

AMENDED BYLAWS
RIVER OAKS HOMEOWNERS ASSOCIATION

Revised: June 5, 2005 & March 21, 2011

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AMENDED BYLAWS
RIVER OAKS HOMEOWNERS ASSOCIATION

**A PLANNED UNIT DEVELOPMENT
A SENIOR HOUSING COMMUNITY
(AS AMENDED 2005 & 2011)**

NAME AND LOCATION. The name of the corporation is RIVER OAKS HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation shall be located in Tehama County, California. The meetings of members and Directors may be held at such places within the State of California, County of Tehama, as may be designated by the Board of Directors.

ARTICLE I: DEFINITIONS

Section 1. The definitions contained in the Restated Declaration are incorporated by reference herein.

Section 2. "Restated Declaration" shall mean and refer to the Restated Declaration of Covenants, Conditions, and Restrictions of RIVER OAKS HOMEOWNERS ASSOCIATION approved concurrently with these Bylaws and thereafter duly recorded.

Section 3. Personal Application. All present or future Owners, tenants, future tenants, or their employees, or any other person who might use the facilities of the Project in any manner, are subject to the regulations set forth in these Bylaws and all governing documents of the Association. The mere acquisition or rental of any of the Lots of the Project or the mere act of occupancy of any of the Lots will signify that these Bylaws are accepted, ratified and will be complied with.

ARTICLE II. MEMBERSHIP VOTING AND MEETINGS OF MEMBERS.

A. MEMBERSHIP AND VOTING

Section 1. Membership. Every person or entity who is a recorded owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association.

The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership, and such membership shall continue until such time as the owner's ownership terminates, at which time his/her membership shall automatically cease.

Proof of Membership (such as a Grant Deed), if called for by the Association or its managing agent, must be provided to the Secretary of the Association (or other designated representative) prior to any rights of membership being exercised.

Section 2. Voting of Members. Members shall be all those Owners as defined above. Voting rights are based on one vote per Lot owned. When more than one person holds title, all such persons collectively shall be the member (for the Lot in question). The vote shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one Lot. The Association shall be entitled to presume that any ballot tendered by one or more owners of the Lot was the result of agreement by all other Owners.

Section 3. Suspension of Member's Rights. Members are subject to suspension of membership for voting purposes and for purposes of use of the recreational facilities when their assessment payments fall delinquent, or when a violation of these Amended Bylaws, the Restated Declaration, or the rules and regulations occurs.

Section 4. Majority of Owners. As used in these Bylaws, the term "majority of owners" shall mean those Owners entitled to cast fifty-one percent (51 %) of the total votes.

B. MEETINGS OF MEMBERS AND NOTICE

Section 1. Annual Meeting. Annual Meetings of the members shall be held each year on the first Friday or Saturday in March of each year, at the time and place indicated in the notice described in Section 3 below.

Section 2. Special Meetings. Special Meetings of the members may be called at any time by the President or by a majority of the Board of Directors. A special meeting shall be called upon presentation of a written request of five percent (5%) of the membership, unless the subject of the meeting is a dispute which is resolved prior to the date set or the subject is not for a lawful purpose. No action may be taken at a special meeting that does not fall within the purpose stated on the meeting notice.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call a meeting, not less than ten (10) days nor more than ninety (90) days before such meeting. The notice shall specify the place, day, and hour of such meeting. Written notice for a special meeting must include the purpose of the meeting. Notice of a meeting shall be deemed to be received when delivered to each member's address, or forty-eight (48) hours after first-class mailing.

Section 4. Quorum. The presence at the meeting of the members entitled to cast, or of proxies entitled to cast, thirty percent (30%) of the votes shall constitute a quorum for any action, unless otherwise provided in the Articles of Incorporation, the Restated Declaration, these Bylaws, or by California law. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, to a date not less than five (5) days, nor more than thirty (30) days, from the original meeting date. The quorum for the adjourned meeting shall be twenty-five percent (25%) of the total voting power of the Association. When a quorum is present, a majority of the voting interests present shall decide any question brought before the membership unless a different percentage of approving votes is required for the specific act in the Articles of Incorporation, the Restated Declaration, these Bylaws, or by California law. In those cases, the specific requirement under that section shall control.

