

**Copper Cove
at
Lake Tulloch
Owners' Association**

◆ **Articles of Incorporation**

◆ **By-Laws**

Revised 1999

TABLE OF CONTENTS

ARTICLES OF INCORPORATION	3
ARTICLE I Identification	5
Section 1. Name.	5
Section 2. Principal Office	5
ARTICLE II. Purpose and Powers	5
Section 1. Purpose	5
Section 2. Powers.	5
ARTICLE III. Membership	5
Section 1. Classes	5
Section 2. Members	6
Section 3. Associate Members	6
Section 4. Lot Defined	6
Section 5. Privileges	6
ARTICLE IV Evidence of Membership and Transfer	6
Section 1. Membership Certificates	6
Section 2. Transfer	6
Section 3. Issuance	6
Section 4. Membership Cards	7
ARTICLE V. Meetings of Members	7
Section 1. Place of Meetings	7
Section 2. Annual Meeting	7
Section 3. Special Meetings	7
Section 4. Adjourned Meetings and Notice Thereof	7
Section 5. Quorum	7
Section 6. Voting; Election Committee; Announcement of Results	7
Section 7. Action Without Meeting	8
Section 8. Written Ballots	8
ARTICLE VI Directors	8
Section 1. Powers	8
Section 2. Number and Qualification	8
Section 3. Election and Term of Office	8
Section 4. Vacancies	9
Section 5. Regular Meetings	9
Section 6. Special Meetings	9
Section 7. Waiver of Notice	9
Section 8. Quorum	10
Section 9. Adjournment and Notice	10
Section 10. Removal of Director for Absence	10
ARTICLE VII Officers	10
Section 1. General	10
Section 2. Removal and Resignation	10
Section 3. Vacancies	10
Section 4. President	10
Section 5. Vice Presidents	10
Section 6. Secretary	10
Section 7. Treasurer	11
ARTICLE VIII Annual Assessment	11
Section 1. General	11
Section 2. Amount	11
Section 3. Notice	11
Section 4. Lien	11
Section 5. Priority of Lien	11
Section 6. Lien Enforcement	11
Section 7. Liens Filed on or after January 1, 1986	11
ARTICLE IX Miscellaneous	12
Section 1. Record Date	12
Section 2. Inspection of Records	12
Section 3. Checks and Drafts	12
Section 4. Annual Accounting	12
Section 5. Execution of Contracts	12
Section 6. Limitation of Powers	12
Section 7. Inspection of By-Laws	12
Section 8. Recoupment of Costs	12
Section 9. Home Businesses	12
Section 10. Appeals Board	12
ARTICLE X Amendments	12
Certification	13

**ARTICLES OF INCORPORATION
OF COPPER COVE AT LAKE TULLOCH
OWNERS' ASSOCIATION**

1. The name of this corporation shall be:

COPPER COVE AT LAKE TULLOCH OWNERS' ASSOCIATION

2. The purposes for which this corporation is formed are:

A. The specific and primary purposes are: to unite property owners in Copper Cove at Lake Tulloch Subdivision, a subdivision located in Calaveras County, California; to encourage civic improvements in said subdivision and vicinity; to promote community activities and interests in said subdivision; to cooperate with other organizations having similar objectives; and to improve and maintain common areas and community facilities within said subdivision.

B. The general purposes and powers are: to acquire by grant, gift, purchase, devise, or bequest and to hold and dispose of such property as the purposes of the corporation shall require; to sell, assign, lease, or license real or personal property; to enter into, make, or perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government conducive to the attainment of any of the objects or purposes of the corporation; to borrow money and issue bonds, debentures, notes, and other evidences of indebtedness; and to secure the payment or performance of its obligations by mortgage, deed of trust, pledge, or otherwise; and in general to carry on any other activity in connection with the foregoing; and to have and exercise all the powers conferred by the State of California upon non-profit corporations formed under the laws of the State of California.

C. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this organization.

