

**BY-LAWS OF
TERRA LINDA HOMEOWNERS' ASSOCIATION
A California Non-profit Corporation**

ARTICLE I

OFFICERS

The principal office of the corporation in the State of California shall be located in the County of Marin. The corporation may have such offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE II

MEMBERS

Section 1. Classes of Members

The corporation shall have one class of members who shall be limited to the holders of legal title to residential real property or their designated agent who resides at the real property within the boundaries designated in red on the map attached hereto and marked "Exhibit A", and holding the legal title to such real property shall be the sole qualification for membership or transferring membership in the corporation; provided, however, that such legal title must appear or record in the office of the County Recorder of the County of Marin, and provided further that each such property shall be entitled to one membership. When property is owned in joint tenancy in common, the membership, including the voting power arising there from, shall be exercised only by joint action of the owners of such property acting through one of the joint owners or an agent living at the real property who is designated in writing by both joint owners.

Membership in the corporation shall cease upon the transfer of record of the legal title to the member's property.

Membership in the corporation shall be upon application therefore, and shall be automatic upon completion of an application form provided by the Board of Directors and the payment of the full amount of all dues and assessments levied for the calendar year in which the application is submitted.

Section 2. Voting Rights

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Termination of Membership

The Board of Directors may suspend or expel a member for cause after an appropriate hearing, may terminate the membership of any member who becomes ineligible for membership, or may suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XI of these By-laws.

Section 4. Resignation

Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. Any paid dues for the year will not be prorated or reimbursed to the resigning member.

Section 5. Reinstatement

Upon written request signed by a former member and filed with the secretary, the Board of Directors, by the affirmative vote of a majority of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 6. Transfer of Membership

Membership in this corporation is transferable or assignable only by the homeowner to a resident residing on the property within the boundaries designated in red on the map attached hereto and marked "Exhibit A" for a calendar year membership period or until the homeowner may revolt such transfer. This transfer must be in writing signed by both the homeowner and resident and submitted to the Secretary at the earliest opportunity. The homeowner may revolt the transfer at any time by a letter to the association and the transfer will automatically be revolted at the end of calendar year until a new transfer request is received by the association.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meeting

An annual meeting of the members shall be held during the third Thursday in the month of January each year, beginning 7:00 o'clock PM, or such other date and time as designated by the directors, for the purpose of electing directors and/or officers and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of California, such meeting shall be held on the next succeeding business day. If the election of directors and/or officers shall not be held on the day designated herein for any annual meeting, or at any

adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2. Special Meeting

Special meetings of the members may be called by the President, the Board of Directors, or not less than five of the members having voting rights.

Section 3. Place of Meeting

The Board of Directors must designate a place in Marin County, California, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 4. Notice of Meetings

Notice stating the place, day and hour of any meetings of members shall be delivered either personally, by mail or e-mail, to each member entitled to vote at such meeting, at least 10 days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. The notice for annual meetings shall be posted in a public place at least 72 hours prior to the meeting. The notice for special meetings shall also be posted in location freely accessible to members of the public at least 24 hours prior to the meeting. In case of a special meeting or when required by statute or by these By-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. If mailed electronically (e-mail), the notice of a meeting shall be deemed to be delivered when sent. The notice may also be published in a newspaper of local circulation inclusive of the area mapped in "Exhibit A".

Section 5. Informal Action by Members

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed to as allowed herein by a majority of the members entitled to vote.

Section 6. Quorum

The presence of votes representing members holding 10 per cent (10%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, the majority of the members present can not call for a vote but may adjourn the meeting at any time.

Section 7. Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after a year from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting Methods

In any vote of the members entitled to vote, a member may vote in person, by proxy, by mail, by telegram, by e-mail or by any other method approved by the members. In the event of vote by proxy, that proxy must be presented to the Secretary of the meeting prior to any vote based on that proxy. In the event of a vote by mail, said vote must be postmarked at least five (5) days before the date of the meeting at which such vote is to be counted. In the event of vote by e-mail, said vote must be received no later than twenty-four (24) hours prior to the time of the meeting at which such vote is to be counted.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the corporation shall be managed by its Board of Directors. Directors must be members of the association.

Section 2. Number, Tenure, Duties, and Qualifications

The number of directors shall be at least three (3), but no more than eight (8). At least one director shall be elected or appointed from each of the separate geographical areas outlined on the map attached hereto as "Exhibit B" or directors shall be elected at large from the membership. The aim is that directors are elected or appointed from different geographical areas to the maximum extent possible. Each director shall be elected or appointed and hold office as hereinafter provided, until his successor shall have been elected or appointed.

The offices of directors of this association shall be designated Director 1 through Director 8.

The term of office of all directors, whether elected or appointed, shall be one (1) year, and shall commence as of the day of the Annual Meeting and shall expire on the day of the following Annual Meeting, or such other time until replacement directors are elected or appointed.

Any vacancy occurring in the Board of Directors and any directorship ("vacancy" being defined as there being less directors than the highest number of authorized directors) to be filled by reason of an increase in the number of authorized directors shall be filled by the Board of Directors. A director appointed by the Board or elected by the membership to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

The duties of the directors are:

1. To attend regular and special meetings of the Board of Directors.
2. To keep informed of the community issues affecting association members within in that director's geographical location, and inform said members.
3. To communicate the concerns of the association members to the Board of Directors and Officers of the association.
4. To assist members of the association in participating in community issues affecting the association.

