

GREENMEADOW COMMUNITY ASSOCIATION, INCORPORATED BY-LAWS

1. MEMBERSHIP

1.1 Eligibility

Resident Membership shall be voluntary with one membership authorized for each property lot within the prescribed boundaries. These boundaries are the Area of Greenmeadow Units 1 and 2 as described in Volume 50 of Maps, Pages 51 and 52 and Volume 53 of Maps, Page 55, and Greenmeadow Unit 3, as described in Volume 140 of Maps, Page 30 excluding Lot 10 in Block B and Lot 14 in Block 10, of the records of Santa Clara County. Each lot shall be entitled to one Resident Membership upon the payment of the membership dues therefor, and the filing of an application with the designated association manager. The right to Resident Membership shall rest with the property lot and will be automatically transferred upon change of lot ownership. *Amended 2015*

1.2 Exercise of Resident Member Eligibility

Resident Membership shall be granted upon payment of the year's Membership Dues (Section 5) as defined in the annual membership application. The application for membership will be offered at least annually to Greenmeadow residents as described in paragraph 1.1. *Amended 1994 and 2015*

1.2.2 Tenants

If the property owner does not live on the lot for which the right for a Resident Membership exists, the owner may undertake membership, or may assign the right to the tenant. If the property owner refuses to exercise rights to Resident Membership, the tenant may do so. The tenant may apply for and be granted a Resident Membership in accordance with paragraph 1.2. *Amended 1994 and 2015*

1.3 Reinstatement

Resident Membership shall be terminated in the case of a property owner, by the sale of his property; in the case of a tenant, by termination of his rental agreement; or in the case of either party for non-payment of dues. After termination of membership, the right to Resident Membership shall remain with the property. Resident Membership shall be reinstated upon payment of the year's membership dues. *Amended July 1997 and 2015*

1.4 Associate Membership

An Associate Member is defined as a member-family or individual residing outside the boundaries of Greenmeadow Units 1, 2, and 3. Such membership may be granted at the Board's discretion pursuant to an annual application and entitles its bearer to participation in civic, community, and pool-oriented activities for the current year. Associate Membership cannot be transferred; it is not automatically renewable, though preference will be given previous Associate Members, and is non-voting. Associate Members are further limited in that they may not serve on the Board of Directors of Greenmeadow Community Association, Inc. *Amended 1978 and 2015*

1.5 Membership Types and Quotas

The Board of Directors shall be empowered to define resident and associate membership types (e.g., Resident Full Swim, Associate Membership, Fair Share, Senior Fair Share, etc.), with varying Membership Dues (Section 4) up to a quota proposed annually by the Board, confirmed by a vote at the October General Meeting. *Amended 2015*

2. VOTING

Each Resident Member shall have the right to one vote which may be exercised by any adult member of the household at any regular or duly-called special meeting, provided that no more than one vote shall be cast representing any one lot.. *Amended 2015*

Voting shall be by voice or show of hand, or by secret ballot at the request of any member or by direction of the President. No voting by proxy will be allowed.

3. MEETINGS

There shall be a General Meeting of the membership held every quarter on the third week of the months of January, April, July, and October. The Board of Directors shall have the power to vary the dates of the meetings to some other date within the same month. Written notice of General Meetings shall be communicated to Resident Members at least ten days prior to the dates of these meetings. *Amended 2015*

Special Meetings can be called at any time by the Board of Directors or upon petition of ten percent of the members, provided that notice is given as described above. A special budget hearing meeting shall be held by the Board of Directors each year at least two weeks before the General Meeting at which membership dues and budgets are approved by the membership. *Amended 1978 and 1994 and 2015*

The presence of representatives of twenty-five Resident Member lots (per Section 2) shall constitute a quorum for the transaction of any business. Such meetings shall be governed by Robert's Rules of Order, revised, in so far as they do not conflict with these Articles and such By-Laws as may hereafter be adopted. For community meetings that do not contain significant business, a quorum is not needed for the meeting. *Amended 1994 and 2015*

6. DUES

Membership dues for each membership type (Section 1.5) shall be determined by the Board each year as approved by the Resident Membership at the October General Meeting. *Amended 2015*

7. COMMITTEES

The Board of Directors shall appoint such standing committees as may be felt necessary or shall be directed by vote of the Resident Membership. The term of such committees shall be at the pleasure of the Board and not extend beyond the life of the Board. The Board may delegate to the committees such authority as may be required for the performance of their assigned function. *Amended 2015*

8. AMENDMENTS TO BY-LAWS

At any membership meeting, a majority of the Resident Member households present shall be sufficient to enact, amend, or repeal such By-Laws for the government of the Association as

shall not be inconsistent with the Articles of Incorporation, provided that a copy of the proposed Amendment, By-Laws to be repealed, or new By-Law is included with notice to the Resident Members given in the same manner as provided by paragraph 11 of the Articles of Incorporation relating to Dues. *Amended 1994 and 2015*

9. SPECIAL RESERVE FUNDS

In its budget planning the Board of Directors shall provide reasonable funds for operating expenses and contingencies. In addition, as described further in this section, the Board shall establish and maintain the following: a separate repair or replacement fund; a banking and investment policy; and a delegation of spending authority policy. The provisions of CA civil Code Sec.1365 shall apply to the preparation and distribution of operating and reserve budgets. *Amended July 1991*

9.1 Replacement and Repair (R/R)

There shall be created a separate replacement and repair (R/R) reserve fund for the future repair, or replacement of, or additions to those major components which the Association maintains.

