

**BYLAWS
OF
OAKMORE HOMES ASSOCIATION**

AN INCORPORATED NONPROFIT MUTUAL BENEFIT
CORPORATION



**ARTICLE I
NAME AND LOCATION**

The name of the corporation is OAKMORE HOMES ASSOCIATION hereinafter referred to as the "Association". The principal location of the office of the Association shall be in the City of Oakland, County of Alameda, and State of California.

**ARTICLE II
DEFINITIONS**

The terms used herein shall have the meanings set forth in the Declaration of Covenants, Conditions and Restrictions of OAKMORE HIGHLANDS, recorded on May 17, 1926, in Volume 1332 at Page 1, et seq., Official Records of Alameda County, and from time to time thereafter amended.

**ARTICLE III
MEETING OF MEMBERS**

1. ANNUAL MEETINGS: The annual meetings of the Association shall be held on the first (1st) Wednesday of November of each calendar year, in the City of Oakland, California. If the day for the annual meeting of the Members is a legal holiday, the meeting shall be held at the same hour on the first day following which is not a legal holiday. Meetings shall be held within the City of Oakland or in such other location within a reasonably close distance thereto as the Board may specify in writing. [Amended Article III, Section 1 adopted pursuant to a vote by two-thirds (2/3) of the Members at a regular meeting held on December 3, 1990.]

2. SPECIAL MEETINGS: Special meetings of the Members may be called at any time by the President or by the Board of Directors.

A special meeting of the Members of the Association shall be promptly called by the President or if the President refuses, by any Member of the Board of Directors upon:

(a) the vote for such a special meeting by a majority of a quorum of the Board of Directors; or

(b) receipt by the Board of Directors of a written request for such a special meeting signed by Members representing not less than five percent (5%) of the total voting power of the Association.

3. NOTICE OF MEETINGS: Written notice of regular and special meetings of the Members shall be given by or at the direction of the Secretary of the Association or other persons authorized to call the meeting by first-class mail or personally delivering a copy of such notice, at least ten (10) days but not more than thirty (30) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, those extraordinary matters which the Board, at the time of such notice, intends to present for action at the meeting. If mailed, the notice shall be deemed to be delivered twenty-four (24) hours after its deposit in the United States mail, postage prepaid, to the Member at his address as provided herein.

The transactions of any meeting of Members however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice but not so included, if such objection is expressly made at the meeting.

4. QUORUM: Unless otherwise specified herein or by the Articles or Declaration, the approval or vote of a majority of Members present at any duly called and held meeting shall constitute assent of the Membership for action to be taken. A quorum for the transaction of business at a meeting of Members of the Association, through presence in person or by proxy, shall be established by fifty percent (50%) of the total voting power of the Association. If, however, such quorum shall not be present or represented at any meeting, a majority of the Members present, in person or by proxy, shall have the power to adjourn the meeting, to another time which shall be to a date not less than five (5) but not more than thirty (30) days from the date of the original meeting. The quorum

at any such re-convened meeting shall be fifty percent (50%) of the votes of the Membership. Any business which may have been duly transacted at the originally called meeting may be transacted at such reconvened meeting. If a time and place for the adjourned meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for the adjourned meeting after adjournment, notice of the time and place of the adjourned meeting shall be given to Members in the manner prescribed for regular meetings.

5. ACTIONS OF MEMBERS WITHOUT A MEETING: Other than for the election of Directors, which shall require a duly held meeting of the Members, any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the following procedures and conditions are observed:

- a. Every Member has been given a ballot in the manner prescribed for the giving of notice of meetings;
- b. Such ballot must specify the action to be taken, the number of responses necessary to establish a quorum, the percentage of approvals necessary to pass the measure, and the time by which, and place at which, the ballot must be returned;
- c. The Board has received, within the time specified, signed approvals of the Members in sufficient number to satisfy the quorum and passage requirements set forth in the ballot.

6. PROXIES: At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease upon the conveyance by the Member of the title to his Lot, or upon the death or judicially declared mental incompetence of such Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided in the proxy.

