



Wickford Homeowners Association

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October 20, 2021

Re: Approved Restated Bylaws

Dear Homeowner:

Enclosed please find the approved restated Bylaws for Wickford Homeowners Association. The ballots for the approval of these documents were opened at the September 15, 2021 Board meeting. The vote was 63 yes votes and 6 no votes which constitutes a majority of a quorum approval.

The majority of the changes were to the election and voting requirements which were changed based on the changes to the California Civil Code which required new Election Rules be established. The new Election Rules were approved in November 2020.

Because the Bylaws were in conflict with the new Civil Code requirements and the Association's Election Rules the Bylaws needed to be amended.

Please file these documents with your important papers pertaining to the Association. Feel free to contact Concord Consulting if you have any questions regarding this matter.

Sincerely

For the Board of Directors of Wickford Homeowners Association

Danita L Vaughn, AMS, CMCA, PCAM
Professional Community Association Manager

RESTATED BYLAWS

OF

WICKFORD HOMEOWNERS ASSOCIATION

A California Non-Profit Mutual Benefit Corporation

[2021]

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RESTATED BYLAWS

ARTICLE 1 INTRODUCTION

1.1 Name. The name of the corporation is Wickford Homeowners Association.

1.2 Location. The Association will have its principal business office at the location of its management company, or if there is no management company, at the address of the Development.

1.3 Corporate Status. The Association operates as a nonprofit mutual benefit corporation according to the provisions of Section 7000, *et seq.* of the California Corporations Code and Section 4000, *et seq.* of the California Civil Code.

1.4 Definitions. All terms used in these Bylaws shall be defined as set forth in Article 1 of the Declaration, or, if a term is not defined in the Declaration, in accordance with the definitions contained in Sections 4075, *et seq.* of the California Civil Code.

1.5 Prior Bylaws Extinguished. All Bylaws and Bylaw Amendments which were in effect prior to the date hereof are deemed extinguished and superseded by this document.

ARTICLE 2 MEMBERSHIP IN THE ASSOCIATION

2.1 Membership. Each person who is an Owner is automatically deemed to be a Member of the Association.

2.2 Proof of Membership. Proof of membership in the Association shall consist of a recorded deed only showing that the person is the record title Owner of a fee interest in a Unit.

2.3 Persons Who May Exercise Membership Rights. If the Owner is an entity, except where the law provides otherwise, only the President of the corporation, trustee(s) of the trust, general partner(s) of the partnership, or managers of the limited liability company will be permitted to exercise the rights of membership for the entity. To prove that a person holds one of the foregoing positions (if it is not clear on the face of the deed), he or she must submit a document that has been filed with the California Secretary of State if the Owner is a corporation or limited liability company; or, in the case of a trust or partnership, the official trust instrument or partnership agreement appointing the person as trustee must be produced.

2.4 Membership Rights. Each Owner will be entitled to the membership rights and benefits that are described in the Governing Documents or afforded by California law.

2.5 Suspension of Membership Rights. An Owner's membership rights and privileges may be suspended by the Board after a hearing as described in the Declaration, or if the Declaration is silent, as described in Section 5855 of the Civil Code, if the Owner is found to have violated any provision of the Governing Documents.

2.6 Termination of Membership. Membership in the Association automatically terminates when the Member no longer holds a recorded fee title interest in a Unit.

ARTICLE 3 **MEMBERSHIP MEETINGS**

3.1 Location. All meetings of the Members must be held at the Development, or if a larger room is needed, at a location as close as reasonably possible to the Development.

3.2 Annual Meetings. The Association must conduct at least one (1) meeting of the Members in each calendar year, known as the Annual Meeting, for the purpose of electing directors and conducting any other legitimate business. The Board will set the date and time of the Annual Meeting, which should be held in the same month each year if feasible but in no event more than fifteen (15) months from the date of the last Annual Meeting.

3.3 Special Meetings. In addition to the Annual Meeting, Members may also meet on other occasions during the year as needed. These meetings are called Special Meetings. A Special Meeting may be convened by any of the following: The President of the Association; a majority of the directors; or Members constituting at least five percent (5%) of the total voting power of the Association.

