

Association upon request therefor and upon reimbursement of the Association's costs in making the distribution.

7.6 Action Without Meeting. The Board may take any action without a meeting if all members of the Board unanimously consent in writing to the action to be taken. If the Board resolves by unanimous written consent to take any such action, an explanation of the action taken shall be posted at a prominent place or places within the Association Property within three (3) days after the written consents of all Directors have been obtained.

7.7 Conduct of Meetings. The President of the Association shall preside over all meetings of the Board held during the Board's term of office. In the event the President shall be absent from any meeting, said meeting shall be presided over by such other Director as may be elected by a majority of a quorum of the Directors. The Secretary of the Association shall act as Secretary of the Board, but in the event the Secretary shall be absent, the President or presiding Director may appoint any person to act as Secretary for the meeting.

7.8 Quorum. A majority of the total number of Directors fixed by these By-Laws shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE 8

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

8.1 Powers. The Board, for and on behalf of the Association, shall have the right and power to do all things necessary to conduct, manage and control the affairs and business of the Association. Subject to the provisions of the Articles, the Declaration and these By-Laws, the Board shall have all general powers authorized under the California Corporations Code and California Civil Code for nonprofit, mutual benefit corporations, and shall have the following specific powers:

a. Enforce the provisions of the Declaration and all contracts or any agreements to which the Association is a party;

b. Acquire, manage, maintain, repair and replace all Association Property and Improvements located thereon, including all personal property, in a neat, clean, safe and attractive condition at all times, and to pay all utilities, gardening and other necessary services for the Association Property, all as more specifically set forth in the Declaration;

c. Maintain fire, casualty, liability and fidelity bond coverage, and other insurance coverage pursuant to the terms of the Declaration;

d. Obtain, for the benefit of the Association Property, all commonly metered water, gas and electric services, refuse collection and cable (or master antenna) television service;

e. Employ and retain a professional manager and/or management company to perform all or any portion of the duties and responsibilities of the Board and engage such other personnel (including attorneys and accountants) as necessary for the operation of the Project and administration of the Association;

f. Pay all taxes and special assessments which would be a lien upon the entire Project or the Association Property, and to discharge any lien or encumbrance levied against the entire Project or the Association Property;

g. Pay for reconstruction of any portion of the Association Property damaged or destroyed;

h. Delegate its authority and power to committees, officers or employees of the Association, or to a manager retained by the Association;

i. Adopt reasonable Rules and Regulations and Architectural Standards concerning the maintenance, improvement, use and/or occupancy of the Project;

j. Enter into any Lot when necessary in connection with maintenance or construction for which the Association is responsible;

k. Retain, if deemed appropriate by the Board, and pay for legal and accounting services necessary and proper for the efficient operation of the Association, enforcement of the Declaration, the Rules and Regulations and Architectural Standards, or in performing any other duties or enforcing any other rights of the Association; and

l. Perform any and all other acts and things that a nonprofit, mutual benefit corporation organized under the laws of the State of California is empowered to do, which may be necessary, convenient or appropriate in the administration of its affairs for the specific purposes of meeting its duties as set forth in the Declaration.

8.2 Duties. The Board shall perform and execute, for and on behalf of the Association, all of the duties which have been delegated to the Association as set forth in the Article entitled "Powers and Duties of the Association" in the Declaration.