

BY-LAWS
of the
GRASSY RUN HOMEOWNERS' ASSOCIATION

Adopted April 29, 1984
Amended May 27, 2009
Amended April 17, 2010
Amended January 10, 2022

ARTICLE I
NAME, LOCATION AND NATURE OF ASSOCIATION

The name of the Association is GRASSY RUN HOMEOWNERS' ASSOCIATION, hereinafter sometimes referred to as the "Association" or "GRHA." The mailing address of the Association is 5555 Grassy Run Court, Placerville, CA 95667.

ARTICLE II
MEMBERSHIP

Section 1. Membership in the Association is automatic and mandatory for owners of parcels located within the Association. Eligible members are entitled to vote on any matter placed before them on the basis of one vote per parcel. Membership in the Association terminates when ownership of the member's parcel is transferred to another person or entity. Ownership of property in the Association is subject to the provisions set forth in the Association's Declaration of Covenants and Restrictions (C&Rs) and Operating Rules.

Section 2. Copies of these By-Laws, the C&Rs, and the then-current Operating Rules are to be given to the new owner(s) at the time of change in ownership. Owners (new or otherwise) are responsible for advising any tenants, lessees, or renters of their parcel of the requirements of the C&Rs, By-Laws, and Operating Rules, and any such tenants, lessees or renters will be bound by the requirements and prohibitions set forth therein. Penalties for any

violation thereof by any such tenants, lessees or renters may be assessed against either or both of the owner(s) of the parcel and the tenants, lessees or renters of the parcel.

ARTICLE III

MEETINGS OF MEMBERS OF THE ASSOCIATION

Section 1. Subject to the provisions hereinafter set forth in Section 5 of this Article III, and in Article IV hereof, an annual meeting of the members of the Association will normally be held in April.

Section 2. Special meetings may be called at any time by the President of the Association, or by a majority of the members of the Board of Directors, or upon a written request to the Board of Directors of one-third of the members eligible to vote.

Section 3. Written notice of each meeting of the members of the Association shall be given by the Board, at least thirty (30) days prior to the meeting, and addressed to the last known members' addresses. The notice shall specify the time, date, place, and in the case of a special meeting, the purpose of the meeting.

Section 4. A quorum consists of a majority of the members eligible to vote who are present either personally or by proxy, for any action except as otherwise provided in the Declaration of Covenants and Restrictions. If a quorum is not present or represented, those members present and eligible to vote will have the power to adjourn the meeting to another time, not more than forty-five (45) days thereafter, without notice other than announcement at the meeting, provided, however, that if such adjournment is for more than five (5) days, notice of the adjourned meeting such be given to the maximum degree feasible. At that adjourned meeting, a quorum will consist of the number of members eligible to vote who are then present either personally or by proxy.

Section 5. In the event that circumstances beyond the control of the Association render the holding of an annual meeting in April either impossible or inadvisable, the Board of Directors may reschedule that meeting for such date and time as, in its discretion and judgment, those circumstances permit.

ARTICLE IV

ELECTIONS

Section 1. The President will select a nominating committee of at least three (3) persons to recommend to the Board at least one resident member of the

Association as a candidate for each office. Candidates must be willing and able to serve. Nominations may also be suggested by any eligible member to the nominating committee, not less than fifteen (15) days prior to the thirty (30) day deadline for final notice by the Board of the annual meeting. The nominating committee will in turn advise the Board thereof, immediately upon receipt of any such member-nominations. Subject to the provisions of Section 5 of this Article IV, the thirty (30) day notice by the Board of the annual meeting shall contain the identities of all candidates for each office.

Section 2. Members delinquent in payment of dues, fines, assessments, or other obligations to the Association are ineligible to be a candidate for election to any office or position within the Association, or to vote or take part in any election process, nor considered in determining the existence of a majority or quorum.

Section 3. The owners of each parcel, who are eligible to vote, are allowed one vote per parcel for each office and each issue being voted upon. Voting may be in person or by proxy. All proxies must be in writing and must be delivered to the Inspector of Elections. Proxies not received by the time of ballot counting are invalid.

Section 4. Elections to the Board of Directors will be by written secret ballot. The persons receiving the largest number of votes will be deemed to have been elected and will take office at the close of the meeting.

Section 5. Notwithstanding any other provision to the contrary in the C&Rs, these By-Laws, or the Operating Rules of the Association, when, as of the deadline for submitting nominations for elections to the Board of Directors, the number of such nominees is not more than the number of vacancies to be filled, as determined by the Inspector of Elections not more than four (4) nor less than two (2) days prior to the 30-day notice of the scheduled election date, the otherwise eligible director nominees shall be considered to have been elected by acclamation, and any notice of the scheduled election shall so advise the members.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The membership of the Board of Directors consists of, and each director holds one of, the following offices: President, Vice President, Secretary, Treasurer, and Roads Superintendent.

Section 2. Meetings of the Board of Directors may be held when called by the President, or by any three (3) Directors, after not less than four (4) days

notice to the members of the Association. Notices of the meetings will be given electronically to those members who have submitted to the Board an electronic address, and by posting at a conspicuous location or locations at the entrance(s) to the Grassy Run community.

