

CERTIFICATE OF AMENDMENT

TO

BY-LAWS

FOR

BRENTWOOD CIRCLE HOMEOWNERS' ASSOCIATION

THIS AMENDMENT to the Amended By-Laws for Brentwood Circle Homeowners' Association ("Association") is made this 19th day of March, 2019, with reference to the following facts:

A. The Association's Declaration of Covenants, Conditions and Restrictions ("Declaration") was recorded as Instrument No. 95-176570 in the Official Records of Los Angeles County, California on November 1, 1995, in the Official Records of Los Angeles County.

B. The Association's Amended By-Laws were adopted on March 9, 1997.

C. The consent of the requisite number of "Owners" of the "Association" (as such terms are defined in the Declaration) having been obtained, the Amended By-Laws are amended as set forth herein.

NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING:

1. **Article I, Section 1.02 of the Association's By-Laws is hereby deleted in its entirety and replaced with the following language:**

“Section 1.02. The principal office of the Association shall be within Brentwood Circle, or at such place in the County of Los Angeles, as the Board may designate from time to time.”

2. **Article I, Section 1.05 of the Association's By-Laws is hereby deleted in its entirety and replaced with the following language:**

“Section 1.05. The qualifications for membership are being an Owner of a Lot within Brentwood Circle, as defined above, and the payment of dues and assessments as may be established by the Association or the Board. Each ‘Owner’ shall be a ‘Member.’”

3. **Article II, Section 2.03 of the Association's By-Laws is hereby deleted in its entirety and replaced with the following language:**

“Section 2.03. Special meetings of Members may be called for any lawful purpose at any time by the President or by the Board, or by any two or more Members thereon, or by a written petition signed by five percent (5%) or more of the Members. Except, in special cases where other express provision is made by

statute, these Bylaws or the Declaration, notice of such special meetings shall be given in the same manner as for annual meetings of Members. Notwithstanding the foregoing, when a special meeting is requested by a Member pursuant to a written petition, (i) an authorized officer of the Association shall within twenty (20) days after receipt of such petition, send out a notice to the Members fixing a date for such a meeting which is not less than thirty-five (35) nor more than ninety (90) days after receipt of the request, and (ii) to the extent that the Members shall be required to vote at such meeting by secret ballot in accordance with the procedures set forth in Civil Code Section 5100 et seq., notice of such meeting and the related secret ballot shall be provided at least thirty (30) days before such meeting.”

4. **Article II, Section 2.08 of the Association’s By-Laws is hereby deleted in its entirety and replaced with the following language:**

“Section 2.08. 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 of the Association.

Any proxy covering any of the following matters that require a vote of the Members is not valid as to those matters unless it sets forth the general nature of the matter to be voted upon or the proxy is specifically stated to be for a meeting at which one of the following matters has been identified in the Notice of meeting to be voted on at such meeting:

- (a) Removing a Director without cause, pursuant to Section 3.06(b) of these By-Laws;
- (b) Filling Director vacancies pursuant to Section 3.06 of these By-Laws;
- (c) Entering into or approving a contract or transaction between the Association and one or more of the Directors, or between the Association and any entity in which one or more of the Directors has a material financial interest, when the material facts of the contract or transaction are fully disclosed pursuant to Corporations Code Section 7233;
- (d) Amending the Articles or By-Laws to repeal, restrict, create, or expand proxy rights;
- (e) Amending the Articles after approval by the Board, in accordance with Corporations Code Section 7812;
- (f) Disposing of assets other than in the usual and regular course of corporate activities pursuant to Corporations Code Section 7911(a)(2);
- (g) Approving merger terms pursuant to Corporations Code Section 8012;

(h) Adopting an amendment to a merger agreement that changes any of the principal terms pursuant to Corporations Code Section 8015(a); and

(i) Electing to dissolve the Association by approval of a majority of all Members or by approval of both the Board and the Members pursuant to Corporations Code Section 8610.”

5. **Article II, Section 2.10 of the Association’s By-Laws is hereby deleted in its entirety and replaced with the following language:**

“Section 2.10. Any approval by the Members of the following proposals, other than unanimous approval by those entitled to vote, shall be valid only if the general nature of the approved proposal was stated in the Notice of meeting or any or any waiver of Notice of meeting:

(a) Removing a Director without cause, pursuant to Section 3.06(b) of these By-Laws;

(b) Filling Director vacancies on the Board if the remaining Directors have not filled such vacancies pursuant to Section 3.06 of these By-Laws;

(c) Entering into or approving a contract or transaction between the Association and one or more of the Directors, or between the Association and any entity in which one or more of the Directors has a material financial interest, when the material facts of the contract or transaction are fully disclosed pursuant Corporations Code Section 7233;

(d) Amending the Articles after approval by the Board, in accordance with Corporations Code Section 7812; and

(e) Electing to dissolve the Association by approval of a majority of all Members or by approval of both the Board and the Members pursuant to Corporations Code Section 8610.”

6. **Article III, Section 3.01 of the Association’s By-Laws is hereby deleted in its entirety and replaced with the following language:**

“Section 3.01. The affairs of this Association shall be managed and its duties and obligations performed by a Board of Directors consisting of five (5) persons, who shall be Members of the Association.”

7. **Article III, Section 3.02 of the Association’s By-Laws is hereby deleted in its entirety and replaced with the following language:**

“Section 3.02. Owners may nominate themselves or another person for election to the Board; provided, however, all candidates must meet the qualifications set forth in Section 3.01.”

