

FIRST AMENDMENT TO BY-LAWS  
OF  
LAKE MISSION VIEJO ASSOCIATION

Pursuant to the vote of the Delegates at the October 24, 2000 Meeting of Delegates representing at least a majority of a quorum of the voting power of the Lake Mission Viejo Association, the following amendments to the Bylaws of Lake Mission Viejo Association is hereby adopted:

Article IV, Section 5 is amended to read in full as follows:

Section 5. Election and Term of Office. At each annual meeting of the Delegates, new Directors shall be elected by written ballot by a majority of Delegates as provided in these Bylaws. 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 Delegates 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. At the annual meeting of the Delegates held in the year 2000, the term of office of the three (3) Directors receiving the highest number of votes shall be two (2) years and the term of office of the two (2) Directors receiving the next highest number of votes shall be one (1) year. The term of office of each Director elected after the year 2000 to fill a vacancy created by expiration of a Director's term of office 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. Any person serving as a Director may be reelected, and there shall be no limitation on the number of terms which he or she may serve. Each Delegate may accumulate his votes for the election and removal of Directors as provided in this Article. At any election of the Board, each Delegate may give one or more candidates for Director a number of votes equal to his share of the voting power as set forth in the Lake Declaration, multiplied by the number of Directors to be elected.

Notwithstanding the foregoing, whenever (1) notice is given for an election of Directors of the Board and (2) upon such date the Members other than the Grantor do not have a sufficient percentage of the voting power of the Lake Association to elect at least one Director through the foregoing cumulative voting procedure, such notice shall also provide for the following special election procedure: Election of one Director shall be apportioned, through the Delegates, entirely to the Members other than the Grantor. Any person shall be an eligible candidate for the special election upon receipt by the Secretary of a Declaration of Candidacy, signed by the candidate, at any time prior to the election. Such election shall be by secret ballot unless Delegates representing a majority of the voting power of the Lake Association (other than the Grantor) determine otherwise. The person receiving a majority of the votes cast by Delegates (other than votes attributable to the Grantor) shall be elected a member of the Board in a co-equal capacity with all other Directors. The remaining members of the Board shall be elected through the customary cumulative voting procedure outlined about.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of LAKE MISSION VIEJO ASSOCIATION, a California nonprofit corporation ("Association"); and

2. The foregoing First Amendment to By-Laws was duly adopted by the approval of the Delegates at the October 24, 2000 Meeting of Delegates representing at least majority of a quorum of the voting power of the Association.

Dated:

7-14-15

  
Secretary

SECOND AMENDMENT TO BY-LAWS  
OF  
LAKE MISSION VIEJO ASSOCIATION

Pursuant to the vote of the Delegates at the February 9, 2016 Special Meeting of Delegates representing at least a majority of a quorum of the voting power of the Lake Mission Viejo Association, the following amendments to the Bylaws of Lake Mission Viejo Association is hereby adopted:

**Article II, Section 3** is amended to read in full as follows:

Section 3. Quorum. Except as otherwise provided in these By-Laws, the presence in person or by proxy of the Delegates holding at least fifty-one percent (51%) of the voting power of the Lake Association shall constitute a quorum of the membership. Notwithstanding the foregoing, the presence of Delegates holding at least twenty-five percent (25%) of the voting power of the Lake Association shall constitute a quorum of the membership for election of Directors. The Delegates present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Delegates to leave less than a quorum.

**Article II, Section 5:**

Section 5. Eligibility Requirements for Delegates. In order to serve as the Delegate representing the Members in a Delegate District, the Delegate must be an Owner of a Lot or Condominium in that particular District.

**Article III, Section 6** is amended to read in full as follows:

Section 6. Adjourned Meetings. If any meeting of Delegates cannot be commenced because a quorum is not present, the Delegates who are present, either in person or by proxy, may adjourn the meeting to a time not less than five (5) days nor more than thirty (30) days from the time the original meeting was called, at which meeting the quorum requirement shall be the presence in person or by proxy of the Delegates holding at least twenty-five percent (25%) of the voting power of the Lake Association. Notwithstanding the foregoing, the quorum requirement for any adjourned meeting of Delegates for the purpose of electing Directors shall be at least fifteen percent (15%) of the total voting power of the Lake Association. Such adjourned meetings may be held without notice thereof as provided in this Article III, provided that notice is given by announcement at the meeting at which such adjournment is taken. If a meeting is adjourned for more than thirty (30) days, notice of the adjourned meeting shall be given in the manner provided in Section 5 of this Article III.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of LAKE MISSION VIEJO ASSOCIATION, a California nonprofit corporation ("Association"); and

2. The foregoing Second Amendment to By-Laws was duly adopted by the approval of the Delegates at the February 9, 2016 Special Meeting of Delegates representing at least majority of a quorum of the voting power of the Association.

Dated: 2 - 17 - 16

  
Secretary