3.4 Notice of Meetings. Notice of all Annual and Special Meetings of the Members is to be given as follows.

- a. ***Meetings Called by the Board.*** For meetings called by the President or the Board, written notice must be given to all Owners not less than ten (10) days nor more than ninety (90) days before the date of the meeting; provided, however, if a vote of the Members will be taken at the meeting under Section 5100, et seq. of the Civil Code, at least 30 days' notice of the meeting is required. The notice must specify the date, time, and location of the meeting and must be accompanied by a written agenda and, if applicable, a ballot and voting instructions.
- b. ***Meetings Called by Members.*** If a Special Meeting is called by the Members as permitted in Section 3.3 above, a request must be submitted to the Board in the form of a written petition signed by Members owning at least 5% of all the Units and specifying the nature of the business to be transacted. If the signatures are reasonably determined by the Board to be genuine, the Board shall, within 20 days of receipt of the petition, serve notice of a date, time, and location for the meeting, which shall be not less than 35 days nor more than 90 days following the initial receipt of the petition. If a vote is to be taken under Section 5100, et seq. of the Civil Code, the notice of meeting will be accompanied by a secret ballot and

voting instructions and the envelopes will be opened and the votes counted at the Special Meeting.

- c. ***Manner of Giving Notice.*** Notice of an Annual Meeting or Special Meeting must be given by any means permitted in Sections 4040 or 4045 of the Civil Code, which may include: (i) first class, registered, certified, express, or overnight mail; (ii) personal delivery to the Members, (iii) email, facsimile, or other electronic delivery, but only if an Owner has consented in writing to that method of delivery; or (iii) posting the printed document in a prominent location that is accessible to all Members, if the location has been designated for the posting of general notices by the Association in the Annual Policy Statement that is distributed annually to the Owners as provided by law.

3.5 Quorum. A majority of the voting power of the Association, represented in person or by ballot, shall constitute a quorum at all meetings of the Members. If a meeting is adjourned due to a lack of quorum, twenty five percent (25%) of the voting power will constitute a quorum for purposes of conducting the next meeting. Nothing contained in this paragraph is intended to affect the number of affirmative votes that are required to pass a particular measure under California law or the Governing Documents.

3.6 Adjourned Meetings. Any meeting of the Members may be adjourned by the officer who was to preside over the meeting or by the Members present, whether or not they constitute a quorum. An adjournment shall be to a time not less than five (5) days nor more than thirty (30) days from the date of the original meeting. Notice of the adjourned meeting must be given to all Owners in any manner permitted in Sections 4040 or 4045 of the Civil Code.

3.7 Parliamentary Procedure. All membership meetings will be conducted in accordance with the provisions of Robert's Rules of Order.

3.8 Minutes of Meetings. The Association shall prepare and retain minutes of all membership meetings conducted under this Article 3. The minutes, when prepared, must be available for inspection and copying by the Members.

ARTICLE 4

BOARD MEETINGS

4.1 Business Conducted at Meetings Only. The Board shall not conduct business or take action on any item outside of a Board meeting for which notice and an agenda have been provided to the Owners in a timely manner, except in the case of an emergency.

4.2 Place of Meetings. All Board meetings shall be held at a place within the Development designated by the President or a majority of the directors, unless the Board decides there is a valid business reason to hold the meeting elsewhere.

4.3 Meeting to Appoint Officers. As soon as practicable following a vote to elect directors, the Board shall hold a regular meeting, after complying with the notice requirements in these Bylaws, for the purpose of appointing officers.

4.4 Regular Meetings. Regular Meetings of the Board of Directors, which the Owners may attend, will be held no less frequently than once every two (2) months.

4.5 Special Meetings. Special Meetings of the Board of Directors, which the Owners may attend, may be called for any reason by the President or by any two (2) directors other than the President.

