

BY-LAWS

BY-LAWS OF CASTLEWOOD PROPERTY OWNERS ASSOCIATION

ARTICLE I **TITLE**

The title of this association shall be Castlewood Property Owners Association.

ARTICLE II

The objectives and purposes of this association are:

- A. To promote civic interest and to coordinate the civic interests and activities of the residents and land owners within our boundaries.
- B. To foster friendliness and a community spirit among its members.
- C. To provide facilities for the orderly conduct of business pertaining to the interest of the members.
- D. To take such action from time to time, at the discretion of the Board of Directors and in accordance with the policies of the

association, as will promote the best interests of the residents and land owners of our area.

- E. That this corporation shall be non-political and non-sectarian.

ARTICLE III
MEMBERSHIP

- A. There shall be but one class of membership.
- B. All owners of any building site or home, within the Castlewood area are eligible to become members upon application and payment of such dues as may be assessed by the Board of Directors; provided, however, that there shall be only one membership from any one building site or home, and no property owner shall be entitled to more than one vote regardless of the number of building sites or homes said property owner might own. The Castlewood Board of Directors shall comprise the area shown on Assessors Map 946, County of Alameda at page 4386, Parcels 3760, 4406, 4401, 4396, 4435 and 4391 as per attached photocopy of page 4386.

- C. Each membership shall be entitled to one vote. Voting by proxy shall be permitted at any meeting of the Association.
- D. Voting by members of this Association shall be non-cumulative.

ARTICLE IV
ELECTION OF DIRECTORS AND
OFFICERS

- A. The Board of Directors shall consist of seven (7) members who shall continue in office for a term of three (3) years each; provided, however, that in January 1969, two (2) Directors shall be elected for a term of three (3) years each; in January 1970, five (5) Directors shall be elected of whom three (3) shall be chosen by lot to serve three (3) years, and the remaining two (2) shall serve for one (1) year; and in January 1971, two (2) Directors shall be elected for a term of three (3) years. Thereafter, directors shall be elected for a term of three (3) years each in sufficient number to fill expiring vacancies.
- B. Nominations for Directors shall be made by nominating committee of not less than three (3) members, appointed by the President, at

least one (1) of whom shall be a Director. The nominating committee shall present its list of nominees to the Secretary at least 45 days before the Annual Meeting, and the Secretary shall mail a copy of the list of nominees to all members at least thirty (30) days before the Annual Meeting. Any member shall have the right to nominate a candidate at the Annual Meeting.

- C. The election of the members of the Board of Directors shall be by secret ballot.
- D. A majority vote of the members present in person or by proxy at any annual meeting shall be necessary to constitute an election of the members of the Board of Directors.
- E. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Board of Directors. If a majority does not agree upon the selection of a successor, such a vacancy shall be filled by a vote of the members at a special meeting called for that purpose.
- F. The officers of this Association shall be a President, Vice President and a Secretary/Treasurer. The President and Vice President shall be members of the Board of Directors and shall be elected by the Board

of Directors immediately after the Annual Meeting of Members. The offices of Secretary/Treasurer may be filled by a person or persons other than a Director and shall be appointed by the Board of Directors.

ARTICLE V **POWER AND DUTIES OF DIRECTORS**

The government, administration and control of the Association and all of its activities shall be vested in the Board of Directors, which shall exercise general supervision over its affairs and shall have and exercise all powers needful for the accomplishment of the purposes of this Association for any purpose or purposes it may deem necessary or proper, not inconsistent with the Articles of Incorporation or these By-Laws.

The Board of Directors shall have specific power and duties:

- A. To call specific meetings of the members whenever they deem necessary.
- B. To cause to be kept a complete record of all their minutes and acts and of the proceedings of the members showing in detail the assets and liabilities of the

Association and, generally, the condition of its affairs.

ARTICLE VI
POWERS AND DUTIES OF OFFICERS

A. Powers and duties of the President:

Subject to the control of the Board of Directors, the President shall have general charge of the affairs of the Association. By virtue of his office he shall be an ex-officio member of all committees appointed.

It shall be the duty of the President:

1. To see that the objects and purposes of the Association are strictly maintained and carried out and that the By-Laws are adhered to.
2. To call such meetings as are herein provided.
3. To sign and execute all authorized contracts or other obligations of the Association.
4. To present at the Annual Meeting of the Board a written report therein

setting forth all his official acts during the year, exhibiting the general accomplishments during the year, and making such recommendations as he deems necessary or expedient for the welfare of the members.

5. To perform such other duties as from time to time may be assigned to him by the Board.

B. Powers and duties of the Vice President:

The Vice President shall assist the President in the discharge of his duties and shall possess the power and shall perform the duties of the President in his absence or disability. He shall do and perform such other duties as may be from time to time assigned to him by the President or the Board.

C. Powers and duties of the Secretary/Treasurer:

It shall be the duty of the Secretary/Treasurer:

1. In the event of the absence or disability of both the President and

the Vice President, to call all meetings to order and preside until a Chairman Pro Tempore shall be selected.

2. To receive, duly file and safely keep all papers and documents addressed or belonging to the Board and to present such as may require its action at each meeting.
3. To conduct the correspondence of the Association and to submit copies thereof to the President and other interested parties.
4. To issue all notices of meetings as herein required.
5. To receive all monies belonging to the Association and keep a correct account thereof in proper banks; and immediately upon receipt of said money to deposit the same to the credit of the Association under the name "CASTLEWOOD PROPERTY OWNERS ASSOCIATION", in such bank or banks or depository as the Board may designate. When a deposit is so made, a duplicate deposit tag shall be

retained by him. The money shall be withdrawn from the bank only on checks signed by the Treasurer and other such officers of the Association as the Board may authorize by resolution.

