

RESTATED BYLAWS
OF
BARCELONA OF PASADENA CONDOMINIUM ASSOCIATION

**85 NORTH MADISON AVENUE
PASADENA, CALIFORNIA 91101**

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RESTATED BYLAWS OF BARCELONA OF PASADENA CONDOMINIUM ASSOCIATION

ARTICLE I

Recitals and Definitions

[1.1] **Section 1. Name of Association.** The name of this corporation is **BARCELONA OF PASADENA CONDOMINIUM ASSOCIATION** and shall be referred to herein as the "Association."

[1.2] **Section 2. Association Is Nonprofit.** The Association has been formed pursuant to the California Nonprofit Mutual Benefit Corporation Law (Corporations Code sections 7110-8970) as a nonprofit mutual benefit corporation.

[1.3] **Section 3. Specific Purpose.** The specific and primary purpose of this Association shall be to, repair, maintain, and manage the Common Area and Common Facilities within that certain real estate common interest development located in the County of Los Angeles, State of California, and commonly referred to as **BARCELONA OF PASADENA CONDOMINIUM ASSOCIATION**, enforce the Rules and Regulations adopted by the Board of Directors, from time to time, and the terms and conditions of the Declaration and otherwise to enhance and promote the use and enjoyment of the Common Areas and Common Facilities by the Owners in common.

[1.4] **Section 4. Definitions.**

(a) **County.** The term "County" means the County of Los Angeles, State of California.

(b) **Declaration.** The term "Declaration" means all restrictions, covenants, terms and conditions set forth in the First Restated Declaration of Covenants, Conditions, recorded in the Office of the Los Angeles County Recorder with respect to the Properties on _____, 2004 as Instrument No. _____ the Declaration of Restrictions recorded on March 4, 1993 as Instrument No. 93-416281, Official Records of said County, the First Amendment to Declaration of Covenants, Conditions and Restrictions recorded on September 8, 1993 as Instrument No. 93-1743821 and the Second Amendment to Declaration of Covenants, Conditions and Restrictions recorded on March 9, 1995 as Instrument No. 95-364508, and as such Declaration may from time to time be supplemented, amended or modified by a subsequent Declaration, or amendment thereto, duly recorded in said Recorder's Office.

(c) **Majority of a Quorum.** "Majority of a Quorum" means the vote of a majority of the votes cast at a meeting or by written

ballot when the number of Members attending the membership meeting or the number of written ballots cast equals or exceeds the quorum requirement specified in Article V, section 5, below.

In the case of membership meetings, the voting power of a particular Member may be represented at the meeting by proxy (see Article IV, section 5, below.

(d) **Office of the Recorder.** The term "Office of the Recorder" means the Office of the Recorder, County of Los Angeles, State of California.

(e) **Person.** The term "Person" means and includes any individual, corporation, partnership, association or other entity recognized by the laws of the State of California.

(f) **Voting Power.** The term "Voting Power" means those Members who are eligible to vote for the election of Directors or with respect to any other matter, issue, or proposal properly presented to the Members for approval at the time any determination of voting power is made.

(g) **Definitions Incorporated by Reference.** The terms defined in the Declaration shall have the same meaning when used herein unless the context clearly indicates a contrary intention.

ARTICLE II

Principal Office

[2.1] **Section 1. Location of Principal Office.** The principal office of the Association will be located at such place within the County or Properties as the Board may from time to time designate by resolution.

ARTICLE III

Membership

[3.1] **Section 1. Members of the Association.** Every Owner of a Condominium within the Properties is a Member of the Association. Membership in the Association is appurtenant to, and may not be separated from, ownership of any Condominium.

[3.2] **Section 2. Term of Membership.** Each Owner who is a Member shall remain a Member until he or she no longer qualifies as such under Article III, section 1, above. Upon the sale, conveyance or other transfer of an Owner's interest in a

Condominium, the Owner's membership interest appurtenant to the Condominium shall automatically transfer to the Unit's new Owner(s).

[3.3] Section 3. Multiple Ownership of Condominiums. Ownership of a Condominium shall give rise to a single membership vote in the Association. Accordingly, if more than one person owns a Condominium, all of these persons shall be deemed to be one Member for voting purposes, although all such Owners shall have equal rights as Members to use and enjoy the Common Areas and Common Facilities. The Secretary of the Association shall be notified in writing of the Owner designated by his or her Co-Owners as having the sole right to vote the membership on their behalf. If no such notification is received the secretary may accept the vote of any Owner of Record or proxy holder of such an Owner as the vote attributable to the Condominium in question, provided that if the multiple Owners of a Condominium attempt to vote the membership attributable to said Condominium in an inconsistent fashion, the Secretary or other person or persons designated as inspectors of election by the Board of Directors may refuse to count any ballot pertaining to the Condominium.