7. VOTING RIGHTS: Every person or entity who is a record owner of the fee or undivided fee interest in any Lot shall be a Member of the Association, except for persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from the ownership of a Lot. The Association shall have one class of voting Members. When more than one person or entity is shown of record to be the Owner of a Lot, all such persons or entities shall be Members; however, there shall be only one (1) vote for any one (1) Lot and the vote for such Lot shall be exercised as the Owners thereof among themselves determine; in no event shall more than one vote be cast with respect to any Lot, nor shall any fractional vote be allowed. A Member who has sold his property to a contract purchaser under an agreement to purchase shall assign to such contract purchaser his Membership rights in the Association. Such assignment shall be in writing and shall be delivered to the Board before such contract purchaser may vote.

ARTICLE IV BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

1. NUMBER: The affairs of the Association shall be managed by a Board of five (5) Directors who shall be Members of the Association in good standing. For purposes hereof, a Member shall be in good standing so long as he is current in his assessments and not under any current uncured disciplinary action of the Association, Board or any committee thereof.

2. TERM OF OFFICE: At the first regular annual meeting of the Association the Members shall elect a full Board of five (5) Directors, to serve a term of one (1) year.

3. REMOVAL AND VACANCY:

A. *Removal Prior to Expiration of Term:* Unless the entire Board is removed from office by the vote of Association Members, an individual Director shall not be removed by the Members prior to the expiration of his term of office if the number of votes cast against his removal would be sufficient to elect the governing body member if voted cumulatively at an election at which the same total number of votes were cast and the entire number of governing body members authorized at the time of the most recent election of the Board were then being elected. However, the Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony or breach of fiduciary duty to the Association, and as provided in Article VII, Section 1(d).

B. *Successor Elected by Remaining Board Members:* In the event of death or resignation of a Director, his successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his predecessor; provided that the successor of any Director removed for cause shall require the approval of a majority of Members of the Association present at a special meeting duly called for such purpose.

C. *Cumulative Voting:* When voting for the election or removal of a Director, each Member shall be entitled to cumulate his votes in the manner described in Article V, Paragraph 2, regarding the election of Directors and Section 7615 of the California Corporations Code.

4. COMPENSATION: No Director shall receive compensation for any services rendered to the Association. However, a Director may be reimbursed for his reasonable actual expenses incurred in the performance of his duties as a Director of the Association.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

1. NOMINATION: Nomination for election to the Board of Directors may be made by any Member from the floor at any meeting of the Members for the election of Directors.

2. ELECTION: Election to the Board of Directors shall normally be held at the regular annual meeting of the Members, and may be held at a regular or special meeting of the Members, but not by written ballot without a meeting. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under provisions of the Declaration and these By-Laws. The persons receiving the largest number of votes for a Director or Directors shall be deemed elected. However, if at least one (1) Member has announced his intention to cumulate his votes at the meeting of the Members prior to the voting, for all elections in which more than two (2) Directors are to be elected, each Member may cumulate his votes and give one property nominated candidate (i.e., a candidate whose name has been placed in nomination prior to the voting) a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which he is entitled, or distribute his votes on the same principal among as many properly nominated candidates as he thinks fit. Elections for Directors, or for their removal, shall be conducted by secret written ballot, unless the persons present and entitled to cast votes for such election unanimously agree otherwise.

ARTICLE VI MEETINGS OF DIRECTORS

1. REGULAR MEETINGS: Regular meetings of the Board of Directors should be held monthly; provided, however, if the Board should determine that the business to be transacted by the Board does not reasonably justify monthly meetings, then regular meetings of the Board shall be held at such intervals as the Board may determine but not less frequently than once every three (3) months. Regular meetings shall be held at the time and at a place within the City of Oakland fixed by the Board. Regular meetings may be held without notice if the time and place of such meetings are fixed by the Board. Otherwise, written notice of the time and place of such meetings shall be posted at a prominent place or places within the common area and shall be communicated to the Directors not less than four (4) days prior to the meeting.

2. SPECIAL MEETINGS: Special meetings of the Board of Directors shall be held when called, and notice signed, by the President of the Association, or by any two Directors other than the President. A special meeting of the Board of Directors shall be held upon four (4) days' notice by first class mail or seventy-two (72) hours' notice delivered personally or by telephone or telegraph. Notices shall specify the time and place of the meeting and the nature of any special business to be considered.

3. WAIVER OF NOTICE: Notice of any meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals and protestations shall be filed with the corporate records or made a part of the minutes of the meetings.

