

# **BEL AIR HILLS ASSOCIATION**

**A California Nonprofit Mutual Benefit Corporation**

*(Incorporated April 7, 1952)*

## **BYLAWS**

*(As restated and in effect on April 20, 2023)*

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**BEL AIR HILLS ASSOCIATION (“BAHA”)**

**A California Nonprofit Mutual Benefit Corporation  
(Incorporated April 7, 1952)**

**BYLAWS**

**(As restated and in effect on April 20, 2023)**

**ARTICLE I  
OFFICES**

The principal office of the Corporation shall be at 2337 Roscomare Road, #2-228, Los Angeles, CA 90077, or at such other place in the BAHA Neighborhood, as hereinafter described, as the Board of Directors shall, from time to time, designate.

**ARTICLE II  
OBJECTIVES AND PURPOSES**

For purposes of these Bylaws, the general area that encompasses BAHA’s jurisdiction is property situated along Roscomare Road in Los Angeles, California, or along streets intersecting the same or tributary thereto, or in the vicinity thereof, as may be specifically defined from time to time by the Board of Directors. The Board of Directors has specified the following addresses as currently constituting BAHA’s jurisdiction. For purposes of these Bylaws, these addresses (and any changes to these addresses) are referred to as the “BAHA neighborhood.”

1. 15210-15221 Antelo Pl.
2. 3121-3170 Antelo Rd.
3. 2901-3155 Antelo View Dr.
4. 11011-11037 Anzio Rd.
5. 15544-15551 Belcanto Dr.
6. 15401-15433 Brownwood Pl.
7. 10950-10965 Chalon Rd.
8. 2300-2341 Donella Circle
9. 15418-15559 Hamner Dr.
10. 1892-2278 Linda Flora Dr.
11. 15400-15501 Milldale Dr.
12. 2794-2855 Moraga Dr.
13. 15150-15442 Mulholland Dr.
14. 2350-2468 Nalin Dr.
15. 15534-15545 Nalin Pl.
16. 900-3060 Roscomare Rd.

17. 10902-10950 Sarbonne Ln.
18. 1900-2290 Stradella Rd.
19. 10922-10980 Verano Rd.

In regard to and in furtherance of the wellbeing of the BAHA Neighborhood, the purposes and activities which this corporation shall engage in are as follows:

- 1) To preserve and enhance the value of homes within the BAHA Neighborhood.
- 2) To encourage and enrich aesthetic and architectural improvement and development of the environment within the BAHA Neighborhood.
- 3) To maintain building and zoning restrictions and covenants, conditions and restrictions.
- 4) To foster social and community bonds and activity among and for the benefit of the residents and property owners within the BAHA Neighborhood.
- 5) To carry on and conduct any lawful undertaking, transaction or operation and to do or cause to be done any all-other acts and things which in the judgment of the Board of Directors shall be deemed necessary or desirable for the furtherance or accomplishment of the foregoing objectives of this corporation, the advancement of its interests and the security, felicity and welfare of the residents and property owners in the BAHA Neighborhood.
- 6) To have and enjoy and exercise all of the rights, powers and privileges which may hereafter be conferred upon nonprofit corporations by the laws of the State of California, and to do any and all of the things hereinabove stated to the same extent as a natural person might or could do, all to the end that the foregoing civic and community goals may be fully and effectually undertaken, pursued and accomplished.

### **ARTICLE III** **MEMBERSHIP**

#### **SECTION 1. CLASSES OF MEMBERS**

There shall be but one class of membership in this corporation.

#### **SECTION 2. QUALIFICATIONS**

Any person eighteen years of age or older and/or the spouse or registered domestic partner of any such person, and any firm or corporation, owning of record real property, or any such person, firm or corporation, renting or leasing property in the BAHA Neighborhood, shall be eligible for membership upon payment of the dues as are fixed from time to time by the Board of Directors. No person and/or spouse, firm or corporation shall be entitled to more than one membership in this corporation regardless of the number of units or parcels of real property owned, rented or leased by such person and/or the spouse or other entity within the BAHA Neighborhood; provided, however, in the event of any leased or rented property, both the owner of the property and the tenant of the property shall be entitled to a membership.



### **SECTION 3. PROPERTY RIGHTS**

No member shall have any vested or other interest in any of the property of the corporation.

### **SECTION 4. DUES**

Each member must pay, within the time and on the conditions set by the Board of Directors, the annual membership dues in amounts to be fixed and determined from time to time by the Board of Directors. These dues shall be equal for all members, except that the Board, by resolution, may provide for complimentary memberships when deemed appropriate for the circumstances. Dues are for annual membership, so that membership shall be renewed each calendar year. The dues, so fixed and determined, shall remain in effect as the annual dues of the members until changed by further resolution of the Board of Directors. Written notice requesting payment of dues shall be given promptly following the commencement of each calendar year to the members who have not previously paid their dues for such year, and to nonmembers who are qualified for membership. Any member moving out of the BAHA Neighborhood shall, thereupon, forfeit such person's membership. Any member failing to renew membership by failing to pay the annual dues within a period of three (3) months following the commencement of the subsequent calendar year will thereupon forfeit such person's membership, but such membership shall be reinstated upon subsequent payment of dues, if the member is otherwise then eligible for membership.