3. This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of California.

4. The county in this State where the principal office for the transaction of the business of this corporation is located in Calaveras County.

5. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Richard Rolleri	John Sparrowk	Louis Miller
PO Box 915	411 Industrial Pkwy.	411 Industrial Pkwy.
Angels Camp, CA 95222	Hayward, CA 94544	Hayward, CA 94544

6. The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the By-Laws.

7. This corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and it is organized solely for non-profit purposes. In no event shall the net earnings, income or assets of this corporation be distributed to, or inure to the benefit of, any member, director or officer of this corporation or other private individual, either directly or indirectly. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for charitable, religious and/or scientific purposes, and which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code. If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior court of the county in which this corporation's principal office is located, upon petition therefor by the Attorney General, or by any person concerned in the liquidation.

IN WITNESS WHEREOF, the undersigned, being the persons hereinabove named as the first directors, have executed these Articles of Incorporation this 21st day of August 1969.

RICHARD ROLLERI JOHN SPARROW LOUIS MILLER

STATE OF CALIFORNIA)
COUNTY OF ALAMEDA)

On this 22nd day of August in the year one thousand nine hundred and sixty nine, before me, Barbara Bricker, a Notary Public, State of California, duly commissioned and sworn, personally appeared Richard C. Rolleri, John Sparrowk, and Louis Miller, known to be the persons whose names are subscribed to the written instrument and acknowledged to me that they executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the County of Alameda the day and year in this certificate first above written.

BARBARA L BRICKER
Notary Public
(Seal)

**BY-LAWS
OF
COPPER COVE AT LAKE TULLOCH
OWNERS' ASSOCIATION**

**ARTICLE I
Identification**

Section 1. Name. The name of this corporation is COPPER COVE AT LAKE TULLOCH OWNERS' ASSOCIATION, which shall be referred to herein for convenience as the "Association".

Section 2. Principal Office. The principal office of the Association shall be in the County of Calaveras, State of California. (R-89)

**ARTICLE II
Purpose and Powers**

Section 1. Purpose. The primary purpose of the Association shall be to further and promote the common interest and welfare of its members within the subdivided land area situated in Calaveras County, California, known and to be known generally as Copper Cove at Lake Tulloch, referred to herein for convenience as the "Subdivision".

Section 2. Powers. The Association shall do whatever is necessary, conducive, incidental or advisable to accomplish and promote its object and purposes, except carrying on a business or trade for profit, and in connection therewith shall have, but shall not be limited to, the following powers:

- (a) To acquire real or personal property by gift, purchase or other means;
- (b) To own, hold, enjoy, lease, operate, maintain, convey, sell, assign, transfer, mortgage or otherwise encumber, or dedicate for public use, any real or personal property owned by it;
- (c) To exercise the powers and functions granted to it in the recorded restrictions of each unit in the Subdivision;
- (d) To construct, maintain and operate recreational facilities of all kinds within the Subdivision;
- (e) To care for vacant, unimproved or unkept lots; (R-89)
- (f) To maintain, rebuild, repair, beautify and otherwise care for all streets within the Subdivision; (R-89)
- (g) To pay taxes and assessments, if any, levied by any governmental authority on property owned by it;
- (h) To enforce charges, easements, restrictions, covenants, conditions and agreements existing upon or created for the benefit of the real property in the Subdivision;
- (i) To appoint such committees as may be necessary to, or convenient in, the discharge of any of its obligations or powers;
- (j) To levy an annual charge upon its members and to declare the same a lien against the property subject thereto in accordance with the recorded restrictions of each unit in the Subdivision;
- (k) To sue and collect any charges not paid and in connection therewith to foreclose any lien granted to it;
- (l) To borrow money, contract debts, and issue bonds, notes and debentures, and secure the payment or performance of its obligations;
- (m) To expend its moneys for the payment and discharge of all proper costs, expenses and obligations incurred in carrying out all or any of these powers in furtherance of its purposes and objectives;
- (n) To contract and pay premiums for fire, casualty, liability and other insurance, including indemnity and other bonds;
- (o) To employ or contract for repair, maintenance, gardening, utilities, materials, supplies and services relating to property or facilities owned or operated by it and to employ personnel reasonably necessary for the administration of its affairs including legal counsel and accountants; (R-89)
- (p) To do all other acts necessary or expedient for the administration of its affairs and the attainment of its purposes.

