

DeAnza Santa Cruz
Homeowners Association, Inc.

First Amended Bylaws

Originally adopted June 29, 1991

Amended July 1, 2015

Table of Contents

AMENDED ARTICLES	3
ARTICLE 01. NAME AND LOCATION OF OFFICES	4
ARTICLE 02. PURPOSE	4
ARTICLE 03. MEMBERSHIP and FEE	4
ARTICLE 04. MEETINGS	5
ARTICLE 05. VOTING RIGHTS	6
ARTICLE 06. OFFICERS	6
ARTICLE 07. DIRECTORS	9
ARTICLE 08. ELECTIONS	12
ARTICLE 09. OTHER PROVISIONS	12
ARTICLE 10. INDEMNIFICATION OF AGENTS OF THE CORPORATION	13
ARTICLE 11. RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS	15
ARTICLE 12. CORPORATE RECORDS AND REPORTS	16
ARTICLE 13. DISSOLUTION	16
ARTICLE 14. VOID PROVISIONS	16
CERTIFICATE OF SECRETARY	17

AMENDED ARTICLES

All Articles were amended in one form or another as of July 1, 2015

FIRST AMENDED BYLAWS OF
DEANZA SANTA CRUZ HOMEOWNERS ASSOCIATION, INC.
Effective July 1, 2015

ARTICLE 01. NAME AND LOCATION OF OFFICES

The name of this corporation is DeAnza Santa Cruz Homeowners Association, Inc. (HOA). It is a California nonprofit mutual benefit corporation with principal offices at 2395 Delaware Avenue, Santa Cruz, California. 95060

ARTICLE 02. PURPOSE

This corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The specific purpose of this corporation is to preserve and improve the quality of life for the homeowners of the DeAnza Santa Cruz Residential Community, hereinafter "Park", to serve as the united voice of its members when dealing with park management in matters of mutual concern, and to engage in any other lawful activities permitted under the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE 03. MEMBERSHIP and FEE

3.1. Members – Dues Paying and Non-Dues Paying

Dues Paying Member - A person with tenancy who represents his/her homeowner household and has paid the annual membership fee to the HOA.

("Tenancy" is the right of a homeowner to the use of a site within a mobile home park on which to locate, maintain, and occupy a mobile home, site improvements, and accessory structures for human habitation, including the use of the services and facilities of the park. – MRL 798.12)

The membership fee shall be ten dollars (\$10) per year payable on January 1 or another amount established by the Board and ratified by Dues Paying Members at any general membership meeting where a quorum is established.

One membership fee shall represent a code qualified homeowner household.

Non-Dues Paying Member – A person with tenancy who represents his/her homeowner household that has not paid the annual membership fee to the HOA.

("Resident" is defined as a homeowner or other person who lawfully occupies a mobile home within the park. – MRL 798.11)

Proxy - Members may appoint a Resident to act as his/her proxy, and to represent the homeowner household in all Association matters except in holding of elected Board office. Any such appointment by a Member must be in writing, signed by all members of the household who have rights of tenancy, and approved by the Board.

ARTICLE 04. MEETINGS

4.1. Place of Meetings.

Meetings shall be held in the Park Clubhouse unless otherwise designated by the Board of Directors.

4.2. General Membership Meetings.

General membership meetings shall be set by the Board of Directors beginning with May and alternate months thereafter.

At the May meeting Dues Paying Members shall consider reports of the affairs of the corporation and transact other Board determined business as may properly be brought before the meeting, including but not limited to, the election of Officers and other Directors of the corporation to serve for a two year period and until their successors are elected and qualified.

All matters except "Board determined business" shall be approved or rejected by a simple majority of all members present.

Notice of a General Meeting may be given by Park wide phone calls and the posting of notices on normally accessible places within the park or other forms of notification that will comply with California Corporations Code 7511. All general meetings shall convene at 10:00 a.m. unless otherwise notified. Meetings shall be open to all members to discuss park concerns and to allow a vote by the Dues Paying Members on matters properly brought before the membership if a quorum is present.

