the time and place thereof. If all of the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting. All such waivers shall be filed with the Association records or made a part of the minutes of the meeting.

**5.4 Emergency Board Meeting.** An emergency meeting of the Board may be called by the president, or by any two (2) directors other than the president, if there are circumstances that could not have been reasonably foreseen that require immediate attention and possible action by the Board, and that of necessity make it impracticable to provide the notices required by these Bylaws. Notice to Members of an emergency Board meeting is not required.

**5.5 Special Board Meetings.** Special meetings of the Board of Directors shall be held when called by written notice signed by the president of the Association, or any two (2) directors other than the president. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be provided as set forth in Section 5.2 above.

**5.6 Quorum of the Board.** 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.

**5.7 Open Board Meetings.** Except for closed executive Board meetings, all meetings of the Board shall be open to all Members, but Members other than directors may not participate in any discussion or deliberation unless expressly authorized by a majority of a Quorum of the Board. However, the Board shall establish a reasonable time limit for all Members of the Association to speak to the Board at any meeting of the Board, and permit any Member of the Association to speak at any meeting of the Board within the time limits set by the Board. A “meeting” for the purposes of this Section shall be consistent with Civil Code Section 1363.05(k)(1)(2) or any successor statute.

**5.8 Executive Board Session.** The Board may, with approval of a majority of the directors present at a meeting in which a quorum has been established, or, if all directors of the Board are present, by a majority vote of the directors, adjourn a meeting and reconvene in executive session to discuss and vote upon litigation, matters relating to the formation of contracts with third parties, Member discipline, personnel matters, or other proper executive session issues. The Board may also hold an executive session Board meeting which is not in conjunction with an open Board meeting. All Members other than the Board may be excluded from such executive sessions of the Board. The nature of any business to be considered in executive session shall first be announced in open session. Any matter discussed in executive session shall be generally noted in the minutes of the Board. The Board shall meet in executive session if requested by a Member who may be subject to a fine, penalty, or other form of discipline, and the Member affected shall be entitled to attend the executive session.

**5.9 Action Outside a Board Meeting.** Generally, the Board may not take action on any item of business outside of a meeting, unless authority to act has been delegated to others, such as management, committee members, directors, officers, contractors, attorneys, etc.

**5.10 Adjournment.** A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour. In the absence of a quorum, a majority of the directors present may adjourn from time to time to meet again at a stated day and hour prior to such time as may be fixed for the next regular meeting of the Board. The motion for adjournment shall be recorded in the minute book of the Association. Notice of the time and place of an adjourned meeting need not be given to any director present at the meeting adjourned if the time and place be fixed at the meeting adjourned.

**5.11 Board Minutes.** Board minutes, proposed minutes, or a draft or summary of those minutes (other than those from an executive session) shall be available to Members within thirty (30) days of the meeting, and shall be distributed to any Member upon request and upon payment of the cost of reproducing excerpts of documents by a Member. At the time the pro forma budget of the Association is distributed or at the time of any general mailing, Members of the Association shall be notified in writing of their right to have copies of the minutes of meetings of the Board (except executive minutes) and as to how and where those minutes may be obtained and the cost of obtaining such copies.

Minutes or a similar record of the proceedings of meetings of Members, when signed by the president or secretary, shall be presumed truthfully to evidence the matters set forth therein. A recitation in the Minutes executed by the secretary that notice of the meeting was properly given shall be prima facie evidence that such notice was given.

**5.12 Electronic Communications.** Unless otherwise allowed by law, the Board may not conduct a meeting via a series of electronic transmissions, such as electronic mail, unless it is an emergency Board meeting and all of the directors' consent, in writing, that the emergency Board meeting may be conducted by electronic transmission, such as electronic mail. The consent must be filed with the minutes of the Board meeting. Written consent may be transmitted electronically.

**5.13 Teleconference Board Meetings.** Board meetings may be held via teleconferencing or other electronic means (including audio, video or both). Except for executive session Board meetings held solely in executive session, the notice of a teleconference Board meeting must identify one physical location to allow Members of the Association to attend, and at least one Board member must be present at that physical location. The teleconference participation of a Board member counts towards a quorum of the Board meeting, as long as the Board members that participate at that meeting are able to hear one another and are able to hear the other Members of the Association that are present at the physical location.

