

FORM 1024
Graystone of Almaden
6511 Deer Hollow Drive
San Jose, CA 95120

Part I, LINE 8(a)

**Attached are the
Bylaws for
Graystone of Almaden**

BYLAWS OF
GRAYSTONE OF ALMADEN, a neighborhood association
A California Nonprofit Public Benefit Corporation

Article I
NAME

The name of this corporation shall be Graystone of Almaden, a neighborhood association.

Article II
PURPOSES

The general purposes of the Corporation are, as described in the Articles of Incorporation, to provide information and services to the homeowners of the Graystone development; to maintain and, where necessary, improve the character of the neighborhood, including, but not limited to, traffic, safety, schools, recreation, code, covenant and deed restriction enforcement, and the development and preservation of neighborhood parks; and to maintain the common areas and facilities of the neighborhood for the use and enjoyment of the general public.

Further, the purposes are to represent the views of people interested in the physical preservation of the immediate neighborhood, as well as in those related social and economic activities supportive to the preservation of the character of the Graystone community.

Additionally, the purpose is to assist the neighborhood in the following ways:

1. To help homeowners and others understand the important needs of their neighborhood by providing a forum where the exchange of ideas and information may take place.
2. To assist homeowners and others in working together to solve neighborhood problems.
3. To support the Architectural Control Committee for the Graystone development.
4. To provide an opportunity for homeowners and others to originate and to participate in neighborhood activities.

Article III
OFFICES

The principal office of the corporation for the transaction of its business is located in Santa Clara County, California.

Article IV DIRECTORS

Section 1. COMPOSITION

The corporation shall have five (5) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

Section 2. TERM OF OFFICE

The term of office shall be for one (1) year. Although a member of the Corporation may serve as Director for any number of consecutive terms, no Director may hold the same position as an officer of the Corporation for more than two (2) consecutive terms.

Section 3. ELECTION OF DIRECTORS

(a) Election. Directors shall be elected at each annual meeting of Members.

(b) Requirements. Directors of the Corporation must be Members in good standing of the Corporation.

(c) Board Nominating Procedure. The Board Development Committee shall prepare a slate of candidates to present for election at the annual meeting of Members. The names of persons on the slate shall be included in the notice to Members of the meeting.

(d) Nominations by Members. Members representing two percent of the membership may nominate candidates for the Board at any time before the 50th day preceding the annual meeting. On timely receipt of a petition signed by the required number of Members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the Board Development Committee.

(e) Nominations from the Floor. Any Member present at a meeting at which Directors are to be elected may place additional names of Members in nomination, provided that such Members have agreed to serve and meet the requirements for Directors as specified in these Bylaws.

(f) Solicitation of Votes. If more people are nominated for the Board than can be elected, the election shall take place by means of a procedure that allows all nominees a reasonable opportunity to solicit votes and all Members a reasonable opportunity to choose among nominees.

Section 3. VACANCIES

A vacancy on the Board of Directors shall be filled by a vote of the remaining Board members for the remainder of the fiscal year.

Section 4. POWERS AND DUTIES.

The Board of Directors shall:

1. Be responsible for the conduct and management of the Corporation.
2. Supervise preparation and maintenance of the procedures and guidelines for the Corporation and its activities.
3. Appoint ad hoc or standing committees as needed.
4. Budget and approve all expenditures.
5. Be responsible for two General Meetings on a semiannual basis, which may coincide with Board meetings, and for a newsletter which is to be distributed to the general membership after these General Meetings.

Section 5. MEETINGS

The Board shall meet at least four times annually at times designated by the Board. The President may call special meetings at any time and shall call a Special meeting upon telephone request of three (3) Board members. In either case, a minimum of three (3) days notice shall be given.

Section 6. QUORUM.

The quorum for Board meetings shall be a majority of its members. Whenever a quorum is present, action may be taken by a simple majority of the attendees.

Action may also be taken by the Board outside a scheduled meeting by the execution of a written document signed by all members of the Board.

Section 7. MINUTES

Minutes, including list of attendees, must be taken at each Board meeting. Copies of the previous minutes are to be provided at the following meeting.

Section 8. COMPENSATION

Officers shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as Directors or officers of the Corporation.

Article V FISCAL YEAR

The fiscal year of the Corporation shall run from May 1 to April 30.

