

BYLAWS OF WOODSTOCK PROPERTY OWNERS ASSOCIATION

Revised July 29, 2022

(Original Bylaws adopted October 23, 1975)

ARTICLE I: DEFINITIONS

**SECTION 1.1 FIRST RESTATED DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS (CC&Rs) FOR WOODSTOCK PROPERTY OWNERS
ASSOCIATION.**

The term "CC&Rs" shall mean the provisions of the "Second Restated Declaration of Covenants, Conditions, and Restrictions (CC&Rs) for Woodstock Property Owners Association (hereinafter called the "CC&Rs") recorded on August 1, 2022, as Instrument No. 2022-0034371 of Official Records, in the office of the County Recorder of Santa Barbara County, State of California, as said Declaration may be amended from time to time. Said Declaration, as it may be amended from time to time, is incorporated herein by this reference with the same force and effect as if fully set forth herein.

SECTION 1.2 OTHER TERMS

Unless the context otherwise specifies or requires, the other terms used herein shall have the definitions and meanings given them in Article I of said CC&Rs.

ARTICLE II: MEMBERS

SECTION 2.1 QUALIFICATIONS

The qualifications for being deemed a Member of the Association ("Owner" herein) are as set forth in the CC&Rs, Article III.

SECTION 2.2 VOTING

(a) Voting Rights. At any meeting of the Owners or election, each Owner shall be entitled to cast the number of votes to which he/she is entitled as set forth in the CC&Rs.

(b) Proxies. Any Member may attend and vote at meetings or at elections in person or by proxy. All proxies shall be in writing, signed by the Owner and filed with the secretary. Any proxy may be revoked at any time by written notice to the secretary. A proxy shall be deemed revoked when the secretary receives actual notice of the death or judicially declared incompetence of such Owner, or upon termination of such Owner's status as an Owner. Where two or more persons have ownership interest in a Lot, any proxy with respect to the vote of such Owners shall be signed by all such persons.

SECTION 2.3 MEETINGS

(a) Annual Meetings. Regular annual meetings of the Owners shall be held at a time and place to be determined annually by the Board of Directors ("Board" herein).

(b) Special Meetings. Special meetings of the Owners may be called at any time by the president, by the Board, or upon written request of the Owners who are entitled to vote one-fourth (1/4) of the voting interest of the Association.

(c) Notice of Meetings. Notices shall be given in accordance with the CC&Rs, Article XIII, at least fifteen (15) days before such meeting. 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.

(d) Quorum. The presence at the meeting of Owners entitled to cast, or of proxies entitled to cast, of fifty percent (50%) of the voting interest of the Association shall constitute a quorum for any action except as otherwise provided in the Governing Documents as defined in the CC&Rs. If, however, such quorum shall not be present or represented by any meeting, the Owners 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 as aforesaid shall be present or be represented.

(e) Place of Meetings. All meetings of the Owners shall be held at such location as the Board may specify.

ARTICLE III: BOARD OF DIRECTORS

SECTION 3.1 POWERS OF THE BOARD

(a) Powers. Subject to any limitations of the Governing Documents as defined in the CC&Rs or applicable law as to action which must be authorized or approved by the Owners, all corporate powers of the Association shall be exercised by, or under the authority of, and the business and affairs of the Association shall be controlled by, the Board.

(b) Exercise of Powers. The Board shall exercise the corporate powers of the Association strictly in accordance with the Governing Documents as defined in the CC&Rs, as any of them may be amended from time to time. The Board shall exercise such powers to properly discharge all obligations of the Association as defined under the CC&Rs.

(c) Compensation. No director shall receive compensation for any service rendered to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of Association duties.

SECTION 3.2 TERM OF OFFICE

(a) Number. The affairs of this Association shall be managed by a board of five directors.

(b) Term of Office. At the first annual meeting the Members shall elect one director for a term of one (1) year, two directors for a term of two (2) years, and two directors for a term of three (3) years; and at each annual meeting thereafter the Owners shall elect the number of directors equal to the number whose terms have expired in that particular year for a term of three (3) years.

(c) Removal or Vacancies. Any director may be removed from the Board as set forth in the CC&Rs, Article XII. In the event of death, resignation, or removal of a director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

SECTION 3.3 NOMINATION AND ELECTION

(a) Nomination. Nomination for election to the Board shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairman, who shall be a member of the Board, and two or more members of the Association. The Nominating Committee shall be appointed by the Board prior to each annual meeting of the Owners, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

(b) Election. Election to the Board shall be by secret written ballot if requested. At such election the Owners or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the CC&Rs. The persons receiving the largest number of votes shall be elected.

