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95018682

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Pla-Vada Comm. Assoc.
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**BYLAWS
OF
PLA-VADA COMMUNITY ASSOCIATION**

**ARTICLE I
NAME, PURPOSE AND FUNCTIONS**

Section 1. NAME. The name of this Association shall be the **PLA-VADA COMMUNITY ASSOCIATION**, located at Pla-Vada Woodlands, Nevada County, California. Until changed by resolution of the Board of Directors, the principal office of the Corporation shall be Pla-Vada Woodlands, California.

Section 2. PURPOSE. The purpose of **PLA-VADA COMMUNITY ASSOCIATION** as set forth in the Articles shall be to work for the improvement of quality living standards and availability of organized community services to be provided for lot owners in Pla-Vada Woodlands.

Section 3. FUNCTIONS. The functions shall be:

a) To establish, store and maintain water and water distribution systems to members and those entities entitled to service pursuant to that certain judgment between Pla-Vada Community Association, the State of California and others, entered in Book 155, Page 39, Official Record of Nevada County.

b) To construct, improve and maintain a sewer and disposal plant for the use and benefit of members, and those entities entitled to service pursuant to that certain judgment between Pla-Vada Community Association, the State of California and others, entered in Book 155, Page 39, Official Record of Nevada County.

c) To construct, improve and maintain private roads in Pla-Vada Woodlands for the use and benefit of members.

d) To construct and provide recreational areas and community facilities appropriate for the use and benefit of members. Any expenditures required pursuant to this paragraph shall be made available from other than mandatory assessments and dues, unless seventy-five (75%) of the members approve.

e) To accept from the developer and from the owners of lots in Pla-Vada Woodlands, rights to and enforcement of covenants and restrictions which may be imposed upon property in Units 1 through 6, Pla-Vada Woodlands.

ARTICLE II Members

Section 1. Upon the payment of such fees as may be required by the Board of Directors, each individual lot in Pla-Vada Woodlands, Units 1 through 6 shall be entitled to one membership certificate which shall be issued to the record title owner of said lot. A member who is not delinquent in the payment of dues, charges, or assessments shall have one vote for each certificate or membership held, and one additional vote for each developed lot standing of record in his or her name.

Section 2. Except in connection with the sale or transfer of a lot, no member shall transfer his/her membership or any rights of membership.

Section 3. The Board of Directors shall fix, levy and collect such dues as are necessary to carry out its mandatory functions. The Board shall distinguish and assess separately all improved lots which shall, for the purposes of this section, be any lot which as of November 1, prior to the levy, has a dwelling completed to the point where water and/or sewer are connected.

Section 4. To the extent permitted by law, all assessments shall be a lien upon respective lots against which said assessments and dues have been levied. Any labor or material and supplies used or consumed, or equipment, appliance, water, sewage facilities or power furnished for the maintenance or improvement in development of the Association's property, or in performing or causing to be performed by the Board of Directors shall be deemed to have been rendered, furnished or supplied by the Association for the benefit and advantage of each lot and parcel in said Pla-Vada Woodlands, Units 1 through 6, and at the special instance and request of the owner or owners of such lots and parcels.

Section 5. Each member in good standing of the Association shall have the right on such conditions and terms as set forth by the Board of Directors applicable to all members generally, to have his lot furnished with adequate water, sewer and access. Said member shall own an undivided interest in all of the property owned by the Association, represented by the ratio that the lot or lots owned by such member bears to the total number of lots owned by all membership of the Association; provided, however except as to dissolution of the Corporation, no member shall have the right to distribution of any real or personal property held by or in the possession or control of the Association. On dissolution, each member shall be entitled to distribution of his or her respective pro rata share based upon the above-mentioned ratio.

Section 6. SPECIAL ASSESSMENTS. For the purpose of maintaining roads, sewer and water, and for no other purpose without the approval of seventy-five percent (75%) of the membership, the Board of Directors may assess and collect a special assessment by formal Board action.

