

BYLAWS OF OCEAN PALMS HOMEOWNERS ASSOCIATION

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**FIRST AMENDED AND RESTATED BYLAWS OF
OCEAN PALMS HOMEOWNERS ASSOCIATION
A Non-Profit Mutual Benefit Corporation**

**ARTICLE I
NAME**

The name of the Association is OCEAN PALMS HOMEOWNERS ASSOCIATION, a non-profit mutual benefit corporation, hereinafter referred to as the “Association.”

**ARTICLE II
NON-PROFIT MUTUAL BENEFIT CORPORATION**

This Association is organized pursuant to the provisions of Section 7110 through 8910 of the Corporations Code of the State of California as amended.

**ARTICLE III
PROJECT LOCATION**

The OCEAN PALMS Condominium Project is located at 645 Ohio Avenue in the City of Long Beach, California.

**ARTICLE IV
APPLICABILITY OF BYLAWS**

Upon acquiring ownership of a Condominium in this Project, any Owner becomes a Member of the Association and is thereby bound to comply with the provisions of the Bylaws.

**ARTICLE V
PURPOSE AND POWERS**

5.1 The specific and primary purpose of the Association is to further and promote the interests and welfare of the Owners of Condominiums situated in that certain Development located at, and commonly known as, 645 Ohio Avenue, and more particularly described as,

Lot 1 of Tract 44053 as per Map recorded in Book 1070, Pages 87-89 of Maps in the Office of the County Recorder of Los Angeles County, State of California

5.2 The general purposes and powers are:

(a) To provide all types of services, facilities and improvements deemed useful, beneficial and helpful to said Owners; to enforce restrictions, conditions, liens, charges and covenants pertaining to said condominiums; to purchase, lease, construct and contract for, develop or otherwise acquire such property, real or personal, tangible or intangible, as may be necessary to or convenient to carry out said primary objects and purposes, to care for or raise

money or contract indebtedness by giving any form of obligation and security therefore; to appoint such committees as may be necessary to or convenient in carrying out said primary objectives and purposes; to make and collect charges and assessments by which to further said primary objects and purposes; to sell, convey, assign, lease or license real or personal property, and to enter into, make or perform contracts of every kind with any person, firm, association, corporation, municipality, county, state, body, politic, or government conducive to the attainment of any of the objects or purposes of the corporation.

(b) To have and exercise all rights and powers, and to do any and all things that a corporation can do for the benefit of its Members.

ARTICLE VI DEFINITIONS

6.1 Declaration Defined. “Declaration” shall mean and refer to that certain Declaration of Covenants, Conditions and Restrictions as amended and restated from time to time. The original Declaration of Establishment of Covenants, Conditions and Restrictions for Ocean Palms Homeowners Association, A Condominium Project, Tract 44053, was recorded on August 1, 1986 as Instrument No. 86-988439 in the Official Records of the Recorder’s Office of Los Angeles County, California. The Amendment to Declaration of Covenants, Conditions & Restrictions (CC&R’s) Ocean Palms Homeowners Association was recorded on June 23, 2006 as Instrument No. 06-1387215 in the Official Records of the Recorder’s Office of Los Angeles County, California. Simultaneously with the approval of these First Amended and Restated Bylaws, the Board of Directors will seek approval of the Second Amended and Restated Declaration of Covenants, Conditions and Restrictions for Ocean Palms Homeowners Association which, if approved and recorded, will be the operative Declaration.

6.2 CC&R Definitions Incorporated. The definitions contained in the most recent amended and/or restated Declaration are incorporated herein by reference.

ARTICLE VII VOTING, QUORUM AND PROXIES

7.1 Voting. Voting shall be on the basis of ownership of a condominium. Each condominium shall be entitled to one vote per matter to be voted upon. The votes shall be cast as the owners of the condominium decide among themselves and in the event they are unable to decide on how to cast their vote they shall lose their right to vote on the issue in question. Should they cast more than one vote on a given matter, all votes shall be deemed invalid.

7.2 Quorum.

(a) In General. The presence, in person, or by the casting of a written ballot, of Members entitled to vote holding over fifty percent (50%) of the voting power of the Association shall constitute a quorum for the transaction of business at all meetings of the Members, except for the election of members of the Board of Directors, and except as may be otherwise provided in these Bylaws and/or the Declaration.

(b) Director Elections; No Quorum; Uncontested. There shall be no quorum for the election of Directors at a meeting held for that purpose. In any election where the number of candidates nominated exceeds the number of vacancies, voting for directors shall be by secret written ballot. When, at the close of nominations, the number of qualified candidates nominated does not exceed the number of vacancies, the candidates may be declared elected without need for balloting and shall take their seats on the date set for the membership meeting.

