

AMENDMENT TO THE BY-LAWS OF  
CARMEL VALLEY NEIGHBORHOOD 10 NORTH HOMEOWNERS ASSOCIATION

THIS AMENDMENT to the BY-LAWS of CARMEL VALLEY NEIGHBORHOOD 10 NORTH HOMEOWNERS ASSOCIATION ("Association") is made this      day of      , 1999, by the members of the Association.

WHEREAS, the Association was officially incorporated on January 16, 1998, in the office of the Secretary of State of California; and

WHEREAS, the BY-LAWS for this Association were duly adopted and approved by a requisite vote of the Board of Directors; and

WHEREAS, Article XI Section 1 of the BY-LAWS provides that if a two class voting system is in effect, the BY-LAWS may be amended by a vote or written assent of at least a majority of the voting power of each class of Members of the Association. As of the date of this amendment, the Association has two classes of voting membership as defined in Article II, Section 1 of the Association's Declaration of Covenants, Conditions and Restrictions; and

WHEREAS, the members of the Association deem it is in the best interest of the Association to amend the BY-LAWS and have duly approved these revisions hereinafter set forth by the requisite vote.

NOW THEREFORE, the BY-LAWS are amended as follows:

I

Article IV, Section 5 of the By-Laws is amended to read as follows:

The presence at any meeting in person or by proxy of Members entitled to cast at least a majority fifty-one percent (51%) of the total votes of all Members shall constitute a quorum. If any meeting cannot be held or business cannot be transacted because a quorum is not present, the Members present, either in person or proxy, may adjourn the meeting to another time not less than five (5) nor more than thirty (30) days from the date the original meeting was called, at which time the quorum shall be reduced to thirty-three percent (33%) of all Members entitled to vote. If the time and place of the adjourned meeting is announced prior to the adjournment of the original meeting, no notice of the adjourned meeting is required provided that if a new date is fixed for the adjourned meeting after the adjournment of the original meeting, notice of the date, time and place of the adjourned meeting shall be given to Members in the manner prescribed in Section 3 of

Article IV of these By-Laws. Any business that might have been transacted at the original meeting may be transacted at the adjourned meeting. In the absence of a quorum no business may be transacted at the meeting other than to adjourn the meeting to another time. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

II

Article V, Section 2 of the By-Laws is amended to read as follows:

The directors shall be elected at each annual meeting of members but if any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at any special meeting of members held for that purpose.

Commencing with the election of directors in 2000, the three (3) candidates who receive the most votes shall have a two (2) year term of office. The two (2) candidates who receive the least votes shall have a one (1) year term of office. Commencing with the election of directors in 2001, all future terms of office for directors shall be two (2) years. Unless the office is vacated sooner as provided in Section 3 of Article V of these By-Laws, each director shall hold office until his or her term expires and a successor has been elected and qualified. Any director may resign effective on giving written notice to the president, secretary, or the Board unless the notice specifies a later time for the effectiveness of such resignation.

CARMEL VALLEY NEIGHBORHOOD 10 NORTH HOMEOWNERS ASSOCIATION

Dated \_\_\_\_\_, 1999

Attest:

Dated \_\_\_\_\_, 1999

By *Daniel J. Powell*  
President

By \_\_\_\_\_  
Secretary

**CERTIFICATE OF AMENDMENT**

We, \_\_\_\_\_, and \_\_\_\_\_, certify and state:

We the undersigned, are respectively the President and Secretary of Carmel Valley Neighborhood 10 North Homeowners Association, a California nonprofit mutual benefit corporation. We certify that the foregoing Amendments were approved by the Members of the corporation in accordance with the amendment provisions of the By-Laws, for Carmel Valley Neighborhood 10 North Homeowners Association as set forth in Article XI, Section 1 thereof.

CARMEL VALLEY NEIGHBORHOOD 10 NORTH HOMEOWNERS ASSOCIATION

*[Signature]*  
By: \_\_\_\_\_, President

Date: \_\_\_\_\_

ATTEST:

*[Signature]*  
By: \_\_\_\_\_, Secretary

Date: 7/29/99