### **SECTION 5. TRANSFER OF MEMBERSHIPS**

Memberships in this corporation are and shall be deemed to be personal to the members, and no such membership shall be transferable, except in the event of death, to the eligible spouse or registered domestic partner. Any attempted sale, transfer, assignment or other disposition of any membership in this corporation shall be void and of no effect.

### **SECTION 6. TERMINATION OF MEMBERSHIP**

The membership of any member shall terminate upon occurrence of any of the following events:

- (a) The resignation of the member.
- (b) Any event which renders such member ineligible for membership as provided in Section 2 hereof.



**ARTICLE IV**  
**MEETINGS OF MEMBERS**

**SECTION 1. PLACE OF MEETINGS**

Meetings of the membership shall be held at any place within a radius of ten (10) miles of their principal office of the corporation, as shall be designated by the Board of Directors, or in the case of a meeting called by members as provided in Section 3 hereof, by the members giving notice of such meeting. In the absence of any such designation, members' meetings shall be held at the principal office of the corporation. Meetings may also be held via Zoom. Any voting at a virtual meeting shall be, at the discretion of the Board, either by email submitted to BAHA's email address or by a show of hands if the meeting is being recorded; except if voting is to be anonymous, then the corporation shall use a platform that accommodates such anonymous voting procedures. The Secretary shall maintain a record of all such votes taken, whether by email, by a recording of the meeting, or by anonymous voting platform.

**SECTION 2. ANNUAL MEETING**

The annual meeting of members shall be held during the month of May of each calendar year, upon a date and at a time as the Board of Directors shall determine pursuant to notice as provided in Section 4 of this Article IV. The meeting shall be held for the purpose of electing directors to serve until their successors are duly elected and for transacting such other business as may be properly brought before the meeting. If the annual meeting of members shall not be held, or if directors are not elected at the annual meeting or at any adjournment thereof, directors and officers may thereafter be elected at any special meeting of the members. Directors and officers elected at any special meeting of members shall hold office until the election of their successors.

**SECTION 3. SPECIAL MEETING**

- (a) Persons authorized to call. A special meeting of the members may be called at any time by (i) the Board of Directors, (ii) the President, (iii) ten (10) or more members, or by five (5) percent of the members even if less than ten (10) in number.
- (b) Meetings called by members. If a special meeting is called by members, a written notification of such call shall be delivered personally or sent by first class mail to the corporation at its principal office, Attn: President, any Vice-President, or the Secretary of the corporation. The notification shall specify (i) a suggested date for such meeting, which date shall be not less than 35 or more than 90 days following the receipt of the request, and (ii) contain sufficient specificity to inform members of the purpose of the meeting. The officer(s) receiving the notification shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 4 of this Article IV, that a meeting will be held, and the date and place of the meeting, both of which shall be determined by the Board of Directors, although the date so determined shall not be earlier than ten (10) days prior to the date suggested in the notification nor more than ten (10) days thereafter. If the notice is not given within 20 days after receipt of the notification, the persons requesting the meeting may give



the notice in the manner set forth in Section 4 of this Article IV. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board of Directors or by the President.

#### SECTION 4. NOTICE OF MEMBERS' MEETINGS

- (a) General notice contents. All notices of meetings of members shall be in writing and shall be sent or otherwise given in accordance with subsection (c) of this section 4 of this Article IV, not less than 10 nor more than 90 days before the date of the meeting. Each such notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the specific nature of the business to be transacted and no other business may in that case be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members.
- (b) Notice of Certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state with sufficient specificity to inform members of the proposal; otherwise, member action on such items is invalid:
- (i) Removing a director without cause;
  - (ii) Filling vacancies on the Board of Directors by the members;
  - (iii) Amending the Articles of Incorporation;
  - (iv) Approving a contract or transaction in which a director has a material financial interest.
- (c) Manner of giving notice. Notice of any meeting of members shall be given either by first class mail, postage prepaid, at the residence address of that member appearing on the books of the corporation, or by email to the email address (or other electronic address) for that member appearing on the books of the corporation. Notice shall be deemed to have been given when deposited in the mail, or when the email is sent.
- (d) Declaration of notice. A declaration in writing of the mailing or other means of giving any notice of any members' meeting may be executed by the person or persons giving such notice "under penalty of perjury," stating the date and place of execution and declaring the facts therein stated to be true of such person's own knowledge, and if so executed, shall be filed and maintained in the minute book of the corporation.

#### SECTION 5. QUORUM

- (a) Number required. The presence in person of twenty (20) members shall constitute a quorum for the transaction of business at a meeting of the members, except that if fewer than one-third (1/3) of the members actually attend an annual meeting, then no subject may be acted on at such meeting unless a statement specific nature of the business to be



transacted was sent to the members at least ten (10) days before the meeting in the manner required by the provisions of Section 4 hereof.