7.3 Proxies. No proxies shall be allowed whatsoever for any voting of the membership.

7.4 Manner of Casting Votes.

(a) Voting at Membership Meetings. Matters requiring a vote by secret written ballot as provided for in Civil Code Section 5100, or any successor statute, must be conducted in compliance with said section, Corporations Code Section 7513 and the election and voting rules of the Association. As to matters which do not require a secret written ballot, voting at any Member meeting may be conducted by voice vote, by open written ballot or by secret written ballot.

(b) Cumulative Voting. Cumulative voting shall not be permitted.

ARTICLE VIII ADMINISTRATION

8.1 Association Responsibilities. The Association, through its Board of Directors and Officers, will have the responsibility of administering the Project, approving the annual budget, establishing and collecting monthly assessments and contracting for the management of the Project pursuant to an agreement, containing provisions relating to the duties, obligations, removal and compensation of the management agent, and all other duties as may be required by the provisions and requirements of the Declaration.

ARTICLE IX MEMBER MEETINGS

9.1 Place of Meetings. Annual and special meetings of the Members shall be held at the principal office of the Project or as close thereto as practicable in the County of Los Angeles.

9.2 Annual Meetings. Annual meetings of the Members shall be held at least once each calendar year during the month of July on a date and time determined by the Board. At each annual meeting the Members shall elect all members of the Board of Directors by secret ballot in accordance Civil Code Section 5115 (or any successor statute) and the Association's election and voting rules, except as provided in Section 7.2(b) hereinabove. The owners may also transact such other business of the Association as may properly come before the Members.

9.3 Special Meetings. Special meetings of the Members may be called at any time for any lawful purpose requiring approval of all or some of the owners. Special meetings of the Members may be called at any time by the Board, the president, or upon the written request of

Members holding not less than five (5%) percent of the voting power of the entire Membership.

9.4 Notice of Meetings. Written notice of each meeting of the Members shall be given by the Secretary or other person authorized to call the meeting. A copy of such notice shall be delivered personally, by first class, certified, or registered mail, postage prepaid, or electronically, if consented to by the Member, at least ten (10) days, but not more than ninety (90) days before such meeting to each Member entitled to vote thereat in the manner provided in these Bylaws for giving notice. The notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the nature of the business to be undertaken.

9.5 Adjourned Meetings. In the absence of a quorum at a Members' meeting, a majority of those present in person may adjourn the meeting to another time, but may not transact any other business. When any meeting of Members, either annual or special, is adjourned and a time and place for the adjourned meeting is not fixed by those in attendance at the original meeting, or if for any reason a new date is fixed for the adjourned meeting after adjournment, notice of the time and place of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, other than by announcement thereof at the meeting at which such adjournment is taken. No Member meeting may be adjourned for more than 45 days.

9.6 Order of Business. The order of business at all meetings of the Members shall be as follows:

- (a) Call to Order.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Introduction of Inspectors of Election and commencement of ballot counting by Inspectors.
- (d) Reading of minutes of preceding meeting and approval.
- (e) Reports of officers.
- (f) Reports of committees.
- (g) Old business.
- (h) New business.
- (i) Announcement of election results by Inspectors to President.
- (j) Announcement of election results by President to Members.

ARTICLE X
BOARD OF DIRECTORS

10.1 Number and Qualifications. The affairs of the Association shall be governed by a Board of Directors composed of three (3) persons. To be nominated for and maintain a position on the Board, candidates/directors must meet the following requirements:

(a) Ownership. The person must be the record Owner of at least a ten percent (10%) fee simple interest in a Separate Interest, proof of which shall be a recorded deed. Persons holding a fee simple interest in a Separate Interest merely as security for the performance of an obligation shall not be eligible to serve on the Board.

(b) Residency. The person must have resided in the Development as their primary residence for at least nine (9) months per year to be able to serve on the Board. This requirement will not apply when there are less than three residents running for the Board.

(c) No Litigation. The person must not be a party in or have an ownership interest in an entity that is a party in any legal proceeding against the Association or its Officers or Directors. Any Director who files an action so described shall automatically cease to be a Director on the date the action is filed and does not automatically retake the vacated seat upon dismissal of the action. Once the seat is vacated it shall, at the discretion of the Board, be filled by Board appointment or by Membership election.

(d) No Felonies. The person must not have been convicted of a felony.

(e) Co-Owners Eligible for Only One Position. The person must not have a record fee simple ownership interest in a Separate Interest which is part of the Development with another person or impersonal entity concurrently serving as a Director. Where two or more co-Owners concurrently seek election to the Board, only the first nomination will be effective.