**ARTICLE III
Membership**

Section 1. Classes. There shall be two (2) classes of membership in the Association, i.e., members and associate members.

Section 2. Members. Membership shall be appurtenant to lots (as the same are defined herein) in the Subdivision and all persons who become owners thereof shall, by reason of such ownership, become and hereby are made members of the Association.

Members shall be limited to the owners of not less than one (1) lot (as the same is defined herein) in the Subdivision. Only one (1) of any number of co-owners of a lot shall be a member. A lot for which record title is held by more than one person, including lots held by husband and wife, in any form of joint ownership, shall qualify the owners for one (1) membership only, to be issued in the name of the first owner named on the deed of title, unless otherwise directed. Members shall be required to be in good standing. In good standing means that the member is not delinquent on any dues, fees, fines or assessments on any lot owned by said member. This definition applies to all sections of the bylaws. Any complaints regarding a member being in good standing may be appealed to an Appeal Board established by the Board of Directors. (R-90)

Ownership of more than one (1) lot shall entitle the owner to all rights and privileges of membership and shall subject such owner to all the liabilities and duties thereof that are attendant to the ownership of each lot separately; provided, however, that the Association may issue a single certificate or other evidence of membership relating to all of such lots; and provided further that the owner of more than one (1) lot shall be considered as a single member only for purposes of notice and determination of associate memberships.

A member shall be entitled to one (1) vote for each lot in the Subdivision owned by such member.

Section 3. Associate Members. The following shall be entitled to associate membership in the Association:

- (a) Co-owners of any lot;
- (b) The spouse and/or children of a member who also have the same residence as the member;
- (c) Any person who is a tenant or regular occupant of any unit in any multi-family residential building or guest house, inn or hotel facility within the subdivision;

Persons qualifying under more than one (1) of the above categories shall, nevertheless be entitled to only a single associate membership.

Associate members shall have no vote or right of notice of any meeting of membership, regular or special. Associate members shall not be required to pay an annual charge but shall be entitled to enjoy all the other privileges of membership, subject, however, to their observance of all rules and regulations governing the conduct of members.

Associate membership shall cease automatically upon termination of the status giving rise to such membership.

Section 4. Lot Defined. For the purpose of these By-Laws, "lot" or "lots" shall be defined as consisting of:

- (a) All subdivided lots described and set forth in unit maps of the Subdivision from time to time recorded in the Office of the County Recorder of Calaveras County, California; and
- (b) Each unit of any multiple-family residential building or guest house, inn or hotel facility within the Subdivision.

Section 5. Privileges. Members and Associate members, IN GOOD STANDING, and their guests shall have the use of the streets and parks in the Subdivision and any other property or facilities from time to time owned by the Association, subject to the provisions of the restrictive covenants of the various units of the Subdivision from time to time recorded and such other rules for the use of parks or there common property or facilities as may be adopted by the Board of Directors of the Association. (R-90)

ARTICLE IV

Evidence of Membership and Transfer

Section 1. Membership Listing. California Corporations Code, Section 8320(3) requires "A record of its members giving their names and addresses and the class of membership held by each." Membership lists shall be provided at no cost (California Corporations Code, Section 7520) to members nominated for the Board of Directors. For all other members copies of the membership list shall be made available upon written demand and tender a reasonable charge (California Corporations Code, Section 8330(a)(2). The reasonable charge is to be determined by the Board of Directors and implemented by Resolution. (R-95)

Section 2. Transfer. Membership in the Association is transferable only upon the conveyance of the lot giving rise to such membership, and any other attempted transfer or assignment of membership shall be null and void. Transfers of record which occur by reason of conveyance of any lot subsequent to the initial conveyance from the Subdivision developer shall be subject to a fee not to exceed the Association's actual costs to change its records and provide necessary documents. (R-89)

Section 3. Issuance. Members shall be entitled to exercise all the rights and privileges of membership, and they shall be subject to all of the obligations and liabilities thereof, without the actual issuance and possession of certificates of membership; provided, however, that the Association shall incur no liability for failure to give adequate notice to members not of record.