4.6 Executive Session Meetings. The Board may meet in executive session, outside the presence of the Owners, to discuss and/or vote upon (i) litigation in which the Association is or is likely to become a party, (ii) matters related to the formation of contracts with third parties, (iii) Member discipline, (iv) personnel matters, and (v) unless the Owner requests that it be done in an open meeting, when the Board meets with an Owner to discuss delinquent Assessments, a payment plan, or to conduct a disciplinary hearing which could result in the imposition of sanctions. The Board may also meet in executive session to the extent otherwise permitted by law. The matters discussed in executive session will remain confidential but must be generally noted in the minutes of the next regular Board meeting.

4.7 Notice of Meetings and Agenda. Written notice of the time and place of any meeting of the Board, and a written agenda of the business to be considered at the meeting, must be given to all Owners in the manner permitted under Sections 4040 or 4045 of the Civil Code, as follows:

- a. For a Regular or Special Meeting, at least four (4) calendar days prior to the meeting, except in the case of an emergency, and
- b. For an Executive Session Meeting, at least two (2) days prior to the meeting, except in the case of an emergency.

4.8 Matters Addressed at Meetings. Except for an emergency, defined below, the directors may not discuss or take action on any item which was not reflected in the agenda distributed to the Owners as required in Section 4.7 above. Before discussing any item on the agenda, the presiding officer will announce the item. Notwithstanding the foregoing, the Board may do the following during a meeting even if not reflected on the agenda:

- a. Provide a reference to, or provide other resources for factual information to, its Manager or other agents or staff;
- b. Request its Manager or other agents or staff to report back to the Board at a subsequent meeting concerning any matter, or take action to direct its Manager or other agents or staff to place a matter of business on a future agenda; and

- c. Direct its Manager or other agents or staff to perform administrative tasks that are necessary.

4.9 Discussion of Items Not On Agenda. Notwithstanding Section 4.8 above, the Board may take action on any item of business not appearing on the agenda referenced in Section 4.7 above under any of the following conditions:

- a. Upon a determination made by a majority of the directors present at the meeting that an emergency situation exists. An emergency situation exists if there are circumstances that could not have been reasonably foreseen by the Board, that require immediate attention and possible action by the Board, and that, of necessity, make it impracticable to provide notice.
- b. Upon a determination made by the Board by a vote of two-thirds of the directors present at the meeting, or, if less than two-thirds of total directors is present at the meeting, by a unanimous vote of the Members present, that there is a need to take immediate action and that the need for action came to the attention of the Board after the agenda was distributed pursuant to Section 4.7 above.
- c. The item appeared on an agenda that was distributed pursuant to Section 4.7 above for a prior meeting of the Board of Directors that occurred not more than 30 calendar days before the date that action is taken on the item and, at the prior meeting, action on the item was continued to the meeting at which the action is taken.

4.10 Telephonic and Virtual Meetings. Members of the Board may collectively or individually participate in a meeting through use of a conference telephone or similar communications equipment, including without limitation a virtual conference meeting, so long as all directors participating in the meeting can hear one another at all times. If a Regular or Special Meeting is held entirely by telephone, Owners must be notified of a location where at least one director will be present with a speaker phone so the Owner can attend the meeting in that manner. Alternatively, if it is a virtual meeting, Owners shall be provided with the online conference meeting details so they can attend in that manner. Participation by directors in a meeting as described in this section constitutes presence in person at the meeting.

4.11 Meetings Conducted By Email. The Board may not conduct a meeting via a series of emails, except in the case of an emergency (as defined in Section 4.9(a)) where all directors, individually or collectively, consent in writing in advance to such meeting and the consents are kept with the minutes of the meeting. The consents may be given by email. For purposes of this section, a meeting is any occasion when a majority of the directors are communicating with one another, directly or indirectly, for the purpose of conducting business or discussing, debating, or deciding any issue.

4.12 Quorum. A majority of the authorized number of directors will constitute a quorum for the Board to transact business.

4.13 Adjournment. The President, or a majority of a quorum of the directors, may direct that a meeting be adjourned to another date and time. Notice of the new meeting date must be given to Owners as required by law.

