

SKI TRAILS CONDOMINIUM OWNERS' ASSOCIATION

FIRST AMENDED BYLAWS

ARTICLE 13. NAME AND LOCATION

13.1 NAME AND LOCATION. The name of the Association (the "Project Association") is SKI TRAILS CONDOMINIUM OWNERS' ASSOCIATION. The principal office of the Project Association is located at 900 Northstar Drive, Truckee, California, or in another place as determined by the Board and noted in the minutes of the Project Association.

ARTICLE 14. DIRECTORS

14.1 POWERS AND DUTIES OF DIRECTORS. The Project Association shall be managed by a Board of Directors. The Board shall have the power and duty to make decisions on behalf of the Project Association on all issues except those requiring Unit approval under the First Amended Declaration. The Board may delegate its management duties to a manager.

14.2 NUMBER AND QUALIFICATION OF DIRECTORS. There shall be five (5) directors. Directors must be Owners.

14.3 ELECTION OF DIRECTORS. Directors shall be elected at Regular Owner Meetings. Mid-term vacancies which have not been filled by the Board may be filled at any Owner Meeting. Owners may make nominations during the Owner Meeting. The Owner receiving the largest number of votes shall be elected. Whenever two (2) or more directors are elected, cumulative voting shall be used subject to the procedural requirements of Corporations Code §7615(b). The term "cumulative voting" means that each Unit shall have one (1) vote for each Director to be elected.

14.4 TERM OF DIRECTORS. Unless they resign or are removed, directors shall serve a term of one (1) year.

14.5 REMOVAL/RESIGNATION OF DIRECTORS. Subject to the restrictions of Corporations Code §§7221 and 7222, directors may be removed (i) by Owner vote for any reason, (ii) by Board vote if the director no longer meets the qualifications in effect at the beginning of the director's current term, or (iii) by Board vote if the director fails to attend three (3) meetings. A director may resign at any time by giving written notice to the Board or any Project Association officer. In the event of removal, resignation, or death of a director, his/her successor shall be selected by a majority of the remaining directors.

14.6 REGULAR BOARD MEETINGS. Regular Board Meetings shall be held at least quarterly at a time and place specified by the Board.

14.7 SPECIAL BOARD MEETINGS. Special Board Meetings may be convened by (i) the President or (ii) by any two (2) directors other than the President.

14.8 NOTICE OF BOARD MEETINGS. Except in the case of an Emergency, notice of all Board Meetings shall be given to all Owners at least four (4) days prior to the meeting. Notice of a Board meeting may be given to the Owners by posting a written notice in a prominent place within the Project Common Area, by publication in a newsletter or similar communication, by mail, or by personal delivery. Emergency Board Meetings may be held without notice if a quorum is present and either before or after the meeting each absent

director (i) signs a written waiver of notice, (ii) signs a consent to the holding of the meeting, or (iii) approves the minutes of the meeting. All waivers, consents, or approvals shall be filed with the records of the Board and made a part of the minutes.

14.9 QUORUM AND DECISIONS OF DIRECTORS. A majority of the directors shall constitute a quorum. Decisions made by a majority of a quorum shall be binding.

14.10 NON-DIRECTOR ATTENDANCE. Board Meetings, except those held in executive session, shall be open to all Owners. Each such meeting shall include an Owners' forum when Owners shall be permitted a reasonable time to speak. Unless expressly authorized by the Board, Owners other than directors may not participate in any Board discussion or deliberation before or after the Owners' forum.

14.11 EXECUTIVE SESSIONS. The Board may adjourn a meeting and reconvene in executive session to discuss and vote upon:

- A. Personnel matters;
- B. Litigation in which the Project Association is or may become involved;
- C. Matters that relate to the formation of contracts with third parties;
- D. Any matter relating to discipline of an Owner, provided that any directly affected Owners are entitled to attend the session; and
- E. Any matter involving attorney-client privilege.

The nature of any business to be considered in executive session shall be announced in open session and noted generally in the minutes. The business conducted in executive session shall be confidential and disclosed only to directors and persons authorized by the Board to have access to such information.

