

ELECTION RULES  
PARK WAY VILLAS HOMEOWNER ASSOCIATION

The following election rules are adopted to comply with the requirements of the Davis-Stirling Act and to provide for fair elections.

**I. OWNERS MEETINGS**

**A. Meetings of the Owners**

1. **Annual Meetings.** Annual meetings of the owners will be held on the anniversaries of the first annual meeting of owners at the hour set by the Board, provided, however that the Board by resolution may fix a date for the meeting no more than thirty days before of after such date.

2. **Special Meetings.** Special meetings of the owners for any purpose may be called by the Board at any time upon the vote therefore by the Board or upon the written request of an owner.

3. **Location of Meetings.** The place of the meeting will be at one of the dwelling units, or as close as practical, in Chula Vista, California.

**B. Notice of Owners Meetings**

Written notice by the Board of each Annual and Special Meeting shall be mailed to the owner of each condominium at least ten ( 10 ) days, but not more than sixty ( 60 ) days, prior to such meeting. Said notice shall specify the time, date, and place of such meetings, and, in the case of a Special Meeting, the general nature of the business to be transacted. Notices required under the governing documents , or desired to be given to any owner shall be conclusively deemed given (i) if personally served at the time of such service, or (ii) forty-eight ( 48 ) hours after the deposit thereof in the United States mail, postage pre-paid, addressed to each owner to whom such notice is to be given at the address of the condominium of such owner, or at a different address if the official records of the association disclose a different address.

**II. NOMINATIONS**

**A. Number and election of Directors**

At each annual meeting of the owners, three (3) directors, or by amendment, no less than three (3) directors shall be elected. An odd number of directors are required. A person may serve on the Board as a director without being a member of the association. The candidates receiving the highest number of votes shall be directors, effective the adjournment of the meeting at which elected, and continuing until the adjournment of the meeting at which their successors shall be elected. In the event the election of any governor shall be dependent upon the resolution of a tie vote, the same shall be resolved by drawing or lot in the manner prescribed by the presiding director.

**B. Nominations**

Any qualified member of the association may nominate himself or herself for election to the board of directors by submitting to the association a written statement signed and dated by the owner nominating himself or herself. The self-nomination statement must be received by the association no later than a date set by the board.

**III. CAMPAIGNING**

**A. Access to media.**

1. **No use of Association Resources.** The association's media such as newsletter, website, bulletin

board, may not be used for campaign purposes.

**2. Exception.** If any candidate or owner is provided access to association newsletter, website, bulletin board or other association media during an election, for all purposes that are reasonably related to that election, equal access shall be provided to all candidates and owners. The access shall be limited to information relating to the election only, and shall include those candidates and owners not endorsed by the board. The association shall not edit or redact any content from these communications, but may include a statement specifying that the candidate or the owner, and not the association, is responsible for the content. The association and its directors shall be immune from liability for the content of those communications to the fullest extent of the law.

#### **B. Use of Common Area during Election Campaign**

**1. No cost of use.** During an election campaign, each candidate and each owner advocating a point of view reasonably related to the election shall be allowed to use the association's common areas at no cost to the owner or the association.

#### **C. No use of Association funds for Campaign purposes.**

Association funds may not be used for campaign purposes in connection with any board election and may not be used for campaign purposes in connection with any other association election except to the extent necessary to comply with the duties of the association imposed by law, such as costs to notify membership. The association shall not include the photograph or prominently feature the name of any candidate on a communication from the association or its board, excepting the ballot and ballot materials, within thirty ( 30 ) days of an election. This restriction does not preclude a director from advocating the election or defeat of any issue or candidate on the ballot. However, they may not use association funds to do so.

### **IV INSPECTORS OF ELECTION**

#### **A. Selection.**

**1. Process.** At least thirty ( 30 ) days prior to the date ballots are first sent out, the board of directors shall, at an open meeting of the board, select either one (1) or three(3) persons as Inspectors of Elections.