4.14 Owners Right to Attend Board Meetings. Owners may attend any meeting of the Board except when the directors meet in private in Executive Session. No Owner who is not a director shall participate in the meeting other than as an observer, unless expressly recognized by the presiding officer. However, the Board must set aside a reasonable amount of time at each meeting for an open forum during which questions and comments from the Owners in attendance are permitted. Non-Owners may not attend the meetings for any reason unless they have business to conduct with the Association and are expressly invited to attend by the Board. Any person who unreasonably disrupts a meeting may be removed from the meeting at the good faith direction of the Board.

4.15 Minutes of Board Meetings. The minutes, or a draft thereof, of any Regular or Special Meeting of the Board must be available for inspection and/or copying by the Owners within 30 days of the date of the meeting. Minutes of Executive Session meetings are confidential and may not be disclosed to any person other than the directors.

ARTICLE 5

MEMBERSHIP ELECTIONS

5.1 Manner of Conducting Elections. Elections held by the Association will conform to the requirements of Section 5100, *et seq.* of the Civil Code, if they are for a purpose specified in Section 5100(a). All such elections will be conducted by secret ballot only. Proxies may be used in any election. In an election to select directors, write-in candidates and nominations from the floor are permitted.

5.2 Election Rules. The Board shall adopt Election Rules as required by Section 5105(a) of the Civil Code which shall not be inconsistent with these Bylaws. Once adopted, the provisions of the Election Rules shall have the same force and effect as though they are set forth in these Bylaws. The Election Rules will address, at a minimum, the items which are listed in Section 5105(a)(1) through (6) of the Civil Code.

5.3 Elections Conducted Without a Meeting. Other than an election to select directors, any action which may be taken at a meeting of Owners may be taken without a meeting if the Association distributes a written ballot to every Member and the requirements of the Election Rules are followed. Notwithstanding the foregoing, in any election, the envelopes shall be opened and the votes counted by the Inspector of Elections at an open Board or membership meeting.

5.4 Vacancies After Nominations Closed. If there will be a vacancy on the Board after the nominations are closed, the directors will appoint a qualified Member to fill the vacant seat after the election is conducted.

5.5 Qualification and Disqualification of Directors. The qualifications that each candidate for the Board must meet shall be established in the Election Rules. After an election, a director will be declared disqualified from continuing to serve on the Board if he or she would no longer be qualified to run for the Board or he or she (a) misses more than three (3) consecutive regular meetings, or more than four (4) meetings total in any calendar year, (b) is arrested or convicted of a felony which prevents the Association from obtaining or maintaining fidelity bond insurance, or (c) is adjudged by the unanimous decision of the remaining directors of having breached the confidentiality of any subjects, discussions or records which Members do not have a right to know or see under Sections 5200, et seq. or Section 4935 of the Civil Code. Further, if, while serving on the Board, a director becomes engaged in a legal dispute or disagreement with the Association, he or she shall be recused from participating in or from being present during any Board discussions or other communications relative to that dispute or disagreement

5.6 Voting Rights. Other than an election to select directors, in all other elections each Owner may cast one (1) vote per Unit owned; provided, however, no more than one (1) vote per Unit is permitted no matter the number of co-Owners of that Unit. When there are co-Owners of a Unit, the first ballot that is submitted for that Unit will be the one counted and it will be conclusively presumed that the person casting the vote did so with authorization from his or her co-Owners. In the event a subsequent ballot is then submitted by another Owner of the Unit, it will be invalidated and will not count. In any election to choose directors, Owners may place all their votes on one (1) nominee or allocate votes among the candidates as he or she sees fit. Cumulative voting is permitted in such elections.

