

DRAFT – 1.14.26

2026 BYLAWS OF
ARROWHEAD WOODS ARCHITECTURAL COMMITTEE, INC.
A California Nonprofit Public Benefit Corporation

ARTICLE I
Name of Corporation

The name of this corporation is ARROWHEAD WOODS ARCHITECTURAL COMMITTEE, INC. The Committee holds a DBA as AWAC and shall be referred to as such throughout these Bylaws.

ARTICLE II
Principal Office

The principal office for the transaction of affairs and business is 27307 CA 189, Suite 103, Blue Jay, San Bernardino County, California, 92317. The Board of Directors of the Corporation may change the principal office from one location to another. Any change in the location of the office shall be noted by the Secretary in these Bylaws, or this section may be amended to state the new location.

ARTICLE III
Purpose of the Corporation

The Corporation was formed to preserve and protect the interests of property owners at Lake Arrowhead in the area commonly referred to as the Arrowhead Woods, and to administrate that portion of the Covenants, Conditions and Restrictions (CC&Rs) that address exterior modifications including new construction, remodeling, outbuildings, retaining walls, fences or other structures, trees, and all the roots, branches and parts thereof, and other matters referred to in the CC&Rs.

ARTICLE IV Directors of the Corporation

Section 1. General Corporate Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and Bylaws regarding actions that require approval of the corporation's Board of Directors (Board), the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by and under the Board's direction.

Section 2. Number and Qualifications

The Board shall consist of at least three (3) but no more than five (5) members who are willing to conform to the Bylaws of this Corporation and are dedicated to the purpose of this Corporation. The number of Board members may be increased or decreased by an action of the Board.

Section 3. Selection of Board of Directors

Any person wishing to become a board member can submit a written Letter of Interest and a resume or CV to AWAC. The current Board members shall review the Letter of Interest and conduct a personal interview, and a majority vote by the then Board members shall constitute approval.

Section 4. Vacancies on the Board of Directors of the Corporation

A vacancy on the Board shall exist on the occurrence of the following: (a) death or resignation of any Board member, or (b) a vote by the majority of the Board members to remove any Board member for reasons given in Article IV, Section 8.

Section 5. Filling Vacancies of Directors

Except as otherwise provided in the Articles of Incorporation and these Bylaws, vacancies on the Board may be filled by approval of a majority of the Board members or a sole remaining Board member.

Section 6. Resignations

Any Board member may resign by giving written notice to the President or to the Secretary / Treasurer. Email may serve as written notice. The notice should specify a date for when the resignation becomes effective. A Board member should not resign if the corporation would then be left without a duly elected board member.

Section 7. Termination of a Board member

Any member of the Board who has failed to observe the Code of Conduct of the Corporation, has violated the Corporation's Conflict of Interest policy or has engaged in conduct materially and seriously prejudicial to the purposes and interest of the corporation may be terminated.

Section 8. Removal of Directors

Removal for Cause - The Board may declare vacant the position of a Board member on the occurrence of any of the following:

- The Board member has been declared of unsound mind by a final decree of a court.
- The Board Member has been convicted of a felony.

Removal Without Cause – Except as provided in the Articles of Incorporation, any Board member may be removed without cause if removal is approved by the Board per the California Corporations Code Section 5032.

Section 9. Compensation

Board members serve without compensation, except reimbursement for necessary and actual expenses incurred in attendings Board and Committee meetings.

ARTICLE V

Meetings of the Board of Directors

Section 1. Annual Meetings of the Board of Directors of the Corporation

The Annual Meeting of the Corporation shall be held within forty-five days of the end of
Bylaws of the Arrowhead Woods Architectural Committee, 2026

the fiscal year. The specific date, time and location shall be designated by the Board. At this meeting officers will be elected, and any other proper business may be transacted.

Section 2. Special Meeting of the Board of Directors of the Corporation

A Special Meeting of the Corporation may be called at any time by the President or any Board member of the Corporation. Special Meetings may be held on three (3) days notice to Board members by any technology designed to record and communicate messages. Notice of Special Meetings will also be posted outside the AWAC office. Board members may participate in Special Meetings electronically.

Section 3. Regular Meetings of the Board of Directors of the Corporation

The regular meeting of the Board of Directors of the Corporation shall be held monthly on a day and time agreed upon by a majority of the Board members. Regular monthly meeting dates may change to accommodate Board members and to ensure a quorum. Board members may participate electronically.

Section 4. Notice of Meetings

Notice of Special and Annual Meetings shall be in writing to the Board members three (3) days before the meeting date. The notice shall specify the location, date and time of the meeting, and shall give the general nature of the business to be transacted.

Section 5. Place of Meetings

All meetings of the Board will be held at the principal office of the corporation unless a more suitable location is determined by the Board members. If the location of the meetings is changed, notice of the location change will be provided to the Board members. The Board reserves the option to hold monthly meetings on a strictly electronic platform.

Section 6. Adjournment

A majority of the Board members, whether or not a quorum is present, may adjourn the meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of adjournment to another time or place must be given before the time of the rescheduled meeting to the Board members who were not present at the time of adjournment.

