



BREA GLENBROOK CLUB

BY-LAWS

INDEX

ARTICLE NUMBER	CONTENT	PAGE NO.
I	Name and Location	3
II	Definitions	3
III	Meetings of Members	4
IV	Board of Directors: Selection: Term of Office	5
V	Nomination and Election of Directors	6
VI	Meeting of Directors	6
VII	Powers and Duties of the Board of Directors	7
VIII	Officers and Their Duties	9
IX	Assessments	10
X	Books and Records	11
XI	Corporate Seal	11
XII	Amendments	11
XIII	Committees	11
XIV	Miscellaneous	11

Amendments to the By-Laws: August 3, 1972
July 21, 1973
August 21, 1975

BY-LAWS
OF
BREA GLENBROOK CLUB

ARTICLE I
NAME AND LOCATION

The name of the corporation is Brea Glenbrook Club, hereinafter referred to as the "Association". The principal office of the corporation shall be located in the County of Orange, State of California, but meetings of the members and directors may be held at such places within the State of California, County of Orange, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to Brea Glenbrook Club, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the members of the Association.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title of any Lot which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Strathaven Estates, a California corporation, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions, as amended, applicable to the properties recorded in the Office of the County Recorder of Orange County, State of California.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 9. "Annual Assessment Period" shall mean and refer to the twelve month period that begins on the first day of July and ends on the 30th day of June of the following year.

Amended: July, 1973

ARTICLE III
MEETINGS OF MEMBERS

Section 1. Annual Meetings. All annual meetings of the members shall be held on the fourth (4th) Thursday of July of each year, at the hour of 8:00 p.m. If the day for the annual meeting of the members is a legal holiday the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by the direction of the secretary or person authorized to call the meeting, or by mailing a copy of such notice, postage prepaid, not less than thirty (30), nor more than sixty (60) 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, the purpose of the meeting in specific terms.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or proxies entitled to cast, fifty percent (50%) of the voting power shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members present, either on person or by proxy, shall have the power to adjourn the meeting to a time not less than forty-eight (48) hours nor more than forty-five (45) days from the time the original meeting was called, at which meeting the quorum requirement shall be twenty-five percent (25%).

Section 5. 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. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Amended: August, 1972
July, 1973

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. The affairs of this Association shall be managed by a Board of nine (9) directors, who need not be a member of the Association.

Section 2. Election. At the first annual meeting following the adoption hereof, the members shall elect three (3) directors for a term of one (1) year, three (3) directors for a term of two (2) years, and three (3) directors for a term of three years; and at each annual meeting thereafter the members shall elect three (3) directors for a term of three (3) years.

Section 3. Term of Office. A director shall take office fourteen (14) days after being elected. All directors, unless removed, shall hold office until their respective successors are elected.

Section 4. Removal. Any director may be removed at any meeting of the members. In a vote for the removal of more than one (1) director, members shall not be entitled to cumulate their votes. In the event of death, resignation, or removal of a director, his successor may be selected by the remaining members of the Board and shall serve until the next annual meeting at which time the membership shall elect a successor to fill the unexpired term. In the event three or more positions shall become vacant concurrently, the remaining Board members shall call a special meeting at once, to fill the unexpired terms.

Section 5. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 6. Action Taken Without a Meeting. The directors shall have the right to take action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Amended: August, 1972
August, 1975

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two(2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointed shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but no less than the number of the vacancies that are to be filled. Such nomination may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Every member entitled to vote at any election for directors shall have the right to accumulate his votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which his shares are entitled, or to distribute his votes on the same principle among as many candidates as he shall think fit. The persons receiving the largest number of votes up to the number of directors to be elected shall be elected.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place within the State of California, County of Orange, and hour as may be fixed from time to time by resolution of the Board. Should said meetings fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors 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 VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and the right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any 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;
- (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, the Articles of Incorporation, 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 a manager, an independent contractor, or such other employees as they may deem necessary and to prescribe their duties;
- (f) contract and pay premiums for fire, casualty, liability, and other insurance on Association owned property, including indemnity and other bonds;
- (g) contract and pay for maintenance, gardening, utilities, materials and supplies and services relating to the common property and /or facility, and to employ personnel reasonably necessary for the operation of the property including lawyers and accountants where appropriate;
- (h) pay taxes and special assessments which are or would become a lien on the project or common area;
- (I) where appropriate, to pay for reconstruction of any portion or portions of the project damaged or destroyed which are to be rebuilt;
- (j) delegate its powers; and
- (k) enter into any lot or unit when necessary in connection with maintenance or reconstruction for which the management body is responsible.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and cause an annual independent audit of the account or accounts of the management body and to cause a copy of such report to be available to each member within thirty (30) days of completion;

(b) supervise all officers, agents and employees of this Association, and to 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 thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same;

(d) issue, or to 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. If a certificate states an assessment has been paid, such certificates shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained;

(h) cause a notice of assessment to be recorded pursuant to the Declaration;

(i) convene a special meeting of the Board within fourteen (14) days after an annual meeting for the purpose of approving the election of new Board members; and

(j) designate signatories for checks at the first meeting of the Board following an annual meeting.

Amended: August, 1972

 August, 1975

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President, and a Vice President, who shall at times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of Officers shall take place at the first regular meeting of the new Board of Directors.

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

Section 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.

Section 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.

