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MeadowCreek II Owners Association
Bishop, California

AMENDED AND RESTATED

BYLAWS

February 7, 2018

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AMENDED AND RESTATED BYLAWS
OF
MEADOWCREEK II OWNERS ASSOCIATION

ARTICLE I
NAME AND LOCATION

The name of the association is MeadowCreek II Owners Association hereinafter referred to as the “association”. The principal office of the association shall be located at the MeadowCreek planned development in Inyo County, California.

ARTICLE II
DEFINITIONS

2.01 Association: Refers to the MeadowCreek II Owners Association, a California nonprofit corporation, created and functioning pursuant to certain articles of incorporation for the purpose of maintaining and administering the common area, and administering and enforcing the covenants, conditions and restrictions.

2.02 Member: Every owner of a lot that is subject to assessment shall be a member of the association.

2.03 Common Area: The common area means the entire common interest development, except the individual lots, that is owned and/or used by the association for the enjoyment of the owners.

2.04 Declaration: The declaration shall mean and refer to the declaration of covenants, conditions and restrictions applicable to the properties recorded in the Office of the County Recorder in Inyo County, California.

2.05 Articles of Incorporation: The articles shall mean the association’s articles of incorporation and their amendments organized as a Nonprofit Mutual Benefit Corporation.

ARTICLE III MEETINGS

3.01 Regular Board Meetings: Regular meetings of the board of directors shall be held at least quarterly at such hour as may be fixed by the board of the time and place thereof.

3.02 Annual Meetings: Annual meetings of the members shall be held on a weekday in June of each year, at 6:30 p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held on the day thereafter that is not a legal holiday.

3.03 Special Meetings of the Board: Special meetings of the board of directors shall be held when called by the president of the association or by any two directors. Notice of the time and place of the special meetings shall be given to each director by one of the following methods: (1) by personal delivery of written notice; (2) by first class mail; (3) by telephone or electronic mail communication. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the association. The notice of the meeting shall specify the purpose of the special meeting.

3.04 Special Meetings of the Members: Special meeting of the members may be called at any time, by a majority of a quorum of the board, or upon receipt of written request signed by members representing at least five percent (5%) of the total voting power of the association. If a special meeting is called by members other than the board, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail, or other facsimile transmission or by electronic mail to the president, vice president, or the secretary of the association. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 3.06 that a meeting will be held, and the date for such meeting. The date of the meeting shall be not less than 10 or more than 90 days following the receipt of the request.

3.05 Participation of Members: The board of directors of the association shall permit any member of the association to speak at any meeting of the association or the board of directors, except for meetings of the board held in executive session. The board of directors shall establish a reasonable time limit for all members of the association to speak to the board of directors or before a meeting of the association.

3.06 Notice of Member Meetings: All notices shall be sent not less than 10, or more than 90 days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (2) in the case of the annual meeting, those matters which the board of directors, at the time of giving the notice, intends to present for action by the members.

Notice of any meeting of members shall be given either personally or by first class mail, or other written communication, to each member either at the address of that member appearing on the books of the association, or the address given by the member to the association for the purpose of notice.

3.07 Quorum: In regards to members, the presence of members at a duly noticed meeting entitled to cast a vote in person or by proxy, twenty five percent (25%) of the votes of the total voting power of the association shall constitute a quorum for any action. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment.

In regards to the board of directors, a majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn.

3.08 Action Without a Meeting: Any action that may be taken at an annual or special meeting of members, except the election of directors, may be taken without a meeting. If the action requires a ballot it shall be filed with the secretary of the association and maintained in the association records. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

3.09 Record Date For Voting: For the purposes of determining which members are entitled to receive notice of any meeting the board of directors shall fix, in advance, a “record date”, which shall not be more than 60 or fewer than 10 days before the date of any such meeting. A person holding membership as of the close of business on the record date shall be deemed the member of record.

3.10 Proxies: Every person entitled to vote shall have the right to do so, either in person or by written proxy, signed and dated by the person and filed with the secretary of the association.