Section 7. By majority action of the Board of Directors, a member shall lose the privilege of membership for violation of Bylaws, Covenants and Restrictions or by failure to pay, before delinquency, any dues or assessments which become a charge on his lot or lots. No

such Board action shall be taken until member shall have been served with written specific charges and given a reasonable time to prepare a defense and offered a full hearing before the Board of Directors. All notices shall be given by mail with postage prepaid to the members' address as it appears on the records of the Corporation and shall be deemed to have been received three (3) days after deposited in the U. S. Mails. A suspended member shall be reinstated upon curing the default which caused him or her to lose the privileges of membership and/or on application approved by two-thirds (2/3) vote of the Board of Directors.

No suspended member during the period of his suspension shall be entitled to any of the services or enjoy any of the benefits of membership and the Board of Directors may, by appropriate action, disconnect water and sewer connections, and otherwise deny such member the enjoyment and use of facilities maintained by the Association.

Section 8. TRANSFER OF MEMBERSHIP. Upon the sale or transfer of a lot by a member which requires reassessment for real property tax purposes, the member shall thereupon surrender the assigned certificate or membership to the Association. The Association shall issue a new certificate of membership to the successor record lot owner upon the following terms and conditions:

a) The Board of Directors shall charge a reasonable fee for transfer which is initially affixed at the sum of \$300.00.

b) The Board of Directors may unanimously approve restrictions to the transfer of membership which in their determination is in the best interest of the Corporation, providing such restrictions are not otherwise prohibited by law.

c) Restrictions on transfer or issuance of membership contained in this Section are not applicable to any existing member on the date of adoption of this new Section 8, but shall be applicable to all members accepted after the operative date of the adoption of Section 8 to Article II of these Bylaws.

ARTICLE III Meeting of Members

Section 1. PLACE OF MEETINGS. Meetings of the members may be held at the principal office of the Association, or at such other place as the Board of Directors may determine.

Section 2. ANNUAL MEETING. The Annual Meeting shall be held the fourth Saturday during the month of June, each calendar year unless otherwise stipulated by the Board. The exact date will be established by action of the Board of Directors.

Section 3. SPECIAL MEETINGS. Special meetings for any purpose or purposes whatsoever may be called by the President or by the Board of Directors, or by two or more members thereof, or by members if the Corporation holding not less than one-tenth (1/10th) of the voting power.

Section 4. NOTICE. Notice of all meeting of members shall be mailed to each member at his address as the same appears on the records of the Association at least thirty (30) days prior to the date of such meetings. If proxies are solicited, then and in that event, the notice shall contain a list of all nominees for the Board vacancies, who have provided a written statement of candidacy on file with Secretary-Treasurer, at the time the notice of meeting is given. Notice of special meetings shall specify in addition to the place, day and hour, the general nature of the business to be transacted. If such notice is placed in the U. S. Mail, postage prepaid and addressed to the member at his last known address, notice shall be deemed to have been given to him on the date mailed.

Section 5. QUORUM. The presence in person or by proxy of 33-1/3 percent (33.3%) of the members in good standing of the Association shall constitute a quorum for the transaction of business. Members present at a duly called or held meeting of which a quorum is present and continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 6. 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 vote of the members present, or represented at such meeting and entitled to cast a majority of the votes represented at such meeting, but in the absence of a quorum, no other business may be transacted at any such meetings.

ARTICLE IV Directors

Section 1. ELECTION. The Board of Directors, which shall be nine (9) in number, shall be elected by the members at the Annual Meeting for a term of three (3) years with three (3) Directors elected each year. An alternate Director may be elected by the membership if so desired. No Director shall serve more than a total of six (6) consecutive years. Only one property co-owner or member of the same family may serve on the Board at one particular time. Any vacancy by death, resignation or otherwise, shall be filled for the unexpired term by the remaining Directors at either a regular or special meeting of the Board. No person shall be elected or appointed as a Director or alternate Director who is not an owner of property in Plavada Woodlands and a member of the Association.

Section 2. POWERS AND DUTIES. The Board of Directors shall conduct, manage and control the affairs, property and business of the Association and make such rules and regulations therefore, not inconsistent with law, with the Articles of Incorporation or the Bylaws as they deem best. The Board shall have the power to fix and levy from time to time, subject to the provisions of ARTICLE II of these Bylaws, dues and assessments upon members of the Association, to determine and fix the due date for the payment of such dues and assessments and date upon which the same shall become delinquent; to suspend upon such terms and to such extent as the Director shall in their discretion determine, membership privileges and rights of any member.