Article VI MEMBERSHIP

Voting memberships are restricted to owners of real property in the Graystone development, but may be extended to the owners of the new residences to be constructed at the north end of Pfeiffer Ranch Road, immediately adjacent to the Graystone development, if so approved by the Board of Directors.

There will be one vote per member address.

Social privileges may be extended to tenants of absentee homeowner members, but no voting right can be assigned to any tenants or any other non-homeowner.

Article VII FEES AND DUES

Annual membership is initially set at \$50 a year; this may be changed at any time as deemed appropriate by a vote of the Board of Directors. There is also a one-time \$50 fee applicable at time of joining the Corporation, which shall be designated initially for legal fees relative to forming the Corporation, with any balance being reserved in the future for similar professional fees, one-time administrative costs, or special improvement projects to be sponsored by the Corporation.

Article VIII CORPORATION MEETINGS

Section 1. ANNUAL MEETING

An annual meeting of both the Board of Directors and the general membership shall be held on the first Monday of May. At that time nominations will be taken for the Board of Directors for the upcoming year. The outgoing Treasurer will also present a balance sheet for the past fiscal year, as well as a proposed budget for the upcoming year.

A record of attendees must be taken at the Annual Meeting, and at any Corporation meeting where any issue is voted upon by the general membership.

Minutes are to be taken, and the minutes of the previous Annual Meeting are to be presented.

Two weeks' notification of the Annual Meeting is required, including an agenda for any action items.

Proxy forms should be included with this notification, and accepted both to establish a quorum and to cast a vote on said action items. Proxies may be executed by any member of the Corporation.

Section 2. GENERAL MEETINGS

Two (2) general meetings are to be held on a semiannual basis, as designated by the Board. Additional general meetings may be called by the Board of Directors with a minimum of two (2) weeks' notice to the general membership, along with notification of any agenda items to be discussed at said special meeting.

A synopsis of any general meeting is to be provided to the general membership through the newsletter.

Section 3. VOTING

A quorum for voting at any Corporation meeting will be 30% of the membership.

Voting at Corporation meetings may be done through a show of hands or verbally for regular agenda items; however, a written ballot may be requested at any time by any Corporation member.

If a quorum is not present at any Corporation meeting, a vote may be taken by written ballot mailed to the residences of all members, and returned to an address specified by the Board of Directors.

In each case, a simple majority of votes cast will be deemed adequate to carry a measure.

Article IX OFFICERS

Section 1. NUMBER OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The President shall act as Chairperson of the Board. The Board of Directors may designate other officers as necessary among the members of the Board. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as President or Chairperson of the Board.

2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any member of the Corporation may serve as a Board member, and thereby as an officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 3. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by a majority of the Board of Directors, at any time. Any officer may resign by giving written notice to the Board of Directors

or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. VACANCIES

Any vacancy of any office shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by another Board member through appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

If less than 3 Board members, voted into their position by the members of the Corporation, remain on the Board, the Board member then acting in the capacity of President can appoint 2 members of the Corporation to temporarily fill vacant Board positions, and an election will be called within 45 days to elect members to fill the vacant Board positions. These new Board members will have full rights and duties for the balance of the term they are elected to fill.

Section 5. DUTIES

1. **PRESIDENT.** The President shall coordinate all Corporation activities, preside at meetings of the Corporation and the Board, and shall have the general powers of supervision and management of the Corporation as pertain to the office and such duties as may be designated by the Board.
2. **VICE PRESIDENT.** The Vice President shall assume the duties of the President in the absence of the President, and shall act as a liaison for the Board of Directors with the Architectural Control Committee. If unable to perform this duty because of absence or other similar reason, he/she will have the responsibility of contacting another Board member to report to the Board on any current or pending ACC actions.
3. **SECRETARY.** The secretary shall keep minutes of the Corporation meetings and Board meetings, and shall be responsible for notification of Corporation meetings and Board meetings. The Secretary has the responsibility of correspondence at the direction of the President.
4. **TREASURER.** The Treasurer shall be custodian of the Corporation funds and shall supervise the handling of funds of any activities of the Corporation. The Treasurer shall assure the keeping of proper financial records and report regularly to the members and the Board, and pay budgeted requests as directed by the Board. The Treasurer will also maintain the membership records.

Article X AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority of the membership.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation.

Dated: Nov 14, 2000


Libby Zwilling, Secretary