

**Bylaws**  
**of**  
**Rossmoor Park Owners Association**

ARTICLE I

Definitions

All terms as used in these Bylaws shall, unless stated otherwise, be defined as set forth in that certain Declaration of Covenants, Conditions and Restrictions Establishing of a plan Condominium Ownership applicable to the condominium development commonly known as ROSSMOOR PARK CONDOMINIUMS, Tract No. 10295, and situated in the County of Orange, State of California, and any amendments thereto (the "Declaration"). All of the terms and provisions of the Declaration, and any amendments thereto, are hereby incorporated herein by reference.

ARTICLE II

Office

The principal office for the transaction of the business of the Association is hereby fixed and located within the Project, or as close thereto as practicable in the County of Orange, State of California. The Board is hereby granted full power and authority to change said principal office from one location to another within said County.

ARTICLE III

Members

Section 1 - Membership.

Each person or entity who is an Owner shall be a Member as provided in the Declaration. The provisions of these Bylaws, which are binding upon all Members, are not exclusive, as Members shall also be subject to the terms and provisions of the Articles, the Declaration and Association Rules.

Section 2 - Termination of Membership.

Membership in the Association shall automatically terminate when such Member no longer holds an interest in a Condominium entitling him to such membership.

Section 3 - Voting Rights.

The Association shall have the classes of voting membership and the same voting rights and requirements as are set forth in the Declaration.

Section 4 - Membership Certificates.

In its discretion, the Board may, but need not, issue appropriate membership certificates evidencing membership in the Association.

Section 5 - No Plural Memberships.

Nothing in the Declaration, the Articles or these Bylaws shall be construed as conferring upon any Owner more than one membership in the Association; provided, however, voting rights shall be based upon the number of Condominiums in which the owner holds an interest as set forth in the Articles entitled "Membership" in the Declaration.

Section 6 - Assessments.

The Members shall be jointly, severally and personally liable for payment of such Assessments as may from time to time be fixed and levied by the Board pursuant to the provisions of the Declaration and these Bylaws.

Section 7 - Enforcement of Payment of Assessments.

Should any Member fail to pay his Assessments before delinquency, the Association, in the discretion of the Board, shall have the right to enforce payment of such delinquent Assessments pursuant to the Declaration.

Section 8 - Association Rules; Enforcement.

The following provisions shall govern the promulgation of the Association Rules authorized by the Declaration which shall include the establishment of a system of fines and penalties:

- (a) The board in its discretion shall adopt such rules and regulations as are consistent with and in furtherance of existing law, the Declaration, the Articles and these Bylaws. Such rules and regulations shall take effect as the Association Rules.
- (b) The Board in its discretion shall adopt a list of specific fines and penalties for the violation by any Member of the provisions of the Declaration, the Articles, these Bylaws and the Association Rules. Such fines and penalties shall be binding on all Members and shall be enforceable by the Board as a Special Assessment. Such a remedy shall not be deemed to be exclusive and the Board shall have such other remedies as are provided for by applicable law, the Declaration, the Articles, these Bylaws and the Association Rules.

- (c) Any Association Rules promulgated pursuant to this Section shall provide that no fine or penalty shall be levied without the following procedural safeguards:
- (i) A written statement of the alleged violations shall be provided to any Member against whom such charges are made, and such written statement shall provide a date on which the charges shall be heard.
  - (ii) No proceedings under this Section shall be brought against any Member unless such Member shall have received a written statement of charges at least thirty (30) days prior to that hearing;
  - (iii) No proceeding shall be brought against any member more than sixty (60) days after such Member is provided with a written statement of charges;
  - (iv) The Board shall appoint a panel of three (3) capable persons (one of whom shall be designated a chairman) who may or may not be Members and who shall hear the charges and evaluate the evidence of the alleged violation;
  - (v) At such hearing the Member so charged shall have the right to present oral and written evidence and to confront and cross-examine adverse witnesses;
  - (vi) The panel shall deliver to the Member so charged within seven (7) days after the hearing a written decision which specifies the fines or penalties levied, if any, and the reasons therefor.
- (d) In the event that a Member shall correct an alleged violation prior to the hearing date, the Board shall discontinue the proceedings.

