

**AMENDED AND RESTATED BYLAWS OF THE GREATER GOLDEN HILL
COMMUNITY DEVELOPMENT CORPORATION**

ARTICLE I

NAME AND PRINCIPAL OFFICE

Section 1.1. The name of this organization is the Greater Golden Hill Community Development Corporation.

Section 1.2. The principal office for the transaction of the business of the Corporation is located in the City and the County of San Diego. The Board may at any time or from time to time change the location of the principal office from one location to another in said City and County.

ARTICLE II

STATEMENT OF PURPOSE

Section 2.1. Purposes. The purposes for which this Corporation is formed include but are not limited to promoting the general welfare and improving the quality of life of the residents of the Greater Golden Hill Community by:

- (a) Community economic development;
- (b) Maintenance and reinvestment activities;
- (c) Augmentation or upgrading of neighborhood services;
- (d) Community revitalization; and
- (e) Provision of decent housing that is affordable to low income and moderate income persons.

The Corporation and all its business and other activities are to be operated and conducted in the promotion of its charitable and/or educational objectives and purposes as specified in the Articles of Incorporation. In the conduct of its affairs, the management shall at all times be mindful of these charitable and/or educational objectives and purposes. In the event that any provisions of this Article II is inconsistent with any provision of the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation shall prevail and be controlling.

ARTICLE III
MEMBERSHIP

Section 3.1. Members. There shall be two classes of membership of this Corporation. The first class of Members shall be known as Individual Members and the second class of Members shall be known as Organizational Members. Except as otherwise provided in these Bylaws, the voting, and other rights, privileges and interests of the Individual Members and the Organizational Members shall be equal. Any reference in these Bylaws to Members shall be construed to include both Individual Members and Organizational Members, unless otherwise limited.

Section 3.2. Eligibility for Membership. Any person shall be eligible for membership in the Corporation as an Individual Member if he or she:

- (a) Resides or is employed or owns real property in Golden Hill or whose admission to membership in the judgment of the Board will contribute to the Corporation's ability to carry out its purposes;
- (b) Is 18 years of age or older; and
- (c) Indicates an interest in and desire to become a Member by completing and returning to the Secretary of the Corporation a membership application.

Any Organization shall be eligible for membership in the Corporation as an Organizational Member if it:

- (a) Operates a business in Golden Hill or leases or owns real property in Golden Hill or otherwise has a presence in Golden Hill;
- (b) Would contribute to Corporation's ability to carry out its purposes; and
- (c) Indicates an interest and desire to become a Member by completing and returning to the Secretary of the Corporation a membership application.

Section 3.3. Organizational Member Voting Rights. Each Organizational Member shall designate a representative to vote the interest of the Organizational Member in Corporation matters. The authorized representative shall deliver to the Board, in writing, appropriate evidence of authority to so act, such as a copy of a resolution of the Member's Board of directors, a letter, or some other designation. The Corporation may rely on such official designation until it is otherwise notified.

Section 3.4. Powers of Voting Members. The Members shall have the right to vote for the election of Directors, on the disposition of all or substantially all of the assets of the Corporation to another 501(c)3 corporation, and on such other matters which are required to be approved by members by these Bylaws or under California Nonprofit Public Benefit Corporation Law.

Section 3.5. Admission of New Members. Applications for membership shall be

submitted to the Secretary of the Corporation on a written form prescribed and approved by the Board, which shall include a certification of the applicant's eligibility for membership.

Section 3.6. Suspension or Termination of Membership.

(a) Termination by Member. Any Member may terminate membership in the Corporation at any time by giving written notice to the Secretary of the Corporation. Such termination shall become effective as of the date of its receipt by the Secretary.

(b) Suspension or Termination by Board. The Board, by a majority vote, may suspend or terminate the membership of a Member for cause in accordance with the due process requirements of California Corporations Code Section 5341. The following shall constitute cause for suspension or termination.

(i) Failure to pay membership dues, fees, or assessments;

(ii) Absence without excuse, as determined by the Board, from 6 or more consecutive Member Meetings; or

(iii) Failure to meet other standards of conduct or requirements for good standing as determined from time to time by resolution of the Board.

