

President or by the Board of Directors. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine.

8.8 Secretary. The Secretary shall keep or cause to be kept, in one or more books provided for that purpose, the minutes of the meetings of the Members and of the Board and committees of the Board, with the time and place of holding, whether regular or special (and if special, how authorized), the notice thereof given, the names of those present at Board and committee meetings, the number of members present or represented at Members' meetings, and the proceedings thereof; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Association's records; 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 as from time to time may be assigned to him by the President or by the Board.

8.9 Assistant Vice Presidents, 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 premiums of such bonds shall be paid by the Association. 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 of the Board of Directors.

ARTICLE IX

Committees

The Board shall appoint an Architectural Control Committee at the times and in the manner provided for in the Declaration and a Nominating Committee, as provided for in these Bylaws. The Board shall also have the power to appoint an Executive Committee, as provided for in these Bylaws. In addition, the Board shall appoint other committees as deemed appropriate in carrying out the purposes of the Association. Except as otherwise specifically provided in the Restrictions, committee members shall serve at the pleasure of the Board.

ARTICLE X

Disciplining Members for Breaches of Restrictions

There shall be no violation of the Restrictions, as defined in the Declaration. If any Owner, his family, servants, guests, licensee, lessee, or invitee violates the Restrictions, or any of

them, in addition to recovery of fines and penalties identified in the Declaration, the Board may impose a charge upon such Owner as set forth in a schedule of monetary penalties to be adopted and distributed to the Members in accordance with Civil Code Section 1363 for each violation and/or may suspend the right of such Owner to vote his membership in the Association, under such circumstances as the Board may specify, for a period of not to exceed thirty (30) days for each such violation; provided, however, that before invoking any such additional charge and/or suspension the Board shall give the Owner fifteen (15) days' prior written notice of the charge and/or suspension of voting rights and the reasons therefor, and shall provide an opportunity for the Member to be heard before the Board, in person, in writing, or by Counsel, at the Owners' expense, not less than five (5) days before the effective date of the charge and/or suspension. Any notice hereunder which is given by mail must be sent by first class or registered mail to the Owner at his most recent address as shown on the records of the Association. The Board of Directors must distribute to each Member, by personal delivery or first-class mail, a schedule of the monetary penalties that may be assessed for each violation of the Restrictions. The Board of Directors must distribute additional schedules if the schedule of monetary penalties is modified.

ARTICLE XI

Indemnification

11.1 Definitions. For the purposes of this Article XI, "agent" means any person who is or was a Director, officer, employee, or other agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor of the Association or of another enterprise at the request of such predecessor; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 11.4 or 11.5(c) of this Article XI.

11.2 Indemnification in Actions by Third Parties. The Association shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Association to procure a judgment in its favor) by reason of the fact that such person is or was an agent of the Association, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Association and, in the case of a criminal proceeding, had no reasonable cause to believe