A validly executed proxy shall continue in full force and effect unless (1) revoked by the member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the association stating that the proxy is revoked by a subsequent proxy executed by such member, or by personal attendance and voting at a meeting by such member.

In any election of directors, any form of proxy that is marked by a member “withhold”, or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

3.11 Adjournment: A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

3.12 Notice of Adjournment: Notice of the time and place of holding an adjourned meeting need not be given to directors who were present at the meeting when the time and place of the adjourned meeting was fixed. Personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment. If a quorum is not present or represented at any meeting, the members entitled to vote shall have the power only to adjourn the meeting to another time not less than five (5) or more than thirty (30) days thereafter.

3.13 Action Without Meeting: Any authorized action taken by the board of directors may be taken without a meeting, if a quorum on the board consent to that action. Such consent shall be filed with the minutes of the proceedings of the board.

3.14 Compensation: No director or officer shall receive compensation for any service he may render to the association. However, any director or

officer may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE IV ELECTION OF DIRECTORS

4.01 Nominations And Solicitations For Votes: Any director or member may nominate candidates for directorships at least fifteen (15) days before the date of the election, and the secretary shall forward to each member, with the notice of the meeting a list of candidates nominated. If there is a meeting to elect directors, any members present at the meeting, in person or by proxy may place names in nomination for directorship.

If more people are nominated for the board than can be elected, the election shall take place by means of a procedure that allows all nominees a reasonable opportunity to solicit votes, and allows all members a reasonable opportunity to choose among nominees.

4.02 Voting: Voting may be by voice or ballot, provided that any election of directors must be by secret written ballot. Those candidates receiving the highest number of votes, up to the number of directors to be elected, shall be winners of the election. The names of all candidates must be placed in nomination before voting commences.

4.03 Publication: If the association now or hereafter publishes, owns, or controls a magazine, newsletter, or other publication, and publishes material in the publication soliciting votes for any nominee for director, it shall make available to all other nominees, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

4.04 Use of Association Funds to Support Nominee: No association funds may be expended in support of a nominee for director.

ARTICLE V DIRECTORS

5.01 Powers and Duties: Subject to any limitations in the articles of incorporation, the declaration and these bylaws relating to action required to be approved by the members, the business and affairs of the association shall

be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.

A. Specific Powers. Without prejudice to their general powers, and subject to the same limitations, the directors shall have the power and authority to:

1. Adopt and publish rules and regulations governing the use of the Common area and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

2. Establish additional rules and regulations, including the imposition of fines or towing procedures for violations of the parking restrictions, as determined by the board.

3. Impose a monetary penalty and/or suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the association, or during any period in which such member is guilty of an infraction of published rules and regulations if such member's infraction has been determined by the board following notice to the member and an opportunity to be heard by the board with respect to the infraction alleged;

4. 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 bylaws, the articles of incorporation, or the declaration.

5. Delegation of Powers: The association acting by and through the board can delegate its powers, duties, and responsibilities to committees or employees, (including a professional managing agent "manager"). Any agreement for professional management shall be terminable by either party with or without cause and without payment of a termination fee on thirty-(30) days' written notice. The term of any such agreement shall not exceed one (1) year, but may be renewable by agreement of the parties for successive one-year periods.

B. Duties. It shall be the duty of the board of directors to:

1. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting prior to which such statement has been requested in writing by 25% of the members.

2. Supervise all officers, agents and employees of the association, and to see that their duties are properly performed;

3. As more fully provided in the declaration, to: (a) Fix the amount of the annual assessment against each lot; (b) Send written notice of each assessment to every owner subject thereto as required by the declaration; and

(c) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring action at law against the owner personally obligated to pay the same;

4. Procure and maintain liability and hazard insurance on the common area and improvements therein.

5. Cause all officers or employees having fiscal responsibility to be bonded, as it may deem appropriate.

6. Cause the common area to be maintained.

7. Cause the association to pay all taxes and assessments that could become a lien on the common area.

5.02 Number of Directors: The authorized number of directors shall not be more than seven (7) or less than five (5).

5.03 Election and Term of Office of Directors: At each annual meeting the members shall elect and fill all vacancies for a term of two (2) years.

5.04 Removal of Director: Subject to the restrictions stated herein any or all directors might be removed without cause if such removal is approved by a vote of 51% of the membership.

5.05 Vacancies: A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the following: (1) the death, resignation, or removal of any director; (2) the increase of the authorized number of directors.

Any director may resign to be effective on giving writing notice to the president, the secretary, or the board of directors.

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

5.06 Action Challenging Appointment or Removal of Director: An action challenging the validity of any election, appointment or removal of a director or directors must be commenced within 60 days after the election, appointment or removal.

ARTICLE VI
OFFICERS AND THEIR DUTIES

6.01 Officers: The officers of this association shall be a president, vice president, secretary and treasurer, and such other officers as the board may appoint.

6.02 Election: The election of officers shall take place at the first meeting of the board of directors following each annual meeting of the members.

6.03 Term: The board shall elect each officer of this association annually, for one year.

6.04 Special Appointments: The board may appoint such other officers as the affairs 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 determine.

6.05 Vacancies: A vacancy of any director may be filled by appointment by the board. The director appointed to such vacancy shall serve for the remainder of the term of the director he replaces.

6.06: Multiple Offices: The offices of secretary and treasurer may be held by the same person. No personnel shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to 6.01 of this Article.

6.07: Duties: The duties of the officers are as follows:

President: The president shall preside at all meetings of the board of directors; shall see that orders and resolutions of the board are carried out.

Vice President: The vice president shall act in the place and stead of the president in the event of his absence, inability to act or refusal to act to carry out any order or resolution of the board, and shall exercise and discharge such other duties as may be required of him by the board.

Secretary: The secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members; serve notice of meetings of the board and of the members; keep appropriate current records showing the members of the association together with their addresses, and shall perform such other duties as required by the board.

Treasurer: The treasurer, acting alone, or in coordination with the accountant for the association, shall receive and deposit in appropriate bank accounts all monies of the association, shall disburse such funds as directed by resolution of the board of directors, sign checks and promissory notes, keep proper accounting records and prepare and/or cause to be prepared and distribute certain financial reports to the membership and to the board of directors.

A. For the Membership:

1. The adopted budget for the upcoming fiscal year and shall be mailed 60 days before the beginning of the fiscal year.
2. The annual report that includes a balance sheet and shall be mailed 90 days following the close of the fiscal year.

B. For the Board:

1. Develop the proposed budget for the upcoming fiscal year and present it at the third-quarter meeting of the board of directors for approval.
2. A quarterly financial statement that is in accordance with established accounting practices, as well as, any changes in the financial position of the association and a status report of the reserve-study document.

C. Review of the Financial Statement:

A review of the financial statement of the association shall be prepared in accordance with generally accepted accounting principles by a licensee of the California Board of Accountancy for any fiscal year in which the gross income to the association exceeds seventy-five thousand dollars (\$75,000). A copy of the review of the financial statement shall be distributed within 120 days after the close of each fiscal year.

ARTICLE VII COMMITTEES

7.01 Committees: The board of directors may appoint one or more committees, however composed, for any purpose related to the purposes or obligations of the association. However, a committee shall not have all or any of the authority of the board unless it includes at least two (2) members of the board.

7.02 Committees of Directors: The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more

committees to serve at the pleasure of the board. Any committee so composed may, to the extent provided in the resolution of the board, have all the authority of the board, except that no committee, regardless of its composition or board resolution, may:

- A. Take any final action on matters, which, under the Nonprofit Corporation Law of California, also requires members' approval;
- B. Fill vacancies on the board of directors or in any committee;
- C. Amend or repeal bylaws or adopt new bylaws;
- D. Amend or repeal any resolution of the board of directors.
- E. Appoint any other committee of the board of directors or the members of these committees;
- F. Expend association funds to support a nominee for director.
- G. Approve any transaction to which the association is a party and one or more directors have a material financial interest.

