

**Bylaws
Cascadel Woods Property Owners Association
Approved October 26, 2010 - Amended October 2018**

**BYLAWS
CASCADEL WOODS PROPERTY
OWNERS ASSOCIATION
OCTOBER 26, 2010**

**As amended by Board on January 13, 2013 and July 13, 2013
As amended and approved by the Board on August 26, 2013
As amended by the Board on October 8, 2018**

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Section 1 **Name, Objectives and Definitions**

1.1 Name. The name of the Corporation shall be Cascadel Woods Property Owners Association (“CWPOA”).

1.2 Objectives. The objectives of this corporation shall be; preparing the annual budget as well as the objectives in the Articles of Incorporation which state “..the promotion of social and beneficial activities to the organization of persons owning or interested in owning a home in Cascadel Woods Development”; to promote and protect the interest of its members against fraud and imposition; to assist its members in the protection and enforcement of their rights in any matter connected with their ownership or use of their homes.

1.3 Definitions.

1.3.1 "Approval by (or approval of) the members" means approved or ratified by the affirmative vote of a majority of the votes represented and voting at a duly held meeting at which a quorum is present in person or by proxy or by telecommunication (which affirmative votes also constitute a majority of the required quorum) or written ballot in conformity with section 3.8.

1.3.2 "Approval by (or approval of) a majority of all members" means approval by an affirmative vote or written ballot of a majority of the votes entitled to be cast.

1.3.3 Board of Directors. "Board of Directors" or "Directors" shall mean the governing body of the Association.

1.3.4 Development. "Development" shall mean all the real property located in the Cascadel Woods Subdivisions and all other subdivisions which may be developed in the future within the boundary limits of the geographical area known as Cascadel Woods. This includes any parcel or lot also known as an “outlot”.

1.3.5 Lot. "Lot" shall mean any plot of land shown upon any recorded subdivision map of the Development. Notwithstanding any specific exclusion in these bylaws, all property owners of any lot shall be eligible for membership, and are subject to all other membership requirements.

1.3.6 "Owner" shall mean the record owner, whether one or more persons or entities, of the Fee Ownership to any Lot, which is a part of the Development.

1.3.7 Fee Ownership is a property owner who has title to property via any type of fee and is capable of using the real estate to arrange loans using the property as collateral.

Section 2 **Members**

2.1 The Corporation will have one class of members only, and each membership has equal voting and other rights. No person may hold more than one membership in the Corporation.

2.2 All Owners shall have the right to become members of this Corporation at any time.

2.3 Any Owner qualified for membership under Section 2.2 of these Bylaws, will be admitted to membership at their request and upon the payment of any dues, fees or contribution as may be determined by the Board of Directors from time to time and according to Section 2.4 of these Bylaws. Any dues, fees or contribution required for admittance may be prorated according to any formula for such, as determined by the Board of Directors. Any formula for proration approved by

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the Board of Directors may only take effect after the next renewal date following such approval and must continue in effect during the term of membership according to Section 2.4.

2.4 The annual term of Membership shall begin and expire at 12:01 AM on July 1 of each year. New memberships begin at the time all requirements of Sections 2.3 have been met and expire at 12:01 AM on the following year.

2.5 A member of the Corporation is not personally liable, solely because of membership, for the debts, obligations, or liabilities of the Corporation.

2.6 Neither membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

2.7 (a) The membership and all rights of membership automatically terminate on the occurrence of any of the following causes:

(1) The voluntary resignation of a member upon written notice delivered to the President or Secretary of the Corporation personally or deposited in United States first class mail, postage prepaid or by way of telecommunication.

(2) The failure to meet all membership requirements by the beginning of the next Membership term.

(3) The termination of ownership of a Lot in the Development by sale or otherwise.

(4) The misuse of the memberships' name and address list for personal use.

(b) Any and all rights of a member in the Corporation and in its property cease on the termination of membership. However, termination does not relieve the member from any obligation for charges incurred, services or benefits actually rendered arising from contract or otherwise. The Corporation retains the right to enforce any obligation or obtain damages for its breach.

