

**PROPOSED AMENDMENTS TO
BY-LAWS OF
ORINDA DOWNS HOMEOWNERS' ASSOCIATION**

General By-Law Amendments:

Notwithstanding any provisions in the By-Laws of the Association, the following general By-Law amendments shall apply:

1. Quorum for Member Votes. In any election of one or more directors where written secret ballots are used, the number of valid ballots received shall constitute a quorum. The quorum for any other vote by the members shall be twenty percent (20%) of the members of the association, unless a higher number or percentage is expressly required by law, such as in Civil Code section 5605(c), which requires a quorum of more than fifty percent of the members for certain votes concerning assessments.

2. Member Voting Rights. There shall only be one class of Membership. All Members shall be entitled to one vote on each matter before the Membership and no member shall be denied a ballot for any reason other than not being a member.

3. Voting by Members. For a vote on any of the matters specified in *Civil Code* section 5100(a), voting by the Members shall be conducted by secret ballot using a "double envelope system" as described in *Civil Code* section 5115(a). Ballots and two envelopes with instructions on how to return ballots shall be mailed by first-class mail or delivered to all Members in such vote or election. Ballots shall be distributed a minimum of thirty (30) days prior to the deadline for voting. These matters are: (i) elections regarding assessments legally requiring a Member vote, (ii) election and removal of directors, (iii) amendments to the governing documents, and (iv) grants of exclusive use of common area property pursuant to *Civil Code* section 4600.

For votes on any other matter, votes may be by secret ballot or by written ballot, and ballots may be distributed a reasonable time (which may be less than thirty (30) days) prior to the deadline for voting.

4. Annual Meeting. The annual meeting of the members shall be for the purpose of annually electing the directors (either by secret written ballot or acclamation) and any other matters being voted on by the members. No voting by members other than tabulation of the ballots (as applicable) by the inspector of elections shall be conducted and there shall be no quorum requirement for member attendance for any such meeting of the members.

5. Nomination of Candidates for Election to the Board of Directors.

5.1 Nomination Procedures. Nominations of candidates for election to the Board of Directors may be made by a Nominating Committee or by self-nomination. The Board may recruit qualified candidates and/or may appoint a Nominating Committee prior to any election of directors. On or before the deadline for nominations, the Nominating Committee, if one is appointed, shall nominate as many candidates for election to the board as it shall in its discretion determine, but shall endeavor to nominate not less than the number of positions on the board that are to be filled in the election. All nominations shall be made from among members who satisfy the qualifications set forth in the Election Rules. Any member who satisfies the qualifications set forth in the Election

Rules may place his or her name in nomination for election to the board by giving written notice to the President or Secretary of the Association. Notice of self-nomination must be received prior to the deadline for nominations.

5.2 Deadline for Nominations. The deadline for nominations shall be set by the board in accordance with the Election Rules. Any member who satisfies the qualifications and is not otherwise prohibited from running for the board may place their name in nomination for the board. All nominations must be received by the published deadline. There shall be no nominations from the floor at the annual meeting.

5.3 Publication of Deadline for Nominations. At least thirty (30) days before the deadline for submitting a nomination, the Association shall provide general notice of the procedure and deadline for submitting a nomination for the board.

5.4 Notice of Known Candidate Names. The names of all individuals known by the board to be qualified candidates for election to the board as of the published deadline for nominations shall be set forth on the "Candidate Registration List." The names of all persons on the Candidate Registration List shall be set forth on the ballot.

6. Election by Acclamation. If, as of the published deadline for receiving nominations, the number of qualified candidates for election to the board is not more than the number of directors to be elected, then the qualified candidates shall be declared elected and shall take office at the first board meeting following the deadline for nominations or, if later and an annual meeting is held, then at the first board meeting after the annual meeting. Written notice of the election shall be given to the members.

7. Election of Directors. In the event written ballots are necessary for the election of directors (i.e. where acclamation is not appropriate), the voting shall be conducted by secret ballot using the process described in Civil Code section 5115(a).

8. Frequency of Director Elections. The Association shall hold an election for a seat on the board at the expiration of the corresponding director's term.

Specific By-Law Amendments:

In addition to the general By-Law amendments discussed above, the following specific By-Law amendments shall apply (note: strikeouts indicate deleted language and italicized bold indicates added language):

Article II, Section 6 shall be amended as follows:

Section 6. Voting Rights. In ~~all~~ ***each*** matters which shall be presented for a vote of the members, ~~Class A~~ ***all*** members shall be entitled to one full vote and ~~Class B members shall be entitled to one-fourth (¼) vote, provided, however, that no member then delinquent in payment of dues, fees, or other costs to this Association shall be entitled to vote.~~ Each ~~Class A~~ member shall have the right to cumulate their votes in any election of directors of the Association.

Article IV, Section 2 shall be amended as follows:

Number, Qualification of Directors. The board of directors shall consist of eight (8) directors, unless fewer than eight (8) members in good standing agree to serve on the board, in which case the board may consist of fewer than eight (8) members. No person shall be eligible to be elected or to serve as a director of this Association unless he or she ~~is a member in good standing of the Association, or the spouse of a member in good standing~~ **meets all of the qualifications to run for or serve on the board as provided in the election rules.**

Article IV, Section 3 shall be amended as follows:

Section 3. Election and Term of Office.

(a) Directors shall serve two-year terms. To the extent practical an effort shall be made to have four (4) directors elected each year for two-year terms, or one-half of the directors if the board consists of fewer than eight (8) directors. There shall be no limit on the number of times any individual may serve as a director.

(b) Nominations for director in the Association may **not** be made from the floor at ~~each the~~ annual meeting **or at any meeting** at which directors are to be elected.

End Amendments.

CERTIFICATE OF AMENDMENT OF
BY-LAWS OF
ORINDA DOWNS HOMEOWNERS' ASSOCIATION

I, _____, hereby certify that:
(Print Name)

I am the Secretary of Orinda Downs Street Homeowners' Association.

The attached Amendment to Bylaws of Orinda Downs Street Homeowners' Association was duly approved by the requisite vote of the Members of the Association on _____, 2020.

Executed this ____ day of _____, 2020.

(Signature of Secretary)