

The Maple Hills Maintenance Company Trustees are proposing some changes to the bylaws. We have three categories of changes we feel will help the community to engage easier when it comes to the annual meeting.

The first area (HK) are housekeeping changes as our bylaws have gender specific titles and we felt it was time to bring our bylaws into current terms and remove the gender specific titles in some of the trustee positions. We aren't in 1960's anymore.

The second area (EV) is adding language to the bylaws to allow for electronic voting capability. Our current bylaws do not allow for electronic voting. This will allow community members to participate in the meeting remote if they choose.

The third area (TD) is defining the titles of the other trustees on the board. We've had these positions on the Board for awhile and it's time to list them in the bylaws.

Please take a look at the following pages for the exact changes we are proposing to the community to vote on. If you have questions, contact the board and we'd be happy to answer any questions you have.

HK

Purpose: When the bylaws were originally created many of the positions were gender specific and we feel it's appropriate to remove the gender specific verbiage and make the verbiage neutral.

ARTICLE I

Purposes

SECTION 2. The corporation shall have power to levy and collect assessments against its members and against the tracts owned or purchased by them for the purposes in its Articles of Incorporation and By-Laws set forth, and to sell or forfeit their interest in the corporation for default with respect to any lawful provisions of said Articles of Incorporation and By-laws and upon forfeiture of any such property by law and in the By-laws provided may transfer the membership of such defaulting member.

ARTICLE II

Membership

SECTION 1. The membership of the corporation shall consist of and be limited to the owners or purchasers of tracts in the area described in Article II of the Articles of Incorporation, who shall have one membership regardless of the number of tracts, so owned or purchased, and the interest of each member shall ~~be~~ equal to that of any other member, and no member can acquire any interest which shall entitle him to any greater voice, vote or authority in the corporation than any other member. A purchaser under a contract of purchase shall be deemed to be an owner for membership purposes. If any tract or tracts are held by two or more persons, the several owners of such interest shall be entitled collectively to cast one vote.

SECTION 3. Membership and certificates of membership evidencing the same shall be inseparably appurtenant to tracts owned by the members, and upon transfer of ownership, or contract of sale, of any such tracts, membership or certificates of membership shall ipso facto be deemed to be transferred to the contract purchaser. No membership or certificate of membership may be transferred, assigned, or in any manner conveyed, other than in the manner herein before set forth. In the event of the death of a member, the membership and certificate of membership of such member shall be and become the property of the personal representative of such deceased member upon ~~his~~their appointment and qualification as such in a judicial proceeding and such personal representative shall have all of the rights, privileges and liabilities of the deceased member until title shall be transferred or contracted to be transferred.

SECTION 4. No membership shall be forfeited nor member ~~be~~ expelled except upon foreclosure for non-payment of assessments, and no member may withdraw except upon transfer of title, to the real property to which ~~his~~their membership is appurtenant, as elsewhere herein provided. No compensation shall be paid by the corporation upon any transfer of membership and no member whose membership is transferred shall be entitled to share or participate in any of the property or assets of the corporation.

SECTION 5. In the event that any member of this corporation, ~~his~~their family or guest shall violate the Articles of Incorporation or By-Laws of this corporation, or the rules and regulations established by the Board of Trustees, such member may be prohibited from using the facilities, voting, and enjoying the benefits of this corporation for such a period as the President or Board of Trustees shall direct.

ARTICLE III

Dissolutions

In the event of the dissolution of the corporation each person who is then a member shall receive ~~his~~their pro rate proportion of the property and assets after all of its debts have been paid.

ARTICLE IV

Trustees and Officers

SECTION 3. Each trustee shall be an incorporator or a member who shall not have lost ~~his~~their right to vote by reason of having disposed of land to which ~~his~~their membership is appurtenant

SECTION 4. In the event a trustee ceases to be the owner of the land to which ~~his~~their membership is appurtenant or of a contract for the purchase thereof, ~~he~~they shall thereby cease to be a trustee and ~~his~~their office shall become vacant upon written notification without action other than to spread such fact upon the minutes of the Board of Trustees.

SECTION ~~6~~5. A member may exercise ~~his~~their right to vote by proxy.

ARTICLE VI

Powers and Duties of Trustees

SECTION 4. To issue certificates of membership only to the owners or purchasers of tracts hereinbefore described, subject to such conditions or terms as proved in the, Articles of Incorporation and the By-Laws, ~~set~~set forth.

ARTICLE VII

Duties of Officers

SECTION 1. President. The President shall preside at all meetings of the trustees and members; ~~he~~the President shall sign as President all certificates of membership and all contracts or other instruments in writing authorized by the Board of Trustees; ~~he~~the President shall call special meetings of the trustees or of the members whenever ~~he~~the President deems it necessary; he shall have and exercise under the direction of the Board of Trustees the general supervision of the affairs of the corporation; ~~he~~the President shall be responsible for the enforcing of the Articles of Incorporation and By-Laws and any rules and regulations established by the Board of Trustees and levying such penalties as ~~he~~the President deems necessary as provided for in Section 5, Article 2, hereof.