4. QUORUM: As long as there are five (5) Directors, three (3) Directors shall constitute a quorum for the transaction of business; in any event, a quorum consists of a majority of those entitled to act. Every act done or decision made by the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

5. ACTION WITHOUT A MEETING: On an emergency basis the Directors shall have the right to take any action, without a meeting, as may be required for the efficient and expeditious operation and conduct of the Association's business and which it otherwise would have the power and authority to take at a meeting; provided, however, the written consent of all Directors to such action is obtained, which consents shall be filed with the minutes of the proceedings of the Board. Any action so taken without a meeting and with such approval shall have the same effect as though taken at a duly noticed meeting of the Board. Members of the Board may participate in an emergency meeting through use of conference telephone or similar communications equipment, so long as all Members participating in such meeting can hear one another. Participation in such a meeting pursuant to this provision constitutes presence in person at such meeting.

6. ATTENDANCE BY MEMBERS: All meetings of the Board of Directors shall be open to all Members of the Association; provided, however, that Members of the Association who are not Members of the Board of Directors shall have no right to participate in any deliberations or discussions of the Board unless expressly so authorized by the vote of a majority of the Board.

7. EXECUTIVE SESSION: The Board of Directors may, with the approval of a majority of a quorum of its Members, adjourn any meeting of the Board and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved and orders of business of a similar nature; provided, however, the nature of any and all business to be considered in executive session shall first be announced in open session.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. POWERS: The Board of Directors shall have the power to:

(a) Enforce the provisions of the By-Laws and Declaration and to undertake any action required or permitted by the Declaration, and to do and perform any and all acts which may be either necessary or proper or incidental to the exercise of any of the foregoing.

(b) Suspend, after notice and a hearing before the Board, the voting rights of a Member during any period in which such Member is in default in the payment of an assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty (30) days for infraction

of published rules and regulations; provided, however, in either event the Association cannot suspend or limit the right of any Member for vehicular ingress or egress to his Lot for any reason whatsoever or abridge an owner's right to use his individually owned Lot except where such loss or forfeiture is the result of the judgment of a court, or a decision arising out of an arbitration or on account of a foreclosure or sale.

(c) Exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the Membership by other provisions of these By-Laws or the Declaration.

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

(e) Employ and pay a manager, Executive Secretary, an independent contractor, an accountant, legal counsel or such other employees or agents as they deem necessary and to prescribe their duties.

(f) Neither the Board nor the Association shall have the right or power to cause a forfeiture or abridgment of a Member's rights to the full use and enjoyment of his individual Lot on account of a failure by the owner thereof to comply with provisions of said Declaration except where the loss or , forfeiture is the result of the judgment of a court or a decision arising out of arbitration or on account of a foreclosure or sale under the powers granted by the Declaration.

2. LIMITATION OF POWERS: Without the vote or written assent of a majority of the voting power residing in members other than Declarant, the Board shall be prohibited from taking any of the following actions:

(a) Entering into a contract with a third person for goods or services for the Association for a term longer than one (1) year.

(b) Incurring aggregate expenditures for capital improvements in any fiscal year in excess of five percent (5%) of the budgeted gross expenses of the Association for that fiscal year.

(c) Selling during any fiscal year property of the Association having an aggregate fair market value greater than five percent (5%) of the budgeted gross expenses of the Association for that fiscal year.

(d) Paying compensation to members of the Board or officers of the Association for services performed in the conduct of the Association's business; provided, however, that the Board may cause a member or officer to be reimbursed for his expenses actually incurred, if reasonable, in carrying on the business of the Association.

(e) Filling a vacancy on the Board created by the removal of a Director.

(f) Doing anything in contradiction to or derogation of the Declaration or By-Laws.

3. DUTIES: It shall be the duty of the Board of Directors to undertake all duties and responsibilities of the Association as expressed in the Declaration and the management and conduct of the affairs of the Association, except as expressly reserved to a vote of the Membership. Such duties shall include, but are not limited to the following:

(a) Cause to be kept a complete and accurate record of all of its acts and corporate affairs including minutes of the proceedings of the Association, the Board and all committees, and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A Members who are entitled to vote. The Association shall give to each Member annual statements of income and expenses and a budget as required by the Declaration. The Board shall prepare a budget of anticipated receipts and expenses for each fiscal year which shall be distributed to the Members at least sixty (60) days before the beginning of the fiscal year. There shall be kept a record of all Members, giving their names and addresses and the class of Membership held by each Member. Minutes and books of accounts shall be kept in written form. Other books and records shall be kept in written form or any other form capable of being converted to written form.