ARTICLE VI

Voting

Section 1. Quorum

Two (2) Board members shall constitute a quorum.

Section 2. Eligibility to Vote

Each Board Member shall be entitled to one vote on each matter submitted to a vote.

Section 3. Manner of Casting Votes

Voting may be by voice, ballot or electronically.

Section 4. Transactions of the Board

Except as otherwise provided in the Articles of Incorporation, in these Bylaws, or by law, every act or decision made by a majority of the Board members is the act of the Board.

Section 5. Approval by Majority Vote

The affirmative vote of the majority of the Board members shall constitute approval.

ARTICLE VII

Officers of the Corporation

Section 1. Officers of the corporation shall be

President, Vice President, and Secretary / Treasurer

Section 2. Election of Officers

Officers shall be elected by the majority of the then sitting Board members at the Annual Meeting of the Corporation.

Section 3. Vacancy of Officer

Any Officer may resign at any time by giving written notice to the Board. A vacancy in any office because of death, resignation or any other cause as described in Article IV, Section 8, shall be filled in the manner prescribed in the selection of Officers. The President may appoint an Officer to fill a term.

ARTICLE VIII

Duties of the Officers of the Corporation

Section 1. President

The President shall preside over all meetings of the Board and have general supervision of the affairs of the Corporation and shall keep the Board informed of the activities of the Corporation. The President shall have such other powers and duties as the Board or Bylaws may prescribe.

Section 2. Vice-President

In the absence of the President, or in the event of the President's inability or refusal to act, the Vice president shall perform all duties of the President and shall have all the powers and be subject to all restrictions of the President. The Vice president shall have such other powers and duties as the Board or Bylaws may prescribe.

Section 3. Secretary / Treasurer

The Secretary / Treasurer shall keep or cause to be kept at the Corporation's principal office a book of minutes of all meetings, proceedings, and actions of the Board and Panels of the Board. The Secretary / Treasurer shall keep at the principal office a copy of the Articles of Incorporation and Bylaws. The Secretary / Treasurer shall keep and maintain or cause to be kept and maintained in written form adequate and correct books and accounts of the Corporation, shall deposit or appoint a depositor to deposit all monies in the name of and to the credit of the Corporation, shall disburse the Corporation's funds as the Board may order, and shall give or cause to be given the Board an accounting of all transactions and the financial condition of the Corporation. The Secretary / Treasurer shall have such other powers and duties as the Board or Bylaws may prescribe.

ARTICLE IX

Fiscal Year of the Corporation

Section 1. The fiscal year of the corporation shall run from May 1 to April 30.

ARTICLE X Indemnification

Section 1. Indemnification

To the fullest extent permitted by law and the California Corporations Code, this Corporation shall indemnify its directors, officers and employees.

ARTICLE XI Insurance

Section 1. Insurance

The Corporation shall purchase and maintain Officers and Directors insurance to the full extent permitted by law on behalf of its Directors, Officers, and employees against any liability asserted against or incurred in such capacity.

ARTICLE XII Books, Records, Reports and Seal

Section 1. Corporate Books, Records, Reports and Seals

The Corporation will keep adequate records of accounts and minutes of the Board meetings. Financial documents, books and records will be kept in written form or any form capable of being converted into written form.

Section 2. Corporate Seal

The Board of Directors will affix the Corporate Seal as appropriate to corporate documents. The absence of the Corporate Seal does not affect the validity of any document.

Section 3. Inspection by Directors

Any Board member shall have the right to inspect the Corporation's books, records, or any other documents of the Corporation.

Section 4. Annual Report

An Annual Report shall be prepared and distributed to the Board members ten (10) days prior to the Annual Meeting. This report shall contain a balance sheet and an income and expense statement. The Annual Report shall be prepared and distributed to all Board members of the Corporation.

ARTICLE XIII Amendment to Bylaws

New Bylaws may be adopted, or these Bylaws may be amended or repealed by approval of the majority of the Board members. The current Bylaws shall be maintained and open to inspection at the principal office.

ARTICLE XIV PROPERTY MODIFICATIONS

The developers recorded Covenants, Conditions and Restrictions (CC&Rs) for properties within a particular tract. Thus, no single declaration applies to all properties in Arrowhead Woods. CC&Rs are recorded and establish restrictions on properties within the tract. These may include minimum house size and other restrictions intended to prevent unattractive dwellings or offensive conditions which might diminish the value of properties within the tract.

All exterior modifications, including but not limited to, construction of new houses, additions, carports, garages, fences, sheds, gazebos, retaining walls, decks, stairs, painting, roofing, solar panels and tree trimming or removal require PRIOR approval from AWAC. The uniqueness of the area can be contributed to the original developers and early CC&Rs recorded on properties within Arrowhead Woods. These CC&Rs described permissible site development, architectural standards, building size and provided for enforcement by an architectural committee.

AWAC holds this legacy of responsibility and authority and has developed Construction Guidelines to ensure conformity and set standards which make our community more desirable than neighboring areas. It is for this reason that it is imperative that all property owners follow the procedures set forth for property modifications.

