

as
BYLAWS OF WESTWOOD, SOUTH OF SANTA MONICA BLVD.

HOMEOWNERS ASSOCIATION

(amended and restated as of June 7, 2012)

ARTICLE I

FORMATION

1.1 Organization. Westwood, South of Santa Monica Blvd. Homeowners Association (hereinafter called the "Association" or "WSSM" or "Westwood South") was organized as a California Non-Profit Corporation pursuant to its Articles of Incorporation, filed November 8, 1971 with the California Secretary of State. The Association is governed by the California Nonprofit Mutual Benefit Corporation Law (the "Law").

1.2 Purposes. The Association is organized and operated to participate in community affairs and activities. The purposes of the Association are to provide a forum to discuss matters such as taxes, assessments, zoning, proposed area developments, traffic engineering, education and other subjects affecting the Association's Area (as defined in Section 1.4 below); to arrive at a unified position on these matters; and to advocate the Association's position to appropriate governmental bodies and other groups, or take such other action as is deemed necessary; and it shall engage in any lawful act or activity which furthers the Association's objectives.

1.3 Area. The Area of this Association is defined specifically as the area south of the midline of Santa Monica Boulevard, north of the midline of Pico Boulevard, west of the midline of Beverly Glen Boulevard and east of the midline of Sepulveda Boulevard. The Board of Directors (hereinafter called the "Board") has the right to extend the area open to membership to include contiguous areas.

1. Association Affiliations. The Association may affiliate with other homeowner associations, or any other associations or groups, as determined by the Board to be in the best interests of the Members. Further, the Association may affiliate or solicit the support of businesses and commercial interests within its defined area on questions of common interests, as determined by the Board to be in furtherance of its purposes.

ARTICLE II

OFFICES

2.1 Principal Office. The principal office of the Association shall be fixed at such place within the County of Los Angeles, California, as shall be designated by the Board and shall be appropriately registered with the Secretary of State. The Board is

granted full power and authority to change said principal office from one location to another within such county.

2.2 Agent for Service of Process. Until further changed by the appropriate action of its Board and properly registered with the Secretary of State, the agent for service of process for the Association in the State of California shall be the duly elected President of the Association at the home address of the President.

ARTICLE III

MEMBERSHIP AND DUES

3.1 Membership Classes. The Association shall be comprised of Members and Active Members. A Member shall be the owner of residential real property located within the Association's area. An Active Member is a Member who has paid the current-year dues obligation to this Association. Only Active Members shall be eligible to vote, to call meetings and to hold office as a Director and/or Officer of the Association. Regardless of the number of persons owning one property, the owners of that property, collectively, shall only have one vote as an Active Member. No property owner shall have more than one vote, regardless of the number of properties owned by that person. No member may transfer a Membership or any right arising therefrom.

3.2 Dues. Annual Membership dues shall be set by the Board. Dues are payable annually, on a voluntary basis, at the time or times as may be fixed by the Board. Members who have paid current-year dues by such deadline as the Board may determine shall be Active Homeowner Members for such calendar year. All Board Members shall pay their dues by or at the first Board meeting in the current fiscal year.

3.3 Voluntary Contributions. The Board may seek and/or accept voluntary contributions from Members and other individuals or entities to support the organization's activities or specific situations.

3.4 No Assessments. No assessments shall be levied on the Members by the Board, and no member shall be subject to or liable for the payment of any assessment or levy.

ARTICLE IV

MEETINGS OF THE MEMBERS

4.1 Annual Meetings. Annual Meetings of the Members of the Association for the purpose of electing Directors and for the transaction of such other proper business as may come before such meetings may be held at such time, date and place as the Board shall determine. The maximum time between Annual Meetings shall not be more than eighteen (18) months.

4.2 Special Meetings. Special Meetings of the Members of the Association may be called for any lawful purpose or purposes, at any time, by the Board, by the President or by written request of Active Members constituting not less than 10% of the Active Homeowner Members entitled to vote.

4.3 Place of Meetings. All meetings of the Members shall be held at such places within the County of Los Angeles, California, as may from time to time be designated by the person or persons calling the respective meetings and specified in the respective notices or waivers of notice thereof.

4.4 Notice of Meetings. Except as otherwise required by the Law, notice of each meeting of the Members, whether Annual or Special, shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each Active Member of record entitled to vote at such meeting. This will be accomplished by delivering a typewritten or printed notice thereof personally, by depositing such notice in the U.S. Mail or by transmitting said notice via email, facsimile or any other means of written communication, directed to the address furnished by the Active Member to the Association for such purpose. The Board may, but need not, give notice of meetings to Members who are not Active. In the case of a Special Meeting, such notice shall state the general purpose of the business to be transacted, and no other business may be transacted. In the case of a regular meeting, such notice shall also state those matters which the Board intends to present for action by the Board. .