Section 3 Meetings of Members and Voting

3.1 Annual meetings of the members will be held on the 4th Saturday of September of each year at 59827 Cascadel Drive, in the town of North Fork, County of Madera, State of California, or any other location within the County of Madera, State of California that may be designated from time to time by resolution of the Board of Directors, for the purpose of transacting proper business as may come before the Board of Directors, including the election of Directors for the ensuing year. If the election of Directors does not occur at the annual meeting of the members, the Board will (or 5 percent of the members may) cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members. If the day fixed for the regular meeting of members falls on a legal holiday, the meeting will be held at the same hour and place on the next succeeding day. No change of time or place for an annual meeting shall be made later than twenty (20) days or sooner than ninety (90) days prior to the date set for the next annual meeting.

California Corporation Code Section 7220(b):

Unless the Articles or Bylaws otherwise provide, each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, unless the director has been removed from office.

3.2 Notices of annual meetings, annual or special, shall be given in writing to members entitled to vote by the Secretary, or if there be no such officer, or in case of his neglect or refusal, by any director or members. Notices of such meetings may be given by e-mail if a member consents in writing to receive such notices by e-mail, not less than 20 or more than 90 days before the date of the meeting to each member who is entitled to vote at the meeting as of the record date for notice of the meeting.

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3.3 The notice will state the place, date, and hour of the meeting and in the case of special meetings, the general nature of the business to be transacted, or 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. The notice of any meeting at which Directors are to be elected shall include the names of the nominees included at the time of the notice to be presented by the board for election, pursuant to Section 7511(a) of the Corporations Code of California.

3.4 The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice,

IF: A quorum is present either in person or by proxy

AND IF: Before or after the meeting, each of the persons entitled to vote (but not present in person or by proxy), signs either:

A. A written waiver of notice that consents to the holding of the meeting.

Or B. An approval of the minutes of the meeting.

All waivers, consents, and approvals will be filed with the corporate records *or* will be included in the minutes of the meeting.

3.5 **SPECIAL MEETINGS** of members will be called by the President of the Corporation or any two Directors and held at the place as may be designated by resolution of the Board of Directors. Five percent or more of the members of the Corporation may call special meetings for any lawful purpose.

3.6 **THE QUORUM** at any meeting of members consists of one-third (1/3) of the total membership, represented in person or by proxy. For the election of Directors, all ballots will be included in the count for the required quorum as per section 3.8 (b).

3.7 Each membership shall be entitled to one vote on each matter submitted to a vote of the members. In the case of Directors of the CWPOA Board, the number of seats to be filled shall determine the number of votes to be cast on each ballot. The votes shall not be cumulative. Ballots with cumulative votes shall be included in the quorum count and considered null and void for any prospective Director as amended on Jan 12, 2013 pursuant to Section 7610 of the Corporations Code of California.

(a) When title to a Lot is in the name of a corporation, partnership or limited liability company, or otherwise, the entity shall designate, in a writing or by a form of telecommunication delivered to the Secretary of the Corporation, one individual with vested authority to vote on behalf of the entity.

(b) Members entitled to vote, as set forth in Section 3.7(a) of these Bylaws, have the right to vote either in person, by written ballot, telecommunication, or by a written proxy executed in accordance with the provisions of Section 75124 of the Corporations Code of California and filed with the Secretary of the Corporation. However, a proxy is not valid after the meeting for which the proxy is intended to serve.

3.8 Voting and Actions by Membership

(a) Any action that may be taken at any regular or special meeting of members may be taken without a meeting, provided that the following ballot requirements are satisfied:

(1) The Corporation distributes a ballot to every member entitled to vote on the matter.

(2) The ballot states the proposed action, provides an opportunity to specify approval or disapproval of any proposal, and provides a reasonable time within which to return the ballot to the corporation.

(3) The number of votes cast by ballot with the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action.

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(4) The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(b) Directors may be elected by written ballot and/or appointed pursuant to Section 7224 of the Corporations Code of California.

(c) Ballots will be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 3.3 of these Bylaws and of voting by written ballot set forth in Section 3.8(d) of these Bylaws. All solicitations must indicate: The number of responses needed to meet the quorum requirement; and with respect to ballots other than for the election of Directors must state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted. The stated deadline on the ballot is firm.

(d) The form of written ballots distributed to 10 or more members must afford an opportunity, on the ballot, to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed. The form must also provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any matter, the vote must be cast in accordance with that choice. If the ballot for the election of Directors is marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is "withheld", the ballot will not be voted either for or against the election of a Director. The ballot shall be counted in the total votes required for a quorum. No write-in nominations will be accepted.

(e) Unless otherwise provided in the Articles of Incorporation of the Corporation or these Bylaws, a written ballot may not be revoked.

(f) If a ballot is received after the appointed "Day and Time" deadline, that ballot will not be included in the count for the quorum or the matter. This shall include any telecommunications; walk-ins and/or U. S. Mail deliveries. The Office computer shall be shut down at the time of the deadline. Anything received via a telecommunication device after the noticed dead line, will not be accepted.

Section 4 Directors

4.1 The affairs of this Corporation shall be administered by a Board of Directors consisting of five (5) Directors. Collectively, the Directors will be known as the Board of Directors.

4.2 The Directors of the Corporation must be an Owner and be a member of this Corporation. See section's 1.3.6 and 2.2 of these Bylaws.

4.3 Directors may not be employed by or serve as a contractor to Cascadel Woods Property Owners Association. However, the Directors may oversee the management of any Grant awarded to the CWPOA or appoint someone as manager to oversee Grant execution in collaboration with all contractors performing work for the satisfaction of the Grant.

4.4 Each Director holds office for a term of two years from the date of the Director's election, and until the Director's successor is elected or appointed and qualifies under Sec. 4.2 of these Bylaws. If a Director is removed at a special meeting of the members called and held as prescribed by Section 3.5 of these Bylaws, that Director will hold office until his or her removal and his or her successor is elected or appointed and qualifies. Each Director will serve an overlapping two-year term. Three Members will be elected one year, the other two the next and so on.

4.5 The Directors serve without compensation.

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4.6 (a) Meetings of the Board may be called by the President or the Secretary or any two Directors.

(b) All meetings of the Board will be held at 59827 Cascadel Drive, in the town of North Fork, County of Madera, State of California, or any other location within the County of Madera, State of California that may be designated from time to time by resolution of the Board of Directors.

(c) Regular meetings of the Board will be held immediately following each annual meeting of the members of the Corporation as set forth in Section 3.1 of these Bylaws and on the second Saturday of every odd numbered month thereafter.

(d) Special meetings of the Board may be called by the President or the Secretary or any two Directors. Special meetings may be held on four days notice by first class mail, postage prepaid, or on 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

(e) A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

(f) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

4.7 Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors.

4.8 The Board may declare vacant the office of a Director on the occurrence of any of the following events:

(1) The Director has been declared of unsound mind by a final order of court.

(2) The Director has been convicted of a felony.

(3) The Director has been found by a final order or judgment of any court to have breached duties imposed by California Corporations Code Section 7230 et seq. on directors who perform functions with respect to assets held in charitable trust.

(4) The Director has failed to attend three (3) regular meetings of the Board.

4.9 Any or all of the Directors may be removed without cause if, while the Corporation has fewer than 50 members, removal is approved by a majority of all members pursuant to California Corporations Code Section 5033; or while the Corporation has more than 50 members, removal is approved by the members within the meaning of California Corporations Code Section 5034. See Appendix at the end of these Bylaws for the above mentioned codes.

4.10 (a) Vacancies on the Board of Directors occur

(1) On the death, resignation, or removal of any Director

(2) Whenever the number of authorized Directors is increased

(3) On the failure of the members in any election to elect the full number of authorized Directors.

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(b) Except for vacancies on the Board created by removal of a Director, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by

- (1) The unanimous written consent of the Directors then in office
- (2) The affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice
- (3) A sole remaining Director; pursuant to Section 7224 of the Corporations Code of California

(c) Vacancies created by removal of a Director may only be filled by the approval of the members. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

4.11 Any Director may resign effective on written notice to the President, the Secretary, or the Board of Directors of the Corporation. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 5 **Officers**

5.1 The corporate officers shall consist of a President, a Vice President, a Secretary, a Treasurer, and such additional officers who shall be appointed or elected by the Board of Directors. All officers shall be elected from the current Board Members.

5.2 The officers of the corporation, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service or until their respective successors shall be elected or appointed. Any officer may be removed, either with or without cause, by a majority of the Board of Directors at any time.

Section 6 **President**

6.1 The President shall preside over all meetings of the Board of Directors and sign and date all communications to the members except agendas, minutes and financial reports. Failure of the President to sign and date communications will render the communication invalid.

6.2 The President shall appoint such Committees as the President may be authorized to appoint by the Board of Directors and define the duties of such Committees and shall have such other powers and perform such other duties as may be required of the President by the Board of Directors.

Section 7 **Vice President**

7.1 The Vice President shall, in the absence of the President, perform all of the duties and have all the powers of the President and have such other powers and perform such other duties as shall be assigned to the Vice President by the Directors.

Section 8 **Secretary**

8.1 The Secretary shall keep or cause to be kept a record of the proceedings of the Board of Directors and of the members meetings and keep charge of the corporate seal.

8.2 The Secretary shall serve all notices required by law or the By Laws of the corporation.

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8.3 In case of the Secretary's absence, refusal or inability to act, the Secretary's duties may be performed by any person whom the Board of Directors may direct.

Section 9 Treasurer

9.1 The Treasurer may not hold other offices of the Corporation.

9.2 The Treasurer's duties shall include:

(a) Preparing and maintaining or cause a full set of books of accounts to be kept, showing every detail of the business and the corporation's accounts including all receipts and disbursements of every name and nature of the Association.

(b) Maintaining records or cause records to be maintained, of accounts due and accounts payable along with the monies in petty cash.

(c) Delivering or cause to be delivered, all appropriate documents to an Independent Accountant for preparation of the annual tax return. The completed tax forms shall be turned over to the President of the Board for signing prior to mailing.

(d) Prepare or cause to be prepared, the profit and loss statement and balance sheet for the prior fiscal year in cooperation with the Independent Accountant.

(e) Prepare or cause to be prepared, a proposed budget for the operation and maintenance of the business and equipment for the coming year for Board review at the annual meeting of the membership.

(f) Upon Board approval, prepare and file small claims actions on behalf of the corporation.

Section 10 Powers of Directors

10.1 General Powers of Directors

10.1.1 The business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

10.2 Specific Powers of Directors

10.2.1 Without prejudice to such general powers, it is hereby expressly declared that the Directors shall have the following powers, to-wit:

(a) To conduct, manage, and control the affairs and business of the corporation and to make such rules and regulations therefore not inconsistent with law, the Articles of Incorporation or these By-laws.

(b) To appoint and remove or suspend such contractors, employees and agents as they may deem necessary, and to determine their duties and set remuneration.

(c) To pay for any property purchased by the corporation either wholly or partly in money, bonds, debentures or other securities of the corporation.

(d) To designate the time and place of its regular Board meetings. All regular Board meetings shall be in person and open to the Members.

(e) To call a special Membership meeting in addition to or in place of the regular Board meeting.

(f) To hold closed sessions when necessary to discuss personnel and legal issues.

(g) To appoint such committees on any subject within the powers of the corporation's Articles of Incorporation and these Bylaws, and to define the powers and duties of such committees.

(h) To select and designate such bank or trust company, as they deem advisable, as official depository of the funds of the corporation and to prescribe and order the manner in which such deposits shall be made and/or withdrawn.

(i) To appoint Directors in the event of a vacancy or vacancies on the Board of Directors, due to resignation or insufficient candidates for election, for a one-year term or the remainder of the abandoned term, whichever is less, until the next election may fill the vacancy or vacancies.

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10.3 Limitation of Finances

10.3.1 Any Membership fees or dues will be solely used to support their related or specific activities or intent as may be necessary to pay the expenses of the Corporation and may not be used for any other purpose even on a limited basis. Donations received for a specific purpose shall be used exclusively for that purpose.

10.4 Law Suits

10.4.1 No lawsuits may be initiated by the Board without a majority vote of approval by the members. The exception to this will be small claims and property liens as described in Section 9 under Treasurers' duties.

