

BY-LAWS OF THE MEDITERRANIA HOME OWNERS
ASSOCIATION

ARTICLE I
NAME

The name of this non-profit Association is the MEDITERRANIA HOME OWNERS ASSOCIATION.

ARTICLE II
AREA

The area to be covered and encompassed by the activities of this Association shall be that area known as Tract Numbers 29057,30360,30361 and 30383 recorded in maps in the office of the County Recorder of Los Angeles County.

ARTICLE III
MEMBERSHIP

Section 1. VOTING MEMBERSHIP. Ownership of one or more parcels of land located within the boundaries of the above-described area shall entitle the owner or owners thereof to apply for one voting membership in the Association. Voting rights shall be conveyed upon payment of dues each calendar year. A voting membership shall entitle such owner or owners to all the benefits and advantages provided by these By-Laws.

Section 2. ASSOCIATE MEMBERSHIP. Renters or lessees of property within the above-described area shall be entitled to apply for an associate membership in the Association. An associate member is entitled to all benefits and advantages provided by these By-Laws, except that such membership shall hold no voting right, nor shall such membership be entitled to any distribution of assets in the event of liquidation or dissolution of this Association.

Section 3. APPLICATION. Membership shall be granted to those persons fulfilling the requirements stated above upon submitting a completed application form and payment of current dues.

Section 4. WITHDRAWAL. Any member may withdraw from membership at will by written notice to the President or Board of Directors, but there shall be no refund of dues to such withdrawing member.

ARTICLE IV
DUES

The annual dues of each membership in this Association shall be Fifteen dollars (\$15.00) and maybe increased from time to time upon a majority vote of the Board of Directors. Dues are due and payable on the first day of each calendar year.

ARTICLE V
ASSESSMENTS

Assessments may be levied at any time by a majority vote of the membership, represented at any regular or special meeting of the members at which a quorum is present. The aggregate of the assessments levied by the members shall not exceed the sum of Twenty-Five Dollars (\$25.00) during any fiscal year. Assessments shall become delinquent thirty (30) days after the date levied.

ARTICLE VI VOTING RIGHTS

Each voting membership, as defined in Article III MEMBERSHIP, shall entitle the holder or holders thereof to one (1) vote at all regular or special meetings of the members. Votes may be cast in person or by written proxy, filed with the treasurer, at least 72 hours before the Annual Meeting. A proxy shall be in writing, signed by the owner or owners of the voting membership stating the name and address of the property and the name of the designated proxy holder and entitle the holder thereof to one vote at the meeting so designated in the proxy. A proxy shall be void if the voting member appears in person at the meeting.

ARTICLE VII MEETINGS

Section 1. ANNUAL MEETINGS. The Annual Meeting of the members shall be held in the month of January each year at a place in the County of Los Angeles. Notice shall be mailed, hand delivered or sent by email not less than fifteen (15) days prior to the date of the meeting.

Section 2. SPECIAL MEETINGS. Special meetings of the members may be called by the Board of Directors. Notice shall be mailed, hand delivered or sent by email not less than seven (7) days prior to the date of the meeting. Upon written demand signed by twenty-five (25%) percent of the voting members in the Association, the President shall call a special meeting for a date not later than fifteen (15) days following the receipt of such written demand. Quorum for Special Meetings shall consist of not less than 20 members in person or by proxy and a vote of the majority shall prevail.

Section 3. NOTICE OF MEETINGS. Notices of meetings shall state the time, place and purpose of the meeting. All notices shall be mailed, hand delivered or sent by email not less than fifteen (15) days prior to the date of the meeting. Notices shall be directed to the current address of all members appearing on the rolls of the Association.

Section 4. TRANSACTION OF BUSINESS. Business of the Association shall be transacted only at the Annual Meeting or at a Special Meeting.

Section 5. QUORUM. The presence in person or by proxy of memberships representing fifty percent (50%) of the voting membership in the Association shall constitute a quorum for the transaction of business at any meeting of the members.

ARTICLE VIII POWERS AND DUTIES OF THE DIRECTORS

Section 1. The powers, management and government of the affairs of this Association shall be vested in a Board of Directors, which shall consist of nine (9) Voting Memberships of this Association; and at any regular or special meeting of the Board of Directors a majority of said Directors shall constitute a quorum for the transaction of business.

Section 2. Directors shall be nominated and elected as provided in Article V of the Articles of this Association. Their terms of office shall begin immediately after election, and they shall serve without compensation.

Section 3. Vacancies on the Board of Directors shall be filled, as provided in Article VII of the Articles of this Association, by the remaining Directors, when assembled as a Board, and such appointees shall hold office for the natural balance of the term of the vacancy and until their successors are elected.

Section 4. POWERS. The Directors shall have power:

- (a) To call special meetings of the Members or the Board of this Association whenever a majority of the Directors deem it necessary. And they shall call such meeting at any time upon the written request of at least twenty-five (25%) percent of the Voting Memberships.
- (b) To appoint and remove all officers, agents and employees of the Association and to prescribe their duties.
- (c) To conduct and manage the affairs and business of the Association, and to make rules and regulations not inconsistent with the laws of the State of California or the Articles and By-Laws of the Association for the guidance of the officers and management of the affairs of the Association.
- (d) To expend the funds of the Association for the purposes provided in the Articles and By-Laws of the Association as provided in the annual budget.