Section 3.7. Dues. Annual membership dues shall be set by the Board. The Board may provide for special assessments, subject to the approval of a majority vote of the membership quorum by mail-in ballot and/or in attendance at a duly called and noticed meeting of Members of the Corporation. Dues are payable immediately with application. The Board may establish a policy for waiver of dues.

ARTICLE IV

MEMBERS MEETINGS

Section 4.1. Annual Meetings of Members. Annual meetings of the Members of the Corporation for the election of the Board and such other business as may properly be transacted at such meeting shall be held in September of each year.

Section 4.2. Special Meeting of the Members. Special meetings of the Members of the Corporation may be called at any time by order of the Board, of the President of the Board (who shall give written notice thereof to the Executive Director of the Corporation), or by a petition signed by not less than five percent (5%) of the Members of the Corporation setting forth the date on which the special meeting shall be held and the general nature of the business to be transacted at such meeting, subject to the provisions of Section 4.4.

Section 4.3. Place and Time of Meeting of the Members. Each meeting of the Members of the Corporation shall be held at the place and time specified in the notice thereof. Members of the Board may participate in a meeting through use of conference telephone or similar

communication equipment, so long all such members participating in such meeting can hear one another. Participation in a meeting by this means constitute presence in person at such meeting.

Section 4.4. Notice. Notice of each annual or special meeting of the Members of the Corporation shall be given to each Member entitled to vote, either personally or by mail or by other means of written communication, charges prepaid, addressed to such Member at the address appearing on the books of the Corporation or given by the Member to the Corporation for the purpose of notice, in the following manner:

- (a) Written notice of each annual meeting shall be given to each Member entitled thereto, either in person, electronically, or by registered, certified, or first class mail sent to the Member's address as it appears on the corporation's books or as given by the Member to the corporation for the purposes of notice, not less than ten (10) nor more than ninety (90) days before such meeting; provided, however, that if notice is given by mail, and the notice is not mailed by first- class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting. The notice shall specify the place, the date and the hour of such meeting and shall state those matters that the Board, at the time of the mailing of the notice, intends to present for action by the Members and such other matters, if any, as may be expressly required by statute.
- (b) In the case of a special meeting, the notice shall state the general nature of business to be transacted and no other business shall be transacted at such meeting. In order for any person or persons other than the Board or the President to call a special meeting of the Members, such person must be entitled to do so and must submit a written request to the President, Vice President, or Secretary. The officer shall cause notice to be given to the Members entitled to vote that a meeting will be held at a time fixed by the Board, not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person or persons entitled to call the meeting may give the notice, or the superior court of the proper county shall summarily order the giving of the notice, after the Corporation has been given the opportunity to be heard.

Section 4.5. Quorum. The presence of fifteen percent (15%) or more of the voting Members at any meeting shall constitute a quorum for the transaction of business. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting entitled to vote and voting on any matter shall be the act of the Members unless the vote of a greater number or voting by classes is required by law or by the Articles of Incorporation or Bylaws. Any Bylaw amendment to increase the quorum may be adopted only by approval of the Members. The Members present at a duly called or 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 4.6. Chairman of Meeting. The President shall preside as the chairman of any meeting of the Members. If the President shall be absent or shall fail or be unable to preside, the Vice President shall preside. The chairman of the meeting shall designate a secretary for such meeting who shall take and keep or cause to be taken and kept minutes of the proceedings thereof. Meetings of the Members shall at all times be conducted in accordance with the current version of Robert's Rules of Order or such other established parliamentary procedure as adopted by resolution from time to time by the Board.

Section 4.7. Voting. Unless otherwise required by law, each Member shall be entitled to cast one (1) vote on any and all matters that shall come before any such meeting. At each meeting of the Members, all matters shall be decided by the affirmative vote of the majority of the Members of the Corporation present at such meeting, except those matters otherwise expressly regulated by statute or by another specific section of these Bylaws. Voting by proxy shall not be allowed except as provided in Section 4.8.