(b) Supervise all officers, agents and employees of the Association and see that their duties are properly performed.

(c) As more fully provided in the Declaration, to:

(1) Fix the amount of the annual assessment against each lot at least sixty (60) days in advance of each annual assessment period;

(2) Send written notice of each assessment to every owner subject thereto at least sixty (60) days in advance of each annual assessment period.

(d) Issue or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates not to exceed TWENTY-FIVE DOLLARS (\$25.00). If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

(e) Procure and maintain adequate liability and hazard insurance incidental to ownership of Association property or conduct of its affairs.

(f) Cause all officers and employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE VIII OFFICERS AND THEIR DUTIES

1. ENUMERATION OF OFFICERS: The officers of this Association shall be President, Vice President, Secretary and Treasurer, and such other officers as the Board may from time to time by resolution create. The President and Vice President shall be Members of the Board of Directors. All officers must be Members of the Association.

2. ELECTION OF OFFICERS: The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

3. TERM: The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed or otherwise be disqualified to serve.

4. SPECIAL APPOINTMENTS: The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

5. RESIGNATION AND REMOVAL: Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective;

6. VACANCIES: A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve the remainder of the term of the officer he replaces.

7. MULTIPLE OFFICES: Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

8. DUTIES: The duties of the officers are as follows:

A. President: The President shall be elected from the Board of Directors and shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments and shall co-sign all checks and promissory notes.

B. Vice President: The Vice President shall also be elected from the Board of Directors and shall act in the place and stead of the President and in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by him by the Board.

C. Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records

showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

D. Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall sign all checks and promissory notes of the Association, keep proper books of account; and shall prepare or cause to be prepared the financial statements required by the Declaration. Unless such reports are prepared by an independent accountant, the Treasurer shall certify that the statements were prepared without audit from the books and records of the Association, which certification shall be attached to such reports.

ARTICLES IX COMMITTEES

The Association may appoint all such Committees as deemed appropriate in carrying out the purposes of the Association, and the Board may delegate any of the powers of the Association or Board to such Committees, as a majority of the Board deems appropriate.

ARTICLE X BOOKS AND RECORDS

1. INSPECTION: The books, records and papers of the Association, including the Membership register, books of account, minutes of meetings of the Board, Members or Committees of the Association, the Declaration, the Articles of Incorporation and these By-Laws, shall at all times, during reasonable business hours, be available for inspection and copying by any Member, or his duly appointed representative. The Board shall establish reasonable rules with respect to:

- (1) Notice to be given to the custodian of the records by Member desiring to make the inspection.
- (2) Hours and days of the week when such an inspection may be made.
- (3) Payment of the cost of reproducing copies of documents requested by a Member.

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a Director includes the right to make extracts and copies of documents.

ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments, any assessments which are not paid when due shall be delinquent and the Association, through the Board, shall have the power to collect such delinquent assessment, as provided by the Declaration.

ARTICLE XII AMENDMENTS

1. AMENDMENTS: These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of two-thirds (2/3) of the Members. Notwithstanding the preceding sentence, the percentage of Members necessary to amend a specific clause in these By-Laws shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause, nor shall any amendment be made in contradiction of the Declaration without first amending the Declaration.

2. CONFLICT: In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

3. RECORDS OF AMENDMENTS: Whenever an amendment or new By-Law is adopted, it shall be copied in the book of By-Laws with the original By-Laws in the appropriate place. If any By-Laws repeal any portion of the original By-Laws, the date of the meeting at which the repeal was enacted or written assent was filed, shall be stated in such book.

ARTICLE XIII CERTIFICATE OF MEMBERSHIP

1. CERTIFICATE OF MEMBERSHIP: The Board of Directors may (but shall not be required to) provide for the issuance of certificates evidencing Membership in the corporation, which shall be in such form as may be adopted by the Board. Such certificates, if issued, shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation, if such a seal is adopted. All certificates evidencing Membership of any class shall be consecutively numbered. The name and address of each Member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

2. TRANSFER OF MEMBERSHIP: Upon the sale of any Lot, the Membership of the selling owner shall terminate and the certificate, if any, issued to such Member shall be cancelled. The new purchasing owner shall receive a newly issued certificate if the Association has elected to issue certificates evidencing Membership in the Association

as provided in Paragraph 1 above. Any Membership certificate shall bear an appropriate legend referring to this provision of these By-Laws.