4.3. Special Meetings.

Special meetings of the members may be called at any time by order of the President, the Board of Directors, or by petition of 25% of the membership.

4.4. Notice of Special Meetings.

Notice of special meetings of the Dues Paying Members shall be by mailing registered, or certified mail, to each Dues Paying Member, at his or her last known address, postage prepaid, a notice of the meeting at least ten (10) days before the date fixed for holding the meeting, or by other forms of notification that will comply with California Corporations Code section 7511.

Notice of any meeting of members shall specify the place, the day, and the hour of meeting and in case of a special meeting as provided by the California Corporations Code, the general nature of the business to be transacted.

4.5. Quorum.

A quorum is defined as one-third (1/3) of the Dues Paying membership at the time of any meeting

determined to require a quorum.

At all meetings of the members, whether regular, special or adjourned, a quorum shall be present for the transaction of official business. If a quorum is present, the vote of the majority of the voting power represented at the meeting will be valid on any matter. If less than a quorum is present in person or by proxy then no official matter can be voted on by those members present.

Board determined official matters that demand a quorum vote shall be pursuant to a written notice to the HOA Dues Paying membership delivered not less than 10 nor more than 90 days before the date of the meeting. Other forms of notification that will comply with California Corporations Code section 7511 may be sent to each Dues Paying Member who, on the record date for notice of the meeting, is entitled to vote.

4.6. Adjournments.

Adjournments shall be governed by California Corporations Code 7512 (c) and (d).

ARTICLE 05. VOTING RIGHTS

5.1. Voting.

Each Dues Paying Member on the day of any meeting of members shall be entitled to one vote with a maximum of one vote per home.

5.2. Approval.

Approval of all matters brought before the Board of Directors or any meeting of the membership shall be by simple majority of those present and voting if a quorum is present.

ARTICLE 06. OFFICERS

6.1. Officers.

The corporation shall be governed by a Board of Directors, hereinafter referred to as "Board", consisting of four (4) Officers and five (5) additional Directors. All members of the Board, officers and Directors, shall be designated as Directors.

6.2. Qualification of an Officer.

An Officer must be a Dues Paying Member of the HOA except as approved by the Board.

6.3. Election.

The officers of the corporation, except those officers as may be appointed in accordance with the provisions of Section 6.4, 6.6 and 6.12 of this Article, shall be chosen biannually by the Dues Paying Members. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

6.4. Subordinate Officers.

The Board may appoint, and may empower the President to appoint, other officers as the business of the corporation may require, each of whom shall hold office for the period, have authority, and perform duties as are provided in the Bylaws or as the Board may from time to time determine.

6.5. Removal and Resignation.

Any officer may be removed, either with cause, by a majority of the Board during his/her time in office, at any regular or special meeting of the Board, or except in the case of an officer chosen by the Board, by any officer on whom the power of removal may be conferred by the Board.

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

6.6. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to the office. These vacancies shall be filled as they occur and not on a biannual basis.

6.7. Inability to Act.

In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his or her place, the Board may from time to time delegate the powers or duties of the officer to any other officer, or any director or other person whom the Board may select.

6.8. President.

The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board, have general supervision, direction, and control of the activities and Officers of the corporation. The President shall preside at all meetings of the Board. The President shall be ex-officio a member of all committees, if any, and shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have other powers and duties as may be prescribed by the Board or the Bylaws.

6.9. Vice President.

In the absence or disability of the President, the Vice President shall have all the powers and perform other duties as from time to time may be prescribed for him or her respectively by the Board or the Bylaws.

6.10. Secretary.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or other place as the Board may order, of all meetings of the members, the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present at the members' meetings, the Board and committees' meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office in the State of California and the

original and a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall keep, or cause to be kept, at the principal office a copy of the California Nonprofit Mutual Benefit Corporation Law.

