

BYLAWS
OF
THE STRATFORD OF SAN MATEO HOMEOWNERS' ASSOCIATION,
A NONPROFIT MUTUAL BENEFIT CORPORATION
(as revised 06/16/2014 and amended 01/21/2025)

ARTICLE 1

NAME

The name of the association is THE STRATFORD OF SAN MATEO HOMEOWNERS' ASSOCIATION (the "Association").

ARTICLE 2

PRINCIPAL OFFICE

The principal office of the Association is located at 601 Laurel Avenue, San Mateo, California, or at such other place as may be designated by the Board.

ARTICLE 3

DEFINITIONS

The definitions of the terms contained in Article 1 of the Declaration of Covenants, Conditions, and Restrictions, recorded on July 31, 1992, as Instrument No. 92122800 in the office of the County Recorder of San Mateo County (the "Declaration" are incorporated in these Bylaws by reference and shall apply to those same terms as they appear in these Bylaws.

ARTICLE 4

MEMBERSHIP AND VOTING RIGHTS

The membership and voting rights provisions contained in Article 4 of the Declaration are incorporated in these Bylaws by reference.

Only the owners of the condominium units are members of the Association.

ARTICLE 5

MEETINGS OF MEMBERS

5.1 Annual Meetings. The Annual membership meeting shall be held in the month of April. Written notice of the Annual meeting shall be sent to members, or their Families or Estate managers, or Conservators, not less than 10 days nor more than 90 days prior to in accordance with section 7511(a) of the California Corporations Code. If the date set for the annual meeting is a legal holiday, the meeting shall be held at the same time on the next business day.

5.2 Special Meetings. Special meetings of the members may be called by the president or by a majority vote of the Board. In addition, special meetings of the members must be called by

the Board upon written request signed by Members representing at least fifteen percent (15%) of the voting power of the association.

5.3 Place of Meetings. Meetings of the members shall be held within The Stratford or at a meeting place as close to The Stratford as possible, as the Board may specify in writing.

5.4 Notice of Meetings. Whenever members are required or permitted to take any action, a written notice of the meeting shall be given in accordance with the requirements of Section 7511 of the California Corporations Code.

5.5 Quorum. Members representing a majority of the total voting power of the Association, whether represented in person, by nominee, or by proxy, shall constitute a quorum at a meeting of the members, unless otherwise provided in the governing Documents or Section 7512 of the California Corporations Code. The absence of a quorum shall also be governed by Section 7512 of the California Corporations Code.

5.6 Action Authorized in Absence of a Membership Meeting. Any action which may be taken at any regular or special meeting of members may be taken without a meeting, provided that it is taken by written consent or written ballot in compliance with Section 7513 or 7516 or the California Corporations Code.

5.7 Court Order for Meeting or Written Ballot. If for any reason, it is impractical or unduly difficult to call or conduct a meeting of members or directors or otherwise to obtain their consent in the manner prescribed in the Governing Documents or the Nonprofit Mutual Benefit Corporation Law, the procedure set forth in Section 7515 of the California Corporations Code shall be followed.

ARTICLE 6

BOARD OF DIRECTORS

6.1 (as originally stated in 2016) Number of Directors. The Board shall consist of no less than five (5) and no more than nine (9) directors, as specified by the Board from time to time, and two (2) alternate non-voting directors.

6.1 (as amended in 2025) Number of Directors. The Board shall consist of no fewer than five (5) and no more than nine (9) directors, as specified by the Board from time to time, and two (2) alternate non-voting directors. Joint owners of a single unit may not serve concurrently as directors.

6.2 Nomination of Directors. Nomination for the annual election to the Board at the Homeowners Association Annual meeting shall be made by the Nomination committee consisting of three (3) persons. The nominating committee shall consist of a minimum of three (3) persons and a maximum of five (5), a chairperson, who shall be a Director, and a minimum of two other Members of the Association. Each member of the nominating committee shall be appointed by the Chairperson to serve for a period of one (1) year. Vacancies on the Board shall be filled by the Board. The nominating committee may make as many nominations as it desires, but not less than the number of positions to be filled. Vacancies on the Board occurring in the interim of annual meetings shall be filled by the Board.

Notwithstanding the foregoing, any member present in person or by proxy at a meeting in which one or more directors are to be elected may make a nomination of a member, with the prior agreement of the nominee, at the meeting before the vote.

The Board shall adopt procedures that give nominees a reasonable opportunity to communicate their qualifications and reasons for candidacy to the members and to solicit votes, and that give all members an opportunity to choose among the nominees.

6.3 Term and Election of Directors. Directors and non-voting alternate directors shall be elected by the members at the annual membership meeting and shall hold office for two (2) years, except as provided in Section 6.8 below. All directors shall serve until their successors are duly elected and qualified. A member resident may serve no more than two (2) consecutive terms as a Director. No director's term shall be shortened as a result of a decrease in the designated number of directors.

