BYLAWS
of
The Ranch Homeowners Association, Inc.
A California Nonprofit Mutual Benefit Corporation

These Amended and Restated Bylaws ("Bylaws") constitute the complete and current bylaws of The Ranch Homeowners Association, Inc. ("Association"), a California nonprofit mutual benefit corporation. These Bylaws amend, restate, and supersede in their entirety all prior bylaws of the Association and, upon their effective date, shall constitute the operative bylaws of the Association.

ARTICLE I – NAME, PRINCIPAL OFFICE, AND PURPOSES

Section 1. Name
The name of this corporation is The Ranch Homeowners Association, Inc.

Section 2. Principal Office
The principal office of the Association shall be located in Orange County, California, or at such other place as the Board of Directors may designate.

Section 3. Purposes
This Association is a non-political nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The specific purposes of this Association include:

1. Promoting the common interests and welfare of the property owners and non-owner residents within the area bounded by Yale Avenue, Santa Fe Railroad, Jeffrey Avenue and Irvine Center Drive (except the Smoke Tree Community) in Irvine, California commonly known as The Ranch (hereinafter "The Ranch");
2. Encouraging community spirit, neighborliness, and voluntary cooperation;
3. Upholding the civic standards;
4. Promoting the beautification of The Ranch; and
5. Engaging in lawful activities permitted under the Nonprofit Mutual Benefit Corporation Law, consistent with these bylaws.

The Association does not own or manage any common property and is not a "common interest development" subject to the Davis-Stirling Common Interest Development Act.

ARTICLE II – MEMBERSHIP

Section 1. Eligibility
Membership is voluntary and open to all owners or non-owner residents of record of residential property within The Ranch.

Section 2. Rights of Members

Each Member in good standing shall have the right to attend General Association meetings, vote on matters submitted to the Members, and hold office.

Section 3. Voting
Each property owner or non-owner resident shall be entitled to one (1) vote per address that is assigned and officially recognized by the City of Irvine, regardless of the number of owners of that lot or parcel.

Section 4. Annual Dues
Members shall pay annual membership dues in an amount established from time to time by the Board of Directors. Unless otherwise established by the Board of Directors, annual membership dues shall be due upon enrollment or renewal of membership. Dues shall be voluntary and shall not constitute assessments enforceable by lien.

Section 5. Membership Term, Expiration and Renewal
Annual membership is issued for a term ending December 31 of the calendar year for which the applicable annual dues are paid, regardless of the date during that calendar year on which the member enrolls or renews. Payment of annual dues does not create a membership extending beyond December 31 of the applicable calendar year. A membership issued for an annual term shall expire automatically on December 31 unless renewed for the following calendar year in accordance with the requirements established by the Board of Directors. The expiration of a membership at the end of its stated annual term shall not constitute an expulsion, suspension or termination of membership. Any expulsion, suspension, or termination of membership before the expiration of its stated term shall be conducted in accordance with the procedures required by these Bylaws and applicable law, including California Corporations Code Section 7341.

Section 6. Suspension, Expulsion or Termination of Membership
(a) Authority. A member may be suspended, expelled or have the Member's membership terminated only in accordance with this Section and applicable law. Any suspension, expulsion, or termination shall be undertaken in good faith and in a fair and reasonable manner. The Board of Directors, shall have the authority to determine whether grounds exist for suspension, expulsion, or termination of a Member, subject to the procedures set forth in this Section.
(b) Notice. Before any suspension, expulsion, or termination becomes effective, the Association shall provide the Member with at least fifteen (15) days' prior notice of the proposed action and the reasons for the proposed suspension, expulsion, or termination. Notice shall be provided by a method reasonably calculated to provide actual notice to the Member. If notice is provided by mail, it shall be sent by first-class or registered mail to the Member's last address shown in the Association's records.
(c) Opportunity to be Heard. The Member shall be provided an opportunity to be heard, either orally or in writing, not less than five (5) days before the effective date of the proposed suspension, expulsion or termination. The hearing or opportunity to be heard shall be before the Board of Directors.
(d) Decision. Following consideration of the information presented by the Member, the Board of Directors shall determine whether the proposed suspension, expulsion or termination shall

take effect, shall be modified, or shall not take place. The decisions shall be made in good faith and in a fair and reasonable manner.

ARTICLE III – MEETINGS OF MEMBERS

Section 1. Annual Meeting
The annual meeting of Members shall be held each year at a time and place designated by the Board of Directors for the purpose of electing Directors and conducting other business.

Section 2. Special Meetings
Special meetings of Members may be called by the President, a majority of the Board, or by written petition of at least ten percent (10%) of the Members.

Section 3. Notice
Written notice of meetings shall be given to each Member not less than ten (10) or more than ninety (90) days before the meeting.

Section 4. Quorum
A quorum shall consist of ten percent (10%) of the Members. If a quorum is not present, those Members present may adjourn the meeting to another date.

Section 5. Voting
All matters shall be decided by majority vote of the Members present, unless a greater vote is required by law or these bylaws.

Section 6.Manner of Conducting Meeting.
At any annual or special meeting of the members, the meeting shall be conducted in accordance with Robert's Rules of Order.

ARTICLE IV – DIRECTORS

Section 1. General Powers
The Board of Directors ("Board") shall manage the affairs and activities of the Association, subject to the provisions of the Articles of Incorporation, these Bylaws, and applicable provisions of the California Corporations Code.