## **ARTICLE VI**

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**6.1 Powers.** The Board of Directors shall have power to:

A. adopt and publish Rules and regulations governing the use of the Common Area and facilities, the personal conduct of the Members and their guests, tenants, and invitees, and the operation, use, and management of the Development thereon, and to establish penalties for the infraction thereof;

B. suspend the voting rights and right to use of the recreational facilities 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 the Governing Documents or may continue while such non-payment or infraction or violation continues;

C. exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles, or the Declaration.

D. declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

E. employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

F. contracting for materials and/or services for the Common Area or the Owners' Association with the term of any service contract limited to a duration of one (1) year, except with the approval of a majority of the Members of the Owners' Association, except in those subdivisions where the terms of the management contract have been approved by the Federal Housing Administration or Veterans Administration.

**6.2 Incorporation of Association.** The Association may be incorporated upon the affirmative vote of majority of the Board of Directors. Upon the incorporation of the Association, the new corporation shall be the successor in interest, rights, and duties to all of the previous unincorporated association.

**6.3 Duties.** It shall be the duty of the Board of Directors to:

A. cause to be kept a complete record of all its acts and Association affairs and to present a statement thereof to the Members at the annual election of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4th) of the Members who are entitled to vote;

B. supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

C. as more fully provided in the Declaration, to:

1. determine the amount of the annual assessment against each Lot thirty (30) to sixty (60) days in advance of the new fiscal year;
  2. provide the Members with the pro forma operating budget thirty (30) to ninety (90) days prior to the new fiscal year;
  3. send written notice of each assessment to every Owner subject thereto at least thirty (30) to sixty (60) days in advance of each annual assessment period; and
  4. foreclose the lien against any Lot for which assessments are not paid within thirty (30) days after due date and/or to bring an action at law against the Owner personally obligated to pay the same.
- D. issue, or to cause 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 such payment;
- E. procure and maintain adequate liability, fire, hazard, and other insurance for the Common Area and the Association;
- F. cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- G. cause the Common Area to be maintained.

## **ARTICLE VII**

### **OFFICERS AND THEIR DUTIES**

- 7.1 Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.
- 7.2 Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual election of the Members.
- 7.3 Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless the officer shall sooner resign, or shall be removed, or otherwise disqualified to serve.
- 7.4 Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.
- 7.5 Resignation and Removal. 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, the

president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified in the written notice. The acceptance of such resignation shall not be necessary to make it effective.

7.6 Vacancies. 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 who was replaced.

7.7 Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 7.4.

7.8 Duties. The duties of the officers are as follows:

A. President. 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 co-sign all checks and promissory notes.

B. Vice-President. The vice-president shall act in the place and stead of the president in the event of the president's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of the vice-president by the Board.

C. Secretary. The secretary shall record (or cause to be recorded) the votes and keep (or cause to be kept) the minutes of all meetings and proceedings of the Board and of the Members; serve (or cause to be served) notice of meeting of the Board and of the Members; keep (or cause to be kept) appropriate current records showing the Members of the Association together with their addresses; and shall perform such other duties as required by the Board.

D. Treasurer. The treasurer shall receive and deposit (or cause to be received and deposited) in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; submit Association books to the finance committee, if any, for audit or review by a certified public accountant, if required by law, at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented within ninety (90) days thereafter to each Member of the Association.

## **ARTICLE VIII COMMITTEES**

and a nominating committee, as provided in these Bylaws. In addition, the Board of Directors The Association may appoint an architectural control committee, as provided in the Declaration, may appoint other committees as deemed appropriate in carrying out its purpose.

## ARTICLE IX BOOKS AND RECORDS

**9.1 Inspection of Records.** The Members of the Association may inspect the books and records of the Association pursuant to this Section. For the purposes of this Section, the following definitions shall apply:

A. "Association records" means all of the following:

1. Any financial document required to be provided to a Member in Civil Code section 1365.

2. Any financial document or statement required to be provided in Civil Code section 1368.

3. Interim financial statements, periodic or as compiled, containing any of the following:

a. Balance sheet.

b. Income and expense statement.

c. Budget comparison.

d. General ledger. A "general ledger" is a report that shows all transactions that occurred in an Association account over a specified period of time. The records described in this subparagraph shall be prepared in accordance with an accrual or modified accrual basis of accounting.

4. Executed contracts not otherwise privileged under law.

5. Written Board approval of vendor or contractor proposals or invoices.

6. State and federal tax returns.

7. Reserve account balances and records of payments made from reserve accounts.

8. Agendas and minutes of meetings of the Members, the Board of Directors and any committees appointed by the Board of Directors pursuant to section 7212 of the Corporations Code; excluding, however, agendas, minutes, and other information from executive sessions of the Board of Directors which are not subject to disclosure.