6.4 Alternate Directors.

Alternate Directors can not vote on motions put forward, but may participate in the discussions of such motions, or other board business

6.5 Staggered Terms. The directors shall serve staggered terms to the extent permitted and as provided in Section 7220(a) of the California Corporations Code.

6.6 Secret Ballot. The election of directors and alternate directors shall be by secret written ballot.

6.7 (as originally stated in 2016) Cumulative Voting. The election of directors shall be by cumulative voting as

described herein, any number of candidates. (For example, if five members were to be elected to the Board a member could cast one vote each for up to the five candidates or under cumulated voting, cast all five votes for one or more candidates, distributing the five votes.) The candidates receiving the highest number of votes up to the number of Board members to be elected shall be elected.

Unless the entire board is removed by a vote of the members, an individual director may not be removed prior to the expiration of his term if the votes against removal would have been sufficient to elect that director if cast cumulatively at an election at which the same total number of votes were cast and all directors authorized at the time of the most recent election of that director were being elected

6.7 (as amended in 2025) Voting. Cumulative voting shall not be used in the election of directors. Each resident member shall have the same number of votes as there are vacant Board positions to be filled. A member may not cast more than one vote per candidate. A ballot voting for more than the vacant positions to be filled shall be disqualified. A ballot voting for a given candidate more than once shall be counted as only one vote for that nominee. The candidates receiving the highest number of votes up to the number of positions to be filled shall be elected. The two candidates receiving the next highest number of votes shall be named as alternate directors.

6.8 Vacancies on Board.

(a) Events Resulting in Vacancy. A vacancy on the Board shall exist on the occurrence of any of the following: (i) the death of any director; (in) the effective date of any director's resignation; (ill) the removal of a director by vote of the Members; (iv) the

declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony or determined by the medical director of The Stratford to have a physical or mental disability that prevents full performance of his or her duties; (v) a director who has failed to attend six (6) of the meeting of the Board in a twelve (12) month period, regardless of cause of such absence; (vi) an increase in the authorized number of directors; or (vii) the failure of the members, at any membership meeting at which any director is to be elected, to elect the number of directors required to be elected at that meeting.

(b) Filling Vacancy.

Any vacancy on the Board may be filled by a majority of the

directors then in office, whether or not less than a quorum, or by a sole remaining director, except for a vacancy created by the removal of a director by vote of the members, which vacancy shall be filled by the members. In addition, the members may fill any vacancy not filled by the directors. Any director elected to fill a vacancy shall hold office until the expiration of the term of his or her predecessor and until a successor has been duly elected and qualified.

6.9 Compensation of Directors. A director shall not receive any compensation for services rendered to the Association as a director, but may be reimbursed for out-of-pocket expenses incurred in the performance of his or her duties.

6.10 Resignation. Any director may resign by giving written notice to the president, the secretary, or the Board. The resignation shall take immediate effect unless the notice specifies a later date.

ARTICLE 7

MEETING OF DIRECTORS

7.1 Regular meetings. Regular meetings of the Board shall be held monthly at The Stratford, and at such time, as may be fixed from time to time by resolution of the Board. Notice of the time and place of and agenda for each such meeting shall be:

* Communicated to each director in person or by written notice no less than three (3) days before the meeting, provided, however, that notice need not be given to any director who has signed a waiver of notice or a written consent to the holding of the meeting (which waiver or consent shall be filed with the corporate records or made a part of the minutes of the meeting); and

* Posted on the administrative announcement board at The Stratford at least three (3)days before the meeting.

* Financial Statements) shall be provided to the members by four (4) days prior to regular meetings of the directors.

7.2 Special Meetings. Special meetings of the Board may be called by the president of the Association or by any two (2) directors. The notice of such meeting shall specify the time and place of the meeting and proposed action to be considered. The notice shall be conveyed to all directors either by first-class mail no less than four (4) days before the meeting or by a message delivered personally, by telephone or by facsimile no less than forty-eight hours before the meeting. Notwithstanding the foregoing, notice of a special meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting. Such waiver of notice or written consent shall be filed with the Association's records.

7.3 Quorum. A majority of the number of directors then in office shall constitute a quorum. If a quorum is present, the decision of a majority of the directors present shall constitute the act of the Board. A quorum is not required to adjourn a meeting of the Board.

