

BURLINGAME HILLS IMPROVEMENT ASSOCIATION, INC.

CONSTITUTION

DECLARATION OF POLICY

To promote and foster the interests and welfare of the property owners of the sub-division known as Burlingame Hills unincorporated area, San Mateo County, California, and to preserve and protect their rights, as well as to safeguard the rural character and natural contours of that area.

ARTICLE I

The name to be "Burlingame Hills Improvement Association, Inc."

ARTICLE II

The words and terms below, wherever used in the procedure shall have the following meanings:

"Association" - Burlingame Hills Improvement Association, Inc.

"Member" - Any person who has fully complied with the provisions as provided in the Constitution and Bylaws of the Association.

ARTICLE III

Any adult resident homeowner or adult resident family member of a homeowner of Burlingame Hills unincorporated area may become a regular member of the Association upon conforming to the terms and conditions prescribed in its Constitution and Bylaws.

ARTICLE IV

Any non-resident owning real property in Burlingame Hills unincorporated area, tenant or other interested individual may become an associate member of the Association, if approved by the Board of Directors.

ARTICLE V

The principal business address of the Association shall be residence of the President of the Association.

ARTICLE VI

The withdrawal or expulsion of membership shall be accomplished in accordance with the Bylaws of the Association.

ARTICLE VII

The reinstatement of a member or group of members may be accomplished in accordance with the Bylaws of the Association.

ARTICLE VIII

The Association shall be liable for articles received and used by its agents in its business and for the protection of property entrusted to its care.

ARTICLE IX

The voting power of each regular member shall be equal. Associate members have no voting power.

ARTICLE X

The officers of the Association shall consist of a President, Vice President, Secretary, Treasurer, and a Board of Directors consisting of eleven regular members, including the officers. The President shall be Chairman of the Board of Directors. Only one member of a household may serve as an officer or director of the Association at any one time.

BYLAWS

I

MEMBERSHIP

Section 1. Any homeowner or adult resident family member of a homeowner in Burlingame Hills unincorporated area, San Mateo County, California, who has reached the age of twenty-one upon payment of the prescribed membership fee shall be accepted as a regular member of the Association.

Section 2. Any upon payment of the prescribed membership fee may be accepted as an associate member of the Association if approved by the Board of Directors.

II

TERMINATION OF MEMBERSHIP

Section 1. Any member of the Association may voluntarily withdraw therefrom upon transfer to the Association any interests the member may hold therein.

Section 2. Any member delinquent in dues shall cease to be a member until such time that dues are paid.

Section 3. Any member or group of members found guilty of a violation of its established rules or clearly violating the fundamental objectives of the Association, and which, if proceeded in and allowed, would thwart those objectives or bring the Association into disrepute, shall be subject, to expulsion from the Association, subject to action by the Board of Directors as defined below.

III

PROCEDURE FOR EXPULSION

Section 1. Notice of the charges and an opportunity to be heard shall be granted to the member or members accused of violations, as set forth in Article 11, Section 3 of the Bylaws. Proof of the offenses shall-be required. The Board of Directors shall convene as a tribunal for this purpose. Upon hearing the evidence on the case, the tribunal shall vote upon their findings. A majority vote shall govern their decision.

IV

REINSTATEMENT

Section 1. Any member whose membership in the Association has been terminated for non-payment of dues may be re-instated upon payment of the delinquent dues.

V

MEMBERSHIP FEES

Section 1. The membership fee (dues) per household per calendar year shall be payable in advance of the call to order at the Annual Meeting. The membership fee shall be determined by the Board of Directors and presented to all members no fewer than two weeks prior to the Annual Meeting. Any increase of more than 20% in the basic regular dues amount must receive approval from a majority of a quorum of members.

Section 2. Dues period shall start at the call to order at the Annual Meeting and continue until the call to order at the next Annual Meeting. Dues shall be delinquent on April 1st.

VI

MEETINGS

Section 1. The regular meetings of the Association shall be held at a location, date, and time agreed upon by the Board of Directors.

There will be at least one meeting per year, including the Annual Meeting, to be held in November or December.

Section 2. The president, when s/he deems it necessary, may call a special meeting of the Board of Directors or the full membership. The President shall call a special meeting of the full membership when petitioned in writing by twenty-five percent of the regular members.

Section 3. A quorum shall consist of 10% of the regular members of the Association which shall be required for action upon any matter requiring the vote of the regular membership. Such quorum shall be comprised of both votes submitted by written ballot before a meeting and ballots completed at a meeting. Routine action necessary to conduct the business of the Association, such as approval of minutes, payment of bills, etc. may be carried on without a quorum.

Section 4. Announcement of the Annual Meeting shall be sent to all households in Burlingame Hills at least two weeks prior to the meeting. Such announcement shall include a ballot for all actions requiring a vote, and regular members may return the ballot by mail or submit their ballot at the Annual Meeting.

Section 5. Parliamentary procedure for the orderly conduct of the meetings shall be governed by Robert's Rules of Order.