**2. Eligible Inspectors.** The board is authorize to select independent third parties as Inspectors of Election including, but not limited to:

- a. **Poll Worker.** A volunteer poll worker with the County Registrar of Voters,
- b. **Accountant.** A licensee of the California Board of Accountancy,
- c. **Notary.** A notary public,
- d. **Management Company Representative.** Representatives of a management company, including those under contract to the association,
- e. **Association Owners.** Owners of the association, but not: (i) members of the board, (ii) candidates for the board, (iii) persons related to a member of the board, or (iv) persons related to a candidate for the board.

#### **B. Duties**

Duties of Inspectors of Election shall include the following:

**1. Ownership.** Determine the number of owners entitled to vote, and the voting power of each.

**2. Verification.** Verify the owner's information and signature on the outer envelope prior to the election.

**3. Validity.** Determine the authenticity, validity and effect of proxies, if any.

**4. Hours.** Determine when the polls shall close.

**5. Receive Ballots.** Receive all ballots. Once a secret ballot has been received by the Inspector of Election, it shall be irrevocable.

**6. Custody.** Maintain custody of the sealed ballots at all times. The sealed ballots at all times shall be in the custody of the Inspector of Elections or at a location designated by the Inspector until after the tabulation of the vote, at which time custody shall be transferred to the association. No person, including an owner of the association or an employee of the management company, shall open or otherwise review any ballot prior to which the ballots are counted and tabulated.

**7. Challenges.** Hear and determine all challenges and questions in any way arising out of or in connection with the right to vote.

**8. Counting.** Count and tabulate all votes. All votes shall be counted and tabulated by the Inspector of Election in public at a properly noticed open meeting of the board of directors or owners. Any candidate or other owner of the association may witness the counting and tabulation of votes.

**9. Appoint Assistants.** Appoint and oversee additional independent third parties and to count and tabulate votes as the inspector of election deems appropriate provided that such persons are not: (i) members of the board, (ii) candidates for the board, (iii) related to members of the board, or (iv) related to candidates for the board.

**10. Results.** Determine the result of the election.

**11. Impartiality.** Perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. Any report made by the Inspector of Election is prima facie evidence of the facts stated in the report.

**12. Miscellaneous.** Perform any acts as may be proper to conduct the election with fairness to all owners in accordance with Civil Code section 1363.03 of the Corporations Code, the association's governing documents, and all applicable rules of the association regarding the conduct of the election that are not in conflict with Civil Code section 1363.03.

## **BALLOTS AND PROXIES**

### **A. Voting Rights.**

**1. Number of votes.** On all matters but election of directors, the owner of each condominium shall have one (1) vote. At each annual meeting where directors are elected, the owner of each condominium shall have three ( 3 ) votes. Should one owner own two or more condominiums, he or she would have three (3) votes for each condominium owned.

**2. Voting Privilege.** The duly appointed guardian, attorney in fact, proxy, conservator, executor or other personal representative authorized by law to act with respect to the property of any owner shall have the right to exercise the voting privileges of such owner.

**3. Cumulative Voting.** The owner of each condominium may divide and cast votes in whole numbers among any number of candidates or cumulate such votes in favor of one candidate.

**4. Co-Owners.** The vote ( or votes in cases of election of directors ) appurtenant to any condominium owned by more than one legal person may be cast in person or by proxy by any one of such persons. If more than one such person attempts to cast in person or by proxy, the same will be ignored and not counted ( except for the purposes of establishing a quorum ).

#### B. Proxies.

**1. Proxies.** The association may use and accept proxies as permitted by law and the association governing documents, provided that the association shall not be required to prepare or distribute proxies. Proxies shall not be interpreted to be ballots, and shall not be used in lieu of a ballot at the meeting.

**2. Proxy Form.** Any instruction that directs the manner in which the proxy holder is to cast the vote shall be set forth on a separate page that can be detached and given to the proxy holder to retain.

**3. Vote by Proxy.** The proxy holder shall cast the owner's vote by secret ballot unless the proxy is revoked by the owner prior to the receipt of the ballot by the Inspector of Election or his or her designee.

#### C. Ballots.

**1. Non Revocable.** Once a secret ballot has been received by the Inspector of Election, or their designee, it shall be irrevocable.