Section 4. Membership Cards. The Association shall issue cards to members and/or associate members from time to time as the Board of Directors may deem necessary to assure proper control and identification. In any event, a roster of associate members shall be kept sufficiently current to assure proper identification and control. (R-89)

ARTICLE V

Meetings of Members

Section 1. Place of Meetings. Any meeting of the members shall be held in Calaveras County, California, at such particular place therein as stated in the notice for such meeting.

Section 2. Annual Meeting. The annual meeting of the members of the Association for the election of Directors whose terms have expired and for the transaction of such other business as may properly come before the meeting, shall be held at such hour and on such day, beginning in the year 1970, as shall be determined by the Board of Directors.

Written notice of each annual meeting shall be given to each member entitled to vote thereat, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at his record address appearing on the books of the Association. All such notices shall be sent to each member entitled thereto not less than seven (7) nor more than sixty (60) days before each annual meeting, and shall specify the place, the date and the hour of such meeting, and shall also state the general nature of the business or proposal to be considered or acted upon at such meeting.

Section 3. Special Meetings. Special meetings of the members for any purpose or purposes whatsoever may be called at any time by the President, or by a majority of the Board of Directors, or by one or more members holding not less than forty percent (40%) of the voting power of the Association. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notice of any special meeting shall specify, in addition to the place, date and hour of such meeting, the general nature of the business to be transacted.

Section 4. Adjourned Meetings and Notice Thereof. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the voting power present. By-Laws can only be changed at a meeting at which a quorum is present, or by written ballot. (R-90)

When any members' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, save as aforesaid, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken.

Section 5. Quorum. The presence in person of the holder of twenty-five percent (25%) of the membership entitled to vote at any meeting shall constitute a quorum for the transaction of business. 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. (R-90)²

If any meeting, annual or special, cannot be held for lack of a quorum, the same may be adjourned, as hereinabove provided, for a period of not less than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called, at which adjourned meeting the quorum requirement shall be reduced to the presence in person of not less than fifteen percent of the voting power, or by written ballot. (R-90)

Section 6. Voting; Election Committee; Announcement of Results.

(a) Except as otherwise provided by law, only members in whose names memberships entitled to vote appear on the records of the Association on the record date as set by the Board of Directors for voting purposes, fixed as provided in ARTICLE IX, Section 1, of these By-Laws shall be entitled to vote upon any matter presented to the membership for action. Such vote shall be by written ballot. except as otherwise provided herein, each member is entitled to one vote for each lot owned by that member. Every member entitled to vote at any election for Directors shall have the right to cast a single vote for each lot owned by that member. Every member entitled to vote at any election for Directors shall have the right to cast a single vote for each lot owned if only one Director is to be elected.

If two or more Directors are to be elected, each member shall have a vote for each Director equal to the number of lots owned by such member. The candidates receiving the highest number of votes, up to the number of Directors to be elected, shall be elected. There shall be no cumulative voting. Proxies shall not be used in voting by members for any purpose.