7.4 Open Meeting. Regular and special meetings of the Board shall be open to all members in accordance with Section 7.8 below. 7.5 Executive Session. The Board may, with the approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and /or vote upon personnel matters, litigation in which the Association is or may become involved and other business of a sensitive nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

7.6 Actions without a Meeting. The Board may take action without a meeting if all of the directors consent in writing to the action to be taken. If the Board resolves by unanimous written consent to take an action, an explanation of the action taken shall be posted within three (3) days after the resolution on the administrative announcement board at The Stratford. The unanimous written consent shall be filed with the minutes of the Board.

7.7 Telephone Meetings. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such meeting. An explanation of the action taken shall be posted on the administrative announcement board at The Stratford within three (3) days after the meeting.

7.8 Roberts' rules of Order. All meetings shall be conducted in accordance with the Procedure in Small Boards set forth in Roberts® Rules of Order (Revised).

ARTICLE 8

POWERS AND DUTIES OF THE BOARD

8.1 Powers. The Board shall have all powers conferred on the Association in the Declaration, Articles, these Bylaws and the California Nonprofit Mutual Benefit Corporation law, except those powers expressly reserved to the members or that requires advance approval of the members. The Board shall appoint and remove at its pleasure any and all officers, agents and employees of the Association, and shall prescribe powers and duties for them that are consistent with the Declaration, Articles, and these Bylaws and any applicable laws.

8.2 Duties. The Board shall be responsible for the performance of the duties of the Association set forth in the Declaration.

8.3 Standard of Care. Each director shall perform his or her duties as a director, and as a member of any committee of the Board on which the director serves, in good faith, in a manner the director believes to be in the best interests of the Association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

8.4 Committees of the Board. The Board may, by resolution adopted by a majority of the directors then in office, create one or more committees. Unless otherwise specifically authorized, as set forth in Section 7212(6) of the California Corporations Code, committees shall have no powers of the directors delegated to them and they may include members who are not directors and who may be appointed as chair of a committee. Each committee shall serve at the pleasure of the Board and if it is authorized to exercise any authority of the Board be comprised of two (2) directors, appointed by majority vote of the directors then in office. A committee, regardless, of Board resolution, may not;

- (i) take any final action on any matter which, under the Declaration or the Nonprofit Mutual Benefit Corporation Law, also requires approval of the members or of a majority of all members;
- (ii) fill vacancies on the Board or on any committee which has the authority of the Board;
- (iii) amend or repeal these Bylaws or adopt new bylaws;
- (iv) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (v) appoint any other committees of the Board or members of those committees;
- (vi) expend Association funds to support a nominee for director after there are more nominees than can be elected; or
- (vii) with regard to any assets held in charitable trust, approve any self-dealing transaction.

All meetings and actions of committees of the board shall be governed by the provisions of these bylaws governing meetings and actions of the board. Minutes of each committee meeting shall be kept and filed with the Association records.

8.5 Due Process Requirements. Before the Board imposes any monetary penalties or suspensions of membership rights or common Area use privileges against any member for failure to comply with the Declaration, Articles, these Bylaws, or Rules, the Board must act in good faith and must satisfy each of the following requirements;

The member must be given fifteen (15) days prior written notice of the discipline to be imposed and the reasons for imposition of the discipline. The notice may be given by any method reasonably calculated to give actual notice. If the notice is given by mail, it must be sent by first class or registered mail to the last address of the member shown on the Association's records; and the member must be given an opportunity to be heard, orally or in writing, by the Board, no less than five (5) days before the effective date of imposition of the discipline.

8.6 Financial Review Requirements. The Board shall review, on at least a quarterly basis, a current reconciliation of the Association's operating and reserve accounts, the current year's

actual reserve revenues and expenses compared with the current year's budget, and income and expense statement from the Association's operating and reserve accounts.

ARTICLE 9

OFFICERS

9.1 Officers of the Association. 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, one or more vice presidents, assistant secretaries, assistant treasurers, and such other officers as the Board may appoint in its discretion.

Any number of offices may be held by the same person.

9.2 Election of Officers. The officers shall be elected annually by the Board and shall serve at the pleasure of the Board. The Board shall appoint one of its directors as president, one as vice-president, one as secretary and one as treasurer. The other officers need not be directors. The election of officers shall be by secret ballot.

9.3 Removal or Resignation of Officers. Any officer may be removed with or without cause by the Board and may resign at any time by giving written notice to the Association. Any such resignation shall take effect immediately, unless a later time is specified in the notice, unless otherwise specified in the notice, acceptance of the resignation shall not be necessary to make it effective.

9.4 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 that office.

9.5 Duties of officers. The duties of the officers shall be as follows;

(i) The President's Responsibilities:

The President serves as the Chief Executive Officer of the Association and shall have general, supervision, direction, and control of the business and affairs of The Association. All other officers shall report directly to the President. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall preside at all meetings of the Board. The President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board, and these bylaws.