Section 5. Proxies. At all meeting of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his/her Lot. No proxy shall be valid after eleven (11) months from the date of execution.

Section 6. Conduct of Meetings. All membership meetings shall be conducted in a manner consistent with generally accepted procedures of parliamentary procedure.

The order of business of all meetings shall be as follows: (a) roll call; (b) proof of notice of meeting or waiver of notice; (c) approval of Minutes of preceding meeting; (d) reports of officers; (e) reports of

committees; (f) election of inspectors of election; (g) election of Directors; (h) unfinished business; and (i) new business.

Section 7. Action by Written Ballot. Any action which may be taken at a regular or special meeting of members may be taken without a meeting if a proper ballot is prepared containing all the legal requirements of California Corporations Code §7513.

Section 8. Minutes. Minutes shall be recorded at all meetings and available for review by Owners within thirty (30) days after a meeting, in draft, summary, or final form. Owners are to receive notice of the availability of Minutes at least once each year by general mailing or personal delivery.

ARTICLE III. BOARD OF DIRECTORS.

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors, five (5) in number, who are members of the Association. No two family members (by blood relation or by marriage) shall serve on the Board at the same time.

Section 2. Term of Office. The Directors shall serve staggered two (2) year terms. At the expiration of the initial term of office of each respective Director, his/her successor shall be elected to serve a term of two (2) years. The Directors shall hold office until their successors have been elected and hold their first meeting.

Section 3. Removal and Vacancy.

(a) Removal. The entire Board of Directors, or any individual Director, may be removed from office when his/her removal is approved by a majority of the members of the Association. Any vacancy created by removal shall be filled by election of the new Director(s) by the Owners. Any Director whose removal is proposed shall receive a chance to address the membership at the meeting called.

(b) Vacancy. If any Director misses three (3) or more consecutive Board meetings which have officially been convened, that Director forfeits his/her right to remain on the Board, and the remaining Board members may declare the position of that Director vacant, by majority vote. The remaining Directors may then choose a successor by election among them to serve out the unexpired term of the Director who forfeited his/her position of the Board for failure to regularly attend Board Meetings.

Section 4. Compensation. No Director shall receive compensation for any service he/she may render to the Association in his/her capacity as a Director. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties which have been approved by the Board of Directors prior to the expenditure.

ARTICLE IV. NOMINATION AND ELECTION OF DIRECTORS.

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall recruit and review candidates, and nominate those candidates it believes are best suited to serve on the Board. Persons who are not nominated by the Nominating Committee may be nominated, before the close of nominations, by any qualified member of the association, or may nominate him/herself as a candidate for the Board of Directors simply by notifying the Nominating Committee or a Board Member. Candidates shall meet the following qualification. They must be members in good standing.

The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the President, with the approval of the Board of Directors, prior to each annual meeting of the members. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from members.

Section 2. Close of Nominations. The close of nominations shall be thirty (30) days prior to the voting deadline.

Section 3. Election without Voting. If, after the close of nominations, the number of people nominated for the Board is not more than the number of Directors to be elected, the Board may, without further action, declare the nominees elected.

A member may cast a vote for a Director nominee by mail on a ballot which has been forwarded by the Board to that member at least fifteen (15) days prior to the voting deadline, provided that such ballot is received by the Board or the Secretary prior to the voting deadline.

Section 4. Election. Election to the Board of Directors shall be by secret written ballot. Every member entitled to vote at any election of Directors shall distribute his/her votes and give one candidate one vote equal to the number of Directors to be elected. Each member has one vote multiplied by the number of Board openings.

The ballot will indicate the number of candidates to vote for and the method of marking the ballot. The candidates receiving the highest number of votes, up to the number of Directors to be elected, shall be deemed elected. The voting deadline for returning ballots for Director shall be 9:00 a.m. the Monday prior to the March Board Meeting.

ARTICLE V. MEETINGS OF DIRECTORS.

Section 1. Regular Meetings. Regular Meetings of the Board of Directors shall be held on the third Monday of each month, at such place and hour as may be fixed from time to time by resolution of the Board. Board Meeting day may be rescheduled by resolution of the Board, with not less than ten (10) days notice to the Members.

Shall any meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. If rescheduling occurs by necessity, each Director shall be given prior notice of at least forty-eight (48) hours if notice is made personally or by telephone, or of at least four (4) days if notice is made by mail.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than seventy-two (72) hours notice to each Director in the manner prescribed by Section 1 above.