ARTICLE 6 **DIRECTORS**

6.1 Powers. All corporate powers of the Association will be exercised by or under the control of the Board of Directors. Without limitation, the Board will have the following powers:

- a. ***Select Employees and Compensate.*** To select, appoint and remove all officers, Managers and employees of the Association, to prescribe such powers and duties for them as may be consistent with law and with the Governing Documents, to fix the compensation of agents and employees, and to oversee their performance;
- b. ***Conduct Business.*** To conduct, manage and control the affairs and business of the Association, and to enforce such rules and regulations therefor consistent with law and with the Governing Documents as the Board may deem necessary or advisable.
- c. ***Distribute Assets.*** To fix, determine and name from time to time, if necessary or advisable, the non-profit corporation, city or public agency which is then or thereafter organized or operated for purposes similar to the purposes of this Association to which the assets of this Association shall be distributed upon liquidation or dissolution according to the Declaration, which assets so distributed shall be those remaining after satisfaction of all just debts and obligations of the

Association and after distribution of all property held or acquired by the Association under the terms of a specific trust or trusts.

- d. ***Certificate of Board.*** A certificate executed by a majority of the Board, or by the President and Secretary, shall be conclusive proof of all matters contained in the certificate.
- e. ***Ethics/Conflict of Interest.*** No Director may be an employee of or receive compensation from any party with whom the Association does business or has a contractual relationship, such as, for example, the Association's management company or any other vendor. Any appearance of a conflict of interest, and any actual or potential conflict, must be avoided and when any such issue arises it must be disclosed immediately to the full Board and the Members.
 - i. Directors must act in accordance with the high standards of a fiduciary. They may not commit any act of dishonesty or disloyalty towards the Association or the Members.
 - ii. The confidentiality of executive session discussions and private Association records may not be breached.
 - iii. Directors are to act in a courteous, responsible and professional manner towards their fellow directors, towards other Members and Residents.
 - iv. Directors must recuse themselves from any discussion or decisions involving their family members or close friends.
- f. ***Committees.*** The Board may form such committees as it deems appropriate. Any Member in good standing may serve on a committee regardless of whether the person is or is not a current director. At the start of each new Board term, committee members for the following year will be appointed, provided that committee members may be removed and replaced by the Board at any time. Committees shall serve in an advisory and support function only, without final decision-making authority; provided, however, the Board may appoint an Architectural Committee with decision making authority subject to review by the Board under Section 4765 of the Civil Code.

6.2 Number of Directors. The Board shall consist of five (5) directors, each of whom shall be a Member of the Association.

6.3 Term of Office. Each director will serve a term of two (2) years and the terms should be staggered so that in one year three (3) directors are elected and in the next year two (2) directors are elected. To create the stagger, at the first Annual Meeting that is held after these Bylaws are adopted, the three (3) directors who are elected with the most number of votes will serve a term of two years and the two (2) directors who are elected with the fewest votes will serve a term of one year; thereafter, all directors will be elected for two-year terms. After serving

three consecutive two-year terms, a person must be off the board for a full term before running for or serving on the Board again. When a person has been appointed to fill a vacancy on the Board, he or she shall serve the balance of the predecessor's term but that period shall not constitute a separate "term" for purpose of the foregoing term limits unless the appointment occurred with more than a year left on the predecessor's term.

6.4 Resignation. Any director may resign by giving written notice thereof to the Board or by giving verbal notice at any meeting of the Board. The resignation will be effective on the date of receipt of the notice or at any later time specified in the notice, and no formal acceptance is required. Once a resignation has been tendered it may not be withdrawn or rescinded.

6.5 Removal for Cause. The Board shall declare vacant the office of a director who (i) has passed away or been declared of unsound mind by a final order of court, (ii) becomes disqualified from serving under Section 4.5 above or the Election Rules, (iii) is charged by authorities with commission of a felony, or (iv) fails to disclose a direct conflict of interest with the Management Company engaged by the Association or any other Association vendors.

6.6 Removal Without Cause. The entire Board or any individual director may be removed from office if a majority of the total voting power of the Association votes in favor of removal. In the event the entire Board is removed, the former directors will remain in their positions temporarily to preserve the status quo only while scheduling and overseeing a prompt election for the Owners to choose new directors.