Section 3. A majority of the directors will constitute a quorum. Every act or decision made by a majority of the directors present at a duly noticed and held meeting at which a quorum is present will be regarded as the act of the Board.

Section 4. Regular and special meetings of the Board are open to all members. Members who are not directors may participate in deliberation and discussion if authorized by the President or other presiding officer of the Board. The Board may also meet in executive session to discuss and vote on matters as authorized by the California Common Interest Development Open Meeting Act, provided that the general nature of those matters has first been announced in open session.

Section 5. Directors may receive compensation for services rendered to the Association, but only if such compensation is authorized by a unanimous vote of the other directors. Any director may be reimbursed for actual expenses incurred in the performance of that director's duties, including the costs of reasonable and necessary travel, lodging and subsistence, but only if authorized by the Board, in principle, in advance.

Section 6. The Board, or any individual member of the Board, has the right to take urgent or emergency action in the absence of a meeting by obtaining the written or electronic approval of all available members of the Board. Copies of any such approvals must be kept by the Secretary and maintained in the records of the Association.

Section 7. The members of the Board of Directors are to be elected to seats for terms of two years, on a staggered basis, so that two members are elected at one election, and three members are elected at the next election.

Section 8. Any director may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice or at any later date specified. Vacancies on the Board of Directors may be filled by a majority vote of the remaining directors and each director so elected will hold office until the end of that director's term.

Section 9. A recall election special meeting will be held when a petition therefor bearing the signatures of one-third of the members of the Association eligible to vote is presented to the Board of Directors. The petitioners must nominate a candidate to oppose each officer and director whom they seek to recall. The determination of whether to unseat the incumbent officer(s) and

director(s) for the remaining term of office will be made by majority vote of the members of the Association eligible to vote, on a one vote per parcel basis.

ARTICLE VI

POWER AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors has the power to:

(a) Adopt and publish rules and regulations governing the use of the public utilities, private roads, street lights, street name signs, traffic control signs, easements, gates and associated structures and facilities, pipes, conduits, ditches and appurtenances, paths, private riding trails and/or other services and facilities within Grassy Run, and to establish penalties for violations of any of the Association's governing documents;

(b) Impose monetary penalties and/or suspend the voting rights of any member during any period in which such member is in default in the payment of any assessment and/or penalty levied or imposed by the Association, or during any period in which such has been determined to have violated any of the Association's published rules and regulations, after notice to the member with respect thereto and a reasonable opportunity for the member to be heard thereon, and for a reasonable period of time thereafter;

(c) Enter into agreements with members permitting them to pay assessments in periodic payments without being in default, provided that the maximum term for payment of annual assessments may not be greater than one (1) year, and provided further that no such agreement may be made with any member who is in default of a previous year's annual assessment;

(d) Exercise for the Association all powers, duties and authority vested in, or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Association's Declaration of Covenants, Conditions and Restrictions (CC&Rs), or any other governing document of the Association;

(e) Declare the office of any officer and/or member of the Board to be vacant in the event such officer or member of the Board is absent from three (3) consecutive meetings of the Board of Directors and/or for a period of three (3) consecutive months;

(f) Contract with third parties on behalf of the Association, provided that contracts for goods or services to be furnished to the Association meet one of the following criteria:

(1) be for a term of one (1) year or less;

(2) be approved by a majority vote of the Membership; or

(3) be a prepaid liability insurance policy which does not exceed three (3) years duration and which permits short rate cancellation by the insured;

(g) Authorize variances, uses and other actions by any member and/or parcel owner, upon a showing of good cause after notice and a hearing thereon, which do not otherwise conform to the express provisions of the CC&Rs; and

(h) Establish and appoint the members of, and designate the purposes and powers of, such committees as it may deem appropriate.

Section 2. It is the duty of the Board of Directors to:

(a) Keep a record of all its acts and corporate affairs;

(b) Supervise all officers, committees, representatives, agents and employees of the Association, and to see their duties are properly performed;

(c) Fix the amount of the annual or special assessments approved by the members of the Association against each parcel, to send written notice of each assessment to the owners of said parcels at least thirty (30) days in advance of each annual assessment period, and to take all appropriate actions to collect such assessments;

(d) Issue upon request by any person, together with payment of a reasonable charge therefor, a certificate setting forth whether or not any assessment has been paid;

(e) Procure and maintain general comprehensive liability insurance on the private roads, street lights, street name signs, traffic control signs, easements, gates and associated structures and facilities, pipes, conduits, ditches and appurtenances, paths, private riding trails and/or other services and facilities within Grassy Run, and on and covering the officers, directors, committees, representatives, agents and employees of the Association; and

(f) Cause the private roads, street lights, street name signs, traffic control signs, easements, gates and associated structures and facilities, pipes, conduits, ditches and appurtenances, paths, private riding trails and/or other services and facilities within Grassy Run to be maintained.