(f) Member in Good Standing. The person or impersonal entity must not be delinquent by more than sixty (60) days in the payment of any Assessment, fee, or fine, and must not be found to be in violation of the Association's Governing Documents (following proper notice, hearing, and a finding by the Board).

10.2 Powers and Duties. The Board of Directors shall have the powers and duties as allowed by law and the governing documents of the Association.

10.3 Election and Term of Office. The term of each Director shall be fixed for a period of one (1) year. Each Director shall hold office until his/her successor has been elected.

10.4 Nominations of Candidates for the Board.

(a) Self-Nomination. Any member of the Association qualified to serve on the Board of Directors may nominate himself or herself by personally delivering or mailing a letter or other writing to the Board of Directors (or its authorized designee, such as a management

company) advising of his or her intent to run for a position on the Board of Directors. Any such written nominations which are personally delivered must be actually received by any member of the Board of Directors (or its authorized designee) no later than 5:00 p.m. on the 40th day before the annual meeting of the membership or Board meeting scheduled to count ballots for the election of directors. Written nominations which have been mailed to a member of the Board of Directors (or its authorized designee), must bear a postmark dated no later than the 40th day before such meeting and be actually received by the board member no later than the 37th day before such meeting to be valid.

(b) Close of Nominations. Nominations will close at 5:00 p.m. on the 40th day before the meeting scheduled to count ballots on the matter by which time all nominations must have been delivered or mailed and postmarked. Only timely written nominations will be accepted and placed on the ballot for the election. There will be no nominations from the floor or write-in candidates. Such meeting will serve only to count the ballots and conduct such other business as may be scheduled at that time, if any.

10.5 Vacancies on Board of Directors and Removal of Directors from Office.

(a) Vacancies, Generally. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation or removal of a director; (ii) an increase of the authorized number of directors with no accompanying election of directors to fill the increase; or (iii) the failure of the Members, at any meeting of Members at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

(b) Resignation of Directors. Any director may resign and resignation shall be effective on giving written notice to the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may appoint a successor to take office when the resignation becomes effective or remain at the current number, but no less than 2 Directors.

(c) Filling Vacancies. Except as to members of the Board of Directors removed by vote of the Members, vacancies in the Board may be filled by a majority of the remaining directors, even though less than a quorum, and each director so elected shall hold office for the unexpired term of his or her predecessor and until his or her successor is elected at an annual meeting of Members, or at a special meeting called for that purpose. Any director removed from the Board, with or without cause, by a vote of the Members must be replaced by vote of the Members by election of directors in the manner set forth in these Bylaws which may be conducted at the same meeting in which the director was removed. The Members may at any time elect directors to fill any vacancy not filled by the Board. The Members may elect any additional directors at a Member meeting to count ballots for a vote to amend these Bylaws to authorize an increase in the number of directors.

(d) Removal by Members of the Association. Members of the Association may remove one or more members of the Board of Directors of the Association with or without cause in such manner as allowed by law. Such removal shall be conducted by secret written ballot in

accordance with Civil Code Section 5115, or any successor statute, the election and voting rules adopted pursuant to said section, and any applicable provisions of the Corporations Code.

(e) Removal by Directors. The Board of Directors may declare vacant the office of a director for cause when authorized by Corporations Code Section 7221, including, but not limited to, when a member of the Board of Directors fails to attend three (3) consecutive meetings or four (4) meetings in any twelve (12) month period.

10.6 Compensation. No director shall receive compensation for any service he or she may render to the Association as such. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

ARTICLE XI MEETINGS OF DIRECTORS

11.1 Place of Meetings. All meeting of the Board of Directors shall be held at the principal office of the Project or as close thereto as practicable in the County of Los Angeles.

11.2 Organizational Meeting. A newly elected Board of Directors shall hold an organizational Board meeting immediately following the Annual Member meeting at which they were elected to appoint officers from among their number. If the newly elected Board is made up of the identical members as the previous board, the organizational Board meeting may be adjourned to another time. If the meeting is not adjourned, the Board may also conduct such other business as allowed. Such organizational Board meetings shall have been scheduled by proper notice with an agenda by the previous Board of Directors.

11.3 Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at a date and time selected by the Board of Directors.

11.4 Special Meetings. Meetings of the Board may be called by the Chair of the Board or the President or any Vice President or the Secretary or any two Directors.

11.5 Emergency Meetings. An emergency meeting of the Board may be called by the president of the association, or by any two members of the governing body other than the president, if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board, and which of necessity make it impracticable to provide notice as required by this section.

11.6 Member Attendance at Board Meetings. Regular and special meetings of the Board may be attended by all Members of the Association to the extent and in the manner allowed by Civil Code Section 4925.