6.7 Vacancies. A vacancy on the Board will be deemed to exist in case of the death, resignation, removal under Sections 6.4, 6.5 or 6.6, or disqualification under Section 4.5 above or the Election Rules. Vacancies on the Board created other than by removal of the entire Board may be filled by a vote of a majority of the remaining directors, though less than a quorum, and each director so elected will hold office until the end of his or her predecessor's term; provided, however, if a director's resignation or disqualification is effective within three (3) months of the next Annual Meeting, the Board may wait for that position be filled by a vote of the Owners at the Annual Meeting if nominations are not yet closed.

6.8 Compensation of Directors. No officer or director may be compensated (directly or indirectly) for any service he or she may render on behalf of the Association. However, directors and officers may be reimbursed for out-of-pocket expenses incurred in the performance of their duties. The Association will not enter into a business transaction or pay any director, or entity with whom the director is affiliated, for goods or services, unless full disclosure is made to all the Owners in writing and the Board reflects in its minutes why the Association has chosen to do business directly or indirectly with a director including an explanation of why the transaction is in the best interest of the Association.

ARTICLE 7

OFFICERS

7.1 Officers. The officers of the Association shall include, at a minimum, a President, a Vice President, a Secretary and a Treasurer. All officers must be members of the Board.

7.2 Appointment. The officers of the Association shall be chosen annually by the Board and will serve at the pleasure of the Board until he or she resigns or is removed or replaced by the Board.

7.3 Removal and Resignation. Any officer may be removed, either with or without cause, by the vote of the other directors then in office. Any officer may resign his or her position by giving written notice to the President or to the Secretary or by giving verbal notice at any regular or special meeting of the Board. Any such resignation shall take effect immediately or at any later time specified in the notice. The acceptance of such resignation shall not be necessary to make it effective.

7.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

7.5 President. The President shall be the chief executive officer of the Association and shall, subject to the control of the Board, have general supervision, direction and control of the affairs of the Association. The President shall be an ex-officio member of all standing committees, if any, shall have the general powers and duties of management usually vested in the office of the President of a corporation, and shall have other powers and duties as may be prescribed by the Board or these Bylaws. Unless some other director is chosen by the Board, the President shall be the person to act as liaison between the Board and the Association's Manager and legal counsel. In between meetings, the President, after consulting with other officers at his election, may make minor decisions for the Association that cannot reasonably await the next Board meeting. However, at the immediately following Board meeting, the matter shall be presented to the Board for its ratification and should be noted in the minutes.

7.6 Vice President. In the absence or disability of the President, the Vice President, if any, shall perform all the duties of the President, and when so acting shall have the powers of, and be subject to all the restrictions upon, the office of President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board or in these Bylaws.

7.7 Secretary. The Secretary shall cause to be kept (i) a book of minutes of all meetings of directors and Members, and (ii) a Membership List showing the names, addresses and telephone numbers of all Members of the Association. The Secretary shall cause to be given notice of all meetings of the Members and of the Board required by the Bylaws or by law and shall have such other powers and perform such other duties as may be prescribed by the Board or by these Bylaws.

7.8 Treasurer. The Treasurer shall cause to be kept a correct accounting of the monies, properties and business transactions of the Association. The books of account shall at all reasonable times be open to inspection by any director or by any Member. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board. He or she shall disburse the funds of the Association as may be ordered by the Board, shall render to the President and directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

ARTICLE 8

INSPECTION OF RECORDS

8.1 Document Retention. The Association must prepare and retain, at a minimum, (i) a Membership List containing the names, Unit addresses, mailing addresses (if different) and email addresses (if known) of all the Owners; (ii) minutes of all meetings of the Board and of the Members; (iii) copies of all executed contracts to which the Association is a party; (iv) customary financial records reflecting all receipts, income and expenses of the Association; and (v) copies of approvals given by the Architectural Committee. These records must be retained for at least the legally required period of time.