## ARTICLE IV

### Meetings of Members

#### Section 1- Place of Meeting.

All meetings of Members shall be held at the principal office of the Association, or at such other place in said County as may be fixed from time to time by resolution of the Board.

#### Section 2- Organizational and Annual Meetings.

There shall be an organizational meeting held as soon as possible following incorporation of the Association. Subsequent to the organizational meeting, the first annual meeting of the Members shall be held in said County within forty-five (45) days after sales of fifty-one percent (51%) of the Condominiums located within the Project have been closed, or within six (6) months after the first sale of a Condominium has closed, whichever occurs first, and each subsequent regular annual meeting of the Members shall be held in the same month of each year thereafter in said County. If the day for the annual meeting of the Members is a legal holiday, the meeting shall be held at the same hour on the first day following which is not a legal holiday.

#### Section 3 - Special Meetings.

Special meetings of the Members for any purpose may be called at any time by the President, a majority of the a quorum of the members of the Board, or by the Members holding not less than fifteen percent (15%) of the voting rights of the Class A Members or twenty -five percent (25% of all Members.

#### Section 4 - Notices of Meetings.

Written notice of meetings, annual or special, shall be given to each Member entitled to vote, either personally or by sending a copy of the notice through the first class mail, postage prepaid, to his address last appearing on the books of the Association, or supplied by him to the Association for the purpose of notice. All such notices shall be sent to each Member entitled thereto not less than fifteen (15) days nor more than sixty (60) days before each meeting, and shall specify the place, the day and the hour of such meeting; and, in case of special meetings, the general nature of the business to be transacted. When any meeting of Members, either annual or special, is adjourned for thirty (30) days or more, notice of the time and place of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting other than by announcement, thereof at the meeting at which such adjournment is taken.

#### Section 5 - Consent of Absentees.

If, following the holding of any meeting of the Members, either annual or special, at which a quorum is present, any proposed action is favored by a majority of the votes cast at such meeting, but such votes are less than the requisite number thereof for the approval of such proposed action, Members who were not present in person or by proxy may give their consent in writing provided same is obtained not later than sixty (60) days before or thirty (30) days after the date of such meeting.

Section 6 - Quorum.

The presence at the meeting of Members or proxies, or any combination thereof, entitled to cast fifty percent (50%) of the voting power shall constitute a quorum for any action except as otherwise provided in the Articles, the Declaration, or these Bylaws. If any meeting cannot be held because a quorum is not present, the Members present, either in person or by proxy, may adjourn the meeting to a time not less than five (5) days, nor more than thirty (30) days from the time the original meeting was called. Except where a greater portion of the voting power is required by the Articles, the Declaration, or these Bylaws, a majority of the voting power present, in person or by proxy, shall prevail at all meetings.

Section 7 - Proxies.

Every member entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such Member or his duly authorized agent and filed with the Secretary of the Association; provided that no such proxy shall be valid after the expiration of eleven (11) months after the date of its execution.

Section 8 - Entry of Notice.

Whenever any Member entitled to vote has been absent from any meeting of Members, whether annual or special, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to such Member as required by law and by the Articles, Declaration and these Bylaws.

Section 9 - Order of Business.

The order of business of all meetings of the Members shall be as follows:

- (a) roll call;
- (b) proof of notice of meeting or waiver of notice;
- (c) reading of minutes of preceding meeting;
- (d) reports of Board and officers;
- (e) election of directors, if any are to be elected;

(f) unfinished business; and

(g) new business.

Section 10 - Parliamentary Procedure.

All questions of parliamentary procedure shall be decided in accordance with Roberts Rules of Order.

Article V

Directors

Section 1 - Powers.