**2. Secret Ballot.** All items legally requiring a vote of the owners shall be held by secret ballot, including but not limited to assessments, selection and removal of owners of the association's Board of Directors, amendments to the governing documents, or the grant of exclusive use of common area property.

**a. No Signature.** The ballot should be filled out, but not signed by the voter. The form of the ballot should be similar to the attached sample ballot.

**b. Inner Envelope.** After the unsigned ballot is filled out, it must be inserted into an inner envelope which is then sealed. This inner envelope must be inserted into a second envelope, which is also sealed.

**c. Second Envelope.** In the upper left hand corner of this second envelope, the voter must sign his or her name, indicate his or her name, and indicate the address or separate interest identifier that entitles him or her to vote. The second envelope must be addressed to the Inspector of Election who will be tallying the votes.

**d. Delivery.** The envelope may be mailed to the address on the envelope or delivered by hand to a location specified by the Inspectors of Election. The owner may request a receipt for delivery.

**3. Quorum by Proxy.** The outside of the second envelope may include a statement which gives the owner the opportunity to appoint the secretary of the association as his or her proxy holder for the sole purpose of establishing a quorum for the annual meeting.

**4. Ballot Form and Notice.** Ballots and two ( 2 ) pre-addressed envelopes with instructions on how to return ballots shall be mailed by first class mail or delivered by the association to every owner not less than thirty (30) days prior to the deadline for voting. In order to preserve voter confidentiality, a voter may not be identified by name, address, or lot, or parcel or unit number on the ballot.

**5. Ballot Markings.**

**a. Symbols.** A ballot which contains an unspecified number of votes shall be counted and tabulated as if it were the number one ( 1 ) if any of the following appear: an "x", a checkmark, or any symbolic designation indicating the voter's intent to vote for any particular candidate, issue or ballot measure.

**b. Signatures.** A ballot shall not be invalidated solely due to the inclusion of a signature thereon.

**VI. MEETING PROCEDURES**

**1. Chair of Meeting.** The Chairperson of the board may be the secretary of the board, or in their absence, any director of the board, shall record the proceedings. Minutes, or similar records, of the proceedings, when signed by such presiding director, shall be presumed to truthfully evidence the matter set forth herein.

**3. Quorum.** The owners of four ( 4 ) condominiums present in person or by proxy shall constitute a quorum. On all matters but election of directors, the majority of those voting at a duly constituted meeting where a quorum is present shall determine the issue.

**4. Counting Ballots.** The Inspector of Election shall count and tabulate all ballots in public at a properly noticed open meeting of the board of directors or owners. No person, including an owner of the association or an employee of the management company, shall open or otherwise review any ballot prior to the time and place at which the ballots are counted and tabulated. Any candidate or other owner of the association may witness the counting and tabulation of the votes.

**VII. POST-ELECTION MATTERS**

**A. Results of the Election.**

The results of the election shall be announced immediately after all the ballots have been counted. Within fifteen (15) days after the election, the board shall publicize the results of the election in a communication directed to all owners.

**B. Status of Ballots after the Election**

After tabulation, all election materials shall be stored by the association in a secure place for no less than one (1) year after the date of the election.

**C. Organizational Meeting**

The board shall meet to select the officers of the association immediately after, or as soon as practicable after, the results of the election for board members are announced. If the meeting of the board for selection of officers occurs at a separate meeting from the one where the board members were elected, the board shall give notice to all owners consistent with notice requirements. Notice of the organizational meeting shall be given at the same time as the annual meeting.

BY-LAWS OF  
PARK WAY VILLAS HOMEOWNERS' ASSOCIATION

Article One. Name. The name of the Association is Park Way Villas Homeowners' Association. The office of the Association shall be located in the City of Chula Vista, County of San Diego, State of California.

Article Two. Definitions.

1. "Association" shall mean and refer to Park Way Villas Homeowners' Association, its successors and assigns.

2. "Property" shall mean and refer to the real property described as:

Lot 1 of Chula Vista Tract 79-02 in  
the City of Chula Vista, County of  
San Diego, State of California,  
according to Map thereof No. 9100,  
filed in the Office of the County  
Recorder of San Diego County on  
January 24, 1979.