Each year the Board of Directors shall estimate the amounts and timing of future R/R expenditures. Based on such estimates, the Board shall recommend appropriate levels of the R/R reserve fund. Such recommendations shall be incorporated within the annual operating budget submitted by the Board to the Resident Membership for approval and be supported by a long term R/R plan.

Accumulated monies shall be expended for acquisition, maintenance, repair, and replacement of capital equipment, capital improvements, and land improvements as approved by a majority vote of the Board of Directors, except as such approval is delegated by the Board under the delegation of spending authority policy. Monies placed into the R/R reserve fund may not be spent for other purposes, except by a two-thirds (2/3) approval of the Resident Member households present at a meeting for which appropriate notice is given per paragraph 3. *Amended July 1994 and 2015*

9.2 Banking and Investment Policy

The Board of Directors shall establish, review annually, and ratify changes to a banking and investment policy. Such review is to occur during the first calendar quarter of each year. *Adopted 1994*

9.3 Delegation of Spending Authority Policy

The Board of Directors shall establish, review annually, and ratify changes to a delegation of spending authority policy. Such review is to occur during the first calendar quarter of each year. The Board shall not delegate spending authority for unbudgeted use of R/R funds. *Adopted 1994*

9.4 Approval of the Association's Accountant

The Board of Directors shall annually review the Association's appointment of its accountant for the next calendar year. The accountant may be re-appointed by a vote of approval from a majority of the entire Board. If such appointment is not renewed, the Board shall appoint another accountant by a similar vote of approval. Such appointment shall occur within the sixty day period prior to submitting the annual operating budget to the Resident Membership for approval. *Adopted 1994*

10. DENIAL OF PRIVILEGES

Any member delinquent in the payment of dues may be denied membership privileges after such delinquency has existed for a period of 15 days, such suspension of privileges to be effective until the delinquency is cured. *Amended 2015*

11. BOARD OF DIRECTORS

11.1 The Board of Directors shall consist of seven Resident Members, each elected for a two-year term.

11.2 To provide for continuity of leadership, four Resident Members shall be elected for terms beginning with an even-numbered year, three for terms beginning with an odd-numbered year. The term of a Board member shall commence on January 1 after election and shall expire two years later on December 31.

11.3 Any adult member of a Resident Member household shall be eligible for Board membership. *Amended 2015*

11.4. Vacancies occurring on the Board shall be filled by appointment by the Board, such an appointment to terminate on the expiration date of the position filled.

11.5 Board members shall be nominated by a nominating committee of no fewer than four non-Board members appointed by the President, with the concurrence of the Board, prior to July 1 each year. The chair-person of the committee shall present nominations for all expiring Board positions to the Secretary at least thirty days prior to the October membership meeting. At such meeting opportunity will be given for nominations from the floor. New Board members shall be elected at the October membership meeting.

11.6 Within 30 days after the election of new members, the new Board shall hold an organization meeting and elect its officers for the coming year. These shall consist of a President, Vice President, Secretary, Treasurer, Assistant Vice President, Assistant Secretary, and Assistant Treasurer.

11.7 Any Board member may be appointed by the President to serve in a liaison capacity to one or more committees of the Board but shall not chair a committee. *Amended July 1994*

11.8 The Board shall meet at least once a month provided, however, that any meeting may be waived by the Board if there is no business of the Corporation requiring its attention. Unless otherwise posted, Board meetings shall be held at the Greenmeadow Community Room. They shall be held at the same time and at the same place every month, as determined at the Board's annual organization meeting. All Board meetings shall be publicized and open to the membership. *Amended 2015*

11.9 Special meetings may be held upon call of the President or any three Board members.

11.10 Four members of the Board shall constitute a quorum for the transaction of any business. Action of the Board taken as prescribed in the Articles or in these By-Laws shall be binding upon the membership. *Adopted 1979*

11.11 Provided that any Association member who benefits or intends to benefit financially from a business or professional relationship with the Association shall make known such relationship to the Association at the time of nomination and, if elected, shall not participate as a member when matters pertaining to the relationship are under consideration; nor such member serve on any Association committee related to the members business or professional relationship with the Association, except in a non-voting advisory capacity upon request of the committee chairperson. *Adopted 1986*

As Amended October 2015