9. a. Membership lists, including name, property address, and mailing address, if the conditions set forth in Section 9.1(A)(9)(b) are met and except as otherwise provided in Section 9.1(A)(9)(c).

b. The Member requesting the list shall state the purpose for which the list is requested which purpose shall be reasonably related to the requester's interest as a Member. If the Association reasonably believes that the information in the list will be used for another purpose, it may deny the Member access to the list. If the request is denied, in any subsequent action brought by the Member under Section 9.6, the Association shall have the burden, to prove that the Member would have allowed use of the information for purposes unrelated to the Member's interest as a Member.

c. A Member may opt out of the sharing of the Member's name, property address, and mailing address by notifying the Association in writing that the Member prefers to be contacted via the alternative process described in subdivision (c) of section 8330 of the Corporations Code. This opt-out shall remain in effect until changed by the Member.

#### 10. Check registers.

a. "Enhanced Association records" means invoices, receipts and canceled checks for payments made by the Association, purchase orders approved by the Association, credit card statements for credit cards issued in the name of the Association, statements for services rendered, and reimbursement requests submitted to the Association, provided that the person submitting the reimbursement request shall be solely responsible for removing all personal identification information from the request.

**9.2 Time of Inspection.** The Association shall make available Association records and enhanced Association records for the time periods and the timeframes provided in Section 9.8 and 9.9 for inspection and copying by a Member of the Association, or the Member's designated representative. The Association may bill the requesting Member for the direct and actual cost of copying requested documents. The Association shall inform the Member of the amount of the copying costs before copying the requested documents.

A Member of the Association may designate another person to inspect and copy the specified Association records on the Member's behalf. The Member shall make this designation in writing.

**9.3 Location of Inspection.** The Association shall make the specified Association records available for inspection and copying in the Association's business office within the Development.

A. If the Association does not have a business office within the Development, the Association shall make the specified Association records available for inspection and copying at a place that the requesting Member and the Association agree upon.

B. If the Association and the requesting Member cannot agree upon a place for inspection and copying pursuant to Section 9.3(A), or if the requesting Member submits a written request directly to the Association for copies of specifically identified records, the Association may satisfy the requirement to make the Association records available for inspection and

copying by mailing copies of the specifically identified records to the Member by first-class mail within the timeframes set forth in Section 9.9.

C. The Association may bill the requesting Member for the direct and actual cost of copying and mailing requested documents. The Association shall inform the Member of the amount of the copying and mailing costs, and the Member shall agree to pay those costs, before copying and sending the requested documents.

D. In addition to the direct and actual costs of copying and mailing, the Association may bill the requesting Member an amount not in excess of ten dollars (\$10.00) per hour, and not to exceed two hundred dollars (\$200.00) total per written request, for the time actually and reasonably involved in redacting the enhanced Association records as provided in Section 9.4.

E. The Association shall inform the Member of the estimated costs, and the Member shall agree to pay those Costs, before retrieving the requested documents.

**9.4 Withholding.** Except as provided in Section 9.3(D), the Association may withhold or redact information from the Association records for any of the following reasons:

A. The release of the information is reasonably likely to lead to identity theft. For the purposes of this Section, "identity theft" means the unauthorized use of another person's personal identifying information to obtain credit, goods, services, money, or property. Examples of information that may be withheld or redacted pursuant to this paragraph include bank account numbers of Members or vendors, social security or tax identification numbers, and check, stock, and credit card numbers.

B. The release of the information is reasonably likely to lead to fraud in connection with the Association.

C. The information is privileged under law. Examples include documents subject to attorney-client privilege or relating to litigation in which the Association is or may become involved and confidential settlement agreements.

D. The release of the information is reasonably likely to compromise the privacy of an individual Member of the Association. A Member's individual Lot file need not be produced because it contains private information of the Member.

E. The information contains any of the following:

1. Records of a-la-carte goods or services provided to individual Members of the Association for which the Association received monetary consideration other than assessments.

2. Records of disciplinary actions, collection activities, or payment plans of Members other than the Member requesting the records.

3. Any person's personal identification information, including, without limitation, social security number, tax identification number, driver's license number, credit card account numbers, bank account number, and bank routing number.

4. Agendas, minutes, and other information from executive sessions of the Board of Directors, except for executed contracts not otherwise privileged. Privileged contracts shall not include contracts for maintenance, management, or legal services.

5. Personnel records other than the payroll records required to be provided under Section 9.4(F).

6. Interior architectural plans, including security features, for individual homes.

F. Except as provided by the attorney-client privilege and other privileges or law, the Association may not withhold or redact information concerning the compensation paid to employees, vendors, or contractors. Compensation information for individual employees shall be set forth by job classification or title, not by the employee's name, social security number, or other personal information.