7.03 Meetings and Action of Committees: Meetings and actions of all committees composed of board members shall be governed by, and held in accordance with the applicable provisions of these bylaws, concerning meetings of directors and director action without a meeting. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the association records. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS

8.01 Indemnification: This association shall indemnify any person who is or was a director, officer, employee, or other agent of this association to the fullest extent permitted by Section 7237 of the California Corporations Code as amended.

8.02 Insurance: The board of directors shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the association against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this association would have the power to indemnify the agent against that liability under the provisions of this section.

ARTICLE IX RECORDS AND REPORTS

9.01 Inspection Rights: The association shall keep at its principle office the original or a copy of the current membership register, articles and bylaws as amended to date, which shall be open to inspection by the members. The accounting books, records, and minutes or proceedings of the members and the board of directors and any committee(s) of the board of directors shall be kept at such place or places designated by the board of directors. The membership register, minutes and accounting books and records shall be open to inspection for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts.

9.02 Inspection Rules: The board of directors shall establish reasonable rules with respect to: (1) notice to be given to the custodian of the records by a member desiring to make inspection; (2) hours and days of the week when inspection may be made; and (3) payment of the cost of reproducing copies.

9.03 Inspection by Directors: Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the association. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE X ASSESSMENTS

As more fully provided in the declaration, each member is obligated to pay to the association annual and, special assessments that are secured by a continuing lien upon the property against which the assessment is made. The delinquency dates, late charges and procedures for enforcement of assessment liens shall be as provided in the declaration. No owner may waive or otherwise escape liability for the assessment provided for herein by nonuse of abandonment of his residence or the common area.

ARTICLE XI
SEAL

The association may have a corporate seal, circular in form, with its name inscribed thereon together with the word California and date of its incorporation.

ARTICLE XII
CONFLICTS

In the case of any conflict between the articles of incorporation and these bylaws, the articles shall control; and in the case of any conflict between the declaration and these bylaws, the declaration shall control.

ARTICLE XIII
CONSTRUCTIONS AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Non-Profit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" include the corporation and a natural person.

ARTICLE XIV
AMENDMENTS

These bylaws may be amended or revoked by ballot, or at a regular or special meeting of the members, by a vote of 51% of the members then voting by ballot or at a regular or special meeting of the members.

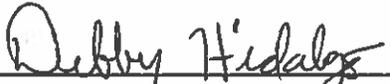
ARTICLE XV
FISCAL YEAR

The regular fiscal year of the association shall begin on the first day of January and end on the 31st day of December of every year.

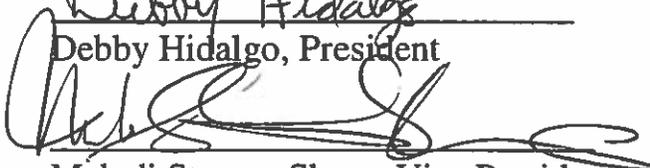
CERTIFICATION OF AMENDED AND RESTATED
BYLAWS

We certify that these amended and restated Bylaws were approved and became effective February 7, 2018 and supersede all previous Bylaws and amendments referring to the same subject matter.

The following Board of Directors have read this Certification and approve its content on this 13th day of March, 2018.



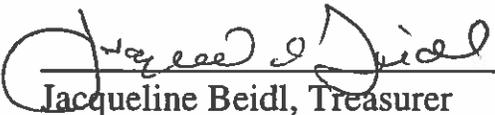
Debby Hidalgo, President



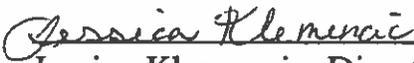
Melodi Strauss-Sharp, Vice President



Ray Miklaucic, Secretary



Jacqueline Beidl, Treasurer



Jessica Klemencic, Director



Robyn Widsom, Director