11.7 Board Meeting Notices.

(a) Members of the Association. Members of the Association shall be given

notice of the time and place of an open Board meeting, except for an emergency meeting, at least four (4) days prior to the meeting. Notice shall be given by posting the notice in a prominent place or places within the common area and by mail to any owner who had requested notification of board meetings by mail, at the address requested by the owner. Notice may also be given, by mail or delivery of the notice to each unit in the development or by newsletter or similar means of communication, including electronic delivery to any owner who authorized such delivery.

(b) Members of the Board. Members of the Board of Directors shall be given notice of a Board meeting at least (4) four days in advance by first-class mail, or 48 hours in advance personally, by telephone, including a voice messaging system, or by electronic transmission by the corporation.

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

(d) Agendas to Accompany Notices. All notices of meetings given shall contain the agenda for the meeting.

11.8 Waiver of Notice by Board Members. With respect to the notice requirements to Board members, the transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

11.9 Quorum. A majority of the Directors elected shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. For a three (3) person board, two (2) Directors shall constitute a quorum. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board.

11.10 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place which shall be announced at the meeting. If the meeting is adjourned for more than 24 hours, notice of an adjournment to another place and time shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment and to all Members of the Association in the same manner as the original notice.

11.11 Executive Session.

(a) The Board may, with the approval of a majority of a quorum of its members, adjourn a meeting and reconvene in executive session or call an executive session meeting to consider litigation, matters relating to the formation of contracts with third parties, member discipline, personnel matters, or to meet with a member, upon the member's request, regarding

the members payment of assessments. The Board of Directors shall also 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 shall be entitled to attend the executive session.

(b) The general nature of any and all business to be considered in executive sessions shall first be announced in open session. All matters discussed in executive session shall be generally noted in the minutes of the immediately following meeting that is open to the entire membership.

11.12 Action by Unanimous Written Consent. No action may be taken by unanimous written consent. Emergency meetings may be conducted by electronic transmissions and all meetings may be conducted by teleconference to the extent allowed and provided for in Civil Code Sections 4910 and 4925.

ARTICLE XII OFFICERS

12.1 Enumeration of Officers. The officers of this Association shall be a President, Vice-President, Secretary, Treasurer and any special offices that the Board may create by resolution from time to time. All officers shall at all times be members of the Board of Directors.

12.2 Appointment of Officers. The officers of the Association shall be appointed by the Board of Directors from among themselves, by majority vote. The initial appointment shall occur at the annual organizational meeting immediately following the annual Member meeting to elect Directors. The Board of Directors, by majority vote, may, with or without cause, remove any member of the directors from office and appoint a replacement from their number. Each officer shall hold his or her office until he or she resigns, is removed from office, or is otherwise disqualified to serve as an officer or Director of the Association.

12.3 Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. Except for Secretary and Treasurer and in the case of any special offices created pursuant to Section 12.1 of this Article, no person shall simultaneously hold more than one of any of the other offices.

12.4 Duties. The duties of the officers are as follows:

(a) President: The President shall be the chief executive officer of the Association, and shall, subject to the authority of the Board, exercise general supervision, direction and control over the business and officers of the Association. He or she shall preside at all meetings of the Members and at all meetings of the Board. He or she shall see that orders and resolutions of the board are carried out, and shall co-sign all contracts, leases, mortgages, deeds, promissory notes and other written instruments along with any other officer.

(b) Vice-President: The Vice-President shall act in the place and stead of the

President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the board.

(c) Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members, serve notice of meetings of the Board and of the members, keep, or cause to be kept, appropriate current records and showing the members of the Association together with their addressees, and shall perform such other duties as required by the Board. Any or all of the duties of this officer may be delegated to a professional management company.

(d) Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors. The Treasurer shall sign all promissory notes of the Association and keep proper books of account. Any or all of the duties of this officer may be delegated to a professional management company.

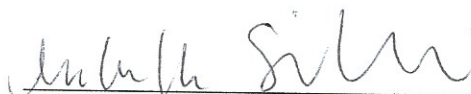
ARTICLE XIII AMENDMENT OF BY-LAWS

13.1 These Bylaws may be amended by the vote of Members representing not less than a majority of the voting power of the Association by secret written ballot in the manner provided for by Civil Code Section 5115 (or any successor statute) and such election and voting rules adopted by the Association pursuant to said section.


CERTIFICATE OF SECRETARY

WE CERTIFY this 21st day of MARCH, 2018 that these First Amended and Restated Bylaws have been duly approved and adopted by the membership of Ocean Palms Homeowners Association.

OCEAN PALMS HOMEOWNERS ASSOCIATION



President



Secretary