(in) The Vice President's Responsibilities:

In the absence or disability of the president, the vice president shall perform all the duties of the president. When acting as the president, the vice president shall have all the powers of, and be subject to all the restrictions upon, the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed for him respectively by the Board, these bylaws, the chairperson of the Board or the president.

(in) The Secretary's Responsibilities:

The secretary shall keep or cause to be kept, at the principal Homeowners Association office all of the following:

a. A book of minutes of all meetings and actions of directors, and committees of directors. The minutes shall show: the time and place of each meeting; (in) whether regular or special (and, if special, how authorized and the notice given);

(ili) the names of those present at directors meetings or committee meetings

(iv) the proceedings thereof.

* A copy of the Articles, Bylaws, Rules and Declaration, as amended to date.

* A record of all Members' names, addresses and telephone numbers.

* A record of all committee member names by committee.

The secretary shall give, or cause to be given, notice of all meetings of the Homeowners Association and of the Board required to be given by law or by these bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board or by these bylaws.

(iv) The Treasurer's Responsibilities:

The Treasurer is the chief financial officer of the Homeowners Association and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Association including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital. The books of account shall at all reasonable times be open to inspection by any director and by any member.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Homeowners Association with such depositories as the Board may designate. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, shall render to the president or, in the absence of the president, vice president and directors, whenever they request it, an account of all his or her transactions as Treasurer and of the financial condition of the Association, and shall have other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

The Treasurer shall be the Chair of the Finance Committee of the Homeowners Association.

9.6 Joint Signatures. Unless the Board authorizes more stringent requirements, any check or other negotiable instrument issued by the Association shall require the joint signatures of any two of the following officers; the president, the vice-president, the treasurer, and secretary.

9.7 Compensation. Officers shall not receive any compensation for any service rendered to the Association as officers, but may be reimbursed for out-of-pocket expenses incurred in the performance of their duties.

ARTICLE 10

INDEMNIFICATION AND INSURANCE

The Association shall indemnify any director, officer, employee, committee member, or other agent of the Association who was or is a party or, is threatened to be a party to any proceeding or action to the fullest extent authorized under the California Corporations Code or any successor statute, and may advance to any such person funds to pay expenses that may

be reasonably incurred in defending any action or proceeding, upon receipt of an undertaking by or on behalf of the agent to repay such amount, unless it is ultimately determined that the agent is entitled to indemnification under this Article.

ARTICLE 11

TAX-EXEMPT STATUS

11.1 Eligibility for Tax-Exempt Status.

The Board and members shall conduct the business of the Association in a manner that enables the Association (a) to qualify for and maintain status as an organization exempt from State income taxes under California Revenue and Taxation Code Section 23701t, as amended; and (b) to elect to be taxed under Section 528 of the Internal Revenue Code, as amended.

11.2 Filing of Annual Election.

The Board shall file the annual election under Section 528 of the Internal Revenue Code, as amended, if the Board in its sole discretion determines that such election is in the best interests of the Association.

ARTICLE 12

AMENDMENTS

12.1 Amendment of Bylaws. These Bylaws may be amended at any meeting of the members at which at least a quorum is present, by the vote or written consent of a majority of the members present at the meeting (in person or by proxy)

12.2 Amendment of Articles. The Articles of Incorporation of the Association may be amended only by the vote or written consent of a majority of the Board, and a majority of the voting power of the Association:

12.3 Amendment Restrictions. Notwithstanding the amendment requirements contained in Sections 12.1 and 12.2 above, (i) the percentage of the voting power of the Association to amend a specific provision in these Bylaws or the Articles shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that provision; and (j) if applicable, any amendment to the Articles or Bylaws shall satisfy the requirements contained in the Declaration.

ARTICLE 13

GENERAL PROVISIONS

13.1 Conflict with Declaration. If any provision of these Bylaws conflicts with any provision of the Declaration, the Declaration shall control to the extent of such conflict.

13.2 Fiscal year. Unless the Board determines otherwise, the fiscal year of the Association shall be the calendar year.

13.3 Records. The Association shall maintain;

(i) adequate and correct books and records of account;

- (ii) written minutes of all proceedings of its members, Board and committees of the board;
- (iii) a record of all members' names, addresses and telephone numbers; and
- (iv) the original or a copy of the Declaration, Articles, these Bylaws and the Rules, as amended to date.

13.4 Inspection Rights. The Inspection rights of members and directors contained in Section 3.7 of the Declaration are expressly incorporated herein by reference.

13.5 Budgets Financial statements and Governing Documents.

The Association's preparation and distribution responsibilities with respect to budgets, financial statements and Governing Documents contained in Section 3. of the Declaration are expressly incorporated herein by reference.

13.6 Effective Date. These Bylaws shall become effective on the date of recordation of the Declaration in the Office of the Recorder, San Mateo County, California.