4.5 Quorum. Except as otherwise provided by law, Active Members holding of record one-fifth of the voting power, present in person, shall constitute a quorum for the transaction of business at any meeting of the Members of the Association or any adjournment thereof. If a quorum exists at the beginning of a meeting, and during the course of the meeting some Active Members withdraw, leaving less than a quorum, the Active Members present may continue to transact business until adjournment, with motions approved by at least a majority of the votes of Active Members required to constitute a quorum.

4.6 Voting. At each meeting of the Members, each Active Member entitled to vote at the meeting may vote in person. Voting may be performed either by a show of hands or by written ballot, with a show of hands as the default method. If a show of hands is contested or inconclusive, the Association shall conduct voting by written ballot, verifying the Active Membership status of those voting. At any meeting of the members, all matters shall be decided by "Approval of the Members", meaning the affirmative vote of a majority of the Active Member present at the meeting.

4.7 List of Active Members. The Secretary of the Association shall prepare and make, at least ten (10) days before every annual or Special Meeting, a complete list of the Active Members entitled to vote at the meeting, arranged in alphabetical order, and showing the name and address of each member. Such list shall be open to the examination of any Active Member, for any purpose reasonably related to such Member's interest as a member, but for privacy purposes may not copy or photo such lists.

ARTICLE V

BOARD OF DIRECTORS

5.1 General Powers. The business and affairs of the Association shall be managed by or under the direction of the Board, which may exercise all of the powers of the Association, except such as are by the Articles of Incorporation, by these Bylaws, or by law conferred upon or reserved to the Members.

5.2 Number, Term and Qualification.

The Board shall consist of a number of Directors set by the Board consisting of not less than six (6) nor more than nineteen (19) Directors, as required by the Articles of Incorporation. Each Director shall be placed in one of two groups. Each director's term of office shall be two (2) years. Each group of Directors shall be elected on staggered terms, with only one group of the Directors coming up for election at any Annual Meeting.

5.3 Election of Directors.

(a) Subject to Section 5.2 above, Directors shall be elected at each annual meeting of Members by the Active Members of the Association. At least thirty (30) days prior to a planned annual meeting, the President shall appoint a Nominating Committee consisting of three Directors, who shall prepare a list of candidates for the Board's approval, to be elected at the Annual Meeting.

5.4 Director Emeritus.

A Director Emeritus is a Director who

- (a) Has a continuing interest in the area and the Association.
- (b) Was a member of the Board, but has since resigned, or is no longer an elected member
- (c) Can be a non-stakeholder
- (d) Can live outside of the boundaries of the Association,
- (e) Is a non-voting director,

A person may be elected to this position by the Board, and serves solely at the discretion of the Board.

5.5 Resignation and Removal. (a) Any Director of the Association may resign at any time by giving written notice to the Board or to the President or the Secretary of the Association. Any such resignation shall take effect at the time specified therein, or, if the time is not specified, it shall take effect immediately upon its receipt; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(b) Any Director or the entire Board of Directors may be removed, with or without cause, by Approval of the Members (as defined in Section 4.6 above).

(c) The Board, by majority vote of Directors, may declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that director's current term of office. (d) Any Director may be removed, with or without cause, by a vote of three-quarters (3/4) of the Directors at a Board meeting.

5.6 Vacancies. Any vacancy on the Board, whether because of death, resignation, removal, disqualification, an increase in the number of Directors, or any other cause, may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a duly held meeting, or (3) a sole remaining Director. Each Director so chosen to fill a vacancy shall hold office until his successor has been elected and has qualified or until he has resigned or been removed. 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. If a Director's resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

5.7 Place of Meeting; Telephone Conference Meeting.

The Board may hold any of its meetings at such place or places within the County of Los Angeles, California, as the Board may from time to time designate or as shall be designated by the person or persons calling the meeting or in the notice or waiver of notice of any such meeting. Directors may participate in any regular or Special Meeting of the Board by means of conference telephone or similar communications equipment pursuant to which all persons participating in the meeting of the Board can hear one another, and such participation shall constitute presence in person at such meeting.

5.8 Use of Emails: For time-sensitive business that has been previously discussed but not voted upon, the President or any three Directors may call for a vote by email, and the motion or business shall be deemed to have passed if the majority of all Directors have responded in the affirmative. For time-sensitive business that has not been previously discussed, emails shall not be used, except as discussed in paragraph 5.9.

