

**SECOND AMENDMENT TO BYLAWS OF
WINDWOOD FOREST HOMEOWNERS ASSOCIATION**

Article IV, Section 1 of the Bylaws is amended to read as follows:

Section 1. Number and Qualification. The affairs of the Association shall be governed and managed by a Board of Directors composed of five (5) Persons, each of whom must be a resident Unit Owner. The Board of Directors may increase, by resolution, the authorized number of Directors; provided that the Members shall have the sole right to elect the new Directors.

Directors shall not receive any salary or compensation for their services as Directors unless such compensation is approved by the vote or written consent of at least a majority of the voting power; provided, however, that (1) nothing herein contained shall be construed to preclude any Director from serving the Association in some other capacity and receiving compensation therefor, and (2) any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

1.1 Candidate Qualifications.

- (a) The Owner must be in compliance with the governing documents for the three (3) months immediately preceding the date of the election at which the Owner is being considered for election to the Board of Directors. To be in compliance, the Owner must correct, within five (5) days of receipt of notice, any violation of the governing documents for which the

Owner has been determined to be responsible pursuant to applicable due process requirements; and

- (b) The Owner must be current in the payment of all Assessments for the three (3) months immediately preceding the date of the election at which the Owner is being considered for election to the Board of Directors.

1.2 Board Member Qualifications. In addition, to remain qualified to serve on the Board of Directors, an Owner who has been elected to the Board of Directors must:

- (a) Remain a resident Owner for the duration of the director's term.
- (b) Not miss three (3) consecutive, regularly scheduled meetings and attend no less than six (6) regular or special Board meetings within a twelve (12) month period;
- (c) Comply with every duly approved action of the Board;
- (d) Comply with the governing documents and correct, within five (5) days of receipt of notice, any violation of the governing documents for which the Owner has been determined to be responsible pursuant to applicable due process requirements;
- (e) Not be more than three (3) months in arrears in the payment of any

Assessments; and

- (f) Not act in a manner determined by a majority vote of the directors to be grossly detrimental to the Association and its members.

Article IV, Section 5 of the Bylaws is amended to read as follows:

Section 5. Election and Term of Office:

(a) At the first annual meeting of the Members, new Directors shall be elected by secret written ballot by a majority of Members as provided in these By-Laws, and all positions on the Board of Directors shall be filled at that election. In the event that an annual meeting is not held, or the Board is not elected thereat, the Board may be elected at any special meeting of the Members held for that purpose. Each Director shall hold office until his successor has been elected or until his death, resignation, removal or judicial adjudication of mental incompetence. The term of office of the three (3) Directors receiving the highest number of votes at the first annual meeting following adoption of these Bylaws shall be two (2) years and the term of office of the two (2) Directors receiving the next highest number of votes at the first annual meeting following adoption of these Bylaws shall be one (1) year. At each annual meeting thereafter, new Directors shall be elected to fill vacancies created by the death, resignation, removal, or judicial adjudication of mental incompetence or expiration of the terms of past Directors. The term of office of each Director elected to fill a vacancy created by the expiration of the term of office of the respective past Director shall be two (2) years. The term of office of each Director elected to fill a vacancy created by the resignation, death or removal of his predecessor shall be the balance of the unserved term of his predecessor. Except as provide in Section 8 of these Bylaws, any person serving as a

Director may be re-elected, and there shall be no limitation on the number of terms during which he may serve. Each Member may accumulate his votes for the election and removal of Directors as provided in this Article. At any election of the Board, each Member may give one or more candidates for Director a number of votes equal to the share of the voting power as set forth in the Declaration, multiplied by the number of Directors to be elected.

Article IV, Section 8 of the Bylaws is amended to read as follows:

Section 8. Removal of Directors:

At any regular or special meeting of the Members duly called, any one or more of the Directors may be removed with or without cause by a majority vote of the Members of the Association, and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting. If more than one Director is to be removed at any one time, each Member may accumulate his votes and vote for or against such removal of one or more of the Directors, exercising a number of votes equal to his share of the voting power as set forth in the Declaration, multiplied by the number of Directors sought to be removed. Where the entire Board of Directors is not removed at one time, no Director shall be removed if the number of votes cast against his removal exceeds the quotient arrived at when the total number of Units in the Project is divided by one (1) plus the authorized number of Directors. If any or all of the Directors are so removed, new Directors may be elected at the same meeting. Notwithstanding the foregoing, any Director who has been elected to office solely by the votes of Members other than Grantor pursuant to Section 5 of this Article may be removed from office prior to the expiration of his term of office only by the vote of at least a simple majority of the voting power residing in Members other

than Grantor.

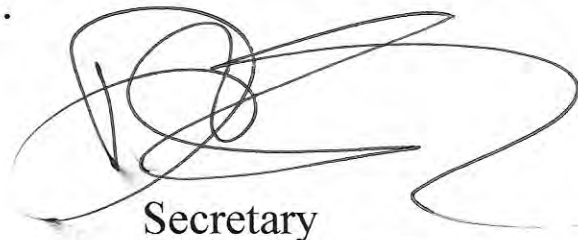
The Board, by a majority vote of the directors who meet all of the qualifications to be a Director, may declare vacant the seat of any Director who, while in office, fails to meet the qualification criteria set forth in Section 1.2. Any Director removed by the vote of the Members or Board, as provided herein, may not serve on the Board for one (1) year from the date of removal.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of Windwood Forest Homeowners Association, a California nonprofit corporation (“Association”); and
2. The foregoing Second Amendment to Bylaws was duly approved by the requisite vote of the Members on 13 December, 2016.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and affixed the seal of the Association this 20 day of January, 2017.



Secretary

DOUGLAS HORNBURG