3. "Owner" shall mean the record owner, whether one or more persons or entities, of the fee simple title to any Unit, but excluding those having such interest merely as security for the performance of an obligation.

4. "Condominium" shall mean a condominium as defined

in Section 783 of the California Civil Code, and shall be an estate in real property consisting of (a) a separate fee interest in the space within a Unit, (b) an undivided interest as a tenant in common in the Common Area, (c) an exclusive easement for the use of the parking bearing the number as depicted on the condominium plan.

5. "Unit" shall mean and refer to first-floor and second-floor living areas which bears the same number as the living areas as shown and described as such on the recorded condominium plan covering the project.

6. "Project" shall mean the entire parcel of real property divided, or to be divided, into condominiums, including all structures thereon.

7. "Declarant" shall mean and refer to T. DAVID and PATRICIA A. EYRES, its successors and assigns, if such successors and assigns should acquire any portion of the Project for the purpose of development.

8. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the property and recorded in the office of the County Recorder of San Diego County, California.

9. "Common Area" shall mean the entire project, excepting units as hereinabove defined.

10. "Plan" shall mean that certain Park Way Villas Condominium Plan recorded in the office of the County Recorder of San Diego County.

11. "Board" shall mean the Board of Directors of the Association.

12. "Member" shall mean every person or entity who holds a membership in the Association.

Article Three. Meetings of Members.

1. Organizational Meeting. An organizational meeting of the members shall be held within forty-five (45) days after the closing of the sale of fifty-one percent (51%) of the condominiums, but in no event later than six (6) months from the date of the sale and conveyance of the first condominium. Subsequent regular annual meetings shall be held on the same day of the same month each year thereafter, or on the first business day following any legal holiday upon which the date for said meeting may fall. Special meetings of the Association shall be promptly called by the governing body upon:

(a) the vote for such a meeting by a majority of the quorum of the governing body, or

(b) receipt of a written request therefor, signed by members representing not less than twenty-five percent (25%) of the total voting power of the Association, or by members representing not less than fifteen percent (15%) of the voting power residing in members other than the subdivider.

At such organizational meeting, and at each annual meeting, the members shall elect a Board of Directors consisting of three (3) members, all of whom shall be elected at said meeting by secret written ballot.



2. Notice of Regular and Special Meetings. Written notice of regular and special meetings of the members of the Association shall be given to members, except in emergency situations, at least ten (10) days prior to any meeting. The notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the nature of the business to be undertaken.

3. Quorum for Members' Meetings. A quorum for the transaction of business at a meeting of members of the Association, either through presence in person or by proxy, shall be fifty-one percent (51%) of the total voting power of the Association. In the absence of a quorum at a members' meeting, no business may be transacted provided a majority of those present, in person or by proxy, may adjourn the meeting to a date not less than five (5) days nor more than thirty (30) days from the original meeting date, and the quorum necessary to transact business at said adjourned meeting shall be thirty percent (30%) of the total voting power of the Association.

4. Action by Association. Any action by the Association requiring the approval of members of the Association shall require the vote or written assent of a majority of each class of membership during the time that there are two outstanding classes of memberships, except with respect to the provisions provided in Paragraph 6 of Article III of the Declaration of Covenants, Conditions and Restrictions.

5. Proxies. At all meetings of members, each member

may vote in person or by proxy. All proxies shall be in writing, and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Unit.

6. Location of Meeting. Annual and special meetings of members shall be located within the subdivision or as close thereto as practicable.

7. Action by Association. Any action by the Association requiring the approval of members of the Association shall require the vote or written assent of a majority of each class of membership during the time that there are two outstanding classes of memberships, except with respect to the provisions provided in Paragraph 6 of Article III of the Declaration of Covenants, Conditions and Restrictions.

8. Director Elected by Owners. Notwithstanding any of the provisions contained herein relative to membership and voting rights, at any meeting in which the Owners, other than Declarant, have insufficient percentage of the voting power of the Association to elect at least one director through the accumulating of all of the Owners' votes, one member of the Board of Directors shall be elected solely by the votes of Owners.

#### Article Four. Board of Directors.

1. Number. The affairs of the Association shall be managed by a Board of three (3) directors. After termination of

Class B membership, the directors shall be members of the Association.