14.12 COMPENSATION OF DIRECTORS. Directors shall not be compensated but may be reimbursed for expenses incurred in connection with Project Association business.

14.13 COMMITTEES. The Board may appoint committees as appropriate to carry out its duties.

ARTICLE 15. OFFICERS

15.1 TITLES AND DUTIES OF OFFICERS. Officers shall be members of the Project Association and shall have the following titles and duties:

- A. **President.** The President shall preside at all Board Meetings, supervise the execution of Board orders and resolutions, sign legal instruments as necessary and act as the chief executive officer of the Project Association.
- B. **Vice President.** The Vice President shall act in place of the President in his absence due to his inability to act, and shall exercise and discharge such other duties as the Board may from time to time require.
- C. **Secretary.** The Secretary shall record the votes and keep the minutes of all Board and Owner Meetings, keep a current list of the names and addresses of Owners, and perform other duties as the Board may from time to time require.

D. Treasurer. The Treasurer shall be responsible for the maintenance of proper books of account and other appropriate financial records in accordance with standard accounting practices, and be responsible for ensuring compliance with the preparation and review of the financial documentation required by Civil Code §§ 1365 and 1365.5.

15.2 ELECTION OF OFFICERS. Officers shall be elected at the first Board Meeting following the Regular Owner Meeting. Mid-term vacancies shall be filled by the Board at its earliest convenience.

15.3 TERM OF OFFICERS. Unless they resign or are removed, officers shall serve until the first Board Meeting following the next Regular Owner Meeting.

15.4 REMOVAL/RESIGNATION OF OFFICERS. An officer may be removed from office by the Board at any time without cause. An officer may resign at any time by giving written notice to the Board or any Project Association officer. An officer shall also be deemed to have resigned when he/she ceases to be a director. In the event of removal, death or resignation of an officer, his/her successor shall be selected by a majority of the remaining directors.

15.5 COMPENSATION OF OFFICERS. Officers shall not be compensated but may be reimbursed for expenses incurred in connection with Project Association business.

ARTICLE 16. GENERAL PROVISIONS OF BYLAWS

16.1 PREPARATION, DISTRIBUTION AND INSPECTION OF MINUTES. A proposed draft of the minutes, final draft of the minutes, or summary of the minutes of all Board (other than executive session) and Owner Meetings shall be prepared and made available to Owners within thirty (30) days of the meeting. The proposed minutes, final minutes, or summary minutes shall be distributed to any Owner upon request and reimbursement of the reasonable cost of the distribution. At the time of distribution of the *pro forma* operating budget, or at the time of any general mailing to all Owners, the Project Association shall notify all Owners (i) that they may inspect and copy the minutes, and (ii) how and where such an inspection can occur.

16.2 OWNER INSPECTION OF RECORDS. Owners may inspect and copy the Owner list, financial statements, and minutes of Board (other than the executive session), Owner and committee meetings, for any purpose reasonably related to their interests as Owners. To the extent available to the Project Association, the list of Owners shall contain the names, mailing addresses, telephone numbers and voting rights of each Owner. The Project Association shall establish rules for the inspection and copying of documents by Owners, and for payment by the inspecting Owner of a reasonable charge for such inspection. No original documents shall be removed from Project Association custody for copying.

16.3 DIRECTOR INSPECTION OF RECORDS. Directors may inspect and copy all books, records and documents of the Project Association at any time during business hours. The Project Association shall pay the copying costs of documents reasonably requested by a director to assist him/her in the discharge of his/her duties.

16.4 AMENDMENT OF BYLAWS. These First Amended Bylaws may be amended with the approval of a majority of Units.

16.5 FISCAL YEAR. The fiscal year of the Project Association shall begin July 1 and end June 30, unless a different fiscal year is adopted by the Project Association.

16.6 CALIFORNIA CORPORATIONS CODE. These First Amended Bylaws conform to the provisions of the Corporations Code governing Nonprofit Mutual Benefit Corporations. If a statute upon which

these First Amended Bylaws are based is amended, the amendment shall supersede any conflicting provision herein.