8.2 Inspection of Records. Owners have a right to inspect the following books and records of the Association only:

- a. The Membership List, provided, however:
 - (i) Owners have a right to opt out of having their information disclosed on the Membership List provided to another Owner by complying with Section 5220 of the Civil Code; and
 - (ii) All requests for a copy of the Membership List shall state the purpose for which the list is requested which request must be reasonably related to the requester's interest as a Member. The provisions of Section 5225 of the Civil Code shall apply;
- b. Minutes of all meetings of the Association and its Board of Directors, except for minutes of executive session meetings;
- c. Insurance policies which name the Association and/or its Board as beneficiaries;
- d. All financial statements, general ledgers, and other documents reflecting the Association's revenue, receipts and expenditures;
- e. All executed contracts in effect to which the Association is a party, not otherwise privileged under law;

- f. All Election Materials as defined in Section 5200 of the Civil Code; and
- g. All other Association Records, Enhanced Association Records, and other documents and information as those terms are defined in Section 5200 of the Civil Code.

8.3 Limitations. Except as otherwise mandated by law, the following is a nonexclusive list of the documents that are deemed confidential and not open for inspection by Members: personnel records, individual Owner and Unit files (except the Member's own file), documents that may be redacted or withheld under Section 5215 of the Civil Code, records that relate to Member discipline, and minutes of executive session meetings of the Board.

8.4 Procedures for Inspection. Any Owner who wants to inspect and/or copy records of the Association shall so notify the Manager in writing, listing the documents subject to the request and stating the reason for the request. The Association will charge such costs, redact such information, and comply with the time parameters and other procedures, established in Sections 5205, 5210, and 5215 of the Civil Code.

8.5 Procedure for Copying. Any Owner may, at his or her expense, upon giving written notice to the Board as required by law, copy the records specified above which he or she has a legal right to copy. Alternatively, the Owner may request that the Association copy the records on his or her behalf in such event the Owner must tender the cost thereof which the Association may lawfully charge for the copies before they will be delivered to the Owner.

8.6 Electronic Delivery. In lieu of copying documents as provided in Section 8.5, Owners may ask to receive records by electronic transmission or machine-readable storage media so long as the records can be produced 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 a copy of the record in electronic format.

8.7 Director's Right to Inspect. Directors have a right at any reasonable time to inspect all books, records and documents of the Association and all property owned or controlled by the Association, provided, however, the Board may limit the right of any director to review ballots and other materials pertaining to an election in which the director was a candidate. The director who inspects such materials must maintain the confidentiality of any documents or the contents thereof which Owners do not have a right to see under these Bylaws or California law.

8.8 Prospective Purchaser's Right to Inspect. The Association must provide to prospective purchasers only such documentation and information that is required under Section 4525 of the Civil Code.

ARTICLE 9 **MISCELLANEOUS**

9.1 Fiscal Year. The fiscal year will commence January 1 of each year.

9.2 Disbursement of Funds. All checks and disbursements in the name of or payable by the Association shall be signed by two (2) directors. Nothing contained in this section will preclude the Association from issuing checks or payments electronically so long as two directors have approved in advance. In addition, all checks or disbursements from the reserve account shall in each instance be signed by two (2) directors only. The Treasurer shall be one of the signers or approvers unless he or she is unavailable.

9.3 Record Date. The record date in connection with any meeting shall be the date on which notice of the meeting is first sent to the Owners. When an election is to be conducted, the record date for purposes of receiving a ballot and voting is the date on which ballots are distributed to the Owners.

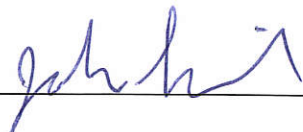

9.4 Singular Includes Plural. As used in these Bylaws the singular shall include the plural and vice versa.

9.5 Gender Neutral. As used in these Bylaws, the masculine shall include the feminine and vice versa.

9.6 Amendments. These Bylaws may be modified, amended or repealed, and new provisions may be adopted, only by the vote or written consent of a majority of a quorum of the Owners.

Wherefore, the President and Secretary hereby certify that the foregoing Bylaws were approved by the affirmative vote of the Members as of September 15, 2021.

Wickford Homeowners Association

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|---|---|
| By: <u>John Sihler</u> Print Name | President: <u></u> |
| By: <u>Coreene Rowney</u> Print Name | Secretary: <u></u> |