10.4.2 In the event the corporation, its Directors or employees become defendants in a law suit involving the corporation;

- (a) The Corporation will notify the Members by US mail within five (5) days after receipt of legal action.
- (b) The Corporation will further notify the Membership of a Special Membership meeting to be scheduled and held, in accordance with section 3.2 of these Bylaws, within thirty (30) days following the receipt of the legal action.

Section 11 Committees

11.1 The Board of Directors may appoint committees to exercise such duties or to perform such services as may be prescribed by the Board of Directors.

11.2 The Board will determine the criteria of members for each committee. Such committees shall have names as may be determined by the Board of Directors.

11.3 Each Committee shall keep regular minutes of their proceedings and report the same to the Board when required.

11.4 Directors may Chair or serve on any or all committees.

Section 12 Equipment Maintenance

12.1 Purchase of non-budgeted capital equipment or any major expenditure over five hundred (\$500.00) requires approval by a majority vote of the Board of Directors. Short term lease and/or rentals may not exceed sixty (60) days.

Section 13 Donations

13.1 This corporation may accept gifts, legacies, donations and/or contributions in any amount and any form, from time to time, upon such terms and conditions as may be decided from time to time by the Board of Directors.

Section 14 Miscellaneous Provisions

14.1 Corporate Seal. The corporate seal of this corporation shall be in such form as the Board of Directors shall determine and shall contain the name of the corporation, the date and state of its creation and such other matters as the Board of Directors, in their discretion, may determine. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise represented.

14.2 Principal Office. The principal office shall be established and maintained in the town of North Fork, County of Madera, State of California. Other offices of this corporation may be

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established at such places as the Board of Directors may, from time to time, designate or the business of the corporation may require.

14.3 Checks, Drafts, Notes. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation for all debts of the corporation shall be signed by two Directors if the amount is over \$2,500. Otherwise one signature will be authorized.

14.4 Notice and Waiver of Notice. Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated. Any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed post paid wrapper, addressed to the person entitled thereto at his/her, or its (in the case of a corporation or business) last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these Bylaws may be waived by the person entitled thereto.

14.5 Cascadel Woods Property Owners are entitled to their privacy. Anyone using the information contained in any official mailing list or documentation for personal or any business interest, other than Cascadel Woods Property Owners Association business, is strictly prohibited. The result of this action will lead to the individuals' membership in the Association being revoked.

Section 15 Fiscal Year

15.1 The Fiscal year of this corporation shall be July 1 to June 30.

15.2 Board of Directors shall cause to be sent to every member, upon request, not later than one hundred twenty (120) days after the close of the fiscal year, a balance sheet and budget for the new year as of the closing date of such year, together with a statement of income and profit and loss for such year. These financial statements shall be approved as required in Section 9-2 of the Treasurer's duties of these Bylaws. Requests for copies of these statements may be made by letter, telecommunication or in person.

Section 16 Amendments

16.1 These Bylaws may be amended or repealed either by approval of the members or by the approval of the Board; provided, however, that a Bylaw specifying or changing a fixed number of directors or the maximum or minimum number or changing from a fixed to a variable Board or vice versa may only be adopted by approval of the members. The board may not adopt, amend or repeal the Bylaws if the action would do any of the following:

- (1) Materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer.
- (2) Increase or decrease the number of members authorized in total or for any class.
- (3) Affect an exchange, reclassification or cancellation of all or part of the memberships.
- (4) Authorize a new class of membership.

16.2 A proposed amendment or alteration of these bylaws may be initiated by a majority of the Directors at any meeting, provided the substance of the proposed amendment or alteration shall have been stated in the notice of the meeting, or by a petition signed by 25% of the Membership.

END OF BYLAWS

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APPENDIX

California Corporate Codes relating to our Bylaws can be located at <http://www.leginfo.ca.gov/calaw.html>. See California Corporations Code - Part 3. Nonprofit Mutual Benefit Corporations.

The following sections of the California Corporate Code have been added to assist your understanding where the By Laws refer to Corporate Code. The Codes listed are a representation of the referenced Code and may not be complete due to the size.

