



**Arnold Lilac Park  
Homeowners Association**  
PO Box 722  
Arnold, California 95223

209.795.3807  
info@arnoldlilacparkhoa.org  
www.arnoldlilacparkhoa.org

# By-Laws Arnold Lilac Park Homeowners Association

As amended September 2, 1972

## **ARTICLE I.**

### Definitions

Section 1. The words "said property" as used in these by-laws shall be deemed to mean the following described real property situated in the County of Calaveras, State of California, and more particularly described as follows:

All that certain real property now on those certain maps entitled Lilac Park Subdivision No. 1, Lilac Park Subdivision No. 2, and Lilac Park Subdivision No. 3, as shown upon those certain maps filed in the Office of the County Recorder of the County of Calaveras, State of California.

Section 2. The word "Lot" wherever used in these by-laws shall be deemed to mean a lot as defined in any deed, contract of sale, and as shown upon the maps herein above referred to.

## **ARTICLE II.**

### Membership.

Section 1. The members of this corporation shall be:

- (a) All persons, partnerships or corporations who are owners of record of any lot in said property, provided that no person, partnership or corporation taking title as security for the payment of money or the performance of any obligation shall thereby become entitled to membership.
- (b) All persons who are purchasing such lot under a contract or agreement of purchase.

Such ownership or the purchasing of such lot under a contract or agreement purchase shall be the only qualifications for membership in this corporation.

When a lot is owned of record in joint tenancy or tenancy in common, or when two or more persons are purchasing a lot under a contract or agreement of purchase, each such person shall be a member.

A membership or initiation fee may be charged and the members will pay annually charges or assessments in order to maintain, operate, improve, construct and/or erect swimming pools, wading pools, recreational areas and the water system in said property.

Membership in this corporation shall lapse and terminate when any member shall cease to be the owner of record of a lot or upon any member ceasing to be a purchaser of a lot under a contract or agreement of purchase.

**ARTICLE III.**

Voting Rights.

Section 1. In all matters which shall come before the members of this corporation and in all corporate matters, each lot shall be entitled to one (1) vote by the members who are purchasing said lot under a contract or agreement of purchase.

**ARTICLE IV.**

Property Rights

Section 1. The members who own a lot or who are purchasing said lot under a contract or agreement of purchase shall have such an interest in all of the property owned by this corporation as is represented by the ratio of the lot to the total number of lots in said property. Such interest is and shall be appurtenant to the lots in said property which qualify such persons in this corporation.

**ARTICLE V.**

Corporate Powers

Section 1. The corporate powers of this corporation shall be vested in, exercised by, and under the authority of, and the business and affairs of this corporation shall be controlled by a board of nine directors. The directors, other than those named in the Articles of incorporation shall be members of the corporation. Five of said directors shall constitute a quorum for the transaction of business.

**ARTICLE VI.**

Election of Directors

Section 1. To commence with, directors, 1, 2 and 3 of this corporation shall hold office for three (3) years: directors 4, 5 and 6 shall hold office for two (2) year terms; and directors 7, 8 and 9 shall hold office for one (1) year term and thereafter all directors shall be elected for three (3) year terms.

Section 2. Unless otherwise provided by the by-laws of this corporation, the directors shall be elected at the annual meeting of the members.

Section 3. Unless otherwise provided by the by-laws of this corporation, the term of office of any director shall begin immediately after election.

#### **ARTICLE VII.**

##### Vacancies

Section 1. Vacancies in the Board of Directors shall be filled by a majority of the remaining directors though less than a quorum, and each director so elected shall hold office until his successor is elected at an annual meeting or at a special meeting called for the purpose. If any director at any time tenders his resignation to the Board of Directors, the Board of Directors shall have power to elect his successor to take effect at such time as the resignation becomes effective.

Section 2. Any Director absent from three consecutive Board meetings shall be given a written notice of delinquency, and unless sufficient reason is given, the office shall be declared vacant and the Board shall elect a new member.