(b) The Board of Directors of the Association shall appoint an Election Committee within a minimum of forty-five (45) days prior to the annual meeting, consisting of three (3) voting members of the Association, not one (1) of which shall be a member of the Board of Directors or an employee of the Association, and such committee shall, not more than fifteen (15) days prior to the annual meeting or the last day by which written ballots must be received, whichever comes first, shall make the following determinations:

- (1)The number of memberships outstanding and the voting power of each;
- (2)The number of memberships represented at the meeting;
- (3)The existence of a quorum and the authenticity, validity and effect of the absentee ballots;
- (4)Receive votes, ballots or consents;
- (5)Hear and determine all challenges and questions in any way arising in connection with the right to vote;
- (6)Count and tabulate all votes or consents;
- (7)Determine when the polls shall close;
- (8)Determine the result and do such acts as may be proper to conduct the election or vote with fairness to all members;
- (9)Tally the votes and maintain such tally in secrecy until the final tally is taken and is delivered to the President of the Association. Assistants, as needed, may be appointed by he Election Committee. Assistants shall not be directly responsible for any of those duties specified for members of the Election Committee.

(c) The President shall announce the results of the balloting within fourteen (14) days of delivery to him or her of the final tally by the Election Committee, giving complete vote totals for each candidate and for each proposal. Such announcement shall be by posting at the administrative office of the Association. (R-90)

Section 7. Action Without Meeting. Any action which under the applicable provisions of law may be taken at a meeting of the members, may be taken without a meeting by written ballot, provided that the number of ballots received is equal to or greater than a quorum of the membership and that for approval by written ballot the number of affirmative votes constitutes a majority of the ballots received. The Board of Directors shall set a reasonable time period within which ballots shall be returned. The form and distribution of the ballots will be in accordance with Section 7513 of the California Corporations Code. (R-90)

Section 8. Written Ballots. All forms of written ballot distributed to members and subject to execution by those members shall contain provisions whereby the person executing has the choice between approval, disapproval, or abstention from each matter proposed. Ballots which are returned late shall not be counted for any purpose. Written ballots must be received at least ten (10) days prior to the date of the annual meeting as specified by the Board of Directors. (R-90,95)

ARTICLE VI Directors

Section 1. Powers. Subject to any limitations of the Articles of Incorporation, of these By-Laws, and of the General Non-profit Corporation Law of California, and subject to the duties of Directors as prescribed by these By-Laws, all corporate power of the Association shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

- (a)To select and remove all officers, agents and employees of the Association and prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or with these By-Laws.
- (b)To conduct, manage and control the affairs and business of the Association and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or of these By-Laws.
- (c)To change the principal office for the transaction of the business of the Association from one location to another within the same county as provided in ARTICLE I, Section 2, hereof; to designate the place for the holding of any members' meeting or meetings; and to adopt, make and use a corporate seal, and to prescribe the forms of membership certificates and/or membership identification cards, from time to time, as in their judgement they may deem best;
- (d)To take such steps as may be necessary to implement any of the powers of the Association as provided in ARTICLE II, Section 2, hereof; and
- (e)To appoint an Executive Committee and other committees, and to delegate to such Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the Association except the power to adopt, amend or repeal By-Laws. Any such Executive Committee shall be composed of two (2) or more Directors.

Section 2. Number and Qualification. The authorized number of Directors of the Association shall be five (5) until changed by an amendment of the Articles of Incorporation or by a by-law amending this Section 2 duly adopted by the members. Directors shall be required to be members in good standing. In good standing means that the member is not delinquent on any dues, fees, fines or assessments on any lot owned by said member. complaints regarding "in good standing" may be appealed to the Appeal Board established by the Board of Directors. (R-90)

Section 3. Election and Term of Office. Until the second annual meeting of members, the Directors of the Association shall be those individuals named in the Articles of Incorporation or their successors determined

pursuant to Section 4 of this ARTICLE VI. At such meeting, and at each annual meeting of members thereafter, the Directors shall be elected by the members; provided, however, that if for any reason any such annual meeting is not held, or the Directors are not elected thereat, the Directors may be elected at any special meeting of members held for that purpose. (R-89,R-90)

Directors' terms of office shall be for two (2) years. Three (3) Directors are to be elected in odd years and two (2) Directors are to be elected in even years. In the event that more than three (3) Directors are being elected in an odd year and more than two (2) Directors are being elected in an even year, the additional Directors' terms of office shall be for one (1) year. Additional Directors will be determined to be the Directors elected with the least number of votes. All Directors shall hold office until their respective successors are elected or until they are no longer members of the Association. A Director shall automatically and immediately be removed from office upon the termination of that Director's member status as defined in Article III, Section 2. (R-98)