Section 3. Emergency Meetings. In any situation where action is needed and either a special or regular meeting will not suit the purpose, the Board of Directors may handle the action as follows:

The Board member first notified shall make a good faith attempt to notify each and every other Board member and call a meeting at the earliest possible reasonable time. If it appears that sufficient Board Members are not available for a meeting, such person shall attempt to get a "consensus" from the Board members as to the action needed, depending on the circumstances. If the Board member making the calls is unable to schedule a meeting with at least a quorum present, in a reasonable time (consistent with the circumstances), the "consensus" shall determine what action is to be taken, and shall be the subject of a request for ratification at a later Board meeting. The contact person shall make every possible attempt to achieve at least a majority "consensus" before taking any specific action.

Section 4. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 5. Waiver of Notice. Before or at or after any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting, or may waive notice by written approval of the Minutes, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him/her of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 6. Action without Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all or a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors so long as reasonable attempts were made to contact all Directors prior to the action being taken.

Section 7. Meetings Open to Members. All regular and special meetings of the Directors shall be open to all Members of the Association, provided, however that members who are not Directors may not participate in any deliberation or discussion unless expressly authorized by the Board.

Section 8. Executive Session. The Board may, with the approval of a majority of a quorum of the Directors, adjourn a meeting to discuss personnel matters, litigation or pending litigation, matters within the attorney/client privilege, and/or matters of a particularly sensitive nature involving rights to confidentiality.

ARTICLE VI. POWERS AND DUTIES OF THE BOARD OF DIRECTORS.

Section 1. Powers. The Board of Directors shall have the power to:

- (a) Conduct, manage, and control the affairs and business of the Association and to adopt rules and regulations consistent with the Restated Declaration, relating to use of the Common Area facilities, parking restrictions, etc., and to establish penalties for the infraction thereof;
- (b) Suspend the voting rights and right to use of the recreational facilities of any member during any period in which such member is in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing (as provided in the

Restated Declaration) for any infractions of published rules and regulations, for a period of thirty (30) days, or for as long as the infraction persists;

(c) Exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by official provisions of the amended Bylaws, the Articles of Incorporation, or the Restated Declaration;

(d) Select all officers, agents, a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;

(e) Levy, collect, and enforce assessments by any means provided in the Restated Declaration or by California Law;

(f) Take whatever action, in the Board's discretion, is necessary to discharge any lien against the Common Area;

(g) Change the location of the principal office for business to a different location if deemed advisable by a majority of the Board;

(h) Sue others, in the name of the Association, and sue Owners to collect delinquent assessments or cure a violation of any restrictions, covenants, conditions, rules, or regulations of the Association or subdivision, where deemed advisable or necessary;

(i) To borrow money for the purpose of improving the common properties and facilities, and with the approval of a majority of the homeowners, mortgage those common facilities if necessary. If such property is mortgaged, the rights of mortgagees shall be subordinate to the Owners' rights.

(j) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area, provided that any merger, consolidation, or such annexation shall have the assent by vote of a majority of the members.

Section 2. Duties. It shall be the duty of the Board of Directors to:

a) Cause to be kept a complete record of all its acts and corporate affairs;

- b) Delegate powers to committees, officers, or employees, and supervise all officers, agents, and employees of the Association, and to see that their duties are properly performed;
- c) As more fully provided herein, and in the Restated Declaration:
 - 1. Send written notice of each increase in regular assessment or imposition of special assessment to every Owner subject thereto within thirty (30) to sixty (60) days before the increase or assessment becomes due;
 - 2. In its discretion, foreclose a recorded lien against any properties for which assessments are at least sixty (60) days delinquent, or to bring an action at law against the Owner personally obligated to pay the same;
- d) Issue, or cause an appropriate officer to issue, upon demand by any person or entity entitled to receive that information, a certificate setting forth whether or not any assessment has been paid. The Board may make a reasonable charge for the issuance of these certificates. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- e) Procure and maintain adequate liability (offering protection of not less than \$2,000,000 per occurrence), hazard, and other risk insurance on property owned by the Association;
- f) Cause all officers or employees having fiscal responsibilities to be bonded, and to procure such bonds as determined appropriate;
- g) Cause the Common Area and utility laterals to be maintained as provided more fully in the Restated Declaration;
- h) Cause all taxes and assessments against the property of the Association which are or could become a lien on the Common Area to be paid when due;
- i) Have all expenditures exceeding five hundred dollars (\$500.00) require a minimum of three bids, unless it's an emergency and time is of essence
- j) Fulfill the annual financial reporting requirements of California Civil Code §1365 by distributing to all members:
 - 1. Budget Information. The Association shall prepare and distribute to all of its members the following documents not less than forty-five (45) days or more than sixty (60) days prior to the beginning of the Association's fiscal year a pro-forma operating budget, including:
 - (a) The estimated revenue and expenses on an accrual basis,