5.9 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if a written consent is signed, or a confirming email is sent by a supermajority of the Members of the Board or of such committee, as the case may be. Such written consents

or confirming emails shall be filed with the minutes of the proceedings of the Board or such committee. A supermajority is defined as being two-thirds (2/3) of the Board members, or two-thirds (2/3) of members of a committee. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors or Committee Members.

5.10 First Meeting. The Board shall meet as soon as practicable after each annual election of Directors to elect officers.

5.11 Regular Meetings. Regular meetings of the Board may be held at such times and places as the Board shall, from time to time, designate. Except as provided by law, notice of regular meetings need not be given.

5.12 Special Meetings. Special Meetings of the Board may be called at any time by the President, or by any three (3) Directors, orally (in person or by telephone), by electronic mail, or by written notice, communicating the time and place of the Special Meeting to each director at least 48 hours prior to the time of the meeting.

5.13 Quorum and Action. A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board, and all matters shall be decided at any such meeting by the affirmative vote of a majority of the Directors present. In the absence of a quorum, a majority of the Directors present at any meeting may adjourn the meeting to another time and place. Notice of any adjourned meeting need not be given. The Directors shall act only as a Board, and the individual Directors shall have no powers as such.

5.14 Compensation. Directors shall not receive any fees or salary in compensation for their time and services in the capacity as Members of the Board. However, Directors may receive reimbursement from the Association for costs and expenses expended by a Director on behalf of the Association, and at the direction and authorization of the Board.

5.15 Committees.

- (a) The Board may, by resolution adopted by a majority of the number of Directors at a meeting, create one or more committees, each consisting of one or more Directors, to serve at the pleasure of the Board.
- (b) There shall be three (3) types of committees: Working committees, Project committees, and Ad Hoc committees. A Working committee is one that has a continuing or a recurrent role in the operation of the Association; a Project committee is one that is focused on a specific project or development; an Ad Hoc committee is one that is neither a working nor a project committee, but rather one that is created for a specific issue or action.
- (c) The President or Vice President shall make nominations for each committee including nominating non-Board members to serve on the committee. Ratification

- of nominations to committees shall be made by a majority vote of the Directors at the meeting. The President shall determine the Chair of each committee.
- (d) Each committee shall conduct its business in the same manner as the Board conducts its business pursuant to these Bylaws. Any such committee shall keep written minutes of its meetings, submit its minutes to the Secretary, and report to the Board when requested.
 - (e) The Board may delegate to any committee created under paragraph (a) of this section or to the Executive Committee or the Nominating Committee powers as authorized by Section 7210 of the Law.
 - (f) In preparation for the Annual Meeting, the President shall establish a Nominating committee to select candidate Directors for the coming year. Members of the committee shall be selected as provided by paragraph 5.15.(c) above at least forty-five (45) days prior to the Annual Meeting. The Nominating committee shall endeavor to nominate people from different streets, in an attempt to balance the Board.
 - (g) The Executive Committee shall consist of the President, any Vice President(s), the Secretary, the Corresponding Secretary (if any) and the Treasurer of the Association. On time-critical issues that arise between Board meetings, the President or Vice President may need to submit written or oral comments to government agencies; they are authorized to do so upon approval of a majority of the Executive Committee. Such instances shall be reported to the Board.

ARTICLE VI

OFFICERS, RECORDS AND REPORTS

6.1 Officers. The officers of the Association shall be a President, Vice President, Treasurer, and Secretary. The Association may also have, at the discretion of the Board, one or more additional Vice Presidents, one or more Assistant Treasurers, a Corresponding Secretary and one or more Assistant Secretaries. Whenever these Bylaws use the term "Secretary", such reference means the Secretary described in Section 6.7 below, even if the Board also has a Corresponding Secretary. One person may hold two or more offices, except that neither the Treasurer nor the Secretary may concurrently hold the office of President.

6.2 Election and Term. The officers of the Association, except such officers as may be appointed in accordance with the provisions of these Bylaws, shall be chosen annually by the Board at the first meeting following the annual election of Directors by the Members or as soon thereafter as practicable, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or until his successor shall be elected and qualified.

6.3 Removal and Resignation. Any officer may be removed, with or without cause, by a majority of the Directors at the time in office, at any regular or Special Meeting of the Board. Any officer may resign at any time by giving written notice to the

Board, the President, or 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.

6.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for the regular appointments to such office.

6.5 President. The President of the Association shall, subject to the control of the Board, have general supervision, direction and control of the business and affairs of the Association. The President shall preside at all meetings of the Members and the Board. The President shall have the general powers and duties of management usually vested in the President of a corporation, and shall have such other powers and duties with respect to the administration of the business and affairs of the Association as may from time to time be assigned to the President by the Board or as prescribed by these Bylaws.