Section 1. Property Modifications

All exterior modifications require prior approval by the Architectural Committee to ensure compliance with the standards for construction and guidelines for our area. Permit fees are subject to change by the then seated Committee and based on budgetary requirements.

Section 2. Unauthorized Property Modifications

Property owners who fail to obtain approval prior to construction, painting, roofing, fencing, and any other modifications will be subject to damage assessments and other costs incurred by the Architectural Committee for non-compliance which will be in addition to the applicable permit fee.

Section 3. Hearing for Non-Compliance

The owner of said property will be given at least (15) fifteen calendar days written notice of the hearing date for consideration by AWAC of imposing damage assessments for noncompliance. The owner or counsel for the owner may appear at said hearing and provide a defense and/or evidence regarding the matters resulting in the notice of the hearing.

Section 4. Damage Assessments for Non-Compliance.

1. New Construction - \$50,000
2. Additions - \$25,000
3. Build-up Conversions - \$5,000
4. Carports - \$15,000
5. Decks - \$15,000
6. Fences - \$15,000
7. Hardscape - \$15,000
8. Outbuilding - \$15,000
9. Painting - \$15,000
10. Retaining Walls - \$25,000
11. Roofing - \$25,000
12. Siding - \$25,000
13. Solar Panels - \$25,000
14. Stairs - \$25,000
15. Windows/Doors - \$10,000

The hearing will be conducted by a hearing panel which will include at least two (2) Board members. The panel's recommendations will then be reviewed by the board members for consideration of adoption of the recommendations. The panel and board reserve the right to lower these amounts based on circumstances and the property owner's willingness to correct and rectify the situation and bring the project into compliance.

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Damages recovered will be used for reimbursement to the committee for costs incurred and funding the preservation of the forest and high construction standards in the Arrowhead Woods.

ARTICLE XV TREE MODIFICATIONS

Subject to the provisions of the CC&Rs and the Corporation Quitclaim Deed, prior consent of the committee is required before property owners remove, trim, shape or in any way alter trees within Arrowhead Woods. The committee may impose a damage assessment for any unapproved removal, trimming, shaping or in any way altering trees within the Arrowhead Woods. The following procedure is implemented to calculate the damage assessment in a fair and reasonable manner and giving the property owner every opportunity to defend their actions.

Section 1. Hearing

The owner of the property will be given at least (15) fifteen calendar days written notice of (i) the hearing date set for consideration by AWAC of imposing a damage assessment and (ii) the reasons therefor. The owner and/or counsel for the owner may appear at said hearing and provide a defense and/or evidence regarding the matters resulting in the notice of the hearing.

Section 2. Damage Assessment

The following guidelines are established for damages assessed for trees which have been removed, pruned, shaped or in any way altered without prior consent. The following amounts are the maximum amount that can be imposed. The board may impose a lesser assessment taking into consideration the health of the tree, the location, hazards presented by the tree, written requirements or recommendations by insurance carriers and/or government entities, and defense and/or evidence provided by the property owner.

The diameter of the tree is measured at 4 ½ feet above the ground from the lowest point of the exposed trunk. In instances where the tree has been removed completely, the diameter of the remaining stump will be used to determine the size.

Size in Diameter	Amount Per Tree
6 to 12 inches	\$5,000
13 to 24 inches	\$10,000
25 inches or more	\$20,000

Assessed Damages will be tripled for any tree removed to enhance or create a lake view.

When trees are pruned, shaped or altered in any way AWAC approval, assessed damages will be calculated by the number of branches pruned, shaped or altered on a per branch basis. If a tree is topped, the number of branches removed will be estimated by the panel. The tree will be assessed for the number of branches removed and an assessed damage will be given to each branch as follows:

\$250 per branch or

\$750 per branch if the pruning, shaping or altering was done to enhance or create a lake view.

The hearing will be conducted by a hearing panel which will include at least two (2) Board members. The panel's recommendations will then be reviewed by the board for consideration of adoption of the recommendations. The panel and board reserve the right to lower these amounts based on circumstances.

Damages recovered will be used for reimbursement to the committee for costs incurred and funding the preservation of the forest and high construction standards in the Arrowhead Woods.

ARTICLE XVI

PLAN REVIEW PANEL OF THE CORPORATION

The Panel shall be known as the Arrowhead Woods Architectural Committee Plan Review Panel and will be referred to as the Panel throughout this bylaw section. The members of the Panel may be comprised of members of the Board, corporation employees, and community members whose training, education, background and experience allow knowledgeable and fair review of construction plans and forest preservation matters.

The Panel will review applications for new homes and additions exceeding 500 square feet.

The Panel Chairman shall be the current corporation employee who performs the field inspections. The Charman shall have a vote.

The Panel will make recommendations to the Board which can include plan approval or conditional approval, and the Committee will vote on the panel's recommendations.

CERTIFICATION OF SECRETARY

I certify that I am the duly elected and acting Secretary of Arrowhead Woods Architectural Committee, Inc., a California nonprofit mutual benefit corporation, that the above Bylaws are the Bylaws of this Corporation as amended by the Board of Directors on ____, 2026.

Name _____

Signature _____

Date _____

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