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

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The President 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 promissory notes.

Vice President

(b) The Vice President shall act in the place and stead of the President in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep together with their addressees and shall perform such other duties as requires by the Board.

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such fun funds as directed by resolution of the Board of Directors; shall sign all promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and make available a copy of each to the members.

ARTICLE IX

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of seven percent (7%) per annum, and the Association may bring an action at law against the owner personally obligated to the same or foreclose the lien against the property, and interest, costs, and reasonable attorneys' fees of any such action or otherwise escape liability for the assessment provided for herein by non-use of the Common Area or abandonment of his Lot.

Amended: August, 1975

ARTICLE X
BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words:

Brea Glenbrook Club

ARTICLE XII
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by the vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIII
COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.

ARTICLE XIV
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of July and end on the 30th day of June of the following calendar year, except that at the time of this change the fiscal year shall be for only six (6) months beginning January 1st.

Amended: July, 1973

AMENDMENTS TO THE BY-LAWS
OF THE BREA GLENBROOK CLUB

August 3, 1972

(1) Article III: MEETINGS OF MEMBERS

Section 2. Special Meetings: Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth of all votes.

(2) Article IV. BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 3. Removal. (last sentence only:) In the event of death, resignation, or removal of a director, his successor may be selected by the remaining members of the Board and shall serve until the next annual meeting at which time the membership shall elect a successor to fill the unexpired term. In the event three or more positions shall become vacant concurrently, the remaining Board members shall call a special meeting at once, to fill the unexpired terms.

(3) Article VII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 2. Duties. (c).... (4) vacate said lien for the purpose of entering (into) litigation in SMALL CLAIMS COURT to obtain payment of such overdue assessments.

AMENDMENTS TO THE BY-LAWS
OF THE BREA GLENBROOK CLUB
July 21, 1973

(1) Article II: DEFINITIONS

Section 9. "Annual Assessment Period" shall mean and refer to the twelve month period that begins on the first day of July and ends on the 30th day on June of the following calendar year.

(2) Article III: MEETINGS OF MEMBERS

Section 1. Annual Meetings. All annual meetings of the members shall be held on the fourth (4) Thursday of July of each year, at the hour of 8:00 p.m. If the day for the annual meeting is a legal holiday the meeting will be held at the same hour on the first day following which is not a legal holiday.

(3) Article XIV: MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of July and end on the 30th day of June of the following calendar year, except that at the time of this change the fiscal year shall be for only six (6) months beginning January 1st. *

*Subject to the approval of the Internal Revenue Service.

AMENDMENTS TO THE BY-LAWS
OF THE BREA GLENBROOK CLUB
August 21, 1975

- (1) Article IV. BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE
Section 3. Term of Office. A Director shall take office fourteen (14) days after being elected. All Directors, unless removed, shall hold office until their respective successors are elected.
Section 4. Removal. Delete: All directors...elected. Delete: that is...one director.
(Section 4 was Section 3)
Change Section 4 to 5 and 5 to 6
- (2) Article VII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS
Section 2. Duties. Delete # 4.
Add (i): Convene a special meeting of the Board within fourteen (14) days after an annual meeting for the purpose of approving the election of new Board members.
Add (j): Designate signatories for checks at the first meeting of the Board following an annual meeting.
- (3) Article VIII. OFFICERS AND THEIR DUTIES.
Section 2. Election of Officers. The election of officers shall take place at the first regular meeting of the new Board of Directors.
Section 8. Duties. (a) President. Omit the word 'check'. (d) Treasurer. Omit the words 'check and' and 'deliver'.
- (4) Article XII AMENDMENTS
Delete: except....memberships.

BREA GLENBROOK CLUB
A California Nonprofit Mutual Benefit Corporation

ADDENDUM A

Proposed Amendment to Article VII, Section 1(a), of the Bylaws

*Double underscores indicate proposed new language;
language that is lined-through indicates proposed deletions.*

Amend Article VII, entitled "Powers and Duties of the Board of Directors," Section 1, subsection (a), as follows:

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

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction ~~thereof~~ of the rules and regulations and all other governing documents of the Association, including but not limited to the Articles of Incorporation, Bylaws, and Declaration of Covenants, Conditions and Restrictions;

CERTIFICATE OF SECRETARY


I, the undersigned, do hereby certify:

1. I am the duly elected and acting Secretary of Brea Glenbrook Club, a California nonprofit mutual benefit corporation; and

2. The foregoing Bylaw amendment constitutes the original Bylaw Amendment of said corporation as duly adopted by at least a majority of a quorum of the Association's Members, pursuant to Article XII, Section 1, of the Bylaws, by Secret Ballot on October 9, 2007.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 11th day of March, 2008.

BREA GLENBROOK CLUB
A California Nonprofit Mutual Benefit
Corporation

By 
Type/Print Name Jaye M. Sousoures
Its Secretary

AMENDMENT TO BYLAWS OF
BREA GLENBROOK CLUB
A California Nonprofit Mutual Benefit Corporation

Pursuant to the vote of the Members of the Brea Glenbrook Club, a California nonprofit mutual benefit corporation, the following amendment to Article VII of the Association's Bylaws is hereby adopted, and reads in full as follows:

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

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction of the rules and regulations and all other governing documents of the Association, including but not limited to the Articles of Incorporation, Bylaws, and Declaration of Covenants, Conditions and Restrictions;