Section 2. Number of Directors
The Board shall consist of thirteen (13) directors ("Directors"). Directors shall be nominated and elected with respect to the various streets, tracts and subdivisions comprising the Association. The map appended hereto shows 13 geographic subdivisions called "Districts" from which representation to the Board of Directors shall be made. No more than one Director shall be elected to represent each district. The Director shall live in the district except in the event that no other individual from the district wishes to serve as a Director.

Section 3. Term of Office
Directors shall serve terms of two (2) years, unless otherwise provided in this Section and may be re-elected.

To establish staggered terms of office, whenever the entire Board of Directors is elected at the same election, the candidates receiving the seven (7) highest number of votes shall be elected to two-year terms, and any additional candidates elected to the Board shall be elected to one-year terms. Thereafter, Directors shall be elected for two-year terms, with approximately one-half of the authorized number of Directors elected each year, in order to maintain staggered terms. Nothing in this section shall be construed to extend the term of any Director beyond the term for which that Director was elected.

Section 4. Election
Directors shall be elected by the Members at the annual meeting.

Section 5. Vacancies
Vacancies on the Board may be filled by a majority vote of the remaining Directors until the next annual meeting. There shall be no restriction that the Director filling a vacant board position live in the district that will be served.

Section 6. Removal
Any Director elected by the members may be removed only by the members in accordance with California Corporations Code Section § 7222 and applicable law.

Section 7. Regular Board Meetings.
The Board shall hold regular meetings at least quarterly at such dates, times and places as may be established by Resolution of the Board or specified in these Bylaws. Regular meetings may be held without further notice to Directors when the time and place of such meetings have been fixed by Board Resolution. If no such Board Resolution Exists, written notice of meetings shall be given to each Director not less than ten (10) days before the meeting.

Section 8. Special Meetings.
Special meetings of the Board may be called by the President or any two (2) Directors. Notice of a special meeting shall be given to each Director at least twenty four hours before the meeting, delivered either personally, by telephone, or by electronic transmission, including electronic mail or text message. The notice shall specify the date, time and place of the meeting. The notice need not specify the purpose of the meeting.

Section 9. Place and Remote Participation.
Meetings of the Board may be held at any place designated in the notice or resolution of the Board. Directors may participate in meetings through the use of telephone, video screen communication, or other electronic transmission to the extent permitted by California law.

Section 10. Quorum.
A majority of the authorized number of Directors shall constitute a quorum for the transaction of business at a Board meeting.

Section 11.Manner of Conducting Meeting.
At any Board meeting shall be conducted in accordance with Robert's Rules of Order.

ARTICLE V – OFFICERS

Section 1. Officers
The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, elected by the Board from among its Board members.

Section 2. Duties

President: Presides over meetings, represents the Association, and ensures Board directives are carried out.

Vice President: Acts in place of the President when the president is absent.

Secretary: Maintains minutes, records, and official correspondence.

Treasurer: Maintains financial records, collects dues, and prepares financial reports.

Section 3. Meeting to Elect Officers
The Board of Directors shall hold a meeting within 10 days after the annual meeting of members for the purpose of electing the officers enumerated in Article V, Section 1 of these bylaws.

ARTICLE VI – COMMITTEES

The Board may establish committees to carry out the purposes of the Association. Committees shall serve at the pleasure of the Board.

ARTICLE VII – FINANCES

Section 1.
The fiscal year shall be the calendar year, unless otherwise set by the Board.

Section 2.
Dues and contributions shall be used exclusively for the purposes of the Association.

Section 3.
No part of the net earnings shall benefit any individual Member, Director, or Officer, except as reasonable compensation for services rendered.

ARTICLE VIII – INDEMNIFICATION

To the fullest extent permitted by law, the Association shall indemnify its Directors, Officers, employees, and agents against expenses, judgments, fines, and settlements incurred in

connection with Association activities, provided they acted in good faith and in the best interests of the Association.

ARTICLE IX – AMENDMENTS

Except as otherwise provided by applicable law, the Articles of Incorporation, or these Bylaws, the Board of Directors shall have the authority to adopt, amend, or repeal these Bylaws without approval of the Members. The Board of Directors shall not adopt, amend, or repeal any provision of these Bylaws to the extent that such action is prohibited or requires approvals of the Members under the California Nonprofit Mutual Benefit Corporations Law, including, without limitation, California Corporations Code Sections 7150, 7151, 7220, 7224, 7512, 7613, and 7615. Any amendment, repeal, or adoptions of a bylaw by the Board shall be effective upon approval by the Board or on such later date as may be specified in the resolution adopting the amendment. The Secretary shall maintain a current copy of the Bylaws reflecting all amendments duly adopted.

ARTICLE X – DISSOLUTION

Upon dissolution of the Association, any remaining assets shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for charitable purposes, consistent with California law.

CERTIFICATION AND ADOPTION

The foregoing Amended and Restated Bylaws were duly adopted and approved by the members of the Association on _____, 2027 in accordance with the Association's governing documents and applicable California law.

These Amended and Restated Bylaws are effective as of _____, 2027 and supersede and replace all previously adopted bylaws of the Association.

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Melissa Gallo, Secretary

Date: