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Date

BY-LAWS  
OF  
SHEFFIELD VILLAGE HOME OWNERS' ASSOCIATION

ARTICLE I  
Membership and Dues

Section 1. Membership

Members of this corporation shall be those persons described in Article V of the Articles of Incorporation of this corporation, and membership shall be acquired and shall terminate as therein provided. Members, when required to do so, shall establish their right to membership to the satisfaction of the Secretary.

Section 2. Support of Corporation – No Fees or Dues

There shall be no membership fees or dues; the corporation shall be supported exclusively from the charges or assessments upon the real property referred to in Article II of said Articles of Incorporation, as more fully set forth in a certain Declaration of Restrictions made by E.B. Field Corporation on the 6<sup>th</sup> day of March, 1939, and recorded in the office of the County Recorder of the County of Alameda, State of California, on the 10<sup>th</sup> day of March, 1939, in Liber 3752 of Official Records at page 132 and following, together with any supplement thereto, or any other Declaration of Restrictions providing for assessments or charges to be enforced by this corporation upon the same or any other portion of the real property described in said Article II of the Articles of Incorporation.

ARTICLE II  
Directors

Section 1. Board of Directors

The corporate powers of this corporation shall be vested in a Board of five Directors who shall be members of this association, and three of said Directors shall constitute a quorum.

Section 2. Election of Directors

- (a) Directors shall be elected at the annual meeting of the members, to serve one year and until their successors are elected and qualify. Their terms of office shall begin immediately after election. No member shall be permitted to serve more than two consecutive years, election shall be by ballot, and the names of the incumbent directors who have served only one term shall be automatically placed on the ballot.
- (b) Only paid-up members of the association, in good standing, who are residents of or domiciled in Sheffield Village shall be eligible to serve as Directors.

Section 3. Vacancies

Vacancies in the Board of Directors shall be filled by the remaining Directors in office, though less than a quorum, or by a sole remaining Director, and each Director so selected shall hold office until the first annual meeting of the members thereafter, and until his successor is elected and qualifies.

Section 4. Powers of Directors

The Directors shall have power in addition to the powers given by law:

First: To appoint and remove, at pleasure, all officers, agents and employees of the Association, prescribe their powers and duties, fix their compensation, and require from them security for faithful service;

Second: to conduct, manage and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with the laws of the State of California, the Articles of Incorporation, or these By-Laws, for the guidance of the officers and management of the affairs of the corporation;

Third: To call special meetings of the members when they deem it necessary, and they must call a meeting at any time upon the written request of one-fifth of the whole number of members.

#### Section 5. Directors' Compensation

Officers shall not receive any salary for their service as Directors.

### ARTICLE III Officers

#### Section 1. Selection and Tenure

The officers shall be a President, Vice-President and Secretary (who shall also act as Treasurer) who shall be chosen annually by the Board of Directors and shall hold office at the pleasure of the Board. The Board of Directors, in its discretion, may also choose one or more "assistants", which persons shall also hold positions at the pleasure of the Board, and shall have such authority and perform such duties as the Board of Directors may from time to time determine within the scope of these By-Laws. Compensation of Directors' assistants shall be fixed by the Board of Directors. The President and Vice-President must be Directors of the corporation, but other officers need not be Directors, and the same person may hold two or more offices except that the offices of President and Vice-President, and the offices of President and Secretary, may not be held by the same person.

#### Section 2. President and Vice-President

After the annual meeting the newly elected Board of Directors shall, at their first regular meeting, elect one of their members to serve as President (preferably one with at least one year's experience on the Association's Board of Directors), and one member to act as Vice-President. If at any time the President shall be unable to, or refuse to, act, or shall be absent from the County of Alameda, State of California, the Vice-President shall take his place and perform his duties with or without the request of the majority of the Directors, who need not be duly assembled for the purpose.

The President, or, in his absence, the Vice-President, shall perform the following duties and functions: He shall preside over all meetings of the members and Directors; he shall sign, as President, all contracts, or other instruments in writing, when authorized to do so; he shall call the Directors together whenever he deems it necessary, and must do so at the request of any two Directors; he shall have, subject to the advice of the Board of Directors, general direction of the affairs of the Association; he shall have such other powers and perform such other duties as may be prescribed by these By-Laws, or by the Board of Directors.