Section 4.8. Voting by Proxy. Any Member shall be entitled to vote at any meeting of the Members either in person or by an agent authorized by written proxy executed by such Member or his or her duly authorized agent and filed no later than the day of the meeting with the Secretary of the Corporation, provided that, if such Member attends personally the meeting for which the proxy is given, then the proxy vote shall be void. A proxy duly executed and filed is not revoked and continues in force and effect until an instrument revoking it or a duly executed proxy bearing a later date is filed with the Secretary or the Corporation; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution.

Section 4.9. Action by Members Without a Meeting. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, any action that may be taken at any regular or special meeting of the Members may be taken without a meeting if a written ballot is distributed to every Member entitled to vote on the matter. Such written ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation, but in no event less than ten (10) days after the date on which the ballot is mailed to the Member. Any action approved by a written ballot shall be valid only when the number of votes cast by ballot, within the time period specified, equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(a) All solicitations for written ballots shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors and Officers, shall state the percentage of approvals necessary to pass the measure

submitted. The solicitation must specify the time by which the ballot must be received in order to be counted. Once received, a written ballot may not be revoked.

- (b) Alternatively, any action required or permitted to be taken by the Members may be taken without a meeting, if all Members entitled to vote 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.

Section 4.10. Record Dates. For purposes of determining the Members entitled to notice of any meeting, entitled to vote at any meeting, or entitled to exercise any other rights, the Board may, in advance, fix a record date. A determination of Members of record entitled to notice of or to vote at a meeting of the Members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting, but the Board shall fix a new record date if the meeting is adjourned for more than forty-five (45) days.

(a) Fixed Record Date. The record date so fixed for determining Members entitled:

For notice of a meeting shall not be more than ninety (90) nor less than ten (10) days before the date of such meeting;

- (1) for voting at a meeting shall not be more than sixty (60) days before the date of the meeting;

- (2) for any other action shall not be more than sixty (60) days before that action.

(b) No Record Date. If no record date is fixed by the Board, the record date for determining Members entitled:

- (1) to receive notice of a meeting of the Members shall be at the close of business on the next business day preceding the day on which notice is given or, if notice is waived, at the close of business of the next business day preceding the day on which the meeting is held;

- (2) to vote at the meeting of the Members shall be the day on which the meeting is held;

- (3) to exercise any rights with respect to any other action shall be the date on which the Board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

ARTICLE V

DIRECTORS

Section 5.1. Number of Directors. The Board shall consist of not fewer than four (4) and not more than fifteen (15) members, of which at least seventy-five (75%) shall qualify for membership as residents of Golden Hill, owners of real property located in Golden Hill, or

persons employed in Golden Hill. The Board shall fix the exact number of Directors within the limits specified in this section by a Board resolution.

Section 5.2. Term – Duration. Each Director shall hold office for three (3) years or until his or her removal, death or resignation. All Directors shall hold office until their respective successors are duly elected and qualified.

Section 5.3. Staggered Terms. Terms of Directors shall be staggered so that no more than one-third of the Board shall be up for election in any given year.

Section 5.4. Powers. Subject to the limitations of the Articles of Incorporation, other sections of the Bylaws and the laws of the State of California and the United States, all corporate powers of the Corporation shall be exercised by or under the authority of the Board.

Without limiting the foregoing general powers, the Board shall have the following powers:

- (a) To select and remove any of the officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with the California Nonprofit Public Benefit Corporation Law, the Articles of Incorporation, or the Bylaws, fix their compensation, and require from them security for faithful service;
- (b) To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations and to take such other actions therefore not inconsistent with the law, the Articles of Incorporation or the Bylaws, as the Board may deem best;
- (c) To administer the distribution of grants and gifts from public and private sources, to borrow money and incur indebtedness for the purposes of the Corporation, loan money and cause to be executed and delivered for them in the Corporate name promissory notes, bonds debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidence of debt and securities;
- (d) To establish standing or ad hoc committees for advising or assisting the Corporation, Board or Members;
- (e) To apply for city permits, participate in or contract for the purchase, installation or construction of public benefit improvements on publicly or privately owned land.
- (f) To incur indebtedness, borrow money, enter into contracts, lease space, own property and other powers cited in the Articles of Incorporation as needed.