Nominations for Directors will take place at the regular board meeting in May of each year. Notice of the nomination procedure will be provided with the annual accounting information. Ballots will be mailed with the notice of annual meeting no later than seven (7) days nor more than sixty (60) days prior to the date of the annual meeting. (R-96) (R-10)

Section 4. Vacancies. Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until his successor is elected at an annual or a special meeting of the members.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased, or if the members fail at any annual or special meeting of members at which any Director or Directors are elected to elect the full authorized number of Directors to be voted for at that meeting, or if a vacancy is declared by the Board of Directors for any reason permitted by law.

The members shall elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors within thirty (30) days. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board of Directors or the members shall have the power to elect a successor, pursuant to the provisions hereof, to take office when the resignation is to become effective. (R-89)

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

Section 5. Regular Meetings. Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Call and notice of such meetings are hereby dispensed with.

Section 6. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be held at any time upon call by the President or, if he is absent or unable or refuses to act, by any Vice President or by any two (2) Directors. Such meetings may be held at any place designated from time to time by resolution of the Board or by written consent of all members of the Board.

Written notice of the time and place of special meetings shall be delivered personally to each Director by mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least forty-eight (48) hours prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery as above provided shall constitute due, legal and personal notice to such Director.

Section 7. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to holding such a meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8. Quorum. A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every 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 regarded as the act of the Board of Directors unless a greater number be required by or by the Articles of Incorporation.

Section 9. Adjournment and Notice. A quorum of Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board. 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.

Section 10. Removal of Director for Absence. The absence of any Director from three (3) or more regularly scheduled monthly meetings of the Board of Directors in a period of twelve (12) consecutive months shall be considered cause for removal of that Director from the Board by a majority vote of the remaining Directors. (R-98)

ARTICLE VII

Officers

Section 1. General. The officers of the Association shall be a President, one (1) or more Vice Presidents, a Secretary and a Treasurer, and each of them shall be elected by the Board of Directors. The Association may also have such other officers, including one (1) or more Assistant Secretaries, as may be appointed by the Board of Directors. Officers, other than the President, need not be Directors. One person may hold two (2) or more offices, except those of President and Secretary.

Each officer shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified; provided that officers may be appointed at any time by the Board of Directors for the purpose of initially filling an office or filling a newly created or vacant office.

Section 2. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Directors in office at the time, or at any regular or special meeting of the Board of Directors.

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

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these By-Laws for regular appointments to such office.

Section 4. President. The President, who shall be chosen from the Board of Directors, shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Association. The President shall preside at all meetings of the members and of the Board of Directors. He shall be an ex-officio member of all standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and such other powers and duties as may be prescribed by the Board of Directors or these By-Laws.

Section 5. Vice Presidents. In the absence or disability of the President, the Vice Presidents in order of their rank as fixed by the Board of Directors, if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President and when so acting shall have all the powers of and shall be subject to all the restrictions upon the President. The Vice Presidents shall have such other powers and perform such other duties as may be prescribed for them respectively by the Board of Directors, the President or these By-Laws.

Section 6. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors and members, or a duplicate thereof, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of memberships present or represented at members' meetings, and the proceedings thereof.

The Secretary shall keep or cause to be kept, in any form permitted by law, at the principal office or such other place as the Board of Directors may order, a membership register, or a duplicate thereof, showing the names of the members and their addresses, the description and number of lots, if more than one, upon which such membership is based, the number and date of membership certificates issued, and the number and date of cancellation of membership certificates surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by these By-Laws or by law to be given, and shall keep the seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, the President or these By-Laws.

Section 7. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains or losses. The books of account shall at all times be open to inspection by any Director.