- (b) Loss of quorum. The members present at a duly called or duly held meeting at which a quorum is present, may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

## SECTION 6. ADJOURNED MEETING

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by vote of the majority of the members present at the meeting, but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article IV. No notice of any adjourned meeting of members need be given if the time at which and place to which the meeting is adjourned, shall be announced at the time the motion to adjourn is adopted, unless the meeting is adjourned for thirty (30) days or more, in which event notice of the adjournment shall be given as in the case of an original meeting. At any such adjourned meeting at which the number of members required by Section 5 (a) hereof shall be present, any business may be transacted which might have been transacted at the meeting as originally scheduled or noticed, had a quorum been present at such a meeting.

## SECTION 7. VOTING

- (a) Eligibility to vote. Persons entitled to vote at any meeting of members shall be members as of the date determined in accordance with Section 9 of this Article IV, subject to the provisions of the California Nonprofit Corporation law. Every such person shall be entitled to one vote on each matter submitted to the vote of the members. If a membership is held by more than one (1) person, firm or corporation, whether jointly or otherwise, the holders of such membership shall be collectively entitled to but one (1) vote, which vote shall always be cast as all or a majority as such holders agree, and in the absence of such agreement, then such vote shall be deemed and regarded as not having been cast.
- (b) Nonrecognition of proxies. All voting rights shall be exercised by the member and proxies shall not be recognized for any purpose.
- (c) Ballots. Ballots sent by United States mail and received by the day of the meeting shall be counted and may be used to establish the presence of a quorum. Ballots may also be sent by email.
- (d) Manner of casting votes. Voting may be by voice or ballot, provided that any election of directors must be by secret ballot except as provided in subsection (d) of Section 1 of Article V of these bylaws. All such ballots shall be filed with the Secretary of the corporation and retained in the corporate records until the next ensuing election of directors.
- (e) Majority of members present. If a quorum is present, the affirmative vote of the majority of the members present at the meeting, entitled to vote and voting on any matter (other than the election of directors), shall be the act of the members, unless the vote of a greater



number is required by the California Nonprofit Mutual Benefit Corporation Law or by the articles of incorporation.

### **SECTION 8. ACTION BY WRITTEN CONSENT OR BY WRITTEN BALLOT, WITHOUT A MEETING**

(a) General. Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice (i) upon compliance with the provisions of this section concerning solicitation of written ballots, or (ii) if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members. In addition to written consents, consents by email shall be just as effective.

(b) Solicitation of written ballots. The corporation shall distribute one written ballot to each member entitled to vote; these ballots shall be mailed or delivered in the manner required by Section 4 of this Article IV for giving notice of special meetings, or may be delivered by email. All solicitations of votes by ballot shall (1) indicate the number of responses needed to meet the quorum requirement, (2) state the percentage of approvals necessary to pass the measure(s), and (3) specify a reasonable time within which the ballot must be received by the corporation in order to be counted. Each ballot so distributed shall (i) set forth the proposed action, and (ii) provide the members an opportunity to specify approval or disapproval of each proposal. The ballots may be returned by first-class mail to the principal office of the corporation, or by email to the corporation's email address.

(c) Quorum; majority. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds a majority of the then existing membership, and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) Revocation. No written ballot may be revoked after delivery to the corporation or deposit in the mail, whichever first occurs.

(e) Filing. All such written ballots (other than for election of directors) shall be filed with the Secretary of the corporation and retained in the corporate records for a period of one year.

(f) Effect of Noncompliance. To the extent provided by Section 7514(c) of the California Corporations Code, failure to comply with this section shall not invalidate any corporate action taken but may be the basis for challenging any written ballot, and any member may petition the Superior Court of California to compel compliance with the provisions of the law.

### **SECTION 9. RECORD DATE FOR MEMBER NOTICE, VOTING, AND GIVING CONSENTS AND OTHER ACTIONS**

(a) To be determined by Board of Directors. For the purposes of determining which members are entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take other action, the Board of Directors may fix, in advance, a "record date", which shall not be more than sixty (60) nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before any such action without a meeting. Only



members of record on the date so fixed are entitled to notice, to vote, to give consents, or take other action, as the case may be, notwithstanding any termination, reinstatement or initiation of any membership on the books of the corporation after the record date, except as otherwise provided in the articles of incorporation; by agreement, or in the California Nonprofit Mutual Benefit Corporation Law.

(b) Failure of board to determine date.

(1) Record date for notices of voting. Unless fixed by the Board of Directors, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the next business day preceding the meeting of members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.

(2) Record date for written consent to action without meeting. Unless fixed by the Board of Directors, the record date for determining those members entitled to vote by ballot on corporate action without a meeting shall be the day on which the first written ballot is mailed or solicited.