Section 5.5. Rules, Policies, and Procedures. Except as otherwise provided herein, the Board shall adopt rules, policies, or procedures including, but not limited to, the following:

- (a) Establishing the time and place for regular meetings of the Board;
- (b) Setting the agenda for meetings of the Board;
- (c) Allowing for Member and public participation in meetings of the Board;

- (d) Addressing conflicts of interest;
- (e) Adopting rules for parliamentary procedure; and
- (f) Suspending or amending, in whole in part and in any or all cases, such rules, policies, or procedures.

Section 5.6. Compensation of Directors. Each Director shall serve without compensation. However, Directors may, pursuant to a duly adopted resolution, be reimbursed for reasonable business expenses incurred during the course of pursuing or engaging in the Corporation's business matters.

Section 5.7. Removal. Any Director may be removed at any time by the vote of a majority of the Board or the Members at a duly called and noticed meeting of the Members for cause, including commission of a felony, malfeasance, continued gross or willful neglect of duties, or conduct derogatory to the best interest of the Corporation. Failure to attend three (3) consecutive Board meetings shall be cause for dismissal, and failure to attend four (4) Board meetings within any twelve (12) month period shall also constitute cause for dismissal.

Section 5.8. Resignation. Any Director may terminate membership in the Corporation and in the Board thereof at any time by giving written notice to the President of the Board or the Secretary of the Corporation. Such termination shall become effective upon receipt of the foregoing notice unless the notice specifies a later time for the effectiveness of such resignation. A Director whose appointment was conditioned on residence, employment, or ownership of real property within Golden Hill shall tender his or her resignation to the Board effective on the date such residence, employment, or ownership of real property within Golden Hill ceases, provided, however, that if such Director otherwise remains qualified for membership, the Director need not resign so long as the Board continues to meet the required 75% threshold for qualified Directors pursuant to Section 5.1 of these Bylaws.

Section 5.9. Filling Vacancies. Vacancies in the Board, shall be filled by election by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. Each Director so selected shall hold office until the expiration of the term of the replaced Director and until a successor has been selected and qualified.

Section 5.10. Regular Meetings. Regular meetings of the Board shall be held as per a schedule adopted and fixed by resolution of the Board and in accordance with rules, policies, or procedures adopted under Section 5.5 of these Bylaws. Provided the time and place of these meetings remains so fixed, no additional notice is required. If the time or place of the meeting varies from the resolution adopted by the Board, notice of the meeting shall be given to the Directors not fewer than four (4) days prior to the meeting if delivered by first class mail or not fewer than forty-eight (48) hours prior to the meeting if the notice is delivered personally or by telephone, e-mail, or other electronic transmission. The notice must state the date and time of the

meeting and the place of the meeting if it is other than the principal office of the Corporation.

Section 5.11. Special Meetings. Special meetings of the Board for any purposes may be called at any time by the President of the Board or by one-third (1/3) of the Directors. Notice of special meetings shall be given to the directors not fewer than four (4) days prior to the meeting if delivered by first class mail or not fewer than forty-eight (48) hours prior to the meeting if the notice is delivered personally or by telephone, e-mail, or other electronic transmission. The notice must state the date and time of the meeting and the place of the meeting if it is other than the principal office of the Corporation.

The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though done at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the Directors not present signs a written waiver of notice of consent to holding such meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the Corporation's records or made a part of the minutes of the meeting.

Section 5.12. Quorum. A majority of the existing members of the Board shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any time at which there is a quorum shall be an act of the Board, unless a greater number is required by these Bylaws or by law, except to adjourn as provided in Section 5.14. Notwithstanding the foregoing, 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 such a meeting.

Section 5.13. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place.

Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 5.14. Action Without Meeting. Any action that is required or permitted to be taken by the Board may be taken without a meeting if all the members of the Board, individually or collectively, consent in writing to such action. The consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as an unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 5.15. Committees of the Board. The Board may appoint one (1) or more

committees, each consisting of at least two (2) Directors, who serve at the pleasure of the Board. Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of Directors then in office, provided a quorum is present, and any such committee may be designated by such name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that such committee shall not have the authority to do any of the following:

- (a) Take any final action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the Members (such limitation of committee action shall apply whether or not the Corporation has Members);
- (b) Fill vacancies on the Board or in any committee;
- (c) Fix compensation of the Directors for serving on the Board or on any committee;
- (d) Amend or repeal the Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) Create any other committees of the Board or appoint the members of committees of the Board; or
- (g) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article V applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 5.16. Advisory Committees. The Board may appoint one or more advisory committees, each consisting of two (2) or more members, who need not be Directors, to serve at the pleasure of the Board. Any such advisory committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of Directors then in office, provided a quorum is present, and any such advisory committee may be designated by such name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any advisory committee who may replace any absent member at any meeting of the advisory committee. Any advisory committee shall not have the authority of the Board but shall function in an advisory capacity to the Board.

Section 5.17. Fees and Compensation. Directors and members of committees shall serve on a volunteer basis and shall not receive any compensation for their services as Directors or officers; however, they may receive reimbursement for expenses as may be fixed or determined by the Board.

ARTICLE VI

OFFICERS

Section 6.1. Officers. The officers of this Corporation shall be the President, Secretary and Treasurer. The Corporation may also have, at the Board's discretion, one Vice President as the Board may from time to time appoint. Any person may hold more than one of the foregoing offices, except that neither the Secretary nor the Treasurer may serve concurrently as President of the Board. No officer, other than the President and the Vice President of the Board need be members of the Board.

Section 6.2. Appointments. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 6.3, Section 6.5, or Section 6.8 shall be chosen annually by the Board, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected.

Section 6.3. Subordinate Officers. The Board may appoint such other officers as the business of the Corporation may require, each of whom shall have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time specify, and shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve.

Section 6.4. Removal and Resignation. Any officer may be removed with cause, by a majority of the Directors at any regular or special meeting of the Board.

Any officer may resign at any time by giving written notice to the Board President or to the Board Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.5. Vacancies. A Vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by election of a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director.

Section 6.6. Staff. Subject to such supervisory power, if any, as may be given by the Board to the President, the staff, including the Executive Director, shall be subject to control of the Executive Committee, which shall be comprised of at least three (3) members of the appointed by resolution of the Board. The Executive Committee shall have the power to appoint subcommittees as may be required from time to time to advise on personnel matters. Staff shall

have the powers and duties as the Board, the Executive Committee, or these Bylaws may prescribe.

Section 6.7. President. Subject to the control of the Board, the President shall have the general supervision, direction and control of the Corporation's activities, affairs, and officers. The President shall preside at all Members' meeting and at all Board meetings. The President shall have such other powers and duties as the Board or the Bylaws may prescribe.

Section 6.8. Vice President. If the President is absent, unable, or unwilling, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe. The Board may appoint a temporary Vice President at any meeting in which the President is absent.

Section 6.9. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes, at the principal office or such other place as the Board may order, of all meetings, regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, and the proceedings thereof.

The Secretary shall give or cause to be given notice of all meetings of the Board required by these Bylaws or by laws to be given, and 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 or these Bylaws. If for any reason the Secretary shall fail to give notice of any special meeting of the Board, then any Director or officer may give notice of any such special meeting.

Section 6.10. Treasurer. The Treasurer shall keep and maintain, or shall cause to be kept and maintained, adequate and correct accounts of the properties and transactions of the Corporation, including account of its assets, liabilities, receipts, disbursements, gains, losses and capital. The books of account shall at all reasonable times be open to inspection by any Director or Member.

Section 6.11. Officer Elections

(a) Nomination Procedures

- (i) At the September meeting of each year there shall be formed a nominating committee consisting of three (3) members from among the membership who are appointed by the Board.
- (ii) The slate of nominees shall be presented at the October meeting at which time each nominee may state his or her qualifications and willingness to run for a particular office.
- (iii) Election of officers shall commence after the presentation of nominees at the November meeting.