In addition to the powers and duties of the Board as set forth in the Declaration, the Articles, or elsewhere in these Bylaws, and subject to limitations of the Articles, the Declarations, or these Bylaws, and of the California Corporations Code as to action to be authorized or approved by the Members, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Association shall be controlled by, the Board. Without prejudice to such general powers but subject to the same limitations, the Board is vested with and shall have the following powers:

- (a) to select, appoint and remove all officers, agents and employees of the Association, to prescribe such powers and duties for them as may be consistent with law, with the Articles, the Declaration and/or these Bylaws, to fix the compensation of agents and employees and to require from them security for faithful service when deemed advisable by the Board.
- (b) To conduct, manage and control the affairs and business of the Association, and to enforce such rules and regulations therefor consistent with law, with the Articles, and Declaration and/or these Bylaws, as the Board may deem necessary or advisable.
- (c) To fix, determine and name from time to time, if necessary or advisable, the nonprofit corporation, city or public agency which is then or thereafter organized or operated for purposes similar to the purposes of this Association to which the assets of this Association shall be distributed upon liquidation or dissolution according to the Articles. The assets so distributed shall be those remaining after satisfaction of all just debts and obligations of the Association and after distribution of all property held or acquired by the Association under the terms of a specific trust or trusts.
- (d) To adopt and use a corporate seal.

Section 2 - Number and Qualification of Directors.

The Board shall consist of the number of directors named in the Articles until changed by amendment of the Articles, or by Amendment to this Section of these Bylaws, fixing or changing such number, but in no event shall the authorized number of directors be less than five (5). A person may serve as a director without being a Member.

Section 3 - Election and Term of Office.

Until the holding of the first annual meeting of the Members referred to in the Article of these Bylaws entitled "Meetings of Members," the Board shall consist of those directors who constituted the incorporators of this Association. The directors shall be elected at each annual meeting of Members for concurrent annual terms, but if any such annual meeting is not held, or if the directors are not elected thereat, the directors may be elected for concurrent annual terms at any special meeting of Members held for that purpose. All directors shall hold office until their respective successors are elected.

Section 4 - Cumulative Voting.

Voting may be by viva voce or be secret written ballot. Every Member entitled to vote for any election of directors shall have the right to cumulate his votes and give one candidate a number of votes equal to the number of directors to be elected, multiplied by the number of votes to which he is entitled, or to distribute his votes on the same principle among as many candidates as he shall think fit. The candidate receiving the highest number of votes up to the number of directors to be elected shall be elected.

Section 5 - Special Class A Voting Rights.

The Class A Members shall be entitled to elect twenty percent (20%) of the directors under the circumstances set forth in the Declaration. Notwithstanding the provisions of the Section of this Article entitled "Removal of Directors," any director so elected may not be removed without the vote of a majority of the voting power of the Class A Members.

Section 6 - Election Committee.

An Election Committee shall be appointed annually by the Board to make rules for and supervise nominations, voting procedures, voting requirements and the orderly and fair election of directors. The Election Committee shall consist of a Chairman, who shall be a member of the Board, and two (2) or more persons who shall be Members; provided, however, so long as any Class B memberships are outstanding the Board may appoint persons who are not Members to the Election Committee. The Election 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. Nominations to serve on the Board may also be made from the floor at any meeting of the Members at which directors are elected.

Section 10 - Organization Meeting.

Immediately following each annual meeting of the Members, the Board shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 11 - Other Regular Meetings.

Other regular meetings of the Board may be held without call at such place day and hour as may be fixed from time to time by resolution of the Board; provided, however, should said day fall upon a legal holiday, then the meeting which otherwise would be held on said day shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of all such regular meetings of the Board is hereby dispensed with; provided, however, notice of the time and place of any regular meeting shall be posted at a prominent and accessible place or places within the Project. In no event shall regular meetings of the Board be held less than once every six (6) months.

Section 12 - Special Meetings; Notices.