(3) Record date for other actions. Unless fixed by the Board of Directors, the record date for determining those members entitled to take any other action shall be the date on which the Board of Directors adopts the resolution relating thereto, or on the 60<sup>th</sup> day prior to the date of such other action, whichever is later.

(c) Definition of "record date". For the purposes of this Section 9, a person holding membership as of the close of business on the record date shall be deemed the member of record.

## **ARTICLE V**

### **ELECTION OF DIRECTORS**

#### **SECTION 1. NOMINATIONS AND SOLICITATIONS FOR VOTES**

(a) Nominating committee. At least sixty (60) days before the date of any election of Directors, the President shall appoint a committee of three (3) directors of the corporation, one of whom is the President, and two (2) of which are not running for re-election, to select candidates who are members and who are qualified and willing to serve as directors. If there are not two (2) directors, other than the President, qualified and willing to serve on the committee, then the President shall appoint from recent past directors who are members and are willing to serve on the committee. The names of the qualified candidates selected by the committee for election to the Board of Directors shall be reported to the President and the Board of Directors, at least, fifteen (15) days before the date of the election of directors. There shall be no minority report. The notice of any meeting at which directors are to be elected shall include the names of all of those persons who are nominees at the time the notice is given to members.

(b) Nominations by members. Members representing five (5) percent of the membership may nominate candidates for directorships at any time before the thirtieth (30<sup>th</sup>) day preceding the election. On timely receipt by the President or Secretary of the Corporation of a petition signed by the required number of members, the Secretary shall cause the names of the candidates named on the petition to be placed on the ballot along with those candidates named by the nominating committee as provided in subsection (c) below.



(c) Listing of nominee. The names of all candidates properly nominated to membership on the Board of Directors shall be listed in a single column on the ballot in alphabetical order without designation of whether any such nomination was made by the nominating committee or by the members.

(d) Close of nominations. If after the close of nominations, the number of persons nominated for the Board of Directors is not more than the number of directors to be elected, the President (or whoever is presiding over the meeting) may, without further action, declare that those nominated and qualified to be elected, have been elected.

(e) Solicitation of votes. If more persons are nominated for the board than can be elected, the election shall take place by means of a procedure which permits all nominees a reasonable opportunity to solicit votes, and all members a reasonable opportunity to choose among the nominees.

(f) Mailing election material. On written request made by any nominee for election to the Board of Directors and accompanying payment of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after the request (provided such payment has been made), mail to all members, or to such portion of them as the nominee may reasonably specify, any material which the nominee may furnish and which is reasonably related to the election. If the nominee so chooses, such material may be sent to members via email.

(g) Refusal to publish or mail material. The corporation may not decline to mail and/or email material that it is otherwise required to mail or email on behalf of any nominee, on the basis of the content of the material, except that the corporation may decline to send material that is not related to the election of directors, is obscene, or might subject the corporation to liability for libel or slander. If the corporation is going to decline to send any such material, it shall promptly notify the candidate of the declination and the reasons, therefore.

(h) Support of nominee. No corporate funds may be expended to support any nominee for director.

## **SECTION 2. VOTE REQUIRED TO ELECT DIRECTOR**

Candidates receiving the highest number of votes shall be elected as directors. In the event of a tie in the number of votes for each of two or more candidates who, but for such tie, would otherwise have been elected as a director, a further vote of members present at the meeting shall be taken and the candidate receiving the highest number of such votes shall be elected as a director. In the event of a further tie by those members present and voting at the meeting, the director to be elected shall be determined by a flip of a coin.

## **ARTICLE VI** **DIRECTORS**

### **SECTION 1. POWERS**

(a) General corporate powers. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members, and subject to



action upon any specific issue or issues taken by the members at an annual or special meeting of members or by written ballot as provided in Section 9 hereof, which action shall be binding upon the Board of Directors, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific powers. Without prejudice to those general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their reimbursements pursuant to Section 15 hereafter.

(ii) Change the principal office of the corporation from one location to another.

(iii) Make use of the corporate seal and alter the form thereof.

## **SECTION 2. NUMBER AND QUALIFICATIONS OF DIRECTORS**

The authorized number of directors shall be fifteen (15). Each director must be a member of the corporation at the date of such person's election as a director and throughout the term of such office. No person shall be qualified for election as a director for service during any part of a term immediately following five (5) consecutive terms during any portion of each of which terms such person shall have served as a director. Any such person may nevertheless be qualified for appointment as an Advisor to the Board of Directors as provided in Section 3 of Article VII of these bylaws.

## **SECTION 3. ELECTION AND TERM OF OFFICE OF DIRECTORS**

Directors shall be elected at each annual meeting of the members to hold office for the one-year period commencing with the first day of the following fiscal year; however, if any annual meeting is not held or the directors are not elected at any annual meeting, they may be elected at any special members' meeting held for that purpose. Each director, including a director appointed to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which such director was elected, or, if later, until a successor has been elected and qualified.

