

350 O'Shaughnessy Boulevard • San Francisco, California 94127
Telephone: (415) 281-0892

Miraloma Park Improvement Club

BYLAWS OF THE MIRALOMA PARK IMPROVEMENT CLUB

As adopted in 1935 and amended in 1945, 1965, 1973, 1976, 1979, 1986, 1993, 1997 and 2015

ARTICLE I — PURPOSE

Section 1.01 Stated Purpose.

The purpose for which this Club is formed shall be as follows:

- a) To promote the individual and collective interests of all persons owning, leasing, renting or in the process of purchasing homes in MIRALOMA PARK; and to support the interests of other neighborhood groups and City entities when these interests are deemed to effect the interests of Miraloma Park residents.
- b) For the purpose of these Bylaws, the following boundary lines shall designate the Miraloma Park area of the City and County of San Francisco, California: beginning at Portola Drive and O'Shaughnessy Boulevard (west side only), south on, but excluding Malta, continuing at Stillings, east on Stillings (both sides) to Congo (but not including Congo), south to