

BYLAWS OF
ARROWHEAD WOODS ARCHITECTURAL COMMITTEE, INC.
A California Nonprofit Public Benefit Corporation

ARTICLE I
NAME

The name of this corporation is ARROWHEAD WOODS ARCHITECTURAL COMMITTEE, INC.

ARTICLE II
OFFICES OF THE CORPORATION

The principal office for the transaction of affairs and business is 318 S. State Hwy 173, Suite C, P.O. Box 2026, Lake Arrowhead, San Bernardino County, California, 92352. The board of directors of the corporation may change the principal office from one location to another. Any change in location of the principal office shall be noted by the secretary on these bylaws, or this section may be amended to state the new location.

ARTICLE III
PURPOSE OF THE CORPORATION

The corporation was formed to preserve and protect the interest of property owners at Lake Arrowhead in that area commonly referred to as Arrowhead Woods. To preserve and protect that portion of the Covenants, Conditions and Restrictions (CC&Rs) for having to do with new construction, remodeling, outbuildings, fences or other structures, trees, and all of the roots, branches and parts thereof, and other matters referred to in the CC&Rs.

ARTICLE IV DIRECTORS OF THE CORPORATION

Section 1. General Corporate Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation and bylaws regarding actions that require approval of the directors, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by and under the board's direction.

Section 2. Number and Qualifications

The corporation shall consist of at least seven, but no more than nine members of the board of directors all willing to conform to the bylaws of this corporation and dedicated to the purpose of this corporation.

Section 3. Selection of Board of Directors

Prospective directors shall submit to the secretary a written request detailing their interest to serve. The current sitting directors shall review requests and conduct a personal interview. A majority vote by the then sitting directors shall constitute approval.

Section 4. Vacancies on the Board of Directors of the Corporation

A vacancy on the board shall exist on the occurrence of the following (a) death or resignation of any director, (b) vote by the majority of the board of directors to remove any director of the corporation for reasons given in Section 6, at a regular meeting.

Section 5. Resignations

Any director of the corporation may resign by giving written notice to the President, or to the secretary.

Section 6. Termination of a Board of Director of the Corporation

Any member of the board of directors of the corporation may be terminated who has failed to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interest of the corporation, or has missed an excessive number of meetings without an excuse.

ARTICLE V
MEETING OF THE BOARD OF DIRECTORS OF THE CORPORATION

Section 1. Annual Meetings of the Board of Directors of the Corporation

The annual meeting of the corporation shall be held within forty-five days of the end of fiscal year. The specific date, time and location shall be designated by the board of directors. At this meeting officers will be elected and any other proper business may be transacted.

Section 2. Special Meeting of the Board of Directors of the Corporation

A special meeting of the corporation may be called at any time by the President or any board of director of the corporation.

Section 3. Regular Meetings of the Board of Directors of the Corporation

Regular meeting of the board of directors of the corporation shall be held the second and fourth Thursday of each calendar month preceding the meeting of the Arrowhead Woods Architectural Committee, except November and December which will only meet on the second Thursday of the month.

Section 4. Notice of Meetings

Notice of special and annual meetings shall be in writing to the board of directors of the corporation, and shall be given at least ten days before the meeting date. The notice shall specify the place, date and hour of the meeting, and shall give the general nature of the business to be transacted.

ARTICLE VI
VOTING

Section 1. Quorum

Four directors shall constitute a quorum for the transaction of business at any meeting of the board of directors of the corporation.

Section 2. Eligibility to Vote

Each board of director shall be entitled to one vote on each matter submitted to a vote.

Section 3. Manner of Casting Votes

Voting may be by voice or ballot, except that any election of directors must be by ballot.

Section 4. Approval by Majority Vote

The affirmative vote of the majority of the voting directors shall constitute approval.

**ARTICLE VII
OFFICERS OF THE CORPORATION**

Section 1. Officers of the Corporation shall be as follow.

- President
- Vice President
- Secretary/Treasurer

Section 2. Selection of corporate officers.