The Treasurer shall deposit all moneys and other valuables in the name of and to the credit of the Association with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the Association, and shall have such other power and perform such other duties as may be prescribed by the Board of Directors, the President, or these By-Laws.

ARTICLE VIII

Annual Assessment

Section 1. General. Each year the Board of Directors shall consider the current and future needs of the Association and, in the light of these needs, shall fix by resolution the amount of the annual assessment to be levied against each lot in the Subdivision, which amount shall be a debt of the owner thereof at the time such charge is made.

Section 2. Amount. The Board of Directors may not, without the vote or written assent of members, constituting a quorum, casting a majority of the votes at a meeting or election of the Association, impose a regular annual assessment which is more than twenty percent (20%) greater than the regular assessment for the Association's preceding fiscal year or levy special assessments to defray the costs of any action or undertaking on behalf of the Association which in the aggregate exceed five percent (5%) of the budgeted gross expenses of the Association for that fiscal year. (R-90)

Section 3. Notice. The Secretary shall mail to each member, at such member's record address, written notice of each annual assessment and the time and manner for payment thereof at least two (2) weeks prior to the time such assessment shall become due and payable.

Section 4. Lien. The amount of such annual assessment, plus any other charges thereon such as interest when delinquent and cost of collection (including attorney's fees) if any, shall constitute and become a lien on the lot so assessed or on the underlying real property (in the case of units in a multi-family residential building or guest-house, inn, or hotel facility) when the Board of Directors causes to be recorded with the County Recorder of Calaveras County a notice of assessment which shall state the amount of such assessment and such other charges, a description of the lot or other real property which has been assessed, and the name of the record owner thereof. Such notice shall be signed by the Secretary of the Association on behalf of the Association. Upon payment of said assessment and charges in connection with which such notice has been so recorded, or other satisfaction thereof, the Board of Directors shall cause to be recorded a further notice stating the satisfaction and the release of the lien thereof.

The authority to levy such assessment upon lots in the Subdivision is granted to the Association by I.C. Deal Developments, Inc., a Nevada corporation, developer of the Subdivision, a part of the recorded declarations of restrictions imposed and to be imposed by it from time to time upon the various units comprising the Subdivision.

Section 5. Priority of Lien. Such lien shall be prior to all other liens recorded subsequent to said notice of assessment except that liens of first mortgage and/or first deeds of trust incurred for the purpose of constructing a residence or other improvement thereon and which are recorded in accordance with applicable law shall be superior to any and all such liens provided for herein.

Section 6. Lien Enforcement. The lien provided for herein may be enforced by sale by the Association, its attorney or other person authorized to make the sale, after failure of the responsible party to pay the annual assessment in accordance with its terms. Such sale shall be conducted in accordance with the provisions of Sections 2924, 2024b and 2924c of the California Civil Code, applicable to the exercise of powers of sale in mortgages and deeds of trust, or in any other manner permitted by law.

Section 7. Liens Filed on or after January 1, 1986. Liens filed on or after January 1, 1986, for delinquent assessments shall be in accordance with Sections 1366 and 1367 of the California Civil Code, and any subsequent revisions thereto. Interest on delinquent assessments will be charged at the rate set by state law. A late charge not exceeding ten percent (10%) of the delinquent assessment or ten dollars (\$10), whichever is greater, will be added to the delinquent assessment annually. (R-89)

ARTICLE IX Miscellaneous

Section 1. Record Date. The Board of Directors may fix a time in the future as a record date for the determination of the members entitled to notice of and to vote at any meeting of members or a vote conducted by mailed written ballot. The record date so fixed shall not be more than sixty (60) nor less than fifteen (15) days prior to the date of the meeting or the last date upon which ballots may be returned. When a record date is so fixed, only members of record on that date shall be entitled to notice and to cast their vote, notwithstanding any transfer on the books of the Association after the record date. (R-90)

Section 2. Inspection of Records. The membership register or duplicate membership register, the books of account and minutes of proceedings of the members, the Board of Directors and the Executive Committee, if any, shall be open to inspection upon the written demand of any member at any reasonable time and for a purpose reasonably related to his interest as a member.