#### Section 3. Secretary

The Secretary shall keep a record of the proceedings of the Board of Directors. He shall keep the corporate seal of the corporation and shall sign, as Secretary, all contracts and instruments in writing when authorized to do so, and affix the said corporate seal to all papers requiring a seal. He shall keep proper account books, and cause to be kept and maintained accurate and correct accounts of the affairs of the corporation. He shall cause all funds of the Association to be deposited in the name of the Association in such depositories as may be designated by the Board of Directors, which funds shall be withdrawn and disbursed by checks drawn and signed as the Board of Directors may direct. He shall render to the Directors upon request an account of his transactions and of the financial condition of the corporation. He shall serve all

notices required either by law or by the By-Laws of the Association, but in case of his absence, inability, refusal or neglect to do so, then such notices may be served by any person thereunto directed by the President of the Association. He shall have such other powers and perform such other duties as may be prescribed by these By-Laws or the Board of Directors.

#### ARTICLE IV Meetings

##### (A) Meetings of the Members

Section 1. The annual meeting of the members shall be held in the City of Oakland, California, at a time and place to be fixed by the President during the first half of January of each year, beginning with the year 1972. Notice of such meeting shall be mailed to each member, at least ten days before such meeting, at his address which he shall register with the Secretary-Treasurer for that purpose, and which he may change from time to time. If any member shall fail to so register his address, such notice may be mailed to him in care of General Delivery, Oakland, California.

Section 2. Special meetings of the members may be called at any time upon five days' notice of such meeting being mailed to each member as provided in Section 1 hereof.

Section 3. No meeting of members shall be competent to transact business unless twenty members are present in person or by proxy, (which number shall constitute a quorum) except to adjourn from time to time. No notice of adjournment need be given for any meeting of which due notice was given.

Section 4. At the annual meeting of the members Directors for the ensuing year shall be elected, and any other business may be transacted at such meeting. If, however, for want of a quorum, or other cause, the meeting of members shall not be held at the time appointed, or should the members fail to complete their business, those present may adjourn from time to time until the same shall be accomplished.

Section 5. At all meetings of the members, each member shall be entitled to as many votes as are provided in Article V of the Articles of Incorporation of the corporation. Proxies shall be in writing, and filed with the Secretary before the opening of the meeting.

##### (B) Directors' Meetings

Section 6. Regular meetings of the Board of Directors shall be held at such times as may be fixed by a resolution of the Board. A regular meeting shall also be held immediately upon adjournment of each annual meeting of the members. No notice of regular meetings shall be required. At Directors' meetings, all members of the Association may attend and participate in the discussions. However, a motion at a Directors' meeting shall be made, seconded and voted upon only by the Board of Directors. A majority vote of the Directors quorum present shall determine the decision of the Board.

Section 7. Special meetings of the Board may be held at any time. Notice of such meetings shall be given to each Director personally, or by telephone, telegram or mail, at least forty-eight hours before such meeting. If mailed, the notice shall be addressed to the address of the Director as the same appears upon the records of the Secretary.

#### ARTICLE VI Miscellaneous

##### Section 1. Records and Papers

The corporation shall keep at its principal office the original or a copy of these By-Laws, as amended or otherwise altered to date, certified by the Secretary, and a membership record of the Association containing the name and address of each member, the date of acquiring membership, and the date and

fact of termination of membership, in case of termination, each of which shall be open to inspection by the members at all reasonable times during office hours.

#### Section 2. Proof of Membership

No certificates of membership shall be issued by the corporation, but the membership record referred to in Section 1 of this Article shall be conclusive evidence of the fact of membership, the address of the member, the date of acquisition of membership, and the date and fact of termination of membership, if any has occurred.

#### Section 3. Principal Office

The principal office for the transaction of the business of the Association is fixed and located in the City of Oakland, County of Alameda, State of California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said county.

#### Section 4. Seal

The corporation shall have a common seal consisting of a circle having on its circumference "Sheffield Village Home Owners' Association", and in the center the words "Incorporated February 6, 1939".

### ARTICLE VII Amendments

#### (A) By Members

Section 1. These By-Laws may be adopted, amended or repealed either at a meeting, by the vote of members constituting a majority of the voting power of the members, or by the written assent of such number of members.

#### (B) By Directors

Section 2. Subject to the right of members to adopt, amend or repeal these By-Laws, these By-Laws may be adopted, amended or repealed by the Board of Directors, provided that the Board of Directors shall have no power to amend the By-Laws to change the authorized number of Directors of the corporation.

IN WITNESS WHEREOF, We, the undersigned members of the Board of Directors of the Sheffield Village Home Owners' Association, do hereby certify that the foregoing is a full, true and correct copy of the amended By-Laws of the corporation adopted by the Board of Directors on October 12, 1970.

James E. Fields, President  
James Hooks, Vice-President  
Frank Denevi, Secretary-Treasurer  
Ray Haier  
Ray Malgradi