(b) A summary of the Association's reserves based upon the most recent review or study conducted pursuant to current California law, which shall be printed in bold type and include:

1. The current estimated replacement cost, the estimated remaining life, and estimated useful life of each major component,
2. The current estimate of the amount of cash reserves necessary to repair, replace, restore, or maintain major components as of the end of the fiscal year for which the study is prepared;
3. The current amount of accumulated cash reserves actually set aside to repair, replace, restore, or maintain major components;
4. The percentage represented by (b) above to (c) above.

(c) A statement as to whether the Board of Directors of the Association has determined or anticipates that the levy of one or more special assessments will be required to repair, replace, or restore any major component or to provide adequate reserves therefore.

(d) A general statement addressing the procedures used for the calculation and establishment of those reserves to defray the future repair, replacements, or additions to those major components that the Association is obligated to maintain.

2. Review. A review of the financial statement of the Association which is prepared in accordance with generally accepted accounting principles by a licensee of the California State Board of Accountancy for any fiscal year in which the gross income to the Association exceeds seventy-five thousand dollars (\$75,000) must be distributed within one hundred twenty (120) days after the close of each fiscal year to all members of the Association.

3. Delinquent Assessment Policy. Prepare and distribute to the members, at least annually, a statement describing the Association's policies and practices in enforcing lien rights or other legal remedies for default in payment of its assessments against members. This statement shall be made during the sixty (60) day period immediately preceding the beginning of the Association's fiscal year.

k) Enforce applicable provisions of the Covenants, Conditions, and Restrictions, and the Bylaws and Articles, by any lawful means or procedures, as deemed in the best interests of the Association.

Section 3. Prohibited Acts. The Board shall not take any of the following actions, except with the vote or written consent of a majority of the voting power of the Association:

a) Prohibited Contracts. The Board shall not enter into a contract with a third person wherein the third person will furnish goods or services for the Common Areas or the Association for a term longer than one year, with the following exceptions:

1) A contract with a public utility company if the rates charged for the materials or services are regulated by the Public Utilities Commission; provided, however, that the term of the contract shall not exceed the shortest term for which the supplier will contract at the regulated rate;

2) Prepaid casualty and/or liability insurance policies of not to exceed three (3) years duration, provided that the policy permits short rate cancellation by the insured;

b) Prohibited Sale of Property. The Board shall not sell during any fiscal year property of the Association having an aggregate fair market value greater than five percent (5%) of the budgeted gross expenses of the Association for that fiscal year, without approval of a majority of qualified voters.

c) Prohibited Management Agreements. The Board shall not enter into any management agreement for the properties which is not terminable by the Association in sixty (60) days or less with or without cause, upon written notice thereof. The term of any such agreement may not exceed one (1) year.

d) Prohibited Appointments. The Board shall not fill a vacancy on the Board of Directors where that vacancy was created by removal by members. Such vacancy must be filled by election by the members.

ARTICLE VII. OFFICERS AND THEIR DUTIES.

Section 1. Enumeration of Officers. The officers of this Association shall be a President and a Vice-President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, and such other officers as the Board may, from time to time, by resolution create, including but not limited to Assistant Secretary, Assistant Treasurer, or additional Vice-Presidents.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board, and each shall hold office for one (1) year, unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of 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 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this article.

Section 8. Duties. The duties of the officers are as follows:

President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments, and may co-sign checks and promissory notes; shall appoint members to committees; and shall supervise the day-to-day operations of the Association.