7610. Except as provided in a corporation's articles, bylaws, or Section 7615, each member shall be entitled to one vote on each matter submitted to a vote of the members. Single memberships in which two or more persons have an indivisible interest shall be voted as provided in Section 7612. Section 3.8 (b) and 4.10 (b)(3) replacing a vacancy on the Board of Directors due to resignation

7224. (a) Unless otherwise provided in the articles or bylaws and except for a vacancy created by the removal of a director, vacancies on the board may be filled by approval of the board (Section 5032) or, if the number of directors then in office is less than a quorum, by:

- (1) the unanimous written consent of the directors then in office,
- (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with Section 7211, or (3) a sole remaining director. Unless the articles or a bylaw approved by the members (Section 5034) provide that the board may fill vacancies occurring in the board by reason of the removal of directors, or unless the corporation has no members pursuant to Section 7310, such vacancies may be filled only by approval of the members (Section 5034).

Section 4 Directors paragraph 8.3

7230. (a) Any duties and liabilities set forth in this article shall apply without regard to whether a director is compensated by the corporation.

Section 4 Directors paragraph 9

5033. "Approval by (or approval of) a majority of all members" means approval by an affirmative vote (or written ballot in conformity with Section 5513, Section 7513, or Section 9413) of a majority of the votes entitled to be cast. Such approval shall include the affirmative vote of a majority of the outstanding memberships of each class, unit, or grouping of members entitled, by any provision of the articles or bylaws or of Part 2, Part 3, Part 4 or Part 5 to vote as a class, unit, or grouping of members on the subject matter being voted upon and shall also include the affirmative vote of such greater proportion, including all, of the votes of the memberships of any class, unit, or grouping of members if such greater proportion is required by the bylaws (subdivision (e) of Section 5151, subdivision (e) of Section 7151, or subdivision (e) of Section 9151) or Part 2, Part 3, Part 4 or Part 5.

5034. "Approval by (or approval of) the members" means approved or ratified by the affirmative vote of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum) or written ballot in conformity with Section 5513, 7513, or 9413 or by the affirmative vote or written ballot of such greater proportion, including all of the votes of the memberships of any class, unit, or grouping of members as may be provided in the bylaws (subdivision (e) of Section 5151, subdivision (e) of Section 7151, or subdivision (e) of Section 9151 or in Part 2, Part 3, Part 4 or Part 5 for all or any specified member action.

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APPENDIX

Section 4 Directors paragraph 4.10 (b) (3)

7224. (a) Unless otherwise provided in the articles or bylaws and except for a vacancy created by the removal of a director, vacancies on the board may be filled by approval of the board (Section 5032) or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office,

(2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with Section 7211, or

(3) a sole remaining director. Unless the articles or a bylaw approved by the members (Section 5034) provide that the board may fill vacancies occurring in the board by reason of the removal of directors, or unless the corporation has no members pursuant to Section 7310, such vacancies may be filled only by approval of the members (Section 5034).

(b) The members may elect a director at any time to fill any vacancy not filled by the directors.

(c) Any director may resign effective upon giving written notice to the chairman of the board, the president, the secretary or the board of directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 14.5 Privacy Clause

8338. (a) A membership list is a corporate asset. Without consent of the board a membership list or any part thereof may not be obtained or used by any person for any purpose not reasonably related to a member's interest as a member. Without limiting the generality of the foregoing, without the consent of the board a membership list or any part thereof may not be:

(1) Used to solicit money or property unless such money or property will be used solely to solicit the vote of the members in an election to be held by their corporation.

(2) Used for any purpose which the user does not reasonably and in good faith believe will benefit the corporation.

(3) Used for any commercial purpose or purpose in competition with the corporation.

(4) Sold to or purchased by any person.

(b) Any person who violates the provisions of subdivision (a) shall be liable for any damage such violation causes the corporation and shall account for and pay to the corporation any profit derived as a result of said violation. In addition, a court in its discretion may award exemplary damages for a fraudulent or malicious violation of subdivision (a).

(c) Nothing in this article shall be construed to limit the right of a corporation to obtain injunctive relief necessary to restrain misuse of a membership list or any part thereof.