## **SECTION 4. VACANCIES**

(a) Events causing vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following events: (i) the death, resignation, termination of membership in the corporation, or removal of any director, or (ii) an increase of the authorized number of directors.

(b) Removal of directors. In the discretion of the Board of Directors, a director may be removed from membership on the Board of Directors in any of the following events: The declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or who has been convicted of a felony,



or who has been found by final order or judgment of any court to have been in breach of a duty under California Corporations Code Section 7230, et seq. Any or all directors may be removed without cause by action of the members.

(c) Failure to attend meetings. Any director who shall fail to attend two (2) consecutive regular meetings of the Board of Directors (including any special meeting held in lieu of a regular meeting) during any term for which such director shall be elected, upon unanimous vote of the remaining directors to remove such director from office, after having considered any explanation of such absence provided by such director, a vacancy on the Board of Directors shall be deemed to have been created.

(d) Resignations. Any director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

(e) Vacancies filled by Directors. Vacancies on the Board of Directors, including a vacancy created by the removal of a director, may be filled by action of the Board of Directors, or if the number of directors, then in office is less than a quorum, by (i) unanimous written consent of the directors then in office, (ii) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with the provisions of these bylaws, or (iii) the sole remaining director.

(f) Reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

## **SECTION 5. PLACE OF MEETINGS**

Regular meetings of the Board of Directors may be held at any place within five (5) miles of the principal office of the corporation which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the board shall be held at any place within five (5) miles of the principal office of the corporation, which has been designated in the notice of the meeting. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the Board of Directors may be held via Zoom and that if desired, any vote may be made by email. Any email votes shall be maintained by the Secretary. Notwithstanding the above provisions of Section 5, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

## **SECTION 6. ORGANIZATION MEETING**

Within a period of not more than twenty (20) days following each annual meeting of members, the Board of Directors shall hold a meeting for the purpose of organization, election of officers, and the transaction of other business as may be appropriate. Such meeting shall be called and conducted by the current President. The President and the other officers shall hold office until



the end of the fiscal year. The new officers shall take over effective on the first day of the following fiscal year.

## **SECTION 7. OTHER REGULAR MEETINGS**

Other regular meetings of the Board of Directors shall be held without call each month on a day that the Board of Directors determines for the year. Notice of such regular meetings, or, in the event that it becomes necessary to change the date of a regularly scheduled meeting, notice of such change, shall conform to that hereinbelow prescribed with respect to special meetings of the Board of Directors, including special meetings held in lieu of regular meetings. The Secretary shall prepare and deliver a memorandum to each member of the Board of Directors, as soon as convenient following the organization meeting of the Board of Directors, listing the time, date and the place of each such regular meeting until the annual meeting of the members next ensuing. The Board of Directors shall approve the contents of such memorandum. A copy of such memorandum shall be posted on the corporation's website.

## **SECTION 8. SPECIAL MEETINGS**

(a) Authority to call. Special meetings of the Board of Directors for any purpose may be called at any time by the President, or any Vice President, the Secretary, or any two directors.

(b) Notice.

(i) Manner of giving. Notice of the date, time and place of regular and special meetings shall be given to each director by one of the following methods: (a) by first-class mail, postage paid, or (b) by email. All such notices shall be given or sent to the director's residence or email address as shown on the records of the corporation and all such notices shall be considered valid. The notice shall be deemed given when mailed or emailed.

(ii) Time requirements. Notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by email shall be delivered at least three (3) days before the time set for the meeting.

(iii) Notice contents. The notice shall state the date, time and place for the meeting, together with an agenda of such matters to be presented to the meeting as shall then be known to the President or to the Secretary at the time of transmittal of the notice.

## **SECTION 9. QUORUM**

A majority of the currently serving number of directors, or one-half of an even number of currently serving directors, shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 12 of this Article VI. Every act or decision done or made by a majority of the directors present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, especially those



provisions relating to (i) approval of the contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by, at least, a majority of the required quorum for that meeting.

#### **SECTION 10. WAIVER OF NOTICE**

The transactions of any meeting of the Board of Directors however held and noticed, or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting, before or at its commencement, with respect to the lack of adequate notice.

#### **SECTION 11. MEMBERS' ATTENDANCE AT BOARD MEETINGS**

Any person may attend any meeting of the Board of Directors at the invitation of any member of the Board of Directors, subject to (i) reasonable prior notice to the President, and (ii) approval by the President. Any member, whether or not so invited, may nevertheless attend any Board of Director meeting, subject to (i) reasonable prior notice to the President, and (ii) the President has the right to limit the amount of time any member may speak at the Board of Directors' meeting. Reasonable prior notice in the case of a nonmember, shall be at least three (3) days prior to the meeting. Reasonable prior notice in the case of a member, shall be twenty-four (24) hours prior to the meeting but any such notice may be waived by the President.

#### **SECTION 12. ADJOURNMENT**

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

#### **SECTION 13. NOTICE OF ADJOURNMENT**

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may also be given by email.



