

BY-LAWS OF THE HAPPY VALLEY HIGHLANDS IMPROVEMENT ASSOCIATION

Adopted at the General Membership Meeting on June 4, 1983 (as transcribed)

PREAMBLE

The specific and primary purposes for which this corporation is formed are to preserve and safeguard the existing nature of the development of the property in the various tracts comprising Happy Valley Highlands; to enforce and maintain the covenants conditions and restrictions presently applicable to the use of said real property; and to maintain the integrity of the present zoning restrictions on the use and development of said real property and its surrounding areas.

The corporation shall have such general purposes and powers as may be consistent with the carrying out of its specific and primary purposes including participation in the general affairs of the Lafayette Community which may have a bearing on the accomplishment of the specific and primary purposes of the corporation.

Note: Taken from Articles of Incorporation dated March 14, 1963.

ARTICLE 1 - MEMBERSHIP

All owners of residences accessed by Dolores Drive, Via Roble, Via Oneg, Via Baja, Via Alta, Via Media and Quail Ridge Road shall be eligible to become members of the corporation upon payment of dues.

ARTICLE II - MEETINGS OF MEMBERS

1. Annual meetings of members for the transaction of such business as may properly come before said meetings shall be held at a date and time during the month of either May or June and at such a place in the Association's area as the President or the Board of Directors may designate.
2. Special meeting of members may be carried at any time by the President, the Board of Directors or upon the written request of not less than ten members on not less than three days written notice to the membership.
3. The owner or owners, as a group, of each residence in the Association's area shall be entitled to a total of two votes on matter requiring a vote. Both votes may be cast by one owner on behalf of owners of each residence or one vote by co-owner and one vote by another co-owner as said owners may desire. In the event that it shall be deemed advisable, the Board of Directors, or the Board of Directors when directed to do at a membership meeting, may conduct a vote of the membership by mail on a specific issue or issues, or an election. The procedure for conducting such balloting shall be established by the Board of Directors.

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ARTICLE III - OFFICERS

1. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.
2. Officers shall be nominated and elected by the members at the annual membership meeting each year. In the event of a contest for any office, election therefore shall be by secret ballot.
3. A vacancy in any office may be filled for the unexpired portion of the term by a resolution of the Board of Directors.

ARTICLE IV - DUTIES OF OFFICERS

1. President. The President shall be the chief executive officer and shall have general supervision of the affairs of the corporation and its several officers, subject however to the control of the Board of Directors. It shall be the duty of the President to preside at all meetings. He shall be an ex-officio member of all committees, except the architectural control committees, and shall perform such other duties as pertain to the office of the President.
2. Vice-President. It shall be the duty of the Vice-President to assume the duties of the President in the case of his absence or disability. It shall also (be) the duty of the Vice-President to assist the President in the performance of the duties of his office as he may request.
3. Secretary. It shall be the duty of the Secretary to record minutes of all meetings and to see that due notice is given of regular and special meetings.
4. Treasurer. It shall be the duty of the Treasurer to collect the dues, keep an accurate account of receipts and disbursements and to give an accounting of the corporation at each Board of Directors meeting and at the annual membership meeting.

ARTICLE V – BOARD OF DIRECTORS

1. The affairs of the corporation, except as otherwise expressly provided herein; shall be administered by a Board of Directors consisting of seven members.
2. The four officers of the corporation , the retiring President and two other members duly elected at the annual election meeting shall constitute the Board of Directors, provided however that if the retiring President is not available to serve, a third member shall be duly elected as a Director at the annual membership meeting.
3. Meetings of the Board of Directors shall be held in Happy Valley Highlands at such reasonable time and place as may be designated by the President on not less than three days written notice, unless such notice shall be waived by all Directors. Meetings of the Board of Directors shall also be called in similar fashion upon the written request of any two Directors.
4. The President shall be chairman of the Board of Directors.

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5. Four Directors present in person shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any such meeting shall be the act of the Board of Directors.
6. Any vacancy on the Board of Directors may be filled by the vote of a majority of its Directors, even though less than a quorum is present at any meeting duly convened for such purpose.
7. It is the intent of these By-Laws to have the Directors elected from as broad a representation of the Association's area as is reasonably possible.

ARTICLE VI - COMMITTEES

1. There shall be architectural control committees as provided for in the duly recorded "Declaration of Restrictions" for each of the tracts comprising the Association's area and which shall have the duties, powers and functions provided for such committees in the respective "Declaration of Restrictions."
2. The President, subject to approval of the Board of Directors, may constitute one or more committees for stated purposes, not in conflict with the architectural control committee, each constituting of three or more members.

ARTICLE VII - DUES

Dues shall be as designated by the Board of Directors and agreed to by a majority vote of the members present at the annual meeting and payable at the annual meeting.

ARTICLE VIII - AMENDMENTS

These By-Laws may be amended or repealed by a majority affirmative vote of members present at the annual meeting or in the event of a written vote by mail, a majority of affirmative responses mailed to all members, received back by the Board of Directors within three weeks of the mailing date.

ARTICLE IX - NUMBER AND GENDER

Wherever required by the context hereof, the singular shall be deemed to include the plural, and the plural shall be deemed to include the singular, and the masculine, feminine and neuter genders shall each be deemed to include the other.

Happy Valley Highlands Improvement Association



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Adopted at the General Membership Meeting on
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STATE OF CALIFORNIA



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NON-PROFIT ORGANIZATION

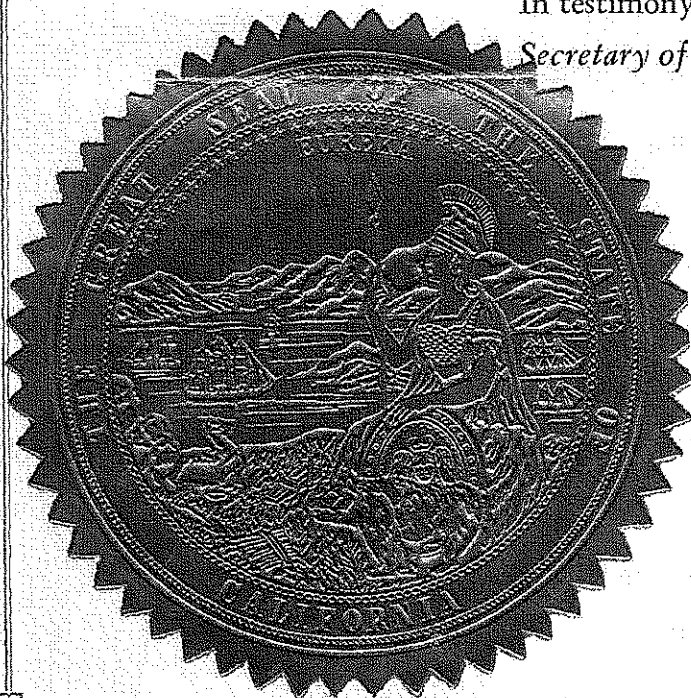
DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN,
Secretary of State, have hereunto caused the Great
Seal of the State of California to be
affixed and my name subscribed, at
the City of Sacramento, in the State
of California, APR 3 - 1963.
this _____



Frank M. Jordan
Secretary of State

By *William C. ...*
Assistant Secretary of State