

BYLAWS for the PACIFIC VIEW ESTATES HOMEOWNERS ASSOCIATION

Revised September, 2007

ARTICLE I: Purpose

The Purpose of the Pacific View Estates Homeowners Association (the Association), Successor to the Pacific View Estates Association, is to maintain the character and the quality of the neighborhood created within Tract 27667, and to pursue such other goals as the Board of Directors and the membership may determine to be of common interest.

ARTICLE II: Place of Business

The principal place of business of the Association, and the office for the transaction of its business, shall be the home of the President of the Association, or such other place as the Board of Directors may designate, located within the community of Pacific Palisades, County of Los Angeles, State of California.

ARTICLE III: Membership

Section 1: Qualifications for Membership

All owners of property located in tract 27667, commonly known as Pacific View Estates, are eligible to become members of the Association. Termination of ownership of property in the tract shall terminate membership and all rights in the Association.

Section 2: Members in Good Standing

Members in good standing ("the membership," "members, "member body") are those persons owning property within Pacific View Estates who are current in their payment of annual Association dues as provided in Article IX hereof, and as determined by the Treasurer.

Members in good standing may petition for recall of any Director of the Association and may remove such Director by a simple majority vote of a quorum present at a duly-noticed meeting.

Members in good standing may appeal determinations of the Architectural Committee to the Board of Directors by submitting in writing to the Board the nature of their grievance, with signatures representing no fewer than ten households in the Pacific View Estates in good standing as Association members.

Section 3: Membership for Tenants

If so designated in writing- by absentee owners of any home within Tract 27667, Tenants living in the home and current in their dues may serve as representatives of the owners in any Association business and may enjoy full membership privileges. Proof of designation by the property owners must be provided- on request of the secretary at any Annual or special meeting at which votes will be taken.

Section 4: Quorum of the Membership

The presence of at least 20 percent of the members of this Association shall constitute a quorum for the purpose of transacting the business of the association.

In determining that this requirement is met, both Association membership and members present shall be determined according to Section 5, paragraph 2, below.

Section 5: Voting by the Membership

A majority vote of a quorum of the membership shall be sufficient to act Upon and pass any measure or proposal before the body at the Annual Meeting or at any special meeting. such vote shall constitute an official act of this Association.

For purposes of voting, the record owner(s) of a single dwelling at each street address shall be designated as one member and shall be entitled to cast one vote upon any measure presented to the member body.

All votes must be personally cast, except as provided in Article IV, Section 2.

ARTICLE IV: Annual Meeting

Section 1: Date of and Notice Regarding the Annual Meeting

The Annual Meeting of the members of the Association shall be held every year at a date to be determined by the Board of Directors. For good cause, the Board of Directors may select a date between May and September, with ten calendar-day notice to all members.

Section 2: Election of the Board of Directors

Members of the Association shall elect the Board of Directors for two-year terms at the Annual Meeting. Five Directors shall be elected in odd-numbered years, and six shall be elected in even-numbered years. The newly-elected Directors shall take office immediately following their election. Directors shall be elected from a list assembled by the Nominating Committee, as provided in Article VI. The Nominating Committee shall provide a written notice to all residents by either email or direct delivery not less than thirty (30) days in advance of the Annual Meeting seeking nominees to be considered.

An absentee ballot shall be provided for the single purpose of electing members of the Board, to members who request such absentee ballot from the Secretary at least five days prior to the meeting. The ballot must be delivered to the Secretary no later than 6 PM of the day prior to the Annual Meeting. Except as provided above, all votes must be personally cast.

Section 3: Other Business

Any other business properly brought forward at the Annual Meeting shall be transacted.

ARTICLE V: Other Meetings

Section 1: Board Meetings

The Board of Directors shall meet once a month at such time and place as they jointly determine, as long as all meetings are held within the community of Pacific Palisades. By majority vote, the Directors may determine not to hold a Board meeting in any month; however, no two consecutive months shall pass without a meeting of the Board.

Unless the time and place are announced at the meeting prior, each Director shall be provided notice of the Board meeting by mail, phone, or by delivery to the Director's home address.

Section 2: Special Meetings

Special meetings of the membership may be called at any time by a majority vote of the Board of Directors, or by the President of the Association, or upon written petition directed to the president and/or Board and bearing the signatures of no less than ten percent of the membership.

Written notice of all special meetings shall be provided to all members at least five days prior to the scheduled date. The notice shall be either delivered or mailed to the address of all members as it appears on the books of the Association. Notice of special meetings shall contain a statement of the nature of the business to be transacted.

ARTICLE VI: The Board of Directors

Section 1: Powers

Subject to limitations contained in the Articles of Incorporation, in these Bylaws, and in the laws of the state of California, all corporate powers shall be exercised by the duly elected Board of Directors, who shall likewise conduct and transact all of the regular business of the Association.

Section 2: Quorum

A simple majority of the Directors shall constitute a quorum for the transaction of business by the Board. No business may be transacted, nor any actions taken by the Board, when less than a quorum is present.

Section 3: Compensation

The Directors shall serve without compensation, but may receive reimbursement for expenses as approved by the Board.

Section 4: Election of Officers

An organizational meeting of the Board shall be held immediately after adjournment of the Annual Meeting, or at the next regularly scheduled monthly meeting of the Board, at which time the Board shall elect officers as provided in Article VII.