#### **ARTICLE VIII.**

##### Powers of Directors

Section 1. The Board of Directors shall have power:

- (a) To call special meetings of the members whenever it deems it necessary, and it shall call a meeting at any time upon written request of the members who have the right to vote at least one-third of all of the votes of the entire membership.
- (b) To appoint and remove at pleasure all officers, agents, and employees of the corporation, prescribe their duties, fix their compensation, and require from them security or a fidelity bond for faithful performance of the duties to be prescribed for them.
- (c) To conduct, manage and control the affairs and business of this corporation, and to make rules and regulations not inconsistent with the laws of the State of California or the by-laws of this corporation for the guidance of the officers and management of the affairs of the corporation.
- (d) To establish, levy and assess, and collect the charges or assessments referred to in Article II hereof, and to fix the rate per lot or portion thereof for such charges or assessments within any proper limitation.
- (e) To exercise for the corporation all powers, duties and authorities vested in or delegated to this corporation or which it may lawfully exercise.

#### **ARTICLE IX.**

##### Duties of Directors

Section 1. It shall be the duty of the Board of Directors:

- (a) To cause to be kept a complete record of all their minutes and acts, and of the proceedings of the members, and present a full statement at the regular meeting of the members, showing in detail the assets and liabilities of this corporation, and generally the condition of its affairs. A similar statement shall be presented

at any

other meeting of the members when required by the members who have the right to vote at least one-third of all the votes of the entire membership.

- (b) To supervise all officers, agents and employees of this corporation, and to see that their duties are properly performed.

#### **ARTICLE X.**

##### Directors' Meetings

Section 1. The annual meeting of the Board of Directors shall be the last regular meeting before the annual meeting of members.

Section 2. A regular meeting of the Board of Directors shall be held on the first Saturday of each month at 10:00 o'clock AM, provided that the Board of Directors may by resolution, change the day and hour of holding such regular meetings.

Section 3: Special meetings of the Board of Directors shall be held when called by the President, the Vice-President, or Secretary or Treasurer, or upon the written request of any two directors shall be delivered personally to the Directors, or given or sent to each Director, at least seven (7) days before the time for holding said meeting, by letter, postage thereon fully prepared addressed to the Director. Each Director shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address.

Section 4. The transactions of any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though had 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 and made a part of the minutes of the meeting.

Section 5. 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 of Directors. In the absence of a quorum, the majority of the directors present may adjourn from time to time until the time fixed for the next regular meeting of the Board.

#### **ARTICLE XI.**

##### Meeting of Members

Section 1. The regular annual meeting of the members shall be held on the Saturday before Labor Day each year, at an hour designated by the Board.

Section 2. Special meetings of the members for any purpose may be called at any time by the President, the Vice-President, the Secretary or Treasurer, or the Board of Directors, or by any two or more members thereof, or upon written request of the

members who have the right to vote at least on-third of all of the votes of the entire membership.

Section 3. Notices of annual and special meetings shall be given in writing to the members by the Secretary. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books for the corporation. Each member shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Written notice of each meeting shall, at least fourteen (14) days before the time for holding said meeting, be given or sent to each member by letter, postage thereon fully prepaid, addressed to the member. Notice of each annual or special meeting of the members shall specify the place, the date, and the hour of the meeting, and the general nature of the business to be transacted.

Section 4. The transaction at any meeting of the members, however called or noticed, shall be as valid as though had, at a meeting duly held after regular call and notice if a quorum be present, in person or by proxy, if either before or after the meeting each member entitled to vote not present signs a written waiver of notice, or a consent to the holding of such meeting, or approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting. The presence in person or by proxy of a majority of the membership of this corporation shall constitute a quorum for the transaction of business. In the absence of a quorum, any meeting of the members may be adjourned from time to time by a vote of a majority of the members present, but no other business may be transacted. Members present at any duly called or held meeting at which a quorum is present in person or by proxy may continue to do business notwithstanding the withdrawal of enough members to leave less than a quorum.

## **ARTICLE XII.**

### **Officers**

Section 1. The officers of this corporation shall be a President, a Vice-President, who shall at all times be members of the Board of Directors, and a Secretary, and a Treasurer, and such other officers as the Board of Directors may, from time to time, by resolution, create.

Section 2. The officers of this corporation, except such officers as may be appointed in accordance with Section 3 and Section 5 of this Article, shall be chosen annually by the Board of Directors, and each shall hold office for one year unless he shall sooner resign or shall be removed, or otherwise disqualified to serve.