Special meetings of the Board for any purpose may be called at any time by the Chairman or by the President, or if they are unable or refuse to act, by any two (2) directors. Not less than seventy-two (72) hours prior to the scheduled time set for any special meeting of the Board, written notice of the time and place of such special meeting shall be posted in a prominent and accessible place or places in the Project and delivered personally to the directors or sent to each director by letter or telegram, postage or charges prepaid, addressed to him at his address as it is shown upon the records of the Association. In case such notice is mailed or telegraphed, it shall be deposited in the United States Mail or delivered to the telegraph company at or near the place in which the principal office of the Association is located at least seventy-two (72) hours prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery as provided herein shall be due, legal and personal notice to each director.

Section 13 - Notice of Adjournment.

Notice of adjournment of any Board meeting, either regular or special, need not be given to absent directors, if the time and place are fixed at the meeting adjourned.

Section 14 - Entry of Notice.

Whenever any director has been absent from any special meeting of the Board, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such special meeting was given to such director as required by law and by these Bylaws.

Section 15 - Waiver of Notice.

The transaction of any business at any meeting of the Board, however called and noticed to the directors, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the records of the Association or made a part of the minutes of the meeting.

Section 16 - Quorum.

A majority of the number of directors as fixed by the Articles or these Bylaws shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision made or done by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board.

Section 17 - Adjournment.

A quorum of the directors may adjourn any Board meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any Board meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 18 - Compensation.

No director shall receive any compensation for any service he may render to the Association; provided, however, he may be reimbursed for actual out-of-pocket expenses incurred by him in the performance of his duties as a director.

Section 19 - Presiding Officer.

The members of the Board shall elect one of their number to act as Chairman. The Chairman shall preside at all meetings of the Board.

Section 20 - Indemnification of Directors, Officers and Employees.

Except to the extent prohibited by then applicable law, this Association shall reimburse, indemnify and hold harmless each past, present and future director, officer and employee of this Association and each person who, at the request of this Association acts as a director, officer or employee of any other Association or corporation in which this Association has an interest, from and against all loss, cost, liability and expense which may be imposed upon or reasonably incurred by him, including reasonable settlement payments in connection with any claim, action, suit or proceeding, or threat thereof, made or instituted, in which he may be involved or be made a party by reason of his being or having been a director, officer or employee of this Association or such other Association or corporation, or by reason of any action alleged to have been taken or omitted by him in

such capacity, if a disinterested majority of the Board (or, if a majority of the Board is not disinterested, then independent legal counsel) determines in good faith that such person was acting in good faith (a) within what he reasonably believed to be the scope of his authority or employment, and (b) for a purpose which he reasonably believed to be in the best interests of this Association. The right of indemnification provided in this Section shall inure to each person referred to in this Section, whether or not the claim asserted against him is based on matters which arose in whole or in part prior to the adoption of this Section, and in the event of his death shall extend to his legal representatives. The right of indemnification provided in this Section shall not be exclusive of any other rights to which any such person, or any other individual, may be entitled as a matter of law (including, without limitation, his rights under the California Corporations Code), or under any agreement, vote of directors or Members or otherwise.

Section 21 - Records.

The Board shall cause to be kept a complete record of all its acts and Association affairs and to present a statement thereof to the Members at annual meetings of Members or at any special meeting where such statement is requested in writing by one-fourth (1/4) of the Members entitled to vote thereat.

Section 22 - Attendance of Board Meetings by Members.

Regular and special Board meetings shall be open to all Members; provided, however, no Member who is not an officer or director shall participate in any deliberation or discussion unless expressly authorized by a majority of a quorum of the Board. The Board may, upon the vote of a majority of the Board's quorum, adjourn a Board meeting and reconvene in executive session exclusive of all Members who are not directors to discuss and vote upon personnel matters, litigation in which the Association is involved and other similar matters requiring confidentiality. The nature of any and all business to be so considered in executive session shall be announced in open session.

Section 23- Action by Written Consent in Lieu of Meeting.

Any action required or permitted to be taken by the Board may, prior to the closing of the first sale of a Condominium within the Project, 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 and shall state that the action was taken by unanimous written consent of the Board without a meeting, and that these Bylaws authorized the directors to so act. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

## ARTICLE VI

### Officers

#### Section 1 - Officers.

The officers shall be a President, a Vice President, a Secretary and a Treasurer, which officers shall be elected by and hold office at the pleasure of the Board. The offices of Secretary and Treasurer may be held by the same person. All offices except the President and Vice President may be held by someone who is not a member of the Board.