Vice-President. The Vice-President shall have the authority to act in the place and stead for the President in the event of his/her absence, inability, or refusal to act; may co-sign checks; and shall exercise and discharge such other duties as may be required of him/her by the Board.

Secretary. The Secretary shall record the votes and keep the Minutes of all meetings and proceedings of the Board and of the members; shall serve notice of meetings of the Board and of the members; may co-sign checks; shall keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the Board.

Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association, and may disburse such funds as directed by resolution of the Board of Directors; may co-sign checks and promissory notes of the Association; shall keep proper books of account; shall cause an annual review of the Association books to be made by a public accountant at the completion of each fiscal year; may prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, pursuant to the financial distribution requirements set forth in Article VI. If the Association engages the services of a CPA or Managing Agent to undertake any of these tasks, the Treasurer is relieved of those specific duties delegated to such person or entity.

ARTICLE VIII. COMMITTEES.

The President may appoint a nominating committee as provided in these Bylaws. The President may appoint an Architectural Control Committee, as provided in the Restated Declaration. In addition, the President may appoint other committees as deemed appropriate in carrying out the Association's purpose. All committee appointments must be approved by the Board of Directors.

ARTICLE IX. BOOKS AND RECORDS.

The books of accounting, general records, Minutes, and members' names and addresses shall, during reasonable business hours and upon reasonable written notice and request (stating a purpose therefore), be generally subject to inspection by any member. The Restated Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association where copies may be purchased at a reasonable cost.

The Board reserves the right to deny access or inspection or otherwise exempt from general legal rights of inspection by the members.

Directors have an absolute right of inspection of all books and records of the corporation.

ARTICLE X. ASSESSMENTS.

As more fully provided in the Restated Declaration, each member is obligated to pay to the Association annual, special, and other assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent and subject to late fees and/or interest as more fully provided in the Restated Declaration. As more fully provided therein, the Association may bring an action against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessment provided for herein by non-use of the common area or abandonment of his/her Lot.

ARTICLE XI. AMENDMENTS.

These Amended Bylaws may be amended, at a regular or special meeting of the members, or by written ballot, by approval of a majority or a quorum [as set forth in Article II Section (b)(4)] of members of the Association.

ARTICLE XII. CONFLICTS.

In the case of any conflicts between the Articles of Incorporation and these Amended Bylaws, the Articles shall control. In the case of any conflict between the Restated Declaration and these Bylaws, the Restated Declaration shall control.

ARTICLE XIII. RECORD DATE.

Only persons who are Owners of Record and members in good standing as of the date and time of any meeting shall be entitled to vote at that meeting. Each member has one vote. Multiple owners of a lot are considered as one member for the purpose of voting. In a written ballot campaign, the date of record for voting purposes is the date the ballots are first due to be returned to the Association.

ARTICLE XIV. NOTICES.

Any notice permitted or required to be delivered as provided herein may be delivered either personally (which includes delivery to mailbox at the residence) or by first-class mail. If delivery is made by mail, it shall be deemed to have been delivered forty-eight (48) hours after a copy of same

has been deposited in the United States mail, postage prepaid, addressed to each such person at the address given by such person to the Secretary for the purpose of service of such notice or to the residence of such person if no address has been given to the Secretary. Such address may be changed from time to time by notice in writing to the Secretary.

ARTICLE XV. FISCAL YEAR.

The fiscal year of the Association shall begin on the first day in January and end of the thirty-first day of December every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS THEREOF, we, being the President and Secretary of the RIVER OAKS HOMEOWNERS ASSOCIATION, have hereunto set our hands this 18 day of

August, 2005
William Lawson
President

Barbara Duntz
Secretary

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the RIVER OAKS HOMEOWNERS ASSOCIATION, a California corporation, and

THAT, the foregoing Bylaws constitute the Amended Bylaws of said Association, as duly approved by the requisite percentage of homeowners as required by the original Bylaws and as duly adopted at a meeting of the Board of Directors thereof, held on the 11 day of July, 2005.

IN WITNESS THEREOF, I have hereunto subscribed my name on behalf of said Association on the 18 day of August, 2005.

Barbara Duntz
Secretary

IN WITNESS THERE OF, we, being the President and Secretary of the RIVER OAKS HOMEOWNERS ASSOCIATION, have hereunto set our hands this 21st day of March, 2011

Sanford Graham

Marilyn Hedge