## **SECTION 14. ACTION WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. In addition to written consents, consents by email shall be as valid.

## **SECTION 15. FEES AND COMPENSATION OF DIRECTORS**

Directors and members of committees shall not receive any fee or other compensation for their services in such capacities but may be reimbursed for their actual expenditures in furtherance to their service to the corporation.

## **ARTICLE VII** **COMMITTEES, ADVISORS AND REPRESENTATIVES**

### **SECTION 1. STANDING COMMITTEES**

The corporation shall have the following standing committees:

- (a) Architectural Review Committee. The purpose of this Committee shall be to carry out the duties, and shall have the powers, assigned to it by the various Conditions, Covenants and Restrictions set forth in the various property deeds in the various tracts of land comprising the BAHA Neighborhood.
- (b) Membership Committee. The purpose of this Committee shall be for the promotion and maintenance of members of the corporation.
- (c) Security Committee. The purpose of this Committee shall be for the improvement and maintenance of the general security of the BAHA Neighborhood.
- (d) Emergency Preparedness Committee. The purpose of this Committee shall be for the promotion and encouragement of emergency preparedness among the residents of the BAHA Neighborhood.
- (e) Beautification Committee. The purpose of this Committee shall be for the development and maintenance of the landscaping of those areas in which the corporation has been granted licenses by the City of Los Angeles for maintenance of the landscaping.
- (f) Traffic Committee. The purpose of this Committee shall be for working with applicable City of Los Angeles agencies to seek safety and other improvements to traffic conditions within the BAHA Neighborhood. Another purpose of this Committee shall be seeking improvements to road conditions within the BAHA Neighborhood.



- (g) Hospitality Committee. The purpose of this Committee shall be for the furtherance of social and cultural activities of the members of the corporation as well as for the other residents of the BAHA Neighborhood.
- (h) Communications Committee. The purpose of this Committee shall be to (i) prepare and distribute the monthly BAHA Newsbites, or other newsletter that shall, from time to time, be authorized by the Board of Directors; (ii) prepare and distribute BAHA News Alerts on matters of community interest as authorized by the Board of Directors or by the President; (iii) maintain the corporation's website; and (iv) respond to (a) caller inquiries on the corporation's telephone hotline, and (b) email inquiries to the corporation's information email address.

## **SECTION 2. STRUCTURE AND AUTHORITY OF COMMITTEES**

- (a) Each Committee shall have a Chairperson who shall be a current member of the Board of Directors. The Chairperson shall be appointed by the President with the approval of the Board.
- (b) The Chairperson may appoint one or more persons to serve on the committee. A committee member must be a member of the corporation in good standing.
- (c) The committees shall have no spending authority except through specific budget requests approved by the Board. At the beginning of each fiscal year of the corporation, each committee shall present to the Board of Directors a proposed plan of action for such year together with any applicable budget. Once approved by the Board, the committee shall have the spending authority for the amounts and purposes set forth in the plan and budget. The plan and budget may be updated and modified from time to time with the approval of the Board.
- (d) The Chairperson of each committee shall prepare a summary report each month of its activities and spending since its previous report. Each report shall be submitted to the Board of Directors at least 5 days prior to the Board meeting.
- (e) The Committees shall only have such authority as is necessary to carry out the plan of action for the fiscal year as approved by the Board of Directors. Any such plan of action shall be limited to activities necessary or appropriate to fulfill the purposes of such committee as set forth in Section 1 of Article VII.

## **SECTION 3. OTHER COMMITTEES**

The Board of Directors may designate other committees from time to time as it considers needed to carry out the conduct of the Corporation's business and activities. Any such committee shall operate under the provisions of Section 2 of this Article VII. No Committee shall have any authority to take any action that may only be done by the Board of Directors.

#### **SECTION 4. ADVISORS**

The President may appoint, from among past members of the Board of Directors, one or more advisors to the Board of Directors who shall be expected to attend meetings of the Board on a regular basis.

#### **SECTION 5. REPRESENTATIVES TO COMMUNITY ORGANIZATIONS**

The Corporation shall have the authority to designate one or more members in good standing to serve as the Corporation's Representatives to other not-for-profit Community Organizations when, in the opinion of the Board of Directors, such representation would benefit the members and the BAHA neighborhood. Such Community Organizations include, but shall not limited to, the Bel Air Beverly Crest Neighborhood Council and the Hillside Federation.

Representatives shall be selected by a majority vote of the Board of Directors. If an insufficient number of candidates achieve a majority vote, the Board may elect to select candidates by plurality vote.

#### **SECTION 6: AUTHORITY OF REPRESENTATIVES**

Representatives shall have no authority to bind the Board of Directors or the Corporation without prior written authorization from the Board of Directors.