(b). Floor Nominations

- (i) Candidates may be nominated from the floor at the meeting in November.
- (ii) Floor Nominees must be present to accept nomination.
- (iii) Floor Nominees must state their qualifications and willingness to run for a particular office.

(c) Eligibility for Office. Must a member in good standing for at least 6 months, be 18 years of age, and, for President and Vice President, a member of the Board of the Corporation.

(d) Ballot Issues

- (i) A ballot with all nominees shall be listed with the name and the office. Floor nominations will be written in on the official ballot.
- (ii) All directors must vote individually, preferably, by secret ballot if there is more than one candidate.
- (iii) After the election of officers a ballot with all director nominees shall be listed with the name, director position, and term and provided to the membership.
- (iv) Only directors who are members in good standing are permitted to vote.

(e) Election Process

- (i) Once the nominating committee closes the nominations, the meeting shall proceed to the actual election.
- (ii) The chairperson of the nominating committee shall be the Presiding Officer for the election.
- (iii) The Presiding Officer shall appoint two tellers from the membership who shall validate, count, and record each ballot.
- (iv) The Presiding Officer shall announce the results to the Board by the end of the meeting.

(f) Transfer of Responsibilities

- (i) The transfer of duties and records shall take place from December through January.
- (ii) The term of new Officers begins on January 1st and ends on the date that is the later of December 31st of the same year or upon election of a new replacement Officer.
- (iii) When a President or Vice President is no longer a director of the Corporation pursuant to Section 5.2, the Board shall appoint an interim President or Vice President, as applicable, until the new officer has been elected. The former President or Vice President may continue as an officer during this transition period.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify its directors, officers, employees, and agents, including persons formerly occupying any such position, to the fullest extent permitted by law against all expenses, judgments, fines, and other amounts actually and reasonably incurred by them in connection with any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative. In all cases where indemnification is sought, the Corporation shall be subject to the restrictions and requirements contained in Section 5238 of the California Corporations Code.

ARTICLE VIII

AMENDMENTS TO BYLAWS

Section 8.1. Power of Directors. Subject to the rights of Members under Section 8.5 of this Article VIII and the limitations set forth below, the Board may adopt, amend, or repeal Bylaws unless the action would materially and adversely affect the Members' rights as to voting or transfer. The Board may not extend the term of an elected Director beyond that for which the Director was elected.

Section 8.2. Changes to Number of Directors. Without the approval of the Members, the Board may not adopt, amend, or repeal any Bylaw provision that would:

- (a) Fix or change the authorized number of Directors;
- (b) Fix or change the minimum or maximum number of Directors; or
- (c) Change from a fixed number of Directors to a variable number of Directors or vice versa.

Section 8.3. High Vote Requirement. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

Section 8.4. Members' Approval Required. Without the approval of the Members, the Board may not adopt, amend, or repeal any Bylaw provision that would:

- (a) Increase or extend the terms of Directors;
- (b) Allow any Director to hold office by designation or selection rather than by election by the Members;
- (c) Increase the quorum for Members' meetings;
- (d) Repeal, restrict, create, expand, or otherwise change proxy rights; or
- (e) Authorize cumulative voting.

Section 8.5. Amendment by Members. If the Corporation has more than one class of voting Members, any amendment that would materially and adversely affect the rights of a class as to voting or transfer, in a manner different than the action affects another class, must be

approved by the Members of that adversely affected class. Any provision of these Bylaws that requires the vote of a larger proportion of the Members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of an elected Director beyond that for which the Director was elected.

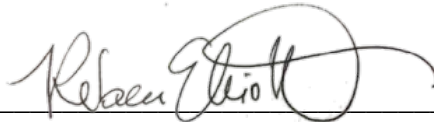
CERTIFICATE OF SECRETARY

of

THE GREATER GOLDEN HILL COMMUNITY DEVELOPMENT CORPORATION

(A California Nonprofit Public Benefit Corporation)

I hereby certify that I am the duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprising of fifteen (15) pages, constitute the Bylaws of said corporation as duly adopted by resolution of the Board of Directors thereof dated September 20, 2018.

A handwritten signature in cursive script, appearing to read "Rebecca Elliott", is written over a horizontal line.

Secretary