Section 3. ORGANIZATIONAL MEETING. Immediately following the 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. No notice of such meeting is required.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose may be called at any time by the President, or by any two Directors. A notice of all special meetings of Directors stating time and purpose thereof shall be mailed by the Secretary to each Director five (5) days prior to the date of any such meetings. Transaction of any special meeting of the Board of Directors, however called or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to hold such a meeting, or any approval of the minutes thereof.

Section 5. QUORUM. At any meeting of the Board of Directors, the presence of a majority of Directors shall be necessary for the transaction of business. In the event a Director is absent from that meeting, the alternate Director will have all rights of a regular Director for that meeting, to include being counted for a quorum. Any meeting, general or special, may be adjourned from time to time to such place and time as may be specified in the motion of adjournment, and no notice of holding of any adjourned meeting need be given.

Section 6. COMMITTEE. The Board of Directors may appoint such committees, including an executive Committee, and may delegate to such committees any of its powers and authorities, except those specifically by these Bylaws conferred upon the Directors or as to those matters which by law only the Directors can perform. Such committees shall be composed of Board members and interested individuals from the general membership. The executive committee shall act only in the intervals between meetings of the Board and shall be subject at all times to the control thereof and shall report at the next special or regular meeting of the Board, all actions taken on behalf of the Board.

Section 7. FEES AND COMPENSATION. No Director or Officer, other than the Secretary-Treasurer shall receive any compensation for his or her services as such Officer or Director. Directors shall be entitled, however, to reimbursements for expenses incurred in traveling to attend meetings of the Board of Directors. Nothing herein contained shall be construed to preclude any Director or Officer from serving the Association as agent, employee or counsel, or in any other capacity other than as Director or Officer, and receiving therefore compensation.

ARTICLE V

Officers

Section 1. ELECTION. The Board of Directors shall elect a President, a Secretary, a Treasurer and may elect one or more Vice President. The Officers shall be elected at the Annual Directors' Meeting or more often should vacancies occur. The term of such Officers

shall be one year, or until their respective successors shall be elected, but any Officer may be removed by the Board of Directors at any regular or special meetings.

Section 2. PRESIDENT. The President shall preside at all meetings of the members, and of the Directors of the Corporation and subject to the supervision of the Board of Directors, shall be Chief Executive Officer of the Corporation and shall have general supervision, direction and control of the business and Officers of the Corporation.

Section 3. VICE PRESIDENT. The Vice President, if there be one, in the event of the death, disability or absence of the President, shall perform all necessary duties which would otherwise be performed by the President, and such other duties as may be prescribed by the Board of Directors.

Section 4. SECRETARY. The Secretary shall keep a record of all meetings of the members of the Association and the Board of Directors. He/she shall attend to the giving of notices, including notices of Directors' meetings and Members' meetings.

Section 5. TREASURER. The Treasurer shall supervise the financial affairs of the Association and shall perform such other duties as the Board of Directors may prescribe. The Treasurer shall maintain a register of the members.

Section 6. GENERAL. The Directors may, by resolution, provide that the office of Vice President be dispensed with, and may provide that any one or more of the Officers of the Corporation may be held by the same person with the exception of the offices of President and Secretary and the Directors are further empowered to prescribe or modify the duties of the various officers.

Section 7. The Board of Directors may appoint an Association parliamentarian to assist the procedures during the General Meeting.

Section 8. CHECKS. Checks on the corporate account shall be signed by such officers or employees of the Corporation as the Board of Directors by resolution duly authorize.

ARTICLE VI Amendments

Except for an action which would materially and adversely effect the right of Members as to voting or transfer, these Bylaws may be altered or amended at any properly notice meeting of the Board of Directors. All such amendments or summaries thereof shall be distributed to the membership. The formal amendments shall be subject to ratification or rejection at the next regular or special membership meeting. Notice of the meeting shall contain a copy of the amendments to be acted upon.

DATE OF ADOPTION

These Bylaws were duly adopted by the Association on December 2, 1981.

REVISIONS APPROVED AT GENERAL MEETING JUNE 22, 1985.

REVISIONS APPROVED AT GENERAL MEETING JUNE 23, 1990.

REVISION APPROVED BY MAIL BALLOT APRIL 14, 1995.

REVISION APPROVED AT GENERAL MEETING JUNE 24, 1995