SECTION 2. Vice-President. The Vice-president shall preside at all meetings in the absence of the president, and in case of the absence or disability of the president shall perform all other duties of the president which are incidental to ~~his~~-~~their~~ office.

SECTION 3. Secretary. The Secretary shall issue all notices and shall attend and keep the minutes of all meetings; ~~he~~-~~the~~ ~~Secretary~~ shall have charge of all corporate books, records and papers; ~~he~~-~~the~~ ~~Secretary~~ shall be custodian of the corporate seal, shall attest ~~his~~-~~their~~ signature and impress with the corporate seal all written contracts of the corporation, and shall perform all such other duties as are incidental to ~~his~~-~~their~~ office.

SECTION 4. Treasurer. The Treasurer shall keep safely all moneys and securities of the corporation and disburse the same under the direction of the Board of Trustees. ~~He~~-~~The~~ ~~Treasurer~~ shall cause to be under the direction of the Board of Trustees. ~~He~~-~~The~~ ~~Treasurer~~ shall cause to be deposited all funds of the corporation in a bank selected by the trustees. At each annual meeting of the members, and at any time directed by the trustees, ~~he~~-~~the~~ ~~Secretary~~ shall issue and present a full statement showing in detail the condition of the affairs of the corporation.

SECTION 5. The executive secretary and/or assistant secretary and/or assistant treasurer, if appointed by the Board of Trustees, shall perform such duties as may be designated by it.

SECTION ~~11-6~~. Any officer, other than the president, may Occupy two offices concurrently if the Board of Trustees so directs.

ARTICLE IX

Assessments

SECTION 2. From time to time, as and when my assessments in this Articles IX are levied, each member with respect to the land or interest therein to which ~~his~~-~~their~~ membership is appurtenant, shall pay the amount of such assessment against the same to the corporation, at its office, within thirty days after the mailing of the notice of such assessment to the members. The assessment shall bear interest from due date at the rate of the higher of eighteen percent per annum or four percentage points above the equivalent coupon issue yield (as published by the Federal Reserve Bank of San Francisco) of the average bill rate for twenty-six week treasury bills as determined at the first bill market auction, conducted during the preceding calendar month. The amount of such assessment and interest thereon, together with all expenses, attorneys fees and costs reasonably incurred in enforcing the same, shall be paid by the members and shall be a lien upon said land and the membership appurtenant thereto, superior to any and all other liens (except as in Section 3 of this Article otherwise provided, created or permitted by the owners of such land and enforceable le by foreclosure proceedings in the manner provided by law for foreclosure of any said liens in this Article IX provided shall be commenced except upon the expiration of four months from and after the date of mailing said notice of assessment in this is section described.”

EV

Purpose: We currently do not have the ability to do elections via electronic voting. This will allow community members to attend the annual meeting remotely if they choose or continue to attend the meeting in person if they choose. The board will be able to utilize an electronic voting platform of their choosing to accomplish electronic voting for our trustee elections. Many other organizations operate their annual or shareholder meetings this way.

ARTICLE V

Meetings

SECTION 1. Annual meetings of the members of the corporation shall be held at the principal place of business of the corporation or at such other place as the board of Trustees may elect. The annual meeting shall be held in June of each year at a time and date to be set by the Board. If, federal, state, or local law, policy, or regulation prohibits physical gathering sufficient to conduct the annual meeting of the Maple Hills Maintenance Company and is unable to meet in person, members may participate in meeting through conference equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting.

SECTION 5. MAIL/ELECTRONIC VOTE – If unable to hold an in-person meeting, voting on any action which may be taken at any annual, regular or special meeting of the Maple Hills Maintenance Company, may be taken by (1) first class mail, postage prepaid, (2) email, with a ballot distributed to every member entitled to vote on the matter, or (3) other electronic transmissions. The ballot shall set forth the name of each candidate or proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the period specified in Section 5.2) within which to return the ballot to the designated board member who is not up for election at a designated address, location or electronic system. Action by ballot shall be valid only when the number of votes cast in favor of the proposed action with the time period specified constitutes a majority of the votes entitled to be cast.

TD

Purpose: We have had these positions on the board and feel it's time to include them in the bylaws.

ARTICLE VII

Duties of Officers

SECTION 6. Park Trustee. The Park Trustee shall be responsible for coordinating any maintenance or operation task with the Park Manager.

SECTION 7. Pool Trustee. The Pool Trustee shall be responsible for coordinating any maintenance or operation tasks with the Pool Manager.

SECTION 8. Clubhouse Trustee. The Clubhouse Trustee shall be responsible for coordinating any maintenance or operations tasks with the Clubhouse Manager.

SECTION 9. Communication Trustee. The Communication Trustee shall be responsible for coordinating and distributing any correspondence on behalf of the Board of Trustees.

Section 10. Events Trustee. The Events Trustee shall be responsible for planning and coordinating any community events the Board of Trustees deem appropriate.