Officers shall be elected by the majority of the then sitting board of directors at the annual meeting of the corporation, and shall serve at the pleasure of the board of directors of the corporation.

Section 3. Vacancies in office.

Any officer may resign at any time by giving written notice to the corporation. A vacancy in any office because of death, resignation or any other cause shall be filled in the manner prescribed in the selection of officers.

**ARTICLE VIII
DUTIES OF OFFICERS OF THE CORPORATION**

Section 1. President

The president shall preside over all meetings of the board of directors. The president shall have such other powers and duties as the board or bylaws may prescribe. The president will act as chairperson of the Arrowhead Woods Architectural Committee.

Section 2. Vice-President

In the absence of the president, the vice president shall perform all duties of the president. The vice president shall have such other powers and duties as the board or bylaws may prescribe.

Section 3. Secretary/Treasurer

The secretary/treasurer shall keep, at the corporation's principal office, a book of minutes of all meetings, proceedings, and actions of the board of directors of the corporation, and committees of the board. The secretary/treasurer shall keep, at the principal office, a copy of the articles of incorporation and bylaws. The secretary/treasurer shall keep and maintain adequate and correct books and accounts of the corporation, shall deposit all monies in the name and to the credit of the corporation, shall disburse the corporation's funds as the board may order, shall give the board an accounting of all transactions and the financial condition of the corporation. The secretary/treasurer shall have such other powers and duties as the board or bylaws may prescribe.

ARTICLE IX
COMMITTEE OF THE CORPORATION

Section 1. Name of the Committee

The Committee shall be known as the Arrowhead Woods Architectural Committee commonly referred to as A.W.A.C.

Section 2. Purpose of the Committee

The Arrowhead Woods Architectural Committee functions to uphold the purposes of the Arrowhead Woods Architectural Committee, Inc. and is empowered to act in matters relating to all manner of construction and the trees, roots, branches and parts thereof, and other matters referred to in the Covenants, Conditions and Restrictions (CC&Rs) established for Arrowhead Woods.

Section 3. Members of the Committee

The members of the committee will be comprised of members of the Arrowhead Woods Architectural Committee, Inc. board of directors.

Section 4. Chairperson and Duties of the Chairperson

The chairman shall be the current president of the board of directors of the corporation. In the absence of the president the duty shall be assumed by the vice-president. The chairperson shall have a vote.

Section 5. Meetings of the Arrowhead Woods Architectural Committee

The Committee shall hold meetings on the second and fourth Thursday of each calendar month (except November and December – meeting will be on the second Thursday only) at 9:00 a.m. at the meeting room of Fire Station 91, Lake Arrowhead, California, San Bernardino County for the purposes of reviewing construction plans placed on the agenda, and other related business to come before the Committee. If Fire Station 91 is not available, a location to be determined will be used to accommodate the meeting for that date.

Section 6. Meeting Agenda

The agenda will be prepared by the secretary and mailed five days before the scheduled meeting.

Section 7. Meeting Procedure

1. Review Procedures

The committee will review each set of plans using due caution and care to consider the needs of the property owner, and the construction standards for Arrowhead Woods as set forth in the CC&Rs.

2. Voting Procedures

A. After review and discussion by committee members. A motion shall be made and seconded for action on the plans as submitted for approval, conditional approval, or rejection. The chairperson calls for a vote. Affirmation is by a majority voice vote of voting members.

B. Minutes of each action shall be taken by the recording secretary and made a part of the committee's records.

Section 8. Notification of Property Owner or Their Agent

Following each meeting the recording secretary will notify the property owner or their agent in writing of the decision of the committee.

ARTICLE X TREES

Trees are a vital part of the flora, fauna, and beauty of the Arrowhead Woods area. Trees provide shelter and food for wildlife, including, insects, birds and mammals. Trees provide shade, oxygen, conserve energy, and help to prevent water pollution and soil erosion. Trees muffle sounds, mask unsightly views, absorb dust and wind, and reduces glare and UV-B exposure. Trees increase property values. It is for these reasons that AWAC is committed to preserving the forest of Arrowhead Woods.