#### **SECTION 7: DUTIES AND OBLIGATIONS OF REPRESENTATIVES**

- a) Representatives shall act in the best interest of the Corporation and its members at all times while serving in such representative capacity.
- b) Representatives shall advocate and vote in Community Organization matters as directed by the Board of Directors, if so directed.
- c) Representatives shall, by written report or attendance at Board Meetings, keep the Board of Directors apprised of all matters relating to the Community Organization which may affect the membership of the Corporation.



## **SECTION 8: TERMINATION OF REPRESENTATIVE STATUS**

The Board of Directors shall have the authority to terminate the status of any Representative at any time, with or without cause.

## **ARTICLE VIII OFFICERS**

### **SECTION 1. PRINCIPAL OFFICERS**

The principal officers of the corporation, to be chosen from among the members of the Board of Directors, shall be a President, who shall be the chief executive officer, one or more Vice-Presidents, to be ranked, if more than one, a Secretary and a Treasurer, who shall be the chief financial officer; provided, however, that for the one year period beginning July 1, 2023, and ending June 30, 2024, the Treasurer need only be a member of the corporation in good standing. The corporation may also have, at the discretion of the Board of Directors, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VIII. Any number of offices may be held by the same person, except that neither the Secretary nor the chief financial officer may serve concurrently as the President of the corporation. No officer shall receive any salary or compensation for services as such officer, but may be reimbursed for actual expenditures incurred in furtherance of the business of the corporation.

### **SECTION 2. ELECTION OF OFFICERS**

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article VIII, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer who is also under any contract of employment with the corporation.

### **SECTION 3. ADDITIONAL OFFICERS**

The Board of Directors may appoint, and may authorize the President or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.



#### **SECTION 4. REMOVAL OF OFFICERS**

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board of Directors, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

#### **SECTION 5. RESIGNATION OF OFFICERS**

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein; unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

#### **SECTION 6. VACANCIES IN OFFICES**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner described in these Bylaws for regular appointments to that office.

#### **SECTION 7. RESPONSIBILITIES OF OFFICERS**

(a) President. The President shall, subject to the control of the Board of Directors, generally supervise, direct and control the business and the officers of the corporation. The President shall preside at all meetings of the members, and at all meetings of the Board of Directors. The President shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. Unless the President elects to abstain from voting, the President shall be entitled to vote on any issue presented for action at any meeting of the Board of Directors, whether by ballot or otherwise, or to participate in any written consent of all members of such Board of Directors.

(b) Vice-Presidents. In the absence or disability of the President, the Vice-Presidents, if any, in order of their rank as fixed by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors.

(c) Secretary. The Secretary shall have the following duties:

(i) Book of minutes. The Secretary shall keep or cause to be kept, at the principal office or at such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the directors, and members, to record and reflect the time and place of the meetings, whether such meetings were regular or special in character, and, if special, how the same were authorized, the notice given, the names of those present at Board of Director meetings, the number of members present at members' meetings, and the proceedings of all such meetings. The



Secretary shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or by these Bylaws,

(ii) Membership records. The Secretary shall keep, or cause to be kept, at the principal office of the corporation, or at such other place as the Board of Directors shall determine, a record of the corporation's members, showing the names of all members and their respective residence and email addresses.

(iii) Notices, seal and other duties. The President and/or the Secretary shall give, or cause to be given notice of all meetings of the members and of the Board of Directors required by these Bylaws to be given. The Secretary shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

(d) Treasurer. As the chief financial officer, the Treasurer shall have the following duties:

(i) Books of account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The Treasurer shall deposit all corporate funds and other valuables in the name and to the credit of the corporation with such depositories, and subject to such signature as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the President and directors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and chief financial officer, and of the financial condition of the corporation.

(iii) Bond. If required by the Board of Directors, the Treasurer, as chief financial officer, at the expense of the corporation, shall give the corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the Treasurer, and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer, upon the death, resignation, retirement, or removal from office of the Treasurer.

(iv) Additional powers and duties. The Treasurer shall have such additional powers and perform such other duties, as may from time to time be prescribed by the Board of Directors or by these Bylaws.

## **ARTICLE IX**

### **INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

The scope and extent of the corporation's power to indemnify any person, including but not limited to, its officers and directors, who was or is a party, or threatened to be made a party, to any legal proceeding, shall be determined by Section 7237 of the Corporations Code of California as the same shall then be in force and effect. Subject to Section 7237, the Corporation shall, to the greatest extent possible, indemnify its directors, officers and members of the Corporation's committees.



**ARTICLE X**  
**RECORDS AND REPORTS**

**SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of its members and Board of Directors;
- (c) A record of its members, reflecting their names, their respective residential and email addresses, and phone numbers if available.

All such records shall be kept at the corporation's principal office, or at such other convenient place within the BAHA Neighborhood as the Board of Directors shall determine, and may be maintained in a fully digital format, as authorized by the Board of Directors.

**SECTION 2. MEMBER'S INSPECTION RIGHTS**

- (a) Member's names and addresses.

