

# *Sunnymead Ranch Planned Community Association*

## 2010 AMENDMENTS TO BYLAWS

Pursuant to secret ballots cast by members in accordance with the Order filed October 1, 2010, by the Riverside County Superior Court in Case No. RIC 10010842, the Association's duly appointed inspector of elections has certified that the below Bylaws amendments were duly approved by the members in accordance with the term of the aforesaid Order.

The Association's members thereby amended the below Bylaws provisions to read as follows (~~strikeout~~ indicates language eliminated; *italics* indicate new language):

Section 2.03. Quorum. Except as otherwise provided in these Bylaws, the presence in person or by proxy of the Members representing at least ~~fifty-one~~ *twenty-five* percent (~~51~~ *25*%) of the voting power of the Master Association shall constitute a quorum of the membership. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 3.06. Adjourned Meetings. If any meeting of Members cannot be organized because a quorum is not present, a majority of the Members who are present may adjourn the meeting to a time not less than five (5) days nor more than thirty (30) days from the time the original meeting was called, at which meeting the quorum requirement shall be the presence, in person or by proxy, of Members holding at least ~~twenty-five~~ *fifteen* percent (~~25~~ *15*%) of the voting power of the Master Association. Such an adjourned meeting may be held without notice thereof as provided in this Article III, provided that notice is given by announcement at the meeting at which such adjournment is taken.

Section 4.05. Election and Term of Office.

(a) At the first meeting of the Members *following the adoption of this Section 4.05(a), as amended, at which a quorum of the membership is present, and* thereafter at each annual meeting of the Members, new Directors shall be elected by secret written ballot by the Members as provided in these Bylaws, and all positions on the Board of Directors shall be filled at that election. *Of the five Directors elected at that meeting, the successful candidates receiving the highest number of votes shall be elected to two-year terms (as described below); the successful candidates receiving fewer votes shall be elected for one-year terms. At the next annual meeting, the seats of the Directors serving one-year terms shall be up for election, and the successor Directors thereafter shall each have two-year terms. In odd-numbered years, 2011, 2013, etc., three directors shall be elected for two-year terms. In even numbered years, 2012, 2014, etc., two directors shall be elected for two-year terms.*

If an annual meeting is not held, or the Board is not elected thereat, the Board may be elected at any special meeting of the Members held for that purpose. Each Director shall hold office until his successor has been elected or until his death, resignation, removal or judicial adjudication of mental incompetence. ~~Subject to the right of Declarant to cast a Class C vote pursuant to Section 4.03 of the Master Declaration, the term of office of each Director elected at the first annual meeting of the Members held and~~ The term of office of each Director elected to fill a vacancy created by the expiration of the term of office of the respective past Director shall be ~~one (1)~~ two (2) years (after the staggered-term system is implemented at the initial annual election following adoption of this amended provision, as described above).

*If, in any year, an election of successor Directors is not conducted due to inability to achieve quorum or otherwise, the seats of the Directors remaining in office pursuant to the foregoing ("Holdover Directors") shall be placed on the ballot at the next annual election unless those seats are sooner filled by a special meeting of the Members. The Holdover Directors' seats shall be filled for the remaining balance of a two-year term, so that the staggered terms are preserved. So, for example, the two Directors' seats up for election in 2014, if they were not filled in 2014 due to lack of quorum, would be filled at the 2015 annual election with the elected successors filling the balance of the term expiring in 2016.*

The term of office of each Director elected to fill a vacancy created by the resignation, death or removal of his predecessor shall be the balance of the unserved term of his predecessor. Any person serving as a Director may be reelected, and there shall be no limitation on the number of terms during which he may serve. Each Member may accumulate his votes for the election and removal of Directors as provided in this Article IV. At any election of the Board, each Member may give one or more candidates for Director a number of votes equal to the share of the voting power as set forth in the Master Declaration, multiplied by the number of Directors to be elected.

#### CERTIFICATE

The undersigned President and Secretary of the Sunnymead Ranch Planned Community Association hereby certify that the foregoing Amendments to Bylaws were duly adopted by the membership pursuant to the process described above and that the member balloting was concluded and ballot tabulation conducted at a duly noticed open Board meeting on December 1, 2010, and tabulated results were announced by the Association's election inspector at said duly noticed open meeting at the Lake Club, Sunnymead Ranch, Moreno Valley, California.

Dated: 12/1, 2010

  
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ROBERT RIDDICK, President

  
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MARIE RIVERA, Secretary