The Secretary shall keep, or cause to be kept, at the principal office the seal of the corporation in safe custody.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, and shall have other powers and perform other duties as prescribed by the Board.

The Secretary shall keep or cause to be kept, at the principal office of the corporation, a membership register, or a duplicated membership register, showing the names of the members and their addresses.

6.11. Treasurer.

The Treasurer shall be the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation.

The books of account shall at all reasonable times be open to inspection by any Director or any Dues Paying Member of the DeAnza Homeowners Association (HOA).

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with depositories as may be designated by the Board.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the corporation, and shall have other powers and perform other duties as may be prescribed by the Board.

At the end of the fiscal year (June 30) the Treasurer shall prepare a summary of the years financial activities and a financial statement showing the assets and liabilities of the HOA at that date. This data shall be presented to the membership at the first meeting of the new fiscal year.

An audit of the HOA accounts shall be conducted at the conclusion of each fiscal year (June 30). The results of the audit shall be reported at the next general membership meeting but not later than July. The audit is to be conducted by a person, who is not a Board member, or an agency as determined by the Board. An audit may be conducted at the conclusion of the Treasurer's term as determined by the Board.

The Treasurer shall maintain a checking account of the HOA funds. Checks written on the account must bear the signature of the Treasurer and the President or in the absence of the President one other Officer, if the amount of the check exceeds \$100.00.

(See section 11.3 for further detail.)

6.12. Terms.

The HOA shall have four (4) officers: President, Vice-President, Secretary, and Treasurer.

Officers shall serve two (2) year terms, the President and Secretary to be elected in odd years, and the Vice President, and Treasurer in even years. Officers shall be elected by majority vote cast by Dues Paying Members at the May meeting if a quorum is present.

6.13. Mid-term Vacancies.

Mid-term vacancies shall be filled by majority vote of the Board. The selectee will serve out the term of the vacating officer.

6.14. Salaries.

No Officer, nor any committee member, shall receive a salary.

ARTICLE 07. DIRECTORS

7.1. Powers.

Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the Corporations Code of the State of California, all the activities and affairs of the corporation shall be exercised by or under the direction of the Board who shall have exclusive voting rights at any Board meeting.

7.2. Number of Directors.

Directors shall include the four (4) Officers and five (5) additional Directors (Director of GSMOL Affairs; Director of Communications; Director of Policy and Procedures; Director of Emergency Response; Director of Park Concerns). All Directors shall serve a two (2) year term and be elected by majority vote cast by Dues Paying Members at the May meeting if a quorum is present. In addition to the two (2) officers elected every other year there shall be two (2) Directors on even years and three (3) Directors on odd years.

7.3. Qualifications.

Each Director must be a Dues Paying Member of the HOA except as approved by the Board.

7.4. Vacancies.

Any Director may resign on giving written notice to the President, or the Secretary of the Board. Vacancies are to be filled by majority vote of the remaining Directors, although less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been named and qualified.

7.5. Removal of Directors.

A Director may be removed from office if any of the following has been found to have occurred:

- (a) the Director misses three or more consecutive board meetings, or four meetings in a calendar year without cause;
- (b) a conflict of interest is found to exist between the Director and the corporation;

(c) the Director is found to have engaged in activities that are directly contrary to the interests of the corporation;

(d) the Director is found to be engaged in the misrepresentation of the corporation and its policies to outside third parties, either willfully, or on a repeated basis; or

(e) a majority of the remaining Directors who meet the qualifications set forth in Section 7.2 determine that the Director has not continued to meet these qualifications.

Before removal occurs, the Director will be advised of the allegation and the basis for the allegation, and will be given an opportunity to present any contrary evidence or explanation he or she may have to the Board. Removal must be by a majority vote of all the remaining Directors. In addition, unless the Director is being removed under subdivision (a), or for misconduct involving assets being held in charitable trust, a vote of 25% of the HOA Dues Paying Members must also be obtained.