[3.4] Section 4. Furnishing Evidence of Membership. A person shall not be entitled to exercise the rights of a Member until such person has advised the Secretary in writing that he or she is qualified to be a Member under Article III, section 1, above, and, if requested by the Secretary, has provided the secretary with evidence of such qualification in the form of a copy of a recorded grant deed (certified by the Office of the Recorder) or a currently effective policy of title insurance. Exercise of membership rights shall be further subject to the rules regarding record dates for notice, voting, and actions by written ballot and eligibility for voting set forth in Article V, section 8.

ARTICLE IV

Membership Voting

[4.1] Section 1. Single Class of Membership. The Association shall have one class of voting membership.

[4.2] Section 2. Member Voting Rights. On each matter submitted to a vote of the Members, whether at a meeting of the membership called and held pursuant to the provisions of these Bylaws or otherwise, each Member shall be entitled to cast one vote for each Condominium owned by such Member. Single memberships in which two or more persons have an indivisible interest shall be voted as provided in Article III, section 3 of

these Bylaws.

[4.3] Section 3. Eligibility To Vote. Only Members in good standing shall be entitled to vote on any issue or matter presented to the Members for approval. In order to be in good standing, a Member must be current in the payment of all assessments levied against the Member's Condominium and not be subject to any suspension of voting privileges as a result of any disciplinary proceeding conducted in accordance with the Declaration (see First Restated CC&Rs Article XIV, section 6). A Member's good standing shall be determined as of the record date established in accordance with Article V, section 8. The Association shall not be obligated to conduct a hearing in order to suspend a Member's voting privileges on the basis of the nonpayment of assessments, although a delinquent Member shall be entitled to request such a hearing in accordance with the Declaration or current statute.

A Member who owns more than one Condominium shall be ineligible to vote if that Member is delinquent with respect to any such Condominiums.

[4.4] Section 4. Manner of Casting Votes.

(a) Voting at Membership Meetings. Voting at any membership meeting may be by voice or by ballot, provided that the voting in any election of directors shall be conducted by secret ballot.

The vote on any other issue properly before a meeting of the Members shall be conducted by secret ballot when determined by the chairman of the meeting, in his or her discretion, or when requested by 10 percent of the voting power present at the meeting.

(b) Proxy Voting. Members otherwise eligible to vote at a meeting may do so in person or by proxy issued as provided in Article IV, section 5.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

[4.5] Section 5. Proxies

(a) Proxies Generally. Any Member entitled to vote may do so either in person or by one or more agents authorized by a written proxy signed by the Member and filed with the Secretary of the Association. Any proxy shall be for a term not to exceed 11 months from the date of issuance, unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three years from the date of execution. Proxy forms shall be dated to assist in verifying their validity.

(b) Effectiveness of Proxies. Every proxy continues in full force and effect until revoked by the issuing member prior to the vote pursuant thereto subject to the maximum term of a proxy set forth in subparagraph (a), above. Any proxy issued hereunder shall be revocable by the person executing such proxy at any time prior to the vote pursuant thereto, by (i) delivery to the secretary of a written notice of revocation, (ii) a subsequent proxy executed by the Member executing the prior proxy and presented to the meeting, or (iii) as to any meeting, by attendance at such meeting and voting in person by the Member executing the proxy. The dates shown on the forms of proxy presumptively determine the order of execution, regardless of the postmarks shown on the envelopes in which they are mailed. A proxy shall be deemed revoked when the secretary shall receive actual notice of the death or judicially declared incompetence of the Member issuing the proxy, or upon termination of such Member's status as an Owner of a Condominium as provided in Article III, section 1.

(c) Validity of Proxies With Respect to Certain Material Transactions. Any proxy given with respect to any of the matters described in this subparagraph (c) shall be valid only if the proxy form sets forth a general description of the nature of the matter to be voted on. The matters subject to this requirement are:

(i) Removal of directors without cause;

(ii) Filling of vacancies on the Board;

(iii) Approval of contracts or transactions between the Association and one or more of its directors, or between the Association and a corporation, firm or association in which one or more of its directors has a material financial interest;