G. No Association officer, director, employee, agent, or volunteer shall be liable for damages to a Member of the Association or any third party as the result of identity theft or other breach of privacy because of the failure to withhold or redact that Member's information under this subdivision.

H. If requested by the requesting Member, if the Association denies or redacts records, it shall provide a written explanation specifying the legal basis for withholding or redacting the requested records.

**9.5 Use of Records.** The Association records, and any information from them, may not be sold, used for a commercial purpose, or used for any other purpose not reasonably related to a Member's interest as a Member. The Association may bring an action against any person who violates this Article for injunctive relief and for actual damages to the Association caused by the violation.

A. This Article may not be construed to limit the right of the Association to damages for misuse of information obtained from the Association records pursuant to this Article or to limit the right of the Association to injunctive relief to stop the misuse of this information.

B. The Association shall be entitled to recover reasonable costs and expenses, including reasonable attorney's fees, in a successful action to enforce its rights under this Article.

**9.6 Legal Action.** A Member of the Association may bring an action to enforce the Member's right to inspect and copy the Association records. If a court finds that the Association unreasonably withheld access to the Association records, the court shall award the Member reasonable costs and expenses, including reasonable attorney's fees, and may assess a civil penalty of up to five hundred dollars (\$500.00) for the denial of each separate written request. A

cause of action under this Section may be brought in small claims court if the amount of the demand does not exceed the jurisdiction of that court. If the Association prevails, it may recover any costs if the court finds the action to be frivolous, unreasonable, or without foundation.

**9.7 Electronic Transmission of Records.** Requesting parties shall have the option of receiving specifically identified records by electronic transmission or machine-readable storage media as long as those records can be transmitted in a redacted format that does not allow the records to be altered. The cost of duplication shall be limited to the direct cost of producing the copy of a record in that electronic format. The Association may deliver specifically identified records by electronic transmission or machine-readable storage media as long as those records can be transmitted in a redacted format that prevents the records from being altered.

**9.8 Time Periods of Availability.** The time periods for which specified records shall be provided are as follows:

A. Association records shall be made available for the current fiscal year and for each of the previous two fiscal years.

B. Minutes of Member and Board meetings shall be permanently made available. If a committee has decision-making authority, minutes of the meetings of that committee shall be made available commencing January 1, 2007, and shall thereafter be permanently made A available.

**9.9 Timeframes of Records.** The timeframes in which access to specified records shall be provided to a requesting Member are as follows:

A. Association records prepared during the current fiscal year, within ten (10) business days following the Association's receipt of the request.

B. Association records prepared during the previous two (2) fiscal years, within thirty (30) calendar days following the Association's receipt of the request.

C. A summary of the reserve funding plan adopted by the Board of Members upon request, pursuant to subdivision (b) of section 1365 of the Civil Code.

D. The pro forma operating budget within five (5) days after the request is made, pursuant to subdivision (d) of section 1365 of the Civil Code.

E. A summary of the Association's property, general liability, earthquake, flood, and fidelity insurance policies upon request.

F. A copy of the governing documents; a restriction in the governing documents limiting the occupancy, residency, or use of a separate interest on the basis of age; a copy of the most recent documents distributed pursuant to Civil Code section 51.3; a true statement in writing obtained from an authorized representative of the Association regarding regular assessments, special assessments, monetary fines, late charges, interest, collection costs, etc.; a copy or a

summary of any notice previously sent to the owner pursuant to subdivision (h) of section 1363 of the Civil Code that sets forth any alleged violation of the governing documents that remains unresolved at the time or request; a copy of the initial list of defects provided to each member of the Association; a copy of the latest information provided for in section 1375.1 of the Civil Code; any change in the Association's current regular and special assessment fees approved by the Board of Directors; any provision in the governing documents that prohibits the rental or leasing of any of the separate interests in the common interest development; and, a copy of the minutes of the meetings conducted over the previous twelve (12) months, pursuant to subdivisions 1 through 10, respectively, of section 1368 of the Civil Code.

G. Minutes of Member and Board meetings, within thirty (30) days of the meeting, pursuant to subdivision (d) of section 1363.05 of the Civil Code.

H. Minutes of meetings of committees with decision-making authority for meetings within fifteen (15) calendar days following approval.

I. Membership list, within ten (10) business days after the demand is received or after the date specified therein as the dates as of which the list is to be compiled, pursuant to section 8330 of the Corporations Code.

**9.10 Limitation of Association Liability.** There shall be no liability pursuant to this Article for the Association if it fails to retain records for the periods specified in Section 9.8 that were created prior to January 1, 2006.