7.6. Place of Meetings.

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special, or adjourned) of the Board of the corporation will be held at the clubhouse, with notice to all Directors, unless otherwise agreed by a majority of the Directors. All members of the HOA are welcome at Board meetings.

7.7. Regular Meetings.

A Board meeting will be held in a timely manner before each General Meeting. A regular meeting of the Board shall be held without call or notice immediately after the adjournment of the May General meeting.

7.8. Special Meetings.

Special meetings of the Board may be called at any time by order of the President, of any Vice President, of the Secretary, or of two or more of the Directors.

7.9. Notice of Special Meetings.

Special meetings of the Board shall be held on either with a forty-eight hour notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. The notice shall be addressed or delivered to each Director or at the Director's address as it is shown on the records of the corporation, or as may have been given to the corporation by the Director for purposes of notice or, if the address is not shown on the records, or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held.

7.10. Quorum.

Except as otherwise provided herein, a majority of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents a majority, whereupon a majority of the Directors in office shall constitute a quorum. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws, and the California Nonprofit Mutual Benefit Corporation Law may provide, the 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 the act of the Board .

7.11. Participation in Meetings by Conference Telephone.

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment, as long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and the corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the board meeting, and that all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

7.12. Waiver of Notice.

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to the Director. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

7.13. Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If adjourned for more than 24 hours, notice to be given to the absent directors before the adjourned meeting is held.

7.14. Action Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to the action. The consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of proceedings of the Board.

7.15. Official Board Committees.

Committees of the Board may be appointed by resolution passed by a majority of the whole Board then in office. Committees shall be composed of a Committee Chairperson and other members as deemed appropriate. The Committees shall have the powers of the Board as may be expressly delegated to it by resolution of the Board, except with respect to:

- (a) The approval of any action for which the California Nonprofit Mutual Benefit Corporation Law also requires members' approval;
- (b) The filling of vacancies on the Board or on any committee;
- ;
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repeal able;

(e) The appointment of other committees of the Board or the members thereof; or

(f) The approval of any self-dealing transaction, as these self-dealing transactions are defined in Corp. Code § 7233(a).

ARTICLE 08. ELECTIONS

At the first meeting of the calendar year a Nominating Committee chairperson shall be selected with two additional committee members recommended. At the second (March) meeting the committee will report a slate of nominees for the affected Officer positions on the Board.

Nominees for Officers and Directors will be elected as provided herein at the annual membership meeting in May. The new Officers and Directors shall take office at the start of the HOA's fiscal year in July.

ARTICLE 09. OTHER PROVISIONS

9.1. Endorsement of Documents; Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this corporation and any other person, when signed by any one of the President, or Vice President, and either the Secretary, or the Treasurer of this corporation shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

The Board , except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board, and except as provided in this Section, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

9.2. Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

9.3. Amendments.

These Bylaws may be amended by repeal and new and additional Bylaws may be made from time to

time at any time by a majority of the members voting at a properly noticed meeting that has a quorum present. Subject to right of the members to amend or repeal, these Bylaws (other than a Bylaw or amendment of a Bylaw changing the authorized number of Directors) may be amended or repealed by the Board in the exercise of the power granted to the Board in these Bylaws.

9.4. Record of Amendments.

Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book of Minutes.

9.5 Rules of Procedure.

Roberts's rules of Order shall be the authority for membership and Board meetings. The President may appoint a parliamentarian to serve as the Board's advisor during meetings.

ARTICLE 10. INDEMNIFICATION OF AGENTS OF THE CORPORATION

10.1. Definitions.

For purposes of this section, "agent" means any person who is or was a Director, Officer, employee, or other agent of this corporation, "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorney's fees and any expenses of establishing a right to indemnification under Section 10.4 or 10.5(b) of this Article.