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ARTICLE VII

OFFICERS, AGENTS, AND THEIR DUTIES

Section 1. Each director is also an officer of the Association. The duties of the officers are as follows:

- (a) President. The President:
 - presides at all meetings of the members of the Association and of the Board of Directors,
 - sees to it that orders, resolutions and other directives of the Board are carried out,
 - signs or co-signs all written instruments, and co-signs all checks and promissory notes.
- (b) Vice-President. The Vice-President:
 - acts in the place of the President in the event of the absence or unavailability of the President, and exercises and discharges such other duties as may be required by the Board.
- (c) Secretary. The Secretary:
 - records the notes and keeps the minutes of all meetings and proceedings of the Board and of the members of the Association,
 - serves notice of meetings of the Board and the members of the Association,
 - keeps appropriate current records showing the identities of the members of the Association together with their addresses and other appropriate contact information,
 - maintains a roster showing the identities of each of the members of each committee of the Association, and
 - performs such other duties as required by the Board.
- (d) Treasurer. The Treasurer:
 - receives and deposits in appropriate bank accounts all monies of the Association,
 - signs or co-signs all checks and promissory notes of the Association,

- keeps proper books of account,
 - prepares and distributes to the members of the Association annual financial statements of the Association,
 - responds to appropriate requests for information concerning the status of Association and member accounts, and
 - sends out invoices to the members of the Association for dues and assessments, and collects the same.
- (e) Roads Superintendent. The Roads Superintendent:
- negotiates contracts for the upkeep and improvement of the private roads, street lights, street name signs, traffic control signs, easements, gates and associated structures and facilities, pipes, conduits, ditches and appurtenances, paths, private riding trails and/or other services and facilities within Grassy Run;
 - coordinates all work with the companies providing utility services within the Grassy Run easements;
 - seeks competitive and quality contracts, and submits them to the Board for approval;
 - organizes work parties of those members of the Association desiring to assist in reducing road upkeep cost and litter control;
 - monitors the progress of contracts and certifies their satisfactory completion before the contractor is paid; and
 - communicates to the members of the Association, and to the Board, in a timely manner, the existence and status of all road projects being undertaken by the Association.

Section 2.

(a) Any officer may be recalled, with or without cause, by the members of the Association eligible to vote, on a one vote per parcel basis, in accordance with the procedures set forth hereinabove in Article V, Section 9 of these By-Laws. Any officer may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice or at any later date specified.

(b) Any representative, committee member, agent and/or employee of the Association may be removed by the Board from the position

held by that person with or without cause.

ARTICLE VIII

DIRECTOR AND COMMITTEE MEETINGS

The term "meeting" as used in this Article VIII includes any congregation of a majority of the members of the Board of Directors at the same time and place, whether in a committee setting or otherwise, to hear, discuss or deliberate upon any item of business scheduled to be heard by the Board, except those matters that may be heard in closed or executive session.

A majority of the directors of the Association may not attend or participate in any such congregation, if notice of a committee or other meeting has not been given in accordance with the requirements of Article V, Section 2 of these Bylaws, and if said meeting is not open to attendance and participation by all members of the Association.

There are three (3) Standing Committees of the Association: (a) an Architectural Committee, (b) a Roads Committee, and (c) a Compliance Committee. Each committee will establish its own rules and procedures, and will elect its own Chairperson. Unless and until the Board of Directors has established and appointed the members of each of the Standing Committees, the members of the Board will serve as, and perform the duties of, each of those committees. The Board may also establish, and appoint the members of, such other committees as it deems necessary and proper.

ARTICLE IX

RECORDS

Every member of the Association has the right at any reasonable time, upon advance notice to the appropriate member of the Board, to inspect the records and documents of the Association. This right of inspection includes the right to make extracts and copies of the documents. The costs of making such extracts and/or copies, and/or of any audit are to be paid by the requesting member.

ARTICLE X

ASSESSMENTS

Each owner of a parcel or parcels located within Grassy Run, and/or member of the Association, is obligated to pay to the Association annual and special assessments. If the assessment is not paid within forty-five (45) days

after the due date, the assessment will bear interest from the date of delinquency at the rate prescribed in the CC&Rs, and the Association may bring an action at law against the member of the Association and/or owner or owners personally obligated to pay the same, plus interest, costs and reasonable attorney's fees. The Association may also take such other actions as are available to it under the law, including but not limited to the right of foreclosure after the passage of the statutory amount of time permitting it to do so.

ARTICLE XI AMENDMENTS

Section 1. These By-Laws may be amended at a regular or special meeting of the members of the Association, by the vote of a majority of those members eligible to vote, on a one vote per parcel basis.


Section 2. In the case of any conflict between the CC&Rs and these By-Laws, the CC&Rs are to control.

ARTICLE XII MISCELLANEOUS

The fiscal year of the Association begins on the first day of January and end on the 31st day of December. The Association operates as a non-profit corporation.

End

This is a true copy of the Amended and Restated Bylaws of the Grassy Run Homeowners' Association, effective as of January 10, 2022.


Eric Holm, President


Gayle Littrell, Secretary