Section 3. Checks and Drafts. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Association shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 4. Annual Accounting. A summary of financial information will be provided to each member not later than 120 days after the close of the Association's fiscal year. If the member wants the entire financial package he may request a copy or review the copy on file in the Association office. Copies will be provided upon request and at the Association's expense. When requested, copies will be mailed within five (5) days of the request by first-class mail. (R-96)

Section 5. Execution of Contracts. The Board of Directors, except as may be otherwise provided in these By-Laws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument or documents in the name of and on behalf of the Association and such authority may be general or confined to specific instances. Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts, promissory notes and other evidences of indebtedness, deeds of trust, mortgages and other corporate instruments or documents requiring the corporate seal, shall be executed, signed or endorsed by the President (or any Vice President) and by the Secretary (or any Assistant Secretary) or the Treasurer.

Section 6. Limitation of Powers. The Association shall not incur debt in excess of One Thousand Dollars (\$1,000.00) per year for the purchase of real or personal property, the issuance of bonds or debentures, or the mortgage of any of its property, nor acquire real or personal property by purchase, nor lease, convey, sell, assign, transfer, mortgage or otherwise encumber nor dedicate for public use any real or personal property owned by it, nor exercise the powers enumerated in ARTICLE II, Section 2(f) and 2(l), without the prior vote or written consent of two-thirds (2/3) of its' members entitled to vote.

Section 7. Inspection of By-Laws. The Association shall keep in its principal office for the transaction of business the original or a copy of the By-Laws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times.

Section 8. Recoupment of Costs. Members are liable for all costs incurred, including legal fees, in the enforcement of By-Laws, CC&R's and Architectural Control Board Policies and Procedures. Members will be notified by letter as to the costs. If payment is not received within two weeks from the date of the letter, appropriate legal action may be taken. Members may appeal the billing of these costs to the Appeal Board established by the Board of Directors. (New-90)

Section 9. Home Businesses. Home businesses require the approval of the Architectural Control Board. Failure to comply with this section is cause for legal action. (New-90)

Section 10. Appeals Board. The Board of Directors shall establish an Appeals Board which will operate in compliance with applicable sections of the California Corporations Code, Section 7341. (New-90)

ARTICLE X Amendments

New By-Laws may be adopted or these By-Laws may be amended or repealed by a majority of votes cast at the annual meeting or by written ballot. Proposed changes of By-Laws shall be included with written notice of the annual meeting. (R-90)

CERTIFICATION

I, the undersigned, do hereby certify (1) that I am the duly elected and acting Secretary of the Copper Cove at Lake Tulloch Owners' Association, A California non-profit corporation and (2) that the foregoing By-Laws constitute the recorded By-Laws of the corporation as duly adopted at a meeting of the Board of Directors thereof duly held August 22, 1969, and as amended at a duly held meeting of the membership of the Association held on July 27, 1978 (Article X), and as further amended by the membership at duly held meetings on August 4, 1979 (Article VI, Sec. 2); April 3, 1982 (Article V, Sec. 4&5); August 19, 1989 (Article I, Sec.2, Article II, Sec. 2(e) &2(f), Article IV, Sec. 2&4, Article VI, Sec. 3&4, Article VIII, Sec. 7, Article IX, Sec. 4); August 18, 1990 (Article III, Sec. 2&5, Article V, Sec. 4,5,6,7&8, Article VI, Sec. 2&3, Article VIII, Sec.2, Article IX, Sec. 1,8,9&10, Article X); July 12, 1995 (Article V, Sec.8, Article IV, Sec. 1, Article VI, Sec. 1); August 17, 1996 (Article IX, Sec. 4); August 15, 1998 (Article III, Sec.2, Article III, Sec. 3(d), Article VI, Sec. 3, Article IX, Sec. 6, Article VI, Sec. 10)

COPPER COVE AT LAKE TULLOCH OWNERS' ASSOCIATION

Secretary