6.6 Vice President. The Vice President(s), if any, shall exercise and perform such powers and duties with respect to the administration of the business and affairs of the Association as from time to time may be assigned to each of them by the President, by the Board or as is prescribed by these Bylaws. In the absence or disability of the President, the Vice President(s), in order of their rank as fixed by the Board, or if not ranked, the Vice President designated by the Board, shall perform all of the duties of the President and when so acting shall have all of the powers of, and be subject to all the restrictions upon, the President.

6.7 Secretary. (a) The Secretary shall keep, or cause to be kept, a book of minutes recording the transaction of the business of the Association, at all meetings of Directors and Members, with the time and place of holding, whether regular or special, and if special, how authorized and the notice thereof given, the names of those present at Directors' meetings, the numbers of Members present at Members' meetings and the proceedings thereof. The Secretary may also be referred to as the "Recording Secretary".

(b) The Secretary shall keep, or cause to be kept, at the principal office for the transaction of the business of the Association, a list of the Active Members of the Association, showing the names and addresses of each such member.

(c) The Secretary shall give, or cause to be given, notice of all the meetings of the Members and the Board required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws. If for any reason the Secretary shall fail to give notice of any Special Meeting of the Board called by one or more persons identified in these Bylaws, or if the Secretary shall fail to give notice of any Special Meeting of the Members called by one or more of the persons identified in these Bylaws, then any such person or persons may give notice of any such Special Meeting.

6.8 Treasurer. (a) 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, distributions, gains and losses. There shall be no distributions to the Members. Upon the dissolution or winding up of the Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Association shall be distributed as provided in the Articles of Incorporation or, in the absence of any provision in the Articles, as provided by law. The books of account shall be open to inspection by any Director at all reasonable times.

(b) The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, shall render to the President and to the Directors, whenever they request it, an account of all of his/her transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

6.9 Annual Reports. (a) The Association shall notify each Member yearly of the Member's right to receive a financial report pursuant to this subdivision. Except as provided in paragraph (c) of this Section, upon written request of a Member the Board shall promptly cause the most recent annual report to be sent to the requesting member. An annual report shall be prepared not later than 120 days after the close of the Association's fiscal year. Such report shall contain in appropriate detail the following: (1) a balance sheet of the Association as of the end of such fiscal year and an income statement and statement of changes in financial position of the Association for such fiscal year; (2) a statement of the place where the names and addresses of the current Members are located.

(b) The report required by paragraph (a) of this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association.

(c) Paragraph (a) of this Section shall not apply if the Association receives less than ten thousand dollars (\$10,000) in gross revenues or receipts during the fiscal year.

6.10 Fiscal Year. The fiscal year of the Association shall be from March first through the end of February in the following year.

ARTICLE VII

INDEMNIFICATION

Indemnification. To the fullest extent permitted by law, the Association shall indemnify each of its officers or directors, and every former officer or director, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding (as defined in Section 7237 of the Law) arising by reason of the fact that any such person is or was an officer or director of the Association, provided that such officer or director was acting in good faith and in a manner such person reasonably believed to be in the best interests of the Association and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Further, where such indemnification may apply, the Association shall, to the fullest extent permitted by law, advance to such officer or director money to pay for expenses to be incurred in defending any such proceeding. The indemnification of any officer or director hereunder shall be recoverable out of the assets of the Association (including without limitation insurance proceeds), if any.

ARTICLE VIII

AMENDMENT AND CONSTRUCTION OF BYLAWS

Amendment. These Bylaws may be amended or repealed or new bylaws may be adopted at any time by action of the Board (a) unless such action would materially and adversely affect the rights of Members as to voting, dissolution, redemption and transfer, or (b) except when Approval of the Members (as defined in Section 4.6 above) is otherwise required by the Law. In addition, these Bylaws may be amended or repealed at any time by Approval of the Members (as defined in Section 4.6 above).

CERTIFICATE OF SECRETARY

The undersigned certifies:

- (1) that the undersigned is the duly elected and acting Secretary of Westwood, South of Santa Monica Blvd. Homeowners Association, a California Non-Profit Mutual Benefit Corporation (the "Association"); and
- (2) that the foregoing Bylaws constitute the amended and restated Bylaws of the Association as duly adopted by the Board of Directors on January 5, 2005 and duly adopted by the Members of the Association on May 18, 2005.
- (3) That the foregoing Bylaws were amended by the Board of Directors and adopted by the Members of the Association on November 14, 2007.
- (4) That the foregoing Bylaws were amended by the Board of Directors on December 4, 2007, and adopted by the Members of the Association on March 25, 2009.
- (5) That the foregoing Bylaws were amended by the Board of Directors on May 7, 2012, and adopted by the members of the Association on June 7, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this th day of

By: _____
Jerry Tsai, Secretary