(i) Any member of the corporation may inspect and copy the records of members' names, addresses and voting rights during usual business hours on five days prior written demand on the corporation, stating the purpose for which the inspection rights are requested, which shall be a purpose reasonably related to such person's interest as a member, or

(ii) such member may obtain from the Secretary of the corporation, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of directors, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of such demand. The demand shall state the purpose for which the list is requested, which shall be a purpose reasonably related to such person's interest as a member. Such list shall be made available to any such member by the Secretary on or before the later of ten (10) days (i) after the demand is received or (ii) after the date specified in such demand as the date as of which the list is to be compiled; and

(b) Books, records and minutes. Any member of the corporation may inspect the accounting books and records and minutes of the proceedings of the members, and of the Board of Directors, at any reasonable time, upon three (3) days prior notice, and upon written request and for a purpose, stated therein, which is reasonably related to such person's interest as a member.

(c) Exercise by agent or attorney. Any inspection and copying under this section may be made in person or by an agent or attorney of the member, and the right of inspection includes the right to copy and make extracts.

(d) Restriction on use. No list of members, and none of the information obtained pursuant to any provision of this Section 2 of this Article X, may be used for any purpose other than that



stated in the aforesaid demand or request for such list or information, and under no circumstance can the information gathered be used for any commercial purpose.

(e) Annual notice to members. The corporation shall annually notify each member that the member has the right to receive a financial report as provided in Corporations Code Sec. 8321.

### **SECTION 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS**

The corporation shall keep at its principal office, or at such other location in the BAHA Neighborhood as approved by the Board of Directors, the original or a copy of the articles of incorporation and these Bylaws as amended to date. These documents shall be posted on the corporation's website.

### **SECTION 4. INSPECTION BY DIRECTORS**

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind, and the physical properties of the corporation and each of its subsidiary corporations, if any. Such inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents; provided, however, the director may not, under any circumstance, use the information gained for any commercial purpose.

### **SECTION 5. ANNUAL REPORT TO MEMBERS**

(a) Annual report of corporation. Not later than thirty (30) days after the close of the corporation's fiscal year, the Board of Directors shall cause an annual report to be mailed or emailed to the members. Such report shall contain the following information in reasonable detail:

(1) The assets and liabilities, including any trust funds, of the corporation as of the end of the fiscal year,

(2) The principal changes in assets and liabilities, including any trust funds, during the fiscal year,

(3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(b) Audit or certificate. The report required by this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.



**ARTICLE XI**  
**GENERAL PROVISIONS**

**SECTION 1. FISCAL YEAR**

The fiscal year of the corporation shall be July 1 through June 30.

**SECTION 2. DEFINITIONS**

- (a) Email. Shall be deemed to include any other commonly accepted electronic communication application or method.
- (b) Email Address. Shall be deemed to include any other electronic address.
- (c) Zoom. Shall be deemed to include any other commonly accepted video conferencing application or method.

**ARTICLE XII**  
**AMENDMENTS**

**SECTION 1. AMENDMENT BY MEMBERS**

New bylaws may be adopted or these Bylaws may be amended or repealed by approval of the members, or by written assent of the members. Further, where any provision of these Bylaws requires the vote of a larger proportion of the members than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of members. No amendment may extend the term of a director beyond that for which such director was elected.

**SECTION 2. AMENDMENT BY DIRECTORS**

Subject to the rights of members under Section 2 of this Article XII and the limitations set forth below, and subject also to provisions of the California Nonprofit Mutual Benefit Corporation Law, the Board of Directors may adopt, amend or repeal Bylaws. Such power is subject to the following limitations:

- (a) The Board of Directors may not amend a Bylaw provision fixing the authorized number of directors or the minimum and maximum number of directors.
- (b) If any provision of these bylaws requires the vote of a larger proportion of the directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of directors.
- (c) The board of directors may not adopt or amend bylaw provisions concerning the following subjects without the approval of the members:

- (i) Any provision increasing the term of directors;
- (ii) Any provision allowing one or more directors to hold office by designation or selection rather than by election by the members;
- (iii) Any provision giving the Board of Directors power to fill vacancies on the Board of Directors created by removal of one or more directors;
- (iv) Any provision increasing the quorum for members' meetings;
- (v) Any provision creating, expanding, restricting, or repealing proxy rights;
- (vi) Any provision having the effect or purporting to have the effect of restricting, impairing or diluting, in any way or to any degree, the rights of the members to control of the corporation, or the full and unobstructed exercise of such rights.



KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Secretary of BEL AIR HILLS ASSOCIATION, a California Nonprofit Mutual Benefit Corporation, incorporated under the laws of the State of California; and

(2) That the foregoing Bylaws, comprising 24 pages (including this page), constitute the Restated Bylaws of said corporation as duly adopted by unanimous vote of the Board of Directors at a duly called regular meeting of the Board on the 20<sup>th</sup> day of April, 2023.

IN WITNESS WHEREOF, I have subscribed my name on this 8<sup>th</sup> day of May, 2023.

  
Richard N. Kipper, Secretary