



**BY-LAWS
OF
PINEBROOK HOMEOWNERS'
ASSOCIATION, INC.**

Page #

1 of 6

Original Date

9/1992

THIS DOCUMENT HAS BEEN RE-FORMATTED FOR CLARITY. THE ORIGINAL DOCUMENT IS ON FILE IN THE PINEBROOK HOMEOWNERS' ASSOCIATION OFFICE.

ARTICLE I. PRINCIPAL OFFICE

Section 1. Location

The principal office of the Association is hereby fixed and located at Pinebrook Subdivision, Calaveras County, P.O. Box 718, Arnold, California. Any such change shall be noted by the Secretary opposite this Section, but shall not be considered an amendment to these By-Laws.

ARTICLE II. DIRECTORS

Section 1. Number and Qualification

The authorized number of directors shall be seven (7), until changed by amendment of the Articles of Incorporation or by an amendment to these By-Laws adopted by the members.

The Board of Directors shall be recorded owners of Pinebrook property whose memberships are in good standing with all assessments current and are not subject to any suspension of membership rights. Only one owner per Pinebrook lot shall be eligible to serve on the Board at any one time.

Section 2. Election and Term of Office

Directors shall be elected at the annual meeting of members, but if such annual meeting is not held or Directors are not elected thereat, the Directors may be elected at any special meeting of members held for that purpose. Except as provided in the next sentence, all Directors shall hold office for two (2) years and until their respective successors are elected. Four (4) Directors shall be elected in even-numbered years; three (3) in odd-numbered years. Directors shall serve no more than two (2) consecutive terms (whether elected or appointed), followed by one (1) term of non-service.

Section 3. Meetings

Meetings of the Board for any purpose or purposes whatever, shall be called at any time by the President, or if absent or unable to or refuses to act, by the Vice President, or by any two (2) Directors, upon due notice in writing given to each Director in the manner prescribed by law.

Such meetings may be held at the principal office of the corporation or at any place which shall be designated from time-to-time by resolution of the Board or by written consent of all members of the Board.

Section 4. Vacancies

Any vacancy in the Board of Directors caused by the death, resignation or disability of a Director shall be filled by a majority of the remaining Directors or by the sole remaining Director at the next Board of Directors meeting



**BY-LAWS
OF
PINEBROOK HOMEOWNERS'
ASSOCIATION, INC.**

Page #

2 of 6

Original Date

9/1992

Section 5. Quorum

A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present, shall be regarded as the act or decision of the Board of Directors unless a greater number be required by law or by the Articles of Incorporation.

Section 6. Approval of Minutes

The transactions of any meeting of the Board of Directors however called and noticed or wherever held, shall be as valid as though had at a meeting duly held if each of the Directors not present approves in writing the minutes of such meeting. All such approvals shall be filed with the records of the Association or made a part of the minutes of the meeting.

Section 7. Fees and Compensation

Directors shall receive no compensation for their services, but may receive reimbursement for their expenses as may be fixed by the resolution of the Board. No Board member may contract for any work with or for the Association.

Section 8. Cumulative Voting

All Owner-members in good standing of the Pinebrook Homeowners' Association shall have the right of cumulative voting for the election of Directors.

Section 9. Action by Written Consent

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed under any provision of the California General Nonprofit Corporation Law which related to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the By-Laws authorize the Directors to so act.

Section 10. Removal of Directors

Upon the failure of any Director to attend three consecutive meetings of the Board of Directors, upon the affirmative vote of a majority of the Board of Directors in attendance at a regularly scheduled meeting, the position of such Director may be declared vacant and may be filled by another qualified member in the manner provided herein.



**BY-LAWS
OF
PINEBROOK HOMEOWNERS'
ASSOCIATION, INC.**

Page #

3 of 6

Original Date

9/1992

ARTICLE III. OFFICERS

Section 1. Officers

The officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer. The Association may also have such other officers as may be appointed by the Board of Directors. One person may hold two (2) or more offices except those of President and Secretary.

Section 2. Election

The officers shall be chosen annually by the Board of Directors at a meeting immediately following the election of Directors, and each shall hold office until resignation, removal or is otherwise disqualified to serve, or until a successor shall be elected and qualified.

Section 3. Removal and Resignation

Any officer may resign, or may be removed with or without cause, by the Board of Directors at any time. Vacancies caused by death, resignation or removal of any officer may be filled by appointment by the Board of Directors, or by the President, subject to the approval of the Board of Directors.

Section 4. President

The President shall be the executive officer of the Association and subject to the control of the Board of Directors, and shall have general supervision, direct and control of the affairs of the Association. The President shall preside at all meetings of members and meetings of the Board of Directors.

Section 5. Vice President

The Vice President shall, in the absence or disability of the President, perform all the duties of the President, and when so acting shall have the powers of, and be subject to the restrictions upon the President. The Vice President shall act as property officer of the Association, and shall render a report at the annual meeting of the physical assets of the Association.

Section 6. Secretary

The Secretary shall keep a book of minutes of all meetings of Directors and members, with the time and place of holding, how called or authorized, the notice thereof given, the names of those present at Directors meetings, the number of members present or represented at Members' meetings, and the proceedings thereof. The Secretary shall keep a register showing the names and addresses of the members of the Association.

Section 7. Treasurer

The Treasurer shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Association, and an account of its cash and other assets, if any. Such books of account shall, at reasonable times, be open to inspection by any member or Director. The Treasurer shall deposit all moneys of the Association with such depositories as are designated by the Board of Directors, and



**BY-LAWS
OF
PINEBROOK HOMEOWNERS'
ASSOCIATION, INC.**

Page #	4 of 6
Original Date	9/1992

shall disburse funds as may be ordered by the Board of Directors, and shall render to the President of the Board of Directors, upon request, statements of the financial condition of the Association.