**9.11 Corporations Code Provisions.** As applied to the Association and its Members, the provisions of this Article are intended to supersede the provisions of sections 8330 and 8333 of the Corporations Code to the extent those sections are inconsistent.

## **ARTICLE X ASSESSMENTS**

As more fully provided in the Declaration, each Member is obligated to pay to the Association regular annual and special assessments. Annual assessments shall be made for routine expenses. Special assessments shall be made for major expenditures. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid Within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of twelve percent (12%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of the Owner's Lot.

## **ARTICLE XI MISCELLANEOUS**

**11.1 Enforcement (Notice and Hearing).** In order to impose a monetary penalty or suspend any Member's rights or privileges (including the suspension of Common Area facility rights or voting rights) for any alleged violation of the Governing Documents (except for the failure to pay assessments), the Board must give the relevant Member written notice setting forth the nature of the alleged violation and the date, time, and place of the hearing according to the following guidelines:

A. The notice of hearing must be sent by prepaid first class or registered United States mail (to the most recent address in the Association's records) or personally delivered at least ten (10) days before the hearing before the Board.

B. The written notice shall state that the Member has the right to attend the hearing and may address the Board at the hearing.

C. The hearing shall be held in closed executive session of the Board.

D. Following the hearing, the Board must decide whether or not the Member should in fact be disciplined. The written notice of the decision and penalty or discipline must be sent to the Member by personal delivery or first-class mail within fifteen (15) days of the decision of the Board.

E. The decision by the Board is final and binding on the Member.

**11.2 Fiscal Year.** The fiscal year of the Association shall be determined by the Board of Directors and, having been so determined, is subject to change from time to time as the Board of Directors may determine.

**11.3 Recurring Disclosures.** The Association shall distribute the following documents to the Members of the Association within the time periods as indicated:

A. Pro forma operating budget and summary as required by Civil Code section 1365. [30-90 days prior to beginning of fiscal year.]

B. Assessment collection policy as required by Civil Code section 1365(d). [30-90 days prior to beginning of fiscal year.]

C. Notice of assessment increase as required by Civil Code section 1366. [30-60 days before effective date of increased assessment.]

D. Schedule of fines, if any, as required by Civil Code section 1363. [At time of adoption and when revised, recommended annually.]

E. Statement of transfer of funds from reserves, if applicable. [Next available mailing (quarterly).]

F. Review or summary of review as required by Civil Code section 1365(b). [Not later than 120 days after close of fiscal year.]

G. Provisions regarding alternative dispute resolution (ADR) as required by Civil Code sections 1369.590 and 1363.850. [45-60 days prior to beginning of fiscal year or in any general mailing during the year.]

H. A statement regarding the Association's insurance, Members' need to purchase appropriate insurance, and Members' right to review the Association's policies and to get copies, as required by Civil Code section 1365. [Upon issuance of policies, whenever changed and 30-90 days prior to the beginning of fiscal year.]

I. Notice of a Member's right to receive minutes of Board meetings, which notice shall state how and where those minutes may be obtained as required by Civil Code section 1363.05. [30-90 days prior to beginning of fiscal year.]

J. Notice of assessments and foreclosure, which notice must be printed in at least 12-point type as required by Civil Code section 1365.1. [1-60 days prior to the fiscal year.]

K. Proposed Rule provisions required by Civil Code section 1357.130. [At least 30 days prior to making a Rule change.]

L. Notice of architectural request requirements, along with types of changes that need approval and the procedures used to review an architectural request as required by Civil Code section 1378. [Annually.]

## **ARTICLE XII**

### **AMENDMENTS**

**12.1 Amendment to Bylaws.** These Bylaws may be amended by a vote of a majority of a quorum of Members present in person or by written ballot.

**12.2 Conflicts.** In the case of conflict between the Articles and these Bylaws, the Articles shall control, and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

**CERTIFICATE OF PRESIDENT AND SECRETARY  
FOR THE  
AMENDED AND RESTATED BYLAWS OF  
BROOKDALE ESTATES ASSOCIATION**

The undersigned, as President and Secretary, of Brookdale Estates Association, a California unincorporated association ("Association"), do hereby certify that these Amended and Restated Bylaws were duly adopted by the vote of not less than a majority of the Members of the Association and that these now constitute the Bylaws of the Association.

Dated: Sept 17, 2012 <sup>EOH</sup><sub>jm</sub> Debbie L. Brown, President

Dated: 17 Sept, 2012 <sup>EOH</sup><sub>jm</sub> Janet M. M. M., Secretary