(d) In any action or proceeding under this section, a court may award the corporation reasonable costs and expenses, including reasonable attorneys' fees, in connection with such action or proceeding.

(e) As used in this section, the term "membership list" means the record of the members' names and addresses.

Section 16 Amendments

7150. (a) Except as provided in subdivision (c) and Sections 7151, 7220, 7224, 7512, 7613, and 7615, bylaws may be adopted, amended or repealed by the board unless the action would:

(1) Materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer;

(2) Increase or decrease the number of members authorized in total or for any class

(3) Effect an exchange, reclassification or cancellation of all or part of the memberships; or

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(4) Authorize a new class of membership.

(b) Bylaws may be adopted, amended or repealed by approval of the members (Section 5034); provided, however, that such adoption, amendment or repeal also requires approval by the members of a class if such action would:

(1) Materially and adversely affect the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than such action affects another class;

(2) Materially and adversely affect such class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions or conditions of another class;

(3) Increase or decrease the number of memberships authorized for such class;

(4) Increase the number of memberships authorized for another class;

(5) Effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or

(6) Authorize a new class of memberships.

(c) The articles or bylaws may restrict or eliminate the power of the board to adopt, amend or repeal any or all bylaws, subject to subdivision (e) of Section 7151.

(d) Bylaws may also provide that the repeal or amendment of those bylaws, or the repeal or amendment of specified portions of those bylaws, may occur only with the approval in writing of a specified person or persons other than the board or members. However, this approval requirement, unless the bylaws specify otherwise, shall not apply if any of the following circumstances exist:

(1) The specified person or persons have died or ceased to exist.

(2) If the right of the specified person or persons to approve is in the capacity of an officer, trustee, or other status and the office, trust, or status has ceased to exist.

(3) If the corporation has a specific proposal for amendment or repeal, and the corporation has provided written notice of that proposal, including a copy of the proposal, to the specified person or persons at the most recent address for each of them, based on the corporation's records, and the corporation has not received written approval or no approval within the period specified in the notice, which shall not be less than 10 nor more than 30 days commencing at least 20 days after the notice has been provided.

7351. A corporation may levy dues, assessments, or fees upon its members pursuant to its articles or bylaws, but a member upon learning of them may avoid liability for them by promptly resigning from membership, except where the member is liable for them by contract, as a condition to ownership of an interest in real property, as an obligation arising out of the ownership of an interest in real property, or otherwise. Article or bylaw provisions authorizing such dues, assessments or fees do not, of themselves, create such liability.

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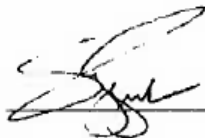
AMMENDMENT TO BYLAWS DATED OCTOBER 26, 2010

ACCEPTED AND APPROVED AT THE REGULAR BOARD MEETING OF THE CWPOA ON
JANUARY 12, 2013

Section 12 Road Operation and Maintenance

12.3 Purchase of non-budgeted capital equipment over two thousand (\$2,000.00) requires approval by a majority vote of the members. These purchases may be financed by a special assessment. Short-term lease and/or rentals may not exceed sixty (60) days.

CWPOA PRESIDENT _____



DATED Jan 13, 2013 _____

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AMMENDMENT TO BYLAWS DATED OCTOBER 26, 2010

ACCEPTED AND APPROVED AT THE REGULAR BOARD MEETING OF THE CWPOA ON
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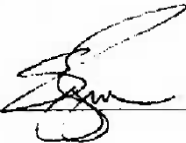
Section 3 Meetings of Members

3.7 Each member shall be entitled to one vote on each matter submitted to a vote of the members. In the case of Directors of the CWPOA Board, the number of seats to be filled shall determine the number of votes to be cast on each ballot. The votes shall not be cumulative. Ballots with cumulative votes shall be included in the quorum count and considered null & void for any prospective Director.

This change supported by California Code 7610:

7610. Except as provided in a corporation's articles, bylaws, or Section 7615, each member shall be entitled to one vote on each matter submitted to a vote of the members. Single memberships in which two or more persons have an indivisible interest shall be voted as provided in Section 7612.

CWPOA PRESIDENT



DATED Jan 13, 2013