The Treasurer shall have prepared a balance sheet and a report of receipts and disbursements for the preceding year, which balance sheet and report shall be presented at the Annual Members' Meeting, or within thirty (30) days after said meeting.

ARTICLE IV. MISCELLANEOUS

Section 1. Execution of Documents

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent or other person shall have any power of authority to bind the Association by any contract or engagement or to pledge its credit, or to render it liable for any purpose or to any amount. Two authorized signatures of designated Board Members shall be required on all checks issued by this Association.

Section 2. Inspection of By-Laws

The Association shall keep in its principal office the original or a copy of these By-Laws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during office hours.

Section 3. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Nonprofit Corporation Law shall govern the construction of these By-Laws.

The rules contained in Roberts Rules of Order, revised, shall govern all members' meetings and Directors' meetings of the Association except in instances of conflict between said Rules of Order and the Articles or By-Laws of the Association or provisions of law.

ARTICLE V. AMENDMENTS

Section 1. Power of Members

New By-Laws may be adopted or these By-Laws may be amended or repealed only by the written assent of the members entitled to exercise a majority of the voting power or the vote of a majority of a quorum at a meeting of the members duly called pursuant to these By-Laws, provided that the affirmative vote of at least 100 members must be given in favor of any such amendment, repeal, or adoption of new By-Laws.

Section 2. Power of Directors

The Directors of this Association shall have no right to adopt, amend or repeal these By-Laws.



**BY-LAWS
OF
PINEBROOK HOMEOWNERS'
ASSOCIATION, INC.**

Page #

5 of 6

Original Date

9/1992

ARTICLE VI. MEMBERS

Section 1. Classification of Members

There shall be one class of members of the Association, to wit, Owner Members.

Section 2. Eligibility for Membership

All owners of land or lots subject to the declarations of protective restrictions filed by Mark Twain Development Company affecting the real property known as Pinebrook Subdivisions Nos. 1, 2, and 3, and all owners of land or lots which may hereafter be developed and become a part of, and bound by the restrictions of, and associated with the development known generally as Pinebrook shall be required to become members of this Association.

If any individual, groups of individuals, or organizations shall be owners of more than one (1) of the lots which comprise the available membership of this Association, each owner or group or organization shall be entitled to one (1) vote for each lot owned. If one (1) lot is owned by more than one (1) individual, the individuals owning said lot shall be entitled to a total of one (1) vote for that lot.

Section 3. Transfer of Membership

Membership in this Association is appurtenant to all of the above mentioned lands, and transfer of ownership of said lands will automatically transfer ownership and membership in this Association.

Section 4. Dues and Assessments

The amount of annual assessments shall be determined by the Board of Directors each year, based upon the Treasurer's report and estimates of the Association's budget for the year in question. Assessments are due and payable on September 1st of each year, and become delinquent October 30th of that year.

Section 5. Delinquent Assessments

All unpaid assessments shall be subject to a claim of lien by the Association upon the land or lots owned by such delinquent member, and delinquent members shall be assessed maximum penalties as allowed by law.

Section 6. Meeting of Members

There shall be an annual meeting of the owner members, at a time and place to be determined by the Board of Directors. Special meetings of the owner members may be called and held as may be ordered by the Directors or by the owner members holding not less than one-tenth (1/10) of the voting power of the owner members. Notice of meetings of owner members shall be given each member not less than five (5) days before such meeting by mailing a copy of such notice to the address of such owner member as it appears on the membership register of the Association.

Section 7. Voting

All members must be in good standing in order to vote. Votes may be cast in person or by proxy.



**BY-LAWS
OF
PINEBROOK HOMEOWNERS'
ASSOCIATION, INC.**

Page #

6 of 6

Original Date

9/1992

Section 8. Quorum

The presence, in person or by proxy, of twenty percent (20%) of the owner member's of the Association shall constitute a quorum for the transaction of business at any meeting of members.

ARTICLE VII. RIGHT TO USE FACILITIES OF THE ASSOCIATION

Section 1. Rights

Owner members, their families and guests shall be entitled to use the facilities of the Association, subject to the conditions set forth in this Article.

Section 2. Rules and Regulations

No member shall have any rights to the use of any facilities of the Association unless the assessments are current. The Board of Directors of this Association shall promulgate rules and regulations concerning the management and operation of the recreational facilities of this Association.

Section 3. Disciplinary Measures

The Board of Directors of this Association is authorized to suspend the right of any person or family and guests who may be entitled to use the facilities of this Association for the willful violation of any of the rules and regulations promulgated by the Board of Directors. Such suspension shall be for a reasonable period not exceeding thirty (30) days; in the event the Board of Directors, following a hearing after reasonable notice, determines that such person has willfully violated any reasonable rule or failed to pay any assessment for which the member is liable.

Any individual member, or family, so suspended shall, within ten (10) days, be entitled to make a written request to the Board of Directors for a rehearing of the suspension before a quorum of the owner member of this Association. All expenses of the calling of such a meeting shall be borne by the person requesting such a meeting. The Board of Directors, upon receipt of such request for rehearing before a quorum of the owner members of the Association, shall notice and hold a meeting within seven (7) days after the receipt of such request. The decision of a quorum of the owner members concerning a rehearing on any suspended individual shall be held to be final. If a quorum of the owner members does not appear at the meeting scheduled for such rehearing of the suspended person's case, then the suspended individual shall be reinstated as of the time of the meeting.

By-Laws revised by vote of owner members, September, 1992.