10.2. Indemnification in Actions by Third Parties.

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this corporation to procure judgment in its favor, an action brought under Corp. Code § 5233, made applicable pursuant to Corp. Code § 7238, or an action brought by the Attorney General or a person granted realtor status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful.

The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the conduct was unlawful.

10.3. Indemnification in Actions by or in the Right of the Corporation.

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation or brought under Corp. Code § 5233, made applicable pursuant to Corp. Code §7238, or an action brought

by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust to procure a judgment in its favor by reason of the fact that the person is or was an agent of this corporation, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

No indemnification shall be made under this Section 10.3:

(a) in respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to this corporation in the performance of the person's duty to this corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court shall determine;

(b) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

10.4. Indemnification Against Expenses.

To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 10.2 or 10.3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

10.5. Required Indemnification.

Except as provided in Section 10.4 of this Article, indemnification under this Article shall be made by this corporation only if authorized in the specific case, on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 10.2 or 10.3, by:

(a) a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

(b) the court in which the proceeding is or was pending, on application made by this corporation or the agent, attorney, or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

10.6. Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

10.7. Other Indemnification.

No provision made by the corporation to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of the Board, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than the Directors and Officers may be entitled by contract or otherwise.

10.8. Forms of Indemnification Not Permitted.

No indemnification or advance shall be made under this Article, except as provided in Sections 10.4 or 10.5(b) in any circumstances where it appears that:

- (a) it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

10.9. Insurance.

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in the capacity or arising out of the agent's status as an agent whether or not the corporation would have the power to indemnify the agent against the liability under the provisions of this Article; provided, however, that this corporation shall have no power to purchase and maintain insurance to indemnify any agent of the corporation for a violation of Corp. Code § 5233, made applicable by Corp. Code §7238.

ARTICLE 11. RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS

11.1. Receipt of Funds.

The corporation shall receive all monies, other properties, or both, transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the corporation as shown by these Articles.

11.2. Disposition of Funds.

The corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

11.3. Disbursement of Funds.

For expenses over \$250 no disbursement of corporation money or property shall be made until it is first approved by the President of the corporation and two Directors. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of the corporation from time to time to make disbursements to implement the appropriations.

11.4. Signatures.

All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by the officer or officers, agent or agents, as the Board may from time to time by resolution designate.

Contracts in excess of \$1,000.00 shall require the signatures of the President and one other officer.

ARTICLE 12. CORPORATE RECORDS AND REPORTS

12.1. Records.

The corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All books, records, and accounts shall be kept at its principal place of business in California, as fixed by the Board

12.2. Inspection of Books and Records.

The membership register or duplicate membership register, the books of account, and minutes and proceedings of the members and the Board, and of committees of the Directors of this corporation shall be open to inspection on the written demand of any Dues Paying Member at any reasonable time, for a specifically stated purpose reasonably related to his or her interests as a Dues Paying Member, and shall be exhibited at any time when required by the demand of any members' meeting.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation, and also of its subsidiary organizations, if any.

12.3. Certification and Inspection of Bylaws.

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, and shall be open to inspection by the members and Directors of the corporation at all reasonable times during office hours.

ARTICLE 13. DISSOLUTION

On dissolution of this corporation, the Board shall cause the corporation's assets to be distributed to the non-profit Habitat for Humanity International whose current place of business is 121 Habitat St, Americus, GA 31709-3498.

ARTICLE 14. VOID PROVISIONS

In the event any provision of these Bylaws are found to be void or unenforceable or in violation of the corporate statutes that govern a Mutual Benefit Corporation, the Bylaw shall instead be governed by statutory and case law.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of DeAnza Santa Cruz Homeowners Association, Inc. on July 1, 2015, hereby certify that the above Bylaws consisting of 16 pages were adopted as the Bylaws of this corporation pursuant to the unanimous vote of the Directors in a regularly called meeting. These Bylaws are the duly adopted and existing Bylaws of this corporation as of July 1, 2015.



BREDA PAYNE, SECRETARY