Section 3. Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than this By-law, immediately after, and at the same place as, the annual meeting of the members. The Board of Directors may provide by resolution the time and place, within the County of Marin, California, as the place for holding any special meeting of the board called by them.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President of any two directors. The person or persons authorized to call special meetings of the board may fix any place, within the County of Marin, California, as the place for holding any special meeting of the board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally, by mail or e-mail, or such other method approved by the Board of Directors, to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, whether by post card or sealed envelope so addressed, with postage thereon prepaid. If mailed electronically (e-mail), the notice of a meeting shall be deemed to be delivered when sent. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of any meeting, except where a director attends a meeting

for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or is not specific in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-laws.

Section 6. Quorum

The presence of votes representing a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors entitled to vote are present at said meeting, the majority of the directors present can not call for a vote but may adjourn the meeting at any time.

In any vote of the directors entitled to vote, a director may vote in person, by proxy, by mail, by e-mail or by any other method approved by the Board of Directors. In the event of vote by proxy, that proxy must be presented to the Secretary of the meeting prior to any vote based on that proxy. In the event of a vote by mail, said vote must be postmarked at least five (5) days before the date of the meeting at which such vote is to be counted. In the event of vote by e-mail, said vote must be received no later than twenty-four (24) hours prior to the time of the meeting at which such vote is to be counted.

Section 7. Manner of Action

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-laws. As used in these By-laws, the term "present" shall mean physically present, present by any method adopted by the Board of Directors.

Section 8. Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director appointed by the Board of Directors or elected by the membership to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section 9. Compensation

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE V

OFFICERS

Section 1. Officers

The officers of the corporation shall be a president, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may act as, elect or appoint such officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. No person shall hold more than one office; however, two people may share an office if practicable.

Section 2. Election and Term of Office

The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified for membership.

Section 3. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President

The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the members and of the Board of Directors. The president may sign, with the secretary or any other proper officers of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the

corporation; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President

In the absence of the president or in the event of his inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order of their election), or such one or more other persons appointed in writing by the president to chair shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors. If there are two people serving the office of president, then the vice president position may not be required.

Section 7. Treasurer

If required by the Board of Directors, the treasurer shall, at the cost of the corporation, provide a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these By-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 8. Secretary

The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or any required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-laws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries

If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general,

shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Directors.

ARTICLE VI

COMMITTEES

Section 1. Designate Committees

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, to the extent provided in said resolution, which committees shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or them by the law.

Section 2. Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed by a majority vote of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such appointment, members of each such committee shall be members of the corporation and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office

Each member of a committee shall continue as such until the committee is terminated, their successor is appointed, or such member does not qualify as a member thereof. The aim is that a committee member shall serve no longer than one year concurrently on the same committee.

Section 4. Chairman

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules

Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts

The Board of Directors may authorize any officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument, commensurate with the purposes of the corporation, in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, & Payments

All checks, drafts, or order for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments over \$50.00 shall be approved for payment by the president or vice president acting for the president and signed by a treasurer or assistant treasurer of the corporation. For such instruments of \$50.00 or less only the signature of the treasurer or assistant treasurer is required.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII

CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership

The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board. Such certificates shall be signed by the secretary or any officer of the corporation and shall be sealed with the seal of the corporation. The name and address of each member and the date of issuance of the certificate shall be entered in the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates

When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his/her name and delivered to him/her by the secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article VIII.

ARTICLE IX

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by a member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X

FISCAL YEAR

The fiscal year for the corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XI

DUES

Section 1. Annual Dues

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members. The Board of Directors may suspend the obligation to pay annual dues for members who suffer financial hardship and dues renewal for members who were members in the previous year.

The Board of Directors may, from time to time, with prior approval of a majority of the members, levy assessments against and payable by each member for all reasonable purposes.

Section 2. Payment of Dues

Dues payment shall include the both initiation fee and annual dues set by the Board of Directors. Dues shall be payable in advance of the first day of February in each fiscal year, and shall be delinquent 30 days after dues requests are delivered, mailed or emailed to renewing members and prospective members.

Section 3. Default and Termination of Membership

When any member of any class shall be in default in dues payment for a period of three (3) months from the beginning of the fiscal year for which such dues became payable, his/her membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these By-laws.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Non-Profit Corporation Law of the State of California or under the provisions of the Articles of Incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

AMENDMENTS TO BY-LAWS

These By-laws may be altered, amended or repealed and new By-laws may be adopted by a majority of the directors present at any regular meeting or at any special

meeting, if at least thirty (30) days notice by email or mail is given to all members of the intention to alter, amend or repeal or to adopt new By-laws at such meeting.

ARTICLE XIV

CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors or any committee thereof under these by-laws, the Articles of Incorporation, or the Corporation Code of the State of California may be taken without a meeting, if all members of the board or committee shall individually or collectively consent in writing to such action. Such written consent or comments shall be filed with the minutes of the proceedings of the board or committee.

Date: January 18, 2007

Board of Directors

Kevin S. Brady, Jr.
Co-President

Michael A. Brown
Co-President

John W. Lee
Treasurer

Donald K. Rumba
Secretary