SECTION 3.4 MEETINGS OF DIRECTORS

(a) Regular Meetings. The Board shall meet not fewer than ten times per calendar year. These regular meetings of the Board shall be held without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

(b) Special Meetings. Special meetings of the Board shall be held when called by the president of the Association, or by any two (2) Board members, after not less than three (3) days notice to each Board member.

(c) Quorum. A majority of the number of Board members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Board members present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

(d) Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the written approval of a majority of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

SECTION 3.5 BOOKS AND RECORDS

(a) Record of Boards' Actions. It shall be the duty of the Board to cause to be kept a complete record of all corporate affairs and to offer said record for inspection by the Owners at the annual meeting or at any special meeting.

(b) Financial Records. The Board shall also cause to be maintained, in a manner consistent with generally accepted accounting principles, a full set of books and records showing the financial condition of the Association. At the close of each fiscal year an independent, review of such books and records shall be conducted. A report of each such review, including operating statement reflecting income and expenditures of the Association for its fiscal year, shall be prepared and a copy thereof distributed to each Owner within 120 days after the end of each fiscal year.

ARTICLE IV: OFFICERS

SECTION 4.1 OFFICERS

The officers of the Association shall be a president, a vice president, a secretary, and a treasurer. The Association may also have, at the discretion of the Board, such other officers as may be appointed in accordance with the provisions of Section 4.3 hereof. The president and vice president must be Owners of the Association. One person may hold two or more offices, except that the offices of president and secretary shall not be held by the same person.

SECTION 4.2 ELECTION

The officers of the Association shall be chosen annually by the Board, and each shall hold office until his/her resignation, removal, disqualification to serve, or until his/her successor is elected and qualified.

SECTION 4.3 SUBORDINATE OFFICERS

The Board may appoint, or may empower the president to appoint, such other officers as the business 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.

SECTION 4.4 REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board. Any officer may resign at any time by giving written notice to the Board, the president, or secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4.5 VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

SECTION 4.6 DUTIES OF OFFICERS

(a) The president shall be elected by the Board from among the directors and must be an Owner of the Association. He/she 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 business and affairs of the Association. The president shall preside at all meetings of the Members and at all meetings of the Board, and shall have the general powers and duties of management usually vested in the office of president of a corporation along with such other powers and duties as may be prescribed by the Board or by these Bylaws.

BYLAWS of WOODSTOCK PROPERTY OWNERS ASSOCIATION

(b) The vice president shall be elected by the Board from among the directors and must be an Owner of the Association. In the absence or disability of the president, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions applicable to the president. He/she shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these Bylaws.

(c) The secretary shall be elected by the Board, but need not be a director. The secretary shall keep or cause to be kept, at the principal office of the Association or such other reasonable place as the Board may order, a book of minutes of all meetings of directors and members, including (without limitation) the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of members and votes present in person or by proxy at Owners' meetings, and proceedings thereof. The secretary shall keep or cause to be kept appropriate current records showing the Owners of the Association and their addresses. He/she shall give notice of all the meetings of the Owners and of the Board as required by the Bylaws or by law; and shall, if available, keep the seal of the Association in safe custody. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board or by these Bylaws.

(d) The treasurer shall be elected by the Board, but need not be a director. The treasurer shall keep or cause to be kept adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, and disbursements. The books of account shall at all reasonable times be open to inspection by any director. The treasurer shall deposit or cause to be deposited all moneys and other valuables and shall disburse or cause to be disbursed funds of the Association as provided in Article V herein. He/she shall render to the president and directors, whenever they request it, an account of all of his/her transactions as treasurer and of the financial condition of the Association. The treasurer shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

ARTICLE V: INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 5.1 CONTRACTS

The Board may authorize any officer or agent of the Association in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority, except as in these Bylaws provided, to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

SECTION 5.2 CHECKS

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by the treasurer and countersigned by the president, unless otherwise directed by resolution of the Board.

SECTION 5.3 DEPOSITS

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

SECTION 5.4 GIFTS

The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purpose for any special purpose of the Association.

ARTICLE VI: ASSESSMENTS

SECTION 6.1 AMOUNT

Membership in the Association shall be subject to assessment in accordance with the CC&Rs, Article IV, Assessments.