Section 5. DUTIES. It shall be the duty of the Directors:

- (a) To cause to be kept a complete record of all their minutes, and of the proceedings of the Membership, and to present a full statement at the regular Annual Meeting of the Membership, showing in detail the assets and liabilities of the Association, and, generally, the condition of its affairs. A similar statement shall be presented at any other meetings of the Membership when required by at least one-fourth of all the Voting Memberships.
- (b) To supervise all officers, agents, and employees and to see that their duties are properly performed.
- (c) To assume the responsibilities of the Arts Jury, such responsibilities to be performed in accordance with the Standing Rules of the Mediterranean Arts Jury as the same may be amended from time to time by the Board of Directors of the Association.

Section 6. MEETINGS OF DIRECTORS. The Board of Directors shall meet regularly in accordance with the provisions of Article V of the Articles of this Association. Special Meetings of the Board shall be called by the President whenever he/she deems it necessary, or by the Directors or Voting Membership as hereinabove provided. Notice in writing of any such Special Meeting shall be mailed, hand delivered or sent by email to each Director at said Director's last known place of residence, at least two (2) business days before the date of such meeting, or by personally serving such notice on each Director one (1) day preceding the date of such meeting.

Section 7. WAIVER OF NOTICE. The transactions of any meeting of the Board of Directors, however called and noticed, are valid provided a quorum is present and, either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to holding the meeting, or an approval of the minutes thereof.

Section 8. Any holder of a Membership in this Association may attend any meeting of the Board of Directors.

ARTICLE IX
APPOINTMENT AND DUTIES OF THE OFFICERS

Section 1. The officers shall be a President, a Secretary and a Treasurer, which officers shall be chosen by the Board of Directors. All officers of the Association (other than Directors) may be appointed and elected by the Board of Directors by motion properly made and carried, or by resolution of the Board of Directors.

Section 2. The Board of Directors shall, at their first regular meeting following the Annual Meeting, choose one of their members to serve as President, one to serve as Secretary and one to serve as Treasurer. If at any time the President shall be unable to act, then the President (or, in his absence, the Board) shall appoint some other member of the Board to act, in whom shall be Vested for the time being all duties and functions of the office of President.

Section 3. DUTIES OF THE PRESIDENT.

- (a) The President shall preside over all meetings and his vote shall be decisive in case a tie vote exists.
- (b) He shall call the Directors together whenever he deems it necessary and shall have, subject to the advice of the Directors, direction of the affairs of the Association, and generally shall discharge such other duties as may be required of him by the by-laws of this Association.

Section 4. DUTIES OF THE SECRETARY.

- (a) It shall be the duty of the Secretary to keep a record of the proceedings of the Board of Directors and of the Members.
- (b) The Secretary shall serve all notices required either by law or by the by-laws of the Association; and in case of absence, inability, refusal or neglect so to do, then such notices may be served by any person so directed by the President of the Association.

Section 5. DUTIES OF THE TREASURER.

- (a) It shall be the duty of the Treasurer to keep proper records and books of account of the funds of the Association.
- (b) The Treasurer shall receive and deposit in such bank or banks and/or savings and loan association (s) as the Board of Directors may direct all the funds of the Association, which shall be disbursed by such Treasurer only upon the order of the Board of Directors or of the President, subject to such other restrictions as the Board may hereafter adopt by resolution.

ARTICLE X
COMMITTEES

Section 1. Committees shall be designated and appointed by the President as may be required.

Section 2. The President shall designate one member of any such committee as

Committee Chairman. The Chairman shall report to the President and/or Directors concerning the matters with which he is charged, and shall be responsible to see that his Committee shall take no action other than by and through the direction of the President and/or the Board of Directors.

ARTICLE XI
BOOKS AND PAPERS

The books and such papers as may be placed on file by vote of the Membership or Directors shall at all times, during reasonable hours, be subject to the inspection of any Member.

ARTICLE XII
PROCEDURE OF BUSINESS AND PARLIAMENTARY LAW

Section 1. Roberts' Rules of Order, Revised, shall be followed in all questions, procedure or Parliamentary Law not covered by the Articles of these by-laws.

Section 2. The Order of Business at all meetings of the Directors shall be as follows:

1. Reading of the Minutes of the previous meeting.
2. Report of the Treasurer.
3. Reports of Committees.
4. Unfinished Business.
5. New Business.
6. Nomination and election of officers and appointments, when required or appropriate.

Section 3. The Order of Business at all Meetings of the Mediterranean Home Owners Association Membership shall be as follows:

1. Reading of the Minutes of the previous Annual Meeting, and the last intervening Special Meeting.
2. Report of the Treasurer.
3. Report of the Board of Directors.
4. Election of Directors.
5. Reports of Committees.
6. Unfinished Business.
7. New Business and Communications.

ARTICLE XIII
AMENDMENTS

These by-laws may be amended by a two-thirds (%) vote of all Voting Members present at any Annual or Special Meeting, provided a copy of the proposed Amendment has been included in the notice of the Meeting.

ADOPTED by a majority vote of the residents present at the first Annual Meeting this Eleventh (11th) day of July, 1968.

The By Laws as stated above were amended by a majority vote of the residents either in person or by proxy at the Annual Meeting January 28, 2006.

President