ARTICLE XIV TAX EXEMPT STATUS

Notwithstanding anything otherwise provided herein, or in the Declaration (which, in this instance, shall not conflict with these By-Laws), the Board and Members of the Association shall conduct the business of the Association in such manner that the Association qualify and continue to be considered an organization exempt from federal and state income taxes pursuant to Internal Revenue Code Section 528 and California Revenue and Taxation Code Section 23701t. In particular, (1) sixty percent (60%) or more of the gross income of the Association for each taxable year shall consist solely of amounts received as Membership dues, fees and assessments from Lot owners; (2) ninety percent (90%) or more of the expenditures of the Association for the taxable year are expenditures solely for providing management, maintenance and care of Association property or for the general welfare of the community comprising the Association including the improvement and construction of Association property; (3) no part of the net earnings of the Association shall inure to the benefit of any private Member or individual (other than by the Association providing management, maintenance and care of the Association, or by a rebate of excess Membership dues, fees or assessments); (4) the Association shall not provide or maintain facilities to provide utilities for its Members (provided, however, that the Association may charge for utility services provided to the project by utility companies, which services are not separately metered); and (5) amounts received as Membership dues, fees and assessments not expended for Association purposes during the taxable year shall be transferred or deposited to and held in a separate trust account to provide for management, maintenance and care of the Association property, or to promote the general welfare of the community comprising the Association. The Board shall cause to be timely filed any annual election for tax-exempt status as may be required under federal or state law, and shall undertake to cause the Association to comply with the statutes, rules and regulations adopted by federal and state agencies pertaining to such exemptions.

ARTICLE XV MISCELLANEOUS

- 1. FISCAL YEAR.** The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year except the first fiscal year shall begin on the date of incorporation.

- 2. NOTICE AND HEARING.** Whenever notice and hearing opportunities are prescribed by the Declaration or these By-Laws prior to the taking of any action against a Member or Owner, the procedures set forth herein shall be followed:

(a) Notice: Written notice of such action and the allegations, facts or circumstances thereof, shall be given to such Member or Owner not less than fifteen (15) days from the date of the hearing thereon. Such notice may be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be given by prepaid certified or registered mail sent to the last address of the Member or Owner shown on the records of the Association, and, if so mailed, shall be deemed given on the day following the day such notice is duly deposited in the mails.

(b) Hearing: There shall be a hearing before the Board of Directors, or such Hearing Committee as the Board shall appoint, from among the Members, to hear the charges alleged and to determine the action to be taken, which hearing shall be concluded not less than five days before the date on which the action is to be effective or taken. Such hearing shall be held at the Project or as close to same as is reasonably possible. The Member or Owner against whom such action is taken shall be given reasonable opportunity to be heard, either orally or by written argument or both, and any involved or concerned party or Member shall have the right to be represented by such counsel or spokesperson as such party or Member desires and to present witnesses and such other evidence as the Board, or Hearing Committee, reasonably deems reasonable under the circumstances. Such hearing shall be conducted informally in such manner as the Board, or Hearing Committee, deems reasonable. There shall be no recording or transcripts of the hearing made or taken. There shall be no requirement of a formal statement of the decision rendered or the basis therefor. Decision shall be rendered upon the majority vote of the Board or on such percentage vote of the Hearing Committee as the Board shall determine at the time such Committee is established, and shall be conclusive.

(c) Good Faith: Any action, notice or hearing conducted or taken hereunder shall be conducted in an impartial, fair and reasonable manner and in good faith. Provided such standards are maintained, the Board shall have the authority to, from time to time, provide for rules and guidelines for such hearing and notice, including appeal procedures to the Membership of the Association, provided any such rules and guidelines as are not incorporated by amendment into these By-Laws shall be distributed to the Members no less often than annually.

(d) Amendment: This Section 2 of this Article XV shall be amended by a vote of seventy-five percent (75%) of the votes of Members.