

# TALEGA GALLERY COMMUNITY ASSOCIATION

*A Non-Profit Corporation*

August 28, 2019

To All Members:

**RE: TALEGA GALLERY COMMUNITY ASSOCIATION**  
**– *Proposed Restated CC&R's and Bylaws***

Dear Members:

Attached for your review are the Proposed Amended and Restated Declaration of Covenants, Conditions and Restrictions (“CC&Rs”), restated Articles of Incorporation (“Articles”) and Proposed Restated Bylaws (“Bylaws”) for the Association. It is important to note that these are “restated” not “revised” documents so there is no line for line comparison with the current documents.

The Board has worked closely with the Association’s attorney in drafting the Proposed CC&Rs, Articles and Bylaws. The Board’s goal through this arduous process has been to assure that the Association’s and, significantly, your interests are represented and adequately addressed.

The Board anticipates that you may have questions to discuss before voting. To that end, the Board has scheduled a “town hall” meeting with Jeff Beaumont, Esq. of Beaumont and Tashjian, our legal counsel, to discuss these documents, in draft form.

The “town hall” meeting is scheduled as follows:

**Date:** Sept. 23, 2019

**Time:** 4PM

**Location:** Multipurpose Room in the Clubhouse

Light refreshments will be available

Wine and Cheese after the formal meeting

All homeowners are encouraged to read and review the proposed documents and attend the meeting in order to provide input, discuss proposed changes and concerns, and to make an informative vote when the documents are eventually mailed out for a vote. Following the town hall meeting, you will receive a secret ballot and voting instructions along with hard copy of the proposed documents.

As you may know, the Association was first established in approximately 2001. Nearly twenty years have now passed and, as you can imagine, the CC&Rs, Articles and Bylaws are in need of restatement. The following are descriptions of just a few changes that have been made to bring our community’s documents up-to-date, and a few reasons why you should vote in favor of the proposed restated governing documents. On Sept.

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23, 2019 you will have an opportunity to ask questions and to share any comments, concerns and/or suggested changes to the attached draft CC&Rs, Articles and Bylaws.

1. **DEVELOPER LANGUAGE.** Our existing governing documents were drafted by the developer, and their language serves the developer's interests, such as requirements of the Department of Real Estate. However, once all homes in our community were sold, that language became unnecessary. These new documents remove the developer language and incorporate the two amendments that were made in 2007.
2. **CHANGES IN THE LAW.** It seems as though the laws change as frequently as the tides. Some years see more legal changes than others – changes that greatly affect the way the Board manages the Association's affairs. The laws governing our community have experienced so much change within the past 3 to 4 years alone that it makes our current CC&Rs and Bylaws unreliable, especially as they relate to homeowner rights and the functions of the Board, officers, and management. It only makes sense to have governing documents that are updated and reflect modern law, so insurance and recordkeeping requirements have been updated, as well as the dispute resolution procedures required by law. We have worked to revise our documents to ensure that your interests are protected and that the community is properly managed.
3. **ASSOCIATION'S NEEDS.** As our community has developed over the past years, our needs have changed. Unfortunately, while our needs have evolved, our documents have not. Our community's needs are not properly addressed by our governing documents. For instance, the proposed CC&Rs define "Common Areas" and "Common Facilities," to clarify the various property classifications (this is important to ensure that the use of the property can be fairly regulated and maintained); the proposed CC&Rs also specify that if a residence is rented out by its owner, the *owner and tenant do not both* retain the right to enjoy our facilities (to prevent excessive use and maintenance). In addition, we have simplified voting by removing provisions that have never actually been used over the past years. These needs have developed over time but are currently not addressed in the existing CC&Rs.
4. **SIMPLIFY.** Our existing documents are convoluted, and written with antiquated legalese. The most effective governing documents are those written in simple English. Let's face it, what good are the governing documents if no one can understand them? Read the existing CC&Rs and Bylaws and ask yourself the following questions: What as a member do I own? What as a member am I responsible to maintain, repair, and replace? The restated CC&Rs very clearly outline which party is responsible for specific elements within the community. In addition, the Proposed CC&Rs include an attached ***Maintenance Responsibility Checklist***, the purpose of which is to set forth components within the community and allocate which party, the Association or an Owner, is responsible for maintaining same as outlined in the Association's governing documents.

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5. **OWNERSHIP - MAINTENANCE RESPONSIBILITY.** The existing CC&Rs lack clear guidance for determining maintenance responsibility. Of course, the existing CC&Rs say that owners are responsible for their “unit” or “lot” and the Association is responsible for the “common area” but little else. As our community has aged, the Board has increasingly struggled with what exactly constitutes the “unit”, “lot” and “common area”. This problem will be resolved by the proposed governing documents that contain clear, straight forward provisions setting forth the ownership interests of the Association and members and their respective maintenance, repair, and replacement responsibilities.

6. **ACCOUNTABILITY.** The CC&R’s and Bylaws should hold the Board of Directors to a high standard of conduct. To that end, our current governing documents should contain a Board of Directors Code of Ethics but do not. This has been added to the proposed documents. Also, members need to understand their obligations as members of the association and residents of the community. For instance, members (and their tenants) should understand their obligations to adhere to the CC&R’s and Bylaws, and their duties and rights with respect to attending and participating in meetings, which the proposed documents make clear.

In conclusion, governing documents that clearly and effectively set forth the rights, duties and responsibilities of the Board and members, and address the community’s unique and specific needs, will surely serve as a necessary vehicle to help lead our Association down the road to continued success. All members are encouraged to attend the very important town hall meeting.

Sincerely,

**Board of Directors  
TALEGA GALLERY  
COMMUNITY ASSOCIATION**