8. **Article III, Section 3.04 of the Association's By-Laws is hereby deleted in its entirety and replaced with the following language:**

“Section 3.04. Subsequent elections shall also be held at the annual meetings. However, if an annual meeting is not held or does not include an election, the election may be held at a special meeting of Members called for that purpose. Voting for Directors shall be by secret written ballot in accordance with the Civil Code Section 5100 et seq. At an 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 these By-Laws. Each Member entitled to vote on the election may cumulate his or her votes and give one candidate a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which the Member is entitled, or distribute the Member's votes on the same principle among as many candidates as the Member thinks fit. The candidates receiving the highest number of votes up to the number of Board Members to be elected shall be elected. Secret ballots submitted by a Member and received by the inspector(s) of election prior to the close of the polls at any annual or special meeting of the Members shall be counted towards those present for purposes of determining whether a quorum is present for such annual or special meeting of the Members.”

9. **Article III, Section 3.05 of the Association's By-Laws is hereby deleted in its entirety and replaced with the following language:**

“Section 3.05. Each Director shall hold office until the election of his or her successor or until the Director's death, resignation, removal, judicial adjudication of mental incompetence or conviction of a felony.”

10. **Article III, Section 3.06 of the Association's By-Laws is hereby deleted in its entirety and replaced with the following language:**

“Section 3.06. Any vacancy on the Board caused by the death or resignation of a Director, judicial adjudication of incompetence, conviction of a felony or the removal of a Director by the remaining Directors for failure to meet the qualifications to serve on the Board shall be filled by the remaining directors. A vacancy on the Board caused by the vote of the Owners shall be filled by the vote of the Owners. The successor shall serve for the unexpired term of his or her predecessor.”

11. **Article IV, Section 4.01 of the Association's By-Laws is hereby deleted in its entirety and replaced with the following language:**

“Section 4.01. Regular meetings of the Board of Directors shall be held bi-monthly at a time and place within the Brentwood Circle or at the principal offices of the Association fixed by resolution of the Board. Except for an executive session Board meeting and an emergency meeting, notice of a Board meeting shall be given at least four (4) days prior to the meeting (a) to Members by general delivery or general notice in accordance with Section 4045 of the Act,

and shall be sent by individual delivery to any Member who has requested notification by individual delivery, and (b) to Directors by first class mail, postage prepaid, or forty-eight (48) hours' notice delivered personally or by telephone (either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director), by facsimile, or electronic mail. The notice shall be given or sent to the director's address, or telephone number, facsimile number or electronic mail address as shown on the records of the Association. Notice of any meeting need not be given to any Director who has signed a waiver of notice or a written consent to holding of the meeting. The notice shall specify the date, time and place of the meeting and, in the case of a special meeting, the nature of any special business to be considered. The notice shall also include an agenda.

Except for an emergency executive session Board meeting, Members shall be given notice of the time and place of a Board meeting that will be held solely in executive session at least two (2) days prior to the meeting.

12. **Article IV, Section 4.02 of the Association's By-Laws is hereby deleted in its entirety and replaced with the following language:**

"Section 4.02. Special meetings of the Board shall be held when called by written notice signed by the President of the Association or by any two (2) Directors other than the President. The notice to Directors and Members shall be provided in the same manner as provided for regular meetings of the Board."

13. **Article IV, Section 4.05 of the Association's By-Laws is hereby deleted in its entirety and replaced with the following language:**

"Section 4.05. The Board may meet in executive session to discuss and vote upon personnel matters, formation of contracts, litigation in which the Association is or may become involved, disciplinary matters or to meet with a Member, upon a Member's request, regarding the Member's payment of Assessments. Any matter discussed in executive session shall be generally noted in the minutes of the immediately following meeting of the Board of Directors that is open to the entire membership. The Board shall meet in executive session if requested by a Member who may be subject to a fine, penalty, or other form of discipline, and the Member affected shall be entitled to attend the portion of the executive session meeting which is for a hearing or discussion with such Member. The Board shall have the right to deliberate on such issue without the Member. The Board may hold an executive session emergency meeting if circumstances require. Members may not attend executive session meetings of the Board except as provided above, or if invited by the Board in its sole discretion."

14. **Article IV, Section 4.07 of the Association's By-Laws is hereby deleted in its entirety and replaced with the following language:**

"Section 4.07. The Board shall not take action on any item of business outside of a meeting except as provided in the Davis-Stirling Common Interest Development Act. 'Item of business' means any action within the authority of the Board, except those actions that the Board has validly delegated to any other person or persons, managing agent, officer of the Association, or committee of the Board comprising less than a majority of the Directors."

15. **Article V, Section 5.01 of the Association's By-Laws is hereby deleted in its entirety and replaced with the following language:**


"Section 5.01. The Officers of this Association shall be a President, a Vice-President, a Secretary, and a Chief Financial Officer. Each Officer shall be a Member of the Association. The Board may appoint additional Officers pursuant to Article X of these By-Laws. Any number of offices may be held by the same person."

16. **Except as the same is hereinabove amended, the Bylaws , and each and every provision thereof, shall continue in full force and effect.**

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of the Association have executed this instrument on the date and year first written above.

BRENTWOOD CIRCLE HOMEOWNERS' ASSOCIATION

President:


Signature

BEN A. DALBY
Print Name

Secretary:


Signature

Joseph Klein
Print Name