VII

ELECTION

Section 1. A nominating committee shall be appointed by the President consisting of three members who are not current officers or directors of the Association nor members of the same family as current officers or directors. No two members of the nominating committee shall belong to the same family. The duties of the nominating committee shall be to submit a list of qualified candidates, selected to maintain maximum representation, for officers and Board of Directors for election by the membership of the Association. This list of candidates shall be distributed to the membership at least two weeks in advance of the election. Additional nominations may be made by regular members from the floor.

Section 2. The term of office for all officers and directors of the Association shall be for two years. New terms shall commence at the adjournment of the Annual Meeting. The President, Treasurer and four directors shall be elected ~~and~~ begin their term of office in odd numbered years. The Vice-president, Secretary and three directors shall be elected and begin their term in office in even numbered years.

The Board of Directors shall appoint a regular member to fill the unexpired term of any vacancy on the Board.

VIII

OFFICERS AND DIRECTORS

Section 1. The principles applicable to the question of agency shall govern the activities of the Association's officers.

Section 2. An officer holds his position at the pleasure of the Association and may be removed therefrom by a majority of the regular members in good standing.

Section 3. It shall be the duty of the President to preside at all meetings of the Association and meetings of the Board of Directors; preserve order, enforce compliance with the Constitution and Bylaws. The President shall cast the deciding vote in the event of a tie vote at Association meetings. The President shall appoint all committees and shall be an ex-officio member of all said committees and shall be

notified of all committee meetings by the committee chairman. The President shall make a report at the Annual Meeting on the Association's activities during his term of office and recommend a program for the future welfare of the Association. The President shall be a non-voting ex-officio member of the Board of Directors for two years following the expiration of his term of office, unless elected as an officer or director of the Association.

Section 4. It shall be the duty of the Vice-president to perform the duties of the President in the absence of that officer.

Section 5. It shall be the duty of the Secretary to keep a true and accurate record of all business transacted by the Association and, as directed by the president, to conduct correspondence for the Association and to notify members of all meetings. It shall also be the duty of the Secretary to maintain a list of all standing and special committees for reference by the President at all regular meetings. It shall also be the duty of the Secretary to call the meeting to order, in the absence of the President and Vice-President, and to preside pending the election of a President pro tem.

Section 6. It shall be the duty of the Treasurer to receive and issue receipts for all fees, dues, or other money owing to the Association, and to disburse funds for the Association on the signature of either the President, Vice-President or Treasurer.

Expenditures in excess of 500 dollars from dues revenue shall be approved by the Board of Directors in advance. The Treasurer is to keep an account of all receipts and disbursements in a record book belonging to the Association. It shall also be the duty of the Treasurer to provide the President with the names of members not in good standing because of non-payment of dues.

Section 7. It shall be the duty of the Board of Directors to convene at the request of the President, at the time and place designated by him/her. At such time they shall discuss any matters bearing upon the welfare of the Association and determine whether the matter under discussion shall be presented to the full membership for further discussion and action.

Section 8. The Board of Directors of the Association may at any time take action on the following items, but not limited to these items, without a vote of the membership at large,

1. Make binding commitments and protests to the San Mateo County officials regarding proposed zoning changes, variances and permits for the use of the land. No recommendation shall be made for reducing existing restrictions or land use.
2. Request studies, reports and discussions from County or other elected officials regarding any subject pertaining to the area.

3. Request maintenance of any existing public facilities in the area to restore such facilities in the area to their original condition.
4. Make surveys, take polls and conduct like business.
5. Make any recommendations to Burlingame Hills homeowners, except those recommendations prohibited by Article VIII, Section 9.

Section 9. The Board of Directors, or any other Committee or group connected with the Association, shall not take any action on the following without vote of the membership at large:

Make any recommendations requiring changing the existing ordinances regarding zoning, incorporation, annexation, taxes, improvement districts or service districts.

The Board of Directors shall be responsible for notifying any resident, homeowner or group of resident homeowners, and may notify any other property owner, of any contemplated action concerning their interest prior to action taken by the Association or Board of Directors.

IX

VOTING

Section 1. The voting power of each regular member shall be equal. However voting rights shall be limited to one vote per household which may be cast by any one of the homeowners of the households. Reference herein to voting by regular members shall be governed by this Section.

For a homeowner to be eligible to vote by ballot or at any meeting, his or her dues must be paid in full.

X

AMENDMENTS

Section 1. The Constitution and Bylaws of the Association may be amended by the vote of a majority of a quorum of the regular members in good standing. Notice of amendment and ballot shall be mailed distributed to all regular members at least 14 days prior to calling for vote on the amendment.

XI

TERMINATION OF THE ASSOCIATION

Section 1. Dissolution of the Association may be attained by a two-thirds vote of the regular members in good standing. The mere withdrawal of a group of members will not be sufficient cause for dissolution of the Association.

XII

EFFECT

Section 1. As long as the Association continues in existence and with the purpose for which it was organized unfulfilled, its funds are impressed with a quasi trust terminated only upon a two-thirds vote of the members. If or when, the Association is dissolved the funds or other properties held by the Association becomes subject to division among the regular members in proportion to the amount contributed by each, provided the rights of third parties have not intervened.