Subject to the provisions of the Covenants, Conditions & Restrictions (CC&Rs) and the Corporation Quitclaim Deed, prior consent of the committee is required before property owners remove, prune, shape or in any way alter trees within Arrowhead Woods. The committee may impose a damage assessment for any unapproved removal, pruning, shaping or in any way altering trees within Arrowhead Woods.

Due to the wide variety of trees, location, conditions and other mitigating factors, determining a damage assessment for unapproved tree trimming or removal may be difficult to assess. Therefore, the following procedure is implemented to calculate the damage assessment in a fair and reasonable manner giving the property owner every opportunity to defend their actions.

Section 1. Hearing

The owner of said property will be given at least (15) fifteen days written notice of (i) the hearing date set for consideration by AWAC of imposing a damage assessment and (ii) reasons therefor. The owner or counsel for the owner may appear at said hearing and provide a defense and/or evidence regarding the matters resulting in the notice of the hearing.

Section 2. Damage Assessment

The following guidelines are established for damages assessed for trees which have been removed, pruned, shaped or in any way altered without prior consent. The following amounts are the maximum amount that can be imposed. The committee may impose a lesser assessment taking into consideration the health of the tree, the location, hazards

presented by the tree, requirements or recommendations by insurance carriers and/or government entities, in writing, and defense and/or evidence provided by the owner.

1. Unauthorized Tree Removal

The diameter of the tree is measured at 4 ½ feet above the ground from the lowest point of the exposed trunk. In instances where the tree has been removed completely, the diameter of the remaining stump will be used to determine the size.

<u>Size in Diameter</u>	<u>Amount Per Tree</u>
6 to 12 inches	\$5,000
13 to 24 inches	\$10,000
25 inches or more	\$20,000

Assessed Damages will be doubled for any tree removed to enhance or create a lake view.

2. Trees pruned, shaped or in any way altered without AWAC approval

Assessed damages will be calculated by the number of branches pruned, shaped or altered on a per branch basis. The tree will be assessed for the number of branches removed and as assessed damage will be given to each branch as follows:

\$100 per branch or
\$500 per branch if the pruning, shaping or altering was done to enhance or create a lake view.

Section 3. Expenditure for Damages Recovered

1. Expended for restoration of trees on the specific property if possible.
2. Education, reforestation and forest protection of the forest in the tract where the damage occurred.
3. Protection of forest in Arrowhead Woods
4. Reimbursement to committee for costs incurred.

ARTICLE XI MISCELLANEOUS

Section 1. Fiscal year

The fiscal year of this corporation shall end on April thirtieth.

Section 2. Indemnification

To the fullest extent permitted by law and the California Corporations Code, this corporation shall indemnify its directors, officers and employees.

Section 3. Insurance

The corporation shall purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, and employees against any liability asserted against or incurred in such capacity.

Section 4. Books and Record

A. The corporation shall keep

1. Adequate and correct books and records of account.
2. Minutes of all meetings.

Section 5. Inspection by Directors

Any director of the corporation shall have the right to inspect the corporation's books, records, or any other documents of the corporation.

Section 6. Annual Report

An annual report shall be prepared and distributed to the board of directors of the corporation within forty-five days of the end of the fiscal year. This report shall contain a balance sheet, and an income and expense statement. The annual report shall be prepared and distributed to all board of directors of the corporation ten days prior to the annual meeting.

Section 7. Bylaws

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the majority of the then sitting board of directors of the Corporation. The original shall be maintained and open to inspection at the principal office.

CERTIFICATION OF SECRETARY

I certify that I am the duly elected and acting Secretary of Arrowhead Woods Architectural Committee, Inc., a California nonprofit mutual benefit corporation, that the above bylaws consisting of 10 pages, are the bylaws of this corporation as amended by the board of directors on January 25, 2018.

Executed on January 25, 2018 at Lake Arrowhead, California

By:

Stacey Lippert, Secretary of the Corporation