

**FIRST AMENDED AND RESTATED BYLAWS OF THE AVILA PROPERTY OWNERS' ASSOCIATION**

February 11, 2014

RECITALS

A. This First Amended and Restated Bylaws of the Avila Property Owners' Association restates that certain Rules and Regulations or Bylaws of the Avila Property Owners' Association, Inc., as revised and adopted by the Board of Directors of the Association on February 9, 1993, as amended by (a) that certain resolution adopted by the Board on May 20, 1997, (b) that certain resolution adopted by the Board on February 12, 2013, (c) that certain resolution adopted by the Board on December 10, 2013, and (d) that certain resolution adopted by the Board on February 11, 2014.

B. This First Amended and Restated Bylaws of the Avila Property Owners' Association was adopted by the Board by resolution of the Board on February 11, 2014 and restates the Bylaws of the Association in their entirety as of such date.

ARTICLE I. MEETINGS OF MEMBERS

Section 1. Annual Meeting. Unless otherwise designated by the Board of Directors, the annual meeting of the Association shall be held on the third Tuesday in March of each year, at such location as shall be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Association may be held at the call of the President or by written request of a majority of the Board of Directors.

Section 3. Notice of Meetings of Members. The Association shall give all members actual notice of all membership meetings, which shall be mailed, delivered, or electronically transmitted to the members not less than fifteen (15) days prior to the meeting; however, if required by applicable law, a member must have consented in writing to receiving notice by electronic transmission.

Section 4. Order of Business. Order of business at annual meetings:

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| A. Roll Call                              | H. Adoption of Annual Operating Budget and Assessment                 |
| B. Reading of Notice of Meeting           | I. Transaction of Other Business Mentioned in Notice of Meeting       |
| C. Reading of minutes of previous meeting | J. Transaction of Any New Business Not Mentioned in Notice of Meeting |
| D. Report of President                    | K. Election of Directors  |
| E. Report of Treasurer                    | L. Adjournment  |
| F. Report of Secretary                    |   |
| G. Reports of Committees                  |   |

Section 5. Quorum. Five (5%) percent of the members of the Association, represented in person, shall constitute a quorum for the transaction of business; provided that if at any meeting there shall be less than a quorum, a majority of those members present may adjourn the meeting from time to time and place to place.

Section 6. Voting.

- A. On all matters on which the members of the Association shall be entitled to vote, one vote shall be permitted for each full annual lot assessment paid by the member, provided, however, that the number of votes entitled to be cast on any issue by the developer (SICO, Inc., its successors or assigns) shall be limited to not more than forty-nine (49%) percent of the total number of votes eligible to be cast at the meeting by the members present.
- B. Any member of the Association who is delinquent for more than ninety (90) days in the payment of the charges duly levied by the Association against his/her lot shall not be entitled to a vote until all such charges, together with such reasonable penalties as the Board of Directors may impose, have been paid.
- C. The Board of Directors may establish a procedure whereby members of the Association may vote by proxy.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Number and Term of Directors.

- A. The business, property and affairs of the Association shall be managed by a Board of Directors composed of twelve (12) persons who shall be elected to office by the Association at its annual meeting.

B. The term of office of Directors shall be for four (4) years. The Board of Directors shall adopt a plan whereby the terms of office of the individual Directors shall be staggered in such a manner as two (2) Directors shall be elected in each even numbered year and three (3) Directors in each odd numbered year. In the event that a vacancy shall occur on the Board between elections, a successor shall be elected to fill the unexpired term of the vacant office at the next annual meeting of the Association.

Section 2. Qualification. Members of the Board of Directors shall each own a lot or be employed by an entity which owns a lot in Avila Subdivision.

Section 3. Duties of the Board. It shall be the duty of the Board of Directors to manage all of the business affairs of the Association.

Section 4. Quorum. The presence of a majority of all Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of Directors present at a meeting when a quorum is present shall be the act of the Board of Directors.

Section 5. Time of Meetings. The annual meeting of the Board of Directors shall be held on the third Tuesday in March of each year, after the adjournment of the annual meeting of the Association; thereafter regular meetings shall be held on the second Tuesday in May, September, December, and February, or on such other dates as shall be determined by the Board. Special meetings may also be held at other times upon the call of the President or by three of the Directors. Notice of each special meeting shall be given by the Secretary to each Director not less than three days before the meeting, unless each Director shall waive notice thereof before, at, or after the meeting.

Section 6. Notice of Meetings of the Board of Directors and Certain Committee Meetings. The Association shall give all members actual notice of all meetings of the Board of Directors and committee meetings requiring notice pursuant to law, which shall be (a) posted in the Association office or other conspicuous place in the community at least forty-eight (48) hours in advance of a meeting, except in an emergency, and/or (b) mailed, delivered, or electronically transmitted to the members not less than seven (7) days prior to the meeting; however, if required by applicable law, a member must have consented in writing to receiving notice by electronic transmission. In the alternative, notice of meetings of the Board of Directors may be provided by a schedule of meetings.

Section 7. Vacancies. Vacancies in the Board of Directors shall be filled by election by the remaining Directors. Each person so elected to fill a vacancy shall remain a Director only until his successor has been elected by the Association at its next annual meeting.

Section 8. Officers. At its annual meeting in March, the Board of Directors shall have President, a Vice President, a Secretary, and a Treasurer. The Board of Directors shall have the power to appoint such other officers and employees as the Board may deem necessary for the proper management of the business affairs of the Association. The Board shall have the power to fill any vacancy on any office, occurring for any reason whatsoever.

Section 9. Removal of Directors, Officers and/or Employees. Any Director, officer and/or employee may be removed by the Board of Directors whenever in the judgment of the Board, the best interests of the Association will be served thereby, by a majority vote of the Board of Directors. Failure to attend two consecutive meetings without a valid excuse may constitute a cause for the removal of a Director.