Section 5: Appointment of the Nominating Committee

The Board shall appoint three members in good standing to a Nominating committee no later than 30 days prior to the date of the Annual Meeting. The Nominating committee shall report its recommendations for candidates to the Board, and the Board shall submit the list to the members at large.

Section 6: Appointment of the Architectural Committee

The Board shall appoint three members in good standing to the Architectural Committee. Each member shall serve a three-year term. Terms of the three-member Committee shall be staggered to allow for continuity. At the first meeting following each Annual Meeting, the Board shall appoint one member to begin a three-year term. (At the first such meeting following adoption of these bylaws, one member shall be appointed to a one year term; one to a two-year term; and one to a three-year term.) The Committee's duties are defined in the Conditions, Covenants and Restrictions recorded in the deeds of properties in the Pacific View Estates. The Board of Directors shall appoint two (2) alternates to the Architectural Committee. An alternate shall serve if any permanent member of the Architectural Committee is unable to serve. The Board shall settle any disputes.

Upon resignation or removal by the Board of a member of the Architectural Committee, the Board shall appoint a successor to serve the balance of the term.

Members of the Architectural Committee shall serve as ex-officio (non-voting) members of the Board.

Section 7: Appeals

The Board of Directors shall consider appeals duly filed against determinations of the Architectural Committee, as provided in Article III, section 2, at a regular monthly meeting of the Board or at a duly-noticed special meeting.

The Board may alter or reverse a decision of the Architectural Committee by the vote of a simple majority plus one.

Section 8: Vacancies

A vacancy from the Board of Directors shall be deemed to exist in the event of the death, resignation, or termination of membership from the Association of any Director, or in event that the full number of Directors was not elected at the prior Annual Meeting. A vacancy shall also be deemed to exist when any Director fails to attend three consecutive meetings of the Board without prior notice and approval.

When a vacancy occurs as provided above, the Board is authorized to fill the vacated office for a period extending to the date of the next Annual Meeting, or until a special meeting is called for the purpose of holding an election to fill the vacancy.

Section 9: Removal of Directors

Any Director may be removed from office at the Annual Meeting or at a special meeting of the Association, upon the vote of a simple majority of a quorum of members present at such meeting.

The intent to remove a Director shall be announced in writing within the notice for the meeting.

Voting for the removal of a Director shall be by secret written ballot.

ARTICLE VII: Officers

Section 1: Designation of Officers

The officers of this Association shall be as follows:

- a) President
- b) one or more Vice Presidents
- c) Secretary
- d) Treasurer

Section 2: Election of Officers

The officers of the Association shall be elected by the Board for one-year terms as provided in Article VI, Section 4. All officers shall be chosen from among the Directors elected by the members at large.

Section 3: Resignation of Officers

Any officer may resign at any time upon written notice to the President or Secretary. Such resignation shall be deemed effective upon receipt of the notice. The Board is authorized to fill the vacancy created by the resignation of any officer.

Section 4: President

The President shall exercise the usual powers of the office, shall serve as Chairman of the Board of Directors, shall be the Chief Directing Officer of the corporation, shall preside at all meetings, and shall have the power to appoint such additional officers and committee chairmen as deemed necessary.

Section 5: Vice President(s)

The First Vice-President shall act in the absence or disability of the President, and when so acting shall have all the powers thereof. Additional Vice-Presidents, if appointed, may be delegated special responsibilities as the Board deems proper.

Section 6: Secretary

The Secretary shall take and maintain minutes of all meetings of the Association, shall keep a roster of members in good standing, shall dispatch all required notices, and shall perform other duties as the Board may require.

Section 7: Treasurer

The Treasurer shall be responsible for the safekeeping of the funds of the Association, for rendering accounts and reports, and for disbursing and receiving funds, as directed by the Board.

The Treasurer shall make available for inspection, within reasonable time constraints and upon the request of any Director or member in good standing, the books and records of the Association.

An annual audit of the books and records shall be conducted at the expiration of the Treasurer's term in office, and certified to as true and correct by the Board of Directors.

Section 8: Authorized Signatures

Authorized signatures consist of those of the President, the First Vice-President and the Treasurer of the Association. All checks or drafts require any two of the three authorized signatures.

Section 9: Compensation

Officers shall serve without compensation, but may receive reimbursement of their expenses, as approved by the Board.

ARTICLE VIII: Amendments

Amendment of the Bylaws of this Association may be accomplished by a majority vote of members in good standing present at an Annual or special meeting, pursuant to written notice as provided in Articles IV and V.

ARTICLE IX: Dues

Dues for membership in the Association (as of 2007) are \$75 per household per year, payable at the beginning of each calendar year.

No property owner(s) in Pacific View Estates shall be deemed in good standing in this Association if delinquent in payment of dues. For purposes of voting at the Annual Meeting, dues must be current, i.e., paid before the call to order of the Business Meeting.

The Board of Directors may determine to raise dues from time to time, but by no more than \$10 per year in any given year. Notice of intent to raise dues shall be provided in the notice for the upcoming Annual Meeting. A simple majority vote of the members present may revoke the proposed dues increase at the Annual Meeting.

Revised Bylaws adopted by the membership at the Annual Meeting on Sept. 9, 2007.

Tom McNutt, President

Mary Ann Jesson, Secretary