

AMENDED RESOLUTION OF THE PEACOCK GAP HOMEOWNERS ASSOCIATION BOARD OF DIRECTORS

Adopted August 11, 2010 and September 1, 2010
and revised November 10, 2010 and September 7, 2011

WHEREAS the Peacock Gap Homeowners Association (also referred to herein as "PGHA" or "Association") Board of Directors held meetings on August 11, 2010, September 1, 2010, November 10, 2010, and September 7, 2011,

WHEREAS the matter of amending the Association's Amended By Laws to change the provision in the Amended By Laws for the procedure for election of Directors, and the matter of amending those same By Laws by adding a provision that defines a member's eligibility to vote and to serve as a Director or Officer, and the definition of a Member in Good Standing was discussed. The Amended By Laws approved by the members in 1966 provide that a majority of the Board may amend the By Laws except for a change in the number of Board members, which must be approved by a vote of the members. The 1966 Amended By Laws provide for election of Directors by proxy at an annual meeting after a nomination period that closes three days before the annual meeting, and the 1966 Amended By Laws are silent on the concept of Member in Good Standing,

WHEREAS a motion was made to elect Directors by secret mail ballot and close the nominations for Directors thirty-five (35) days before the annual meeting, and a separate motion was made to define a member's eligibility to vote and to serve as a Director or Officer, and a separate motion was made to define Member in Good Standing, and a separate motion was made to clarify member voting,

WHEREAS the 1966 Amended By Laws provide that a majority of the number of Directors fixed by the Articles or By Laws shall be necessary and sufficient to constitute a quorum for the transaction of business,

WHEREAS at the time of the August 11, 2010 meeting, the September 1, 2010 meeting and the November 10, 2010 meeting the Board consisted of twelve members and seven members were present at each meeting, and at the time of the September 7, 2011 meeting the Board consisted of twelve members and eight members were present,

WHEREAS the Articles and the Amended By Laws provide that the Board shall consist of twelve members unless that number is amended by a vote of a majority of the members but in no event shall be less than six,

WHEREAS pursuant to the Amended By Laws, with seven or more Directors present at each meeting, a quorum was present to transact business at the August 11, 2010, the September 1, 2010, the November 10, 2010 and the September 7, 2011 PGHA Board of Directors meetings. Further, pursuant to said Amended By Laws, with a quorum present a matter would be adopted by a vote of at least a majority of seven, or four members would need to vote in favor of a proposed action in order for it to pass,

WHEREAS a vote was taken on the motion to amend the Amended By Laws to change the procedure for election of Directors on August 11, 2010 and the result was unanimous approval, a vote was taken on the motion to add a provision to the Amended By Laws to define a member's eligibility to vote and to serve as a Director or Officer on September 1, 2010 and the result was unanimous approval, and a vote was taken on November 10, 2010 to clarify the meaning of Member in Good Standing and the result was unanimous approval, and a vote was taken on September 7, 2011 to clarify a member's right to vote and the result was unanimous approval,

NOW THEREFORE BE IT RESOLVED, the motions passed, and the Second Amendment of the 1966 Amended By Laws of the Peacock Gap Homeowners Association was adopted by the Board of Directors at its August 11, 2010 meeting, the Third Amendment of the 1966 Amended By Laws of the Peacock Gap Homeowners Association was adopted by the Board of Directors at its September 1, 2010 meeting and was subsequently amended at the November 10, 2010 and September 7, 2011 meetings.

FURTHER RESOLVED, a true and correct copy of the Amendments of the Amended By Laws is attached hereto and incorporated herein by this reference.

FURTHER RESOLVED, a copy of this Resolution and the accompanying Amendments will be distributed by first class mail to all members, as of September 1, 2011, of the Peacock Gap Homeowners Association.

The undersigned, being Secretary of the Peacock Gap Homeowners Association, hereby certifies that the above Resolutions were adopted by a majority of a quorum present at the PGHA Board of Directors meetings of August 11, 2010 and September 1, 2010, and further amended by a majority of a quorum present at the PGHA Board of Directors meetings of November 10, 2010 and September 7, 2011.

September 14, 2011



Secretary of the Board of Directors

Pertinent Provisions of the Peacock Gap HOA Amended By Laws:

ARTICLE I

DEFINITIONS:

MEMBER IN GOOD STANDING:

In order to be in good standing, a member must be current in the payment of all dues and assessments.

ARTICLE IV

BOARD OF DIRECTORS – QUALIFICATIONS, ELECTION AND TERM OF OFFICE:

Only those members entitled to vote shall be eligible to either be nominated to and/or serve on the Board of Directors. Furthermore, a nominee or candidate for a Director's position, or a Director, must not be a party in any legal proceeding against the Association or its Officers or Directors.

The Directors shall be elected in such manner as to elect six (6) Directors each year for a term of two (2) years. Directors whose terms expire shall be elected at each annual meeting. Newly elected Directors shall take office on January 1 of the year following their election.

Directors may be elected at a special meeting called for that purpose, or appointed as provided for in this Article IV, and each director shall be elected or appointed to serve the unexpired term of the vacancy to which he has been appointed and until his successor has been elected or appointed and qualified.

BOARD OF DIRECTORS – NOMINATIONS:

Not less than forty-five (45) days prior to the annual meeting each year, a nominating committee appointed by the President, and approved by the Board of Directors, shall nominate six (6) candidates for election to serve as members of the Board of Directors for the ensuing term. The period between forty-five (45) days prior to the annual meeting and thirty-five (35) days prior to the annual meeting shall be the nominating period, during which time all members entitled to vote shall be eligible to make nominations by petition. Petitions for nominations shall be filed with the Secretary and shall carry the signatures of at least five (5) voting members.

All nominations shall be announced by the Secretary in a notice mailed or delivered to all members at least thirty (30) days prior to the annual meeting.

In the event that no more than six (6) candidates are nominated for the six annually available Director positions, the nominated candidates shall be deemed elected at the annual meeting with no further action required by the Board or members.

BOARD OF DIRECTORS - ELECTION BY SECRET BALLOT

When more than six (6) candidates are nominated for the six annually available Board positions, the election of Directors shall take place by secret mail ballot. The ballot shall have a space for write-in candidates. The ballot shall also include candidate statements in a form determined by the Board. The President and the Board shall appoint an independent third party to be the Inspector of Election to verify the person's eligibility to vote and to receive, certify and count the mailed ballots and tabulate the election results. The Inspector may appoint additional persons to perform the work, provided that they are independent third parties. Ballots and two pre-addressed envelopes with instructions on how to return ballots shall be mailed by first-class mail or delivered by the Association to every member not less than thirty (30) days prior to the deadline for voting. The deadline for receipt of ballots is the date of the Annual Meeting and prior to the Call To Order of the Annual Meeting. A voter may not be identified by name, address, lot or parcel number on the ballot. The ballot itself is not signed by the voter, but is inserted into an envelope that is sealed. This envelope is inserted into a second envelope that is sealed. In the upper left-hand corner of the second envelope, the voter shall sign his or her name, print his or her name, and indicate the address that entitles him or her to vote. The second envelope is pre-addressed to the Inspector of Election. The envelope may be mailed or delivered by hand to the Inspector. The member may request a receipt for delivery. Once a secret ballot is received by the Inspector of Election, it shall be irrevocable. The counted ballots shall be kept by the Inspector until the time allowed by Section 7527 of the Corporations Code for challenging the election has expired, at which time the ballots shall be transferred to the Association, which shall keep them for not less than one (1) year after the date of the election.