16.7 CERTIFICATE OF SECRETARY. I certify that I am the duly elected Secretary of SKI TRAILS CONDOMINIUM OWNERS' ASSOCIATION, a California nonprofit mutual benefit corporation, and that these First Amended Bylaws were adopted by the Board on Sept. 3, 2000

Executed at Tucker California, on Sept. 3, 2000

By Carol Jean O'Connell
Secretary, SKI TRAILS CONDOMINIUM OWNERS' ASSOCIATION

EXHIBIT A

ASSESSMENT ALLOCATIONS

Regular and Special assessments shall be allocated by dividing the estimated cash requirement by the total number of units (144) multiplied by the "Assessment Factor":

<u>UNIT NO.</u>	<u>ASSESSMENT FACTOR</u>
4001, 4003, 4005, 4007, 4009, 4011, 4013, 4015, 4017, 4019, 4021, 4023, 4025, 4027, 4029, 4031, 4033, 4035, 4037, 4039, 4041, 4043, 4045, 4047, 4049, 4051, 4053, 4055, 4057, 4059, 4061, 4063, 4065, 4067, 4069, 4071, 4073, 4075, 4077, 4079, 4081, 4083, 4085, 4087, 4089, 4091, 4093, 4095, 4097, 4099, 4101, 4103, 4105, 4107, 4109, 4111, 4113, 4115, 4117, 4119, 4121, 4123, 4125, 4127, 4129, 4131, 4133, 4135, 4137, 4139, 4141, 4143	.86
4002, 4004, 4006, 4008, 4010, 4012, 4014, 4016, 4018, 4020, 4022, 4024, 4026, 4028, 4030, 4032, 4034, 4036, 4038, 4040, 4042, 4044, 4046, 4048, 4050, 4052, 4054, 4056, 4058, 4060, 4062, 4064, 4066, 4068, 4070, 4072, 4074, 4076, 4078, 4080, 4082, 4084, 4086, 4088, 4090, 4092, 4094, 4096, 4098, 4100, 4102, 4104, 4106, 4108, 4110, 4112, 4114, 4116, 4118, 4120, 4122, 4124, 4126, 4128, 4130, 4132, 4134, 4136, 4138, 4140, 4142, 4144	1.14

EXHIBIT B

ALLOCATION OF VOTING RIGHTS PER UNIT

Each unit shall have the following votes:

<u>UNIT NO.</u>	<u>VOTES PER UNIT</u>
4001, 4003, 4005, 4007, 4009, 4011, 4013, 4015, 4017, 4019, 4021, 4023, 4025, 4027, 4029, 4031, 4033, 4035, 4037, 4039, 4041, 4043, 4045, 4047, 4049, 4051, 4053, 4055, 4057, 4059, 4061, 4063, 4065, 4067, 4069, 4071, 4073, 4075, 4077, 4079, 4081, 4083, 4085, 4087, 4089, 4091, 4093, 4095, 4097, 4099, 4101, 4103, 4105, 4107, 4109, 4111, 4113, 4115, 4117, 4119, 4121, 4123, 4125, 4127, 4129, 4131, 4133, 4135, 4137, 4139, 4141, 4143	.86
4002, 4004, 4006, 4008, 4010, 4012, 4014, 4016, 4018, 4020, 4022, 4024, 4026, 4028, 4030, 4032, 4034, 4036, 4038, 4040, 4042, 4044, 4046, 4048, 4050, 4052, 4054, 4056, 4058, 4060, 4062, 4064, 4066, 4068, 4070, 4072, 4074, 4076, 4078, 4080, 4082, 4084, 4086, 4088, 4090, 4092, 4094, 4096, 4098, 4100, 4102, 4104, 4106, 4108, 4110, 4112, 4114, 4116, 4118, 4120, 4122, 4124, 4126, 4128, 4130, 4132, 4134, 4136, 4138, 4140, 4142, 4144	1.14