#### Section 2 - Election.

The officers of the Association, except such officers as may be appointed in accordance with the provisions of the Sections entitled "Subordinate Officers" and "Vacancies" of this Article, shall be chosen annually by the Board and each shall hold office until he shall resign or shall be removed or otherwise be disqualified to serve, or until his successor shall be elected and qualified.

#### Section 3 Subordinate Officers.

The Board may 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 are provided in these Bylaws or as the Board may from time to time determine.

#### Section 4 - Removal and Resignation.

Any officer may be removed, either with or without cause, by the vote of a majority of all the directors then in office at any regular or special meeting of the Board at which a quorum is present. Any officer may resign at any time by giving written notice to the Board or to the President or to the Secretary of the Association. Any such resignation shall take effect as of the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 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 these Bylaws for regular appointments to such office.

#### Section 6 - President.

The President 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 may, but need not, be the Chairman of the

Board. He shall be an ex-officio member of all standing committees, if any, and shall have the general powers and duties of management usually vested in the office of the President of a corporation, and shall have other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7 - Vice President.

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 the powers of, and be subject to all the restrictions upon, the office of President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of these Bylaws.

Section 8 - Secretary.

The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board may order, of all meetings of directors and Members, with the time and place of the holding of same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present or represented at Members' meetings and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office, a membership register showing the following: (1) the names and addresses of all members of the Board; (2) the names of the Members and their addresses; (3) the property to which each membership relates; (4) the number of votes represented by each Member; (5) the number and date of membership certificates issued, if any; and (6) the number and date of cancellation of membership certificates, if any. The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board required by the Bylaws or by law to be given, and he shall keep the seal of the Association in safe custody, and shall have such others powers and perform such other duties as may be prescribed by the Board or these Bylaws.

Section 9 - Treasurer.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association. The books of account shall at all reasonable times be open to inspection by any director or by any Member. The treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board. He shall disburse the funds of the Association as may be ordered by the Board, shall render to the President and directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the Association, and shall have such other powers, and perform such other duties as may be prescribed by the Board or these Bylaws.

Section 10 - Compensation.

No officer shall receive any compensation for any service he may render to the Association; provided, however, any officer may be reimbursed for actual out-of-pocket expenses incurred by him in the performance of his duties as such officer.

ARTICLE VII

Miscellaneous

Section 1 - Record Date.

The Board may fix a time, in the future, not exceeding fifteen (15) days preceding the date of any annual or special meeting of the Members, a record date for the determination of the Members entitled to notice of and to vote at any such meeting, and in such case only Members of record on the date so fixed shall be entitled to notice of and to vote at such meeting, notwithstanding any transfer of any membership on the books of the Association after any record date so fixed.

Section 2 - Inspection of Corporate Records.

The membership register, books of account and minutes of meetings of the Members, of the Board and any committees of the Board, shall be made available for inspection and copying by any Member or his duly appointed representative at any reasonable time and for a purpose reasonably related to his interest as a Member, at the principal office of the Association or such other place within the Project as the Board shall prescribe, all as provided in the Corporations Code of the State of California.

- (a) The Board shall establish reasonable rules with respect to notice to be given to the custodian of the records by the Member desiring to make the inspection, hours and days of the week when such inspection may be made and payment of the cost of reproducing copies of documents requested by a Member.
- (b) Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association and the physical properties owned or controlled by the Association, all as provided in the Corporations Code of the State of California. Without limiting the generality of the foregoing, the right of inspection by a director includes the right to make extracts and copies of documents.

Section 3 - Check and Drafts.

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or

endorsed by such officer or officers and in such manner as, from time to time, shall be determined by resolution of the Board.

Section 4- Contracts: How Executed.

The Board, except as in the Declaration and these Bylaws otherwise provided, 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, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to engage its credit or to render it liable for any purpose or for any amount.