Section 10. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or Director to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 11. Power to Appoint Executive Committee. At its annual meeting in March, the Board of Directors shall have the power to appoint an Executive Committee composed of all Officers and any additional Directors, which Committee shall have and exercise the authority of the Board of Directors to manage the business affairs of the Association between scheduled meetings of the Board.

### ARTICLE III. OFFICERS

Section 1. Officers. The officers of the Board of Directors shall be the officers of the Association. They shall consist of a President, Vice President, Secretary and Treasurer. Each officer shall be elected to hold office for a period of one year and may hold more than one office. To be eligible to hold an office, the person must own a lot or be an officer of an entity which owns a lot in Avila Subdivision. No person shall be elected President or Treasurer of the Association who has served less than one year as a member of the Board of Directors.

Section 2. President.

A. The President shall:

1. preside at all meetings of the Board and at all meetings of the Executive Committee;
2. make all committee appointments other than to the Executive Committee;
3. be an ex-officio member of all committees except the Nominating Committee;
4. be chairman of the Executive Committee;
5. be a signatory on all business and financial accounts of the Association; and
6. perform all other duties usually pertaining to the office of President.

Section 3. Vice President.

A. The Vice President shall:

1. preside at all meetings of the Board of Directors and at all meetings of the Nominating and Executive Committees in the absence of the President; and
2. perform all other duties usually pertaining to the office of Vice President.

Section 4. Treasurer.

A. The Treasurer shall:

1. be custodian of all funds and securities of the Association;
2. keep a record of the accounts of the Association and report there on at each regular meeting on the Board of Directors;
3. deposit all monies of the Association in the name of Avila Property Owners' Association, Inc. In a bank or banks designated by the Board of Directors, subject to withdrawal for authorized purposes, upon the joint signatures of two of individuals designated annually by the Board of Directors, at least one of whom shall be an officer of the Association;
4. give bond in such amount as the Board of Directors may require, the cost of which shall be borne by the Association;
5. prepare and file reports and returns required by all governmental agencies;
6. cause the detailed bookkeeping of the Association's finances to be performed by a qualified bookkeeper; and
7. perform all other duties usually pertaining to the office of a Treasurer.

B. Within ninety days following the close of each fiscal year, the President shall designate a person or persons to audit the Treasurer's accounts and the bookkeeper's records and to report the findings of such examination to the Board of Directors.

Section 5. Secretary.

A. The Secretary shall:

1. record, prepare and circulate for approval the minutes of all meetings;
2. have custody of the corporate seal of the Association;
3. give notice of all meetings required by statutes, bylaws or resolutions;
4. maintain committee reports;
5. carry on all necessary correspondence of the Association;
6. perform such other duties as may be assigned by the Board of Directors and the Executive Committee; and
7. perform all other duties usually pertaining to the office of Secretary.

ARTICLE IV. COMMITTEES

Section 1. Nominating Committee. There shall be a Nominating Committee which shall have the duty to report a slate of proposed Board members to be elected at the annual meeting of the Association in March. The Nominating Committee shall comprise five (5) members of the Association, as follows: the Chair of the Nominating Committee shall be the President of the Association, unless the term of the President as a member of the Board has expired, in which case the Chair shall be the Vice President or other appropriate officer of the Association; and the remaining members of the Nominating Committee shall be one (1) other member of the Board whose Board term has not expired and three (3) Members of the Association who are not Board members, all of whom shall be appointed by the Chair. The report of the Nominating Committee shall be made at the meeting of the Board of Directors to be held in February of each year. No person's name shall be placed in nomination by the Nominating Committee without his/her prior consent. The existence of a Nominating Committee shall in no way preclude nominations of other persons being made from the floor of the annual meeting of the Association.

Section 2. Standing Committees. With the exception of the Nominating Committee, the President shall, within one month after his/her election, make appointments to all committees and designate the chairmen thereof. All members of standing committees shall also be members of the Board of Directors. In addition to the standing committees hereinafter established, the President may appoint

special committees as the need arises. Members of special committees need not be members of the Board of Directors. The standing committees shall be as follows:

A. Administrative and Finance Committee.

1. The committee shall recommend to the Board of Directors the Qualifications for staff members and their salaries. It shall assist in the selection, employment and duration of service of employed personnel, if any.
2. It shall study and know the needs of the Association and prepare a budget for approval by the Board of Directors at its meeting in February of each year.
3. It shall recommend ways and means of financing capital improvements and raising needed operating funds.
4. It shall review all proposed major expenditure of funds, either recommending them favorably to the Board of Directors or appraising the Board of the reasons for its disapproval.

B. Architectural Committee.

1. This committee shall be responsible for administering the development requirements and standards set forth in the recorded Covenants, Restrictions and Assessments for Avila Subdivision and in the Architectural Review Guidelines adopted by the Board of Directors.
2. It shall review for approval all construction and landscaping plans with Avila Subdivision and monitor to see that all actual work is carried out in accordance with approved documents.

ARTICLE V. FISCAL YEAR

The fiscal year of the Association shall be from April 1 to March 31 of the succeeding year.

ARTICLE VI. RULES OF ORDER

“Robert’s Rules of Order” shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE VII. AMENDMENTS

The Board of Directors may amend, repeal or rescind the Bylaws and/or adopt new Bylaws at their pleasure by a majority vote of the members of the Board of Directors, provided that written notice of the proposed alteration, amendment, revision, addition, repeal or rescission of the Bylaws or adoption of new Bylaws shall have been given to each Director at least ten (10) days' preceding the meeting.

RESTATED AND ADOPTED BY THE BOARD OF DIRECTORS 02/11/2014