6. To carry out promptly all instructions and directions of, and do and perform all acts required by him by the Board of Directors.
7. To perform all such other duties appertaining to his office as the Board may direct.

ARTICLE VII **MEETINGS**

- A. Regular meetings - members.

There shall be four (4) regular meetings of the membership held in January, April, July and October. The January meeting shall be the "Annual Meeting".

- B. Special meetings - members.

Special meetings may be called by the President or by a majority of the Board of

Directors or by a petition of any twenty five (25) members in good standing who present to the President or to the Board of Directors a request for the same in writing, giving the necessity or the specific reason for calling a special meeting. No business other than that for which the special meeting has been called shall be transacted at such meeting.

C. Notice of regular and special meetings of the members.

The Secretary shall notify all members in good standing of the time and place of all regular and special meetings of the members at least seven (7) days, but not more than forty-five (45) days before each such meeting, by placing a written notice in the mail, postage paid, addressed to the member at his last address as it appears on the records of the C.P.O.A. The agenda as known at the time of mailing shall be included.

D. Quorum.

The attendance of twenty-five (25) members in good standing, including valid proxies at any regular or special meeting shall constitute a quorum for the transaction of business.

E. Regular meetings - Directors.

There shall be a regular meeting of the Board of Directors at least seven (7) days prior to each regular meeting of the members. There shall be an election of officers by the Board immediately following the Annual Meeting of the members.

F. Special meetings of the Board of Directors shall be held when called by the President or upon the written request of any two (2) directors. Written or verbal notice of each special meeting shall be given personally or by mail to the Directors at least twenty-four (24) hours before the time of said meeting.

G. All meetings and the deliberations of the Board of Directors shall be conducted in the accordance with Robert's Rules of order, and shall be open to all members. The minutes of all Board of Directors meetings shall be open to inspection by any member in good standing.

H. A quorum of the Board of Directors shall be a majority of the elected Board of Directors.

ARTICLE VIII

COMMITTEES

- A. Committees may be appointed by the President with approval of the Board to carry out any of the heretofore mentioned purposes of said corporation.
- B. The members of any committee administering the expenditures of monies collected by a Services Area, Services District, or the like, must be comprised of persons and only persons from whom monies are collected by such Areas or Districts; provided, however, that representatives of the Castlewood Country Club may serve on such committees.
- C. A committee on roads to administer the expenditures of monies collected by the County Services Area for Roads, hereafter to be known as the ROADS COMMITTEE shall consist of five (5) members. At present, two (2) committee members shall represent the Castlewood Country Club and shall not necessarily be members of the Castlewood Property Owners Association. If and when the assessed evaluation of the Castlewood Country Club becomes equal to or less than twenty percent (20%) of the total assessed evaluation of the Castlewood Property Owners Association and the

Castlewood Country Club combined. The Castlewood Country Club representation shall consist of one committee member, and shall never be less than one member, no matter the assessed evaluation ratio at any future time.

ARTICLE IX **AMENDMENTS**

- A. These By-Laws may be amended by the affirmative vote of a majority of the members voting at any regular or special meeting of the Association, provided notice of such proposed amendment or amendments and the nature thereof shall have been sent by the Board of Directors to the members of the Association at least thirty (30) days prior to the date of the meeting, at which said proposed amendment or amendments are to be presented for consideration. Members not present at such meeting may vote by proxy. The Board of Directors shall be obligated to send such notices of proposed amendments to the members, costs of preparation and mailing to be bore by the C.P.O.A. Treasury, regardless of the origin of the proposed amendments. Any amendment proposed by a member in good standing must be

accompanied with the signature of a minimum of ten (10) percent of the members in good standing when presented to the Board for distribution.

- B. These By-Laws may be adopted, amended or repealed in any other manner as provided for by the provisions of Section 9400 of the California Corporate Code.

ARTICLE X
FISCAL YEAR

The fiscal year of this Association shall be the calendar year.

ARTICLE XI
DUES AND ASSESSMENTS

- A. The annual dues for membership shall be fixed by the Board of Directors, but in no event shall be more than _____ per year. Such dues shall be due and payable on January 1st of each year.
- B. A member failing to pay dues within thirty (30) days after the due date shall be notified of the delinquency by the Secretary of his designated agent, and if such dues are not paid within thirty (30) days after each notice, such member shall automatically

stand suspended of his voting rights and shall be held to be a member not in good standing. Upon payment of all dues in arrears after January 1, 1970, he then becomes a member in good standing, sixty (60) days thereafter.

- C. The Board of Directors shall have no power under these By-Laws to levy any assessment upon members other than annual dues; and further shall have no authority to request any tax rate to be set by the County for any Services Area or Services District, or by any other governmental authority in an amount more than two (2) dollars per one hundred (100) dollars assessed valuation.

ARTICLE XII
COUNTY SERVICES AREAS

Any new County Services Area which might be proposed to the homeowners by the C.P.O.A. Board of Directors, after April 27, 1970 must be approved by a majority of those homeowners who vote. All those homeowners and only those homeowners who would be subject to tax under the new Services Area will be asked to vote.