SECTION 6.2 RESOLUTION

Prior to the end of each fiscal year, the Board shall by resolution fix the annual assessment for the succeeding year in accordance with the CC&Rs, Article IV.

SECTION 6.3 PURPOSE

Assessments shall be levied only for the purposes defined in the CC&Rs, Article IV.

SECTION 6.4 SPECIAL ASSESSMENTS

In addition to the annual assessments authorized above, the Association may levy in any assessment year a special assessment in accordance with the CC&Rs, Article IV.

SECTION 6.5 NONPAYMENT OF ASSESSMENT

Nonpayment of assessments shall be handled in accordance with the CC&Rs, Article IV.

SECTION 6.6 METHOD OF NOTIFICATION

The notice of assessment shall be served in accordance with the CC&Rs, Article XIII.

SECTION 6.7 RECORDATION OF LIEN

If the assessments are not paid on or before the delinquent date, the Board shall follow the procedures in accordance with the CC&Rs, Article IV.

ARTICLE VII: MISCELLANEOUS

SECTION 7.1 MANAGER

The Board may contract for the services of a manager to manage the affairs of the Association, and, to the extent not inconsistent with the laws of the State of California, the Board may delegate to the manager any of its rights or powers under the CC&Rs.

SECTION 7.2 BONDS

The Board may require all persons, whether members of the Board, officers, or otherwise, with authority to sign checks, drafts or other orders for payment of money or notes or contracts or to otherwise obligate the Association to (at the expense of the Association) furnish an adequate and sufficient bond to insure the faithful and honest performance by them of their duties in connection therewith.

SECTION 7.3 CORPORATE SEAL

The Association may have a seal in circular form having within its circumference the words "Woodstock Homeowners Association, Incorporated September 6, 1973, California."

SECTION 7.4 MEMBERSHIP CERTIFICATES

The Board may provide for the issuance of certificates evidencing membership in the Association. The form, size, and contents of the certificate in all respects shall be fixed from time to time by resolution of the Board.

SECTION 7.5 COMMITTEES

The Board shall appoint an Architectural Committee, as provided in the CC&Rs, and a Nominating Committee, as provided in these Bylaws. In addition, the Board may appoint other committees as it deems appropriate in carrying out its purpose.

SECTION 7.6 BOOKS AND RECORDS

The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Owner. The CC&Rs, Articles, and these Bylaws shall be available for inspection by any Owner at the principal office of the Association, where copies may be purchased at reasonable cost.

SECTION 7.7 AMENDMENTS

These Bylaws may be amended at a regular or special meeting of the Owners by vote of a majority of a quorum of Owners present (in person or by proxy) or these Bylaws may be amendment by the written consent of the holders of a simple majority of the voting interest of the Association.

SECTION 7.8 SUBORDINATE TO ARTICLES AND CC&Rs

In the case of any conflict between the Articles and these Bylaws, the Articles shall control; and in the case of any conflict between the CC&Rs and these Bylaws, the CC&Rs shall control.

SECTION 7.9 NOTICES

Any notice or other document relating to or required by these Bylaws shall be served in accordance with the CC&Rs, Article XIII.

SECTION 7.10 ROBERT'S RULES OF ORDER

Except as may be provided in these Bylaws, all meetings of the Owners and Board shall be conducted in accordance with Robert's Rules of Order.

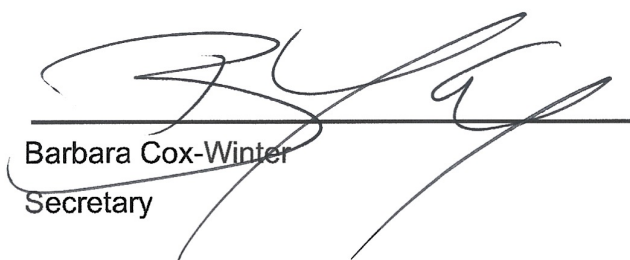
CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting secretary of the Woodstock Property Owners Association, a California corporation, and

That the foregoing Bylaws constitute the revised Bylaws of said Association as duly adopted by at least fifty-one percent (51%) of the Members of the Woodstock Property Owners Association, by written ballot on July 29, 2022.

IN WITNESS WHEREOF, I have hereafter ascribed my name this 9th day of August, 2022.



Barbara Cox-Winter
Secretary