Section 5 - Financial Reports.

The Board shall cause the financial statements and information for the Association set forth below to be sent to each Member within the respective time limits, as follows:

- (a) A balance sheet and operating statement within ninety (90) days after the last day of the Association's fiscal year;
- (b) A balance sheet as of an accounting date which shall be the last day of the month closest in time to six (6) months from the date of the first conveyance of a Condominium and an income statement for an accounting period from the aforesaid date of first conveyance to the aforesaid accounting date within sixty (60) days of said accounting date. Said income statement for the first six (6) months accounting period shall include a schedule of Assessments received or receivable itemized for each Condominium within the Project and by the name of the person or entity assessed therefor; and
- (c) A pro forma operating statement (budget) for the next fiscal year, no later than sixty (60) days before the beginning of such fiscal year.

Section 6 - Inspection of Bylaws.

The Association shall keep in its principal office for the transaction of business the original or a copy of these Bylaws and any Amendments hereto, certified by the Secretary, which shall be open to inspection by all of the Members at all reasonable times.

Section 7 - Annual Independent Audit.

An annual independent audit of the account or accounts of the Association or any management body shall be made for any fiscal year in which the Association's gross income exceeds Seventy-five Thousand Dollars (\$75,000.00). A copy of such audit shall be available for the inspection of each Member, officer or director of the Association.

Section 8 - Singular Includes Plural.

Wherever the context of these Bylaws requires same, the singular shall include the plural and the masculine shall include both the feminine and the neuter.

Section 9 - Fiscal Year.

The fiscal year of the Association shall be a calendar year unless and until a different fiscal year is adopted by the Board.

Section 10 - Proof of Membership

No person shall exercise the rights of membership in the Association until satisfactory proof thereof has been furnished to the Secretary. Such proof may consist of wither a copy of a duly executed and acknowledged grant deed or title insurance policy showing said person to be the Owner of an interest in a Condominium entitling him to membership. Such deed or policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed or policy.

Section 11 - Absentee Ballots.

The Board may make such provisions as it may consider necessary or desirable for absentee ballots.

Section 12 - Roster of Mortgagees.

The Owner or Owners of each Condominium shall provide the Board with the names and addresses of all Mortgagees encumbering such Condominium, and the Board, acting on behalf of the Association, shall maintain a Roster of Mortgagees of all Condominiums.

Section 13 - Conflicts.

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

## ARTICLE VIII

### Amendments

#### Section 1 Powers of Members.

Bylaws may be amended or repealed, and new Bylaws may be adopted, by the vote or written assent of a majority of the voting power of the Members present and entitled to vote at a meeting of Members duly called for such purpose, which majority shall include not less than a majority of the voting power of members other than Declarant.

Notwithstanding the foregoing, as long as there is a Class B membership, these bylaws may be amended or repealed, and new bylaws may be adopted, only by the vote or written assent of a majority of the voting power of the Members present and entitled to vote at a meeting of Members duly called for such purpose, which majority shall include not less than a majority of the voting power of each of the Class A and Class B membership.

#### Section 2 - Record of Amendments.

Whenever an amendment or new Bylaw is adopted, it shall be placed in the book of Bylaws in the appropriate place. If any Bylaw is repealed, the fact of repeal, with the date of the meeting at which the repeal was enacted or written assent was filed, shall be stated in said book.

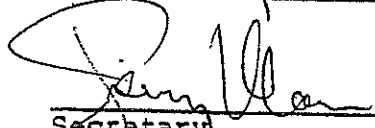
CERTIFICATE OF SECRETAR

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting secretary of *Rossmore Park Owners Association*, a California nonprofit mutual benefit corporation; and

(2) That the foregoing Bylaws, comprising 25 pages constitute the original Bylaws of said corporation as duly adopted at the first meeting of the Board of Directors thereof duly held \_\_\_\_\_, 19\_\_.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this \_\_\_\_\_ day of July, 192011.

  
Secretary  
JERRY MAUGER