Section 3. The Board of Directors may appoint such officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

Section 4. Any officer may be removed from office with just cause by a majority of the

Directors at time in office at any annual, regular, or special meeting of the Board. Any



officer may resign at any time by giving a written notice to the Board of Directors, or to the President, or the Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice, or at any later time specified therein, and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 5. A vacancy in any office because of death, resignation, removal, disqualification, or other cause shall be filled in the manner prescribed by the By-Laws for regular appointment to such office.

Section 6. The office of Secretary or Assistant Secretary, and Treasurer, may be held by the same person.

### **ARTICLE XIII.**

#### President

Section 1. The Board of Directors shall at first regular meeting elect one of their number to act as President and shall also at said meeting elect a Vice-President.

Section 2. If at any time, the President shall be unable to act, the Vice-President shall take his place and perform his duties. If the Vice-President, for any cause, shall be unable to act, the Board of Directors shall appoint some member of the Board to act in whom shall be vested for the time being all the duties and functions of the President.

Section 3. The President, or Vice-President, or in the absence or inability to act of both the President and Vice-President, the director appointed as above provided shall:

- (a) Preside over all meetings of the members and of the Board of Directors.
- (b) Sign as President all deeds, contracts, and other instruments in writing which have first been approved by the Board of Directors provided that the Board of Directors may by resolution delegate authority to execute deeds or any instruments in writing to any other officer of the corporation or to a member of the Board of Directors.
- (c) Call the Directors together whenever he deems it necessary and shall have, subject to the advice of the Board of Directors, general supervision, direction and control of the business affairs of the corporation, and generally shall discharge such other duties as may be required of him by the Board of Directors.

### **ARTICLE XIV.**

#### Vice-President

Section 1. All duties and powers required by law of, by these By-Laws of, and all powers conferred by law or by these By-Laws upon, the president shall, in his absence, inability or refusal to act, be performed by the Vice-President.

**ARTICLE XV.**

Secretary and Assistant Secretary

Section 1. The Board of Directors shall elect a Secretary, and it shall be the duty of the Secretary:

- (a) To keep a record of all meetings and proceedings of the Board of Directors, and of the members.
- (b) To keep the corporate seal of the corporation, and to affix it on all papers requiring the seal of the corporation.
- (c) To keep proper books.
- (d) To serve notices of meetings of the Board of Directors and the members either by law or by the By-Laws of this corporation.
- (e) To keep appropriate records showing the members of this corporation together with their addresses as furnished by such members.

Section 2. The Board of Directors may appoint an Assistant Secretary, who, in case of the absence, inability or refusal to act of the Secretary shall perform the duties of the Secretary.

Section 3. The Assistant Secretary shall, also perform such other duties as may be required of him by the Board of Directors.

**ARTICLE XVI.**

Treasurer.

Section 1. The Treasurer shall receive and deposit in such bank or banks as the Board of Directors may, from time to time, direct, all of the funds of the corporation, which funds shall be withdrawn by such officer or officers as the Board of Directors shall from time to time designate.

**ARTICLE XVII.**

Books and Papers

Section 1. The books, records and such papers as may, be placed on file by the vote of the members or the Board of Directors shall at all times, during reasonable business hours, be subject to the inspection of any member.

**ARTICLE XVIII.**

Proxies

Section 1. At all corporate meetings of members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing, and filed with the secretary at least two days prior to the annual meeting.

**ARTICLE XIX.**

Corporate Seal.

Section 1. This corporation shall have a seal in circular form having within its circumference the words "ARNOLD LILAC PARK HOME OWNERS ASSOCIATION Incorporated CALIFORNIA."

**ARTICLE XX.**

Amendments

Section 1. By-Laws may be adopted, amended, or repealed:

- (a) By the Board of Directors, subject always to the power of the members to change or repeal such By-Laws; or
- (b) By the vote or written assent of a majority of the members entitled to vote, or the vote of a majority of a quorum at any annual meeting or at a special meeting duly called for such purpose.

**ARTICLE XXI.**

Disposition of Assets in Event of Dissolution.

Section 1. In the event of the dissolution of this corporation, in accordance with applicable proceedings as provided by law, all property, cash, or assets of any kind of this association, shall be paid over to the members or their order on the basis of the members owning each lot to share equally on a lot per lot basis with all other members who own lots in said property.

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