2. Term of Office. All directors shall serve a term of one year.

3. Removal of Directors. Unless the entire Board of Directors is removed from office by the vote of members of the Association, an individual director shall not be removed prior to the expiration of his term of office if the number of votes cast against his removal is greater than the quotient arrived at by dividing the total number of votes that may be cast under cumulative voting procedures by a divider equal to four. A director elected to office solely by the vote of owners other than Declarant as provided in Paragraph 5 of Article III of the Declaration of Covenants, Conditions and Restrictions may be removed from office prior to the expiration of his term only by the vote of at least fifty-one percent (51%) of the voting power residing in members other than Declarant.

Article Five. Nomination and Election of Directors.

1. Nomination. Nomination for election to the Board of Directors shall be made by a nominating committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee

shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

2. Elections. Election to the Board of Directors shall be by secret written ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declarations. The persons receiving the largest number of votes shall be elected. Cumulative voting is permitted.

Article Six. Meetings of Board of Directors.

1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly at a time and at a place within the subdivision fixed by the Board from time to time. Notice of the time and place of such meeting shall be posted at a prominent place or places within the Common Area.

2. Special Meetings. Special meetings of the Board of Directors shall be held when called by written notice signed by the President of the Association, or by any two directors other than the President. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be sent to all directors and posted in a manner prescribed for notice of regular meetings not less than seventy-two (72) hours prior to the scheduled time of the meeting.

3. Attendance at Meetings. Regular and special meetings

of the Board of Directors shall be open to all members of the Association; provided, however, that Association members who are not on the Board of Directors may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of a quorum of the directors. The Board of Directors may, with the approval of a majority of a quorum of its members, adjourn a meeting and reconvene an executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in an executive session shall first be announced in open session.

4. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Article Seven. Powers and Duties of the Board of Directors.

1. Powers. The Board of Directors shall have the power to:

(a) Enforce the applicable provisions of the Declaration, By-Laws, and other instruments for the management and control of the property;

(b) Pay taxes and assessments which are or could become a lien on the Common Area or a portion thereof;

(c) Contract for casualty, liability and other insurance on behalf of the Association;

(d) Contract for goods and/or services for the Common Area, facilities and interest, or for the Association, subject to the limitations set forth in Paragraph 2 of this Article Seven;

(e) Delegate its powers to committees, officers or employees of the Association as expressly authorized by the Declaration or the By-Laws;

(f) Prepare budgets and financial statements for the Association as prescribed in the By-Laws;

(g) Formulate rules of operation of the Common Areas and facilities owned or controlled by the Association;

(h) Initiate and execute disciplinary proceedings against members of the Association for violations of provisions of the Declaration in accordance with the procedures set forth therein;

(i) Enter upon any Unit as necessary in connection with construction, maintenance or emergency repair for the benefit of the Common Area or the owners in common;

(j) Employ a manager, independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

(k) 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

or the Declaration.

2. Limitations. The Board of Directors, without the vote or written assent of a majority of each class of membership shall not have the power to:

(a) Enter into a contract with a third person wherein the third person will furnish goods or services for the Common Area or the owners' Association for a term longer than one (1) year, with the following exceptions:

(i) a contract with a public utility company if the rates charged for the materials or services are regulated by the Public Utilities Commission; provided, however, that the term of the contract shall not exceed the shortest term for which the supplier will contract at the regulated rate;

(ii) prepaid casualty and/or liability insurance policies not to exceed three (3) years' duration, provided that the policy permits for short-rate cancellation by the insured.

(b) Incur aggregate expenditures for capital improvements to the Common Area in any fiscal year in excess of 5% of the budgeted gross expenses of the Association for that fiscal year;

(c) Sell, during any fiscal year, property of the Association having an aggregate fair market value greater than 5% of the budgeted gross expenses of the Association for that fiscal year;

(d) Pay compensation to members of the governing body, or to officers of the Association, for services performed in the conduct of the Association's business, provided that the governing

body may cause a member or officer to be reimbursed for expenses incurred in carrying on the business of the Association.

3. Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and affairs;

(b) Supervise all officers, agents and employees of the Association;

(c) As more fully provided in the Declaration, to:

(i) fix the amount of the annual assessment against each Unit at least thirty (30) days in advance of each annual assessment period, and to send written notice thereof to every owner subject thereto at least thirty (30) days in advance of each annual assessment;

(ii) foreclose the lien against any property for which assessments are not paid, or to bring an action at law against the owner as provided in the Declaration;

(iii) issue upon demand, and for a reasonable charge, a certificate signed by an officer of the Association setting forth whether the assessments on a specified Unit have been paid. A properly executed certificate of the Association as to the status of assessments on a Unit is binding upon the Association as to the date of its issuance.

(d) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

(e) Cause all officers or employees having fiscal



responsibilities to be bonded as it may deem appropriate;

(f) Cause the Common Area to be maintained.

#### 4. Budgets and Financial Statements.

(a) In the event the gross income to the association exceeds \$75,000 for any fiscal year, the Board of Directors shall cause to be made an audit by an independent public accountant for the fiscal year financial statements, other than budgets.

(b) The Board of Directors shall cause to be prepared and distribute to each member of the association the following:

(i) A pro forma operating statement (budget) for each fiscal year shall be distributed not less than sixty (60) days before the beginning of the fiscal year;

(ii) A balance sheet as of an accounting date which is the last day of the month closest in time to six (6) months from the day of closing of the first sale of a condominium, and an operating statement for the period from the date of the first closing to the said accounting date shall be distributed within sixty (60) days after the accounting date. This operating statement shall include a schedule of assessments received and receivable, identified by the number of the condominium and the name of the entity assessed.

(iii) A balance sheet as of the last day of the Association's fiscal year, and an operating statement for said fiscal year shall be distributed within ninety (90) days after the close of the fiscal year.

#### Article Eight. Officers and Their Duties.

1. Enumeration of Offices. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors; a Secretary/

Treasurer, and such other officers as the Board may, from time to time, by resolution create.

2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year, unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

4. Special Appointments. The Board may elect 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, from time to time, determine.

5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time, giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of 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.

6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

7. Multiple Offices. The offices of Secretary and

Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

8. Duties. The duties of the officers are as follows:

(a) 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; shall sign all leases, mortgages, trust deeds, deeds, and other written instruments, and shall co-sign all checks and all promissory notes.

(b) Vice President: The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary/Treasurer: The Secretary/Treasurer 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. The Secretary/Treasurer shall receive and deposit in appropriate bank accounts of all monies of the Association, and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; and shall prepare annual operating statements and balance sheets as provided in Article Seven.

Article Nine. Committees. The Association may appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in the carrying out of its purpose.

Article Ten. Books and Records. The membership register, books of account, and minutes of meetings of the members, the Board of Directors, and of committees of the Board of Directors of the Association, shall be made available for inspection and copying by any member of the Association, or by his duly-appointed representative, at any reasonable time, and for a purpose reasonably related to his interest as a member, at the office of the Association, or at such other place within the subdivision as the Board of Directors shall prescribe.

The Board of Directors shall establish reasonable rules with respect to:

- (a) Notice to be given to the custodian of the records by the member desiring to make the inspection;
- (b) Hours and days of the week when such an inspection may be made;
- (c) Payment of the costs of reproducing copies of documents requested by a member.

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. The right of inspection by a director includes the right to make extracts and copies of documents.

Article Eleven. Amendments.

1. These By-Laws may be amended, at a regular or special meeting of the members of the Association; provided, however, as long as Class A and Class B memberships exist, any amendment must require the vote or written assent of the majority of each class of membership.

Article Twelve. Miscellaneous.

In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

IN WITNESS WHEREOF, we, being all of the directors of PARK WAY VILLAS HOMEOWNERS' ASSOCIATION, have hereunto set our hands this 21 day of March, 1979.

T. David Eyer  
Sam Samms  
Patricia A. Eyer

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly-elected and acting Secretary/Treasurer of PARK WAY VILLAS HOMEOWNERS' ASSOCIATION, and that the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof held on the \_\_\_\_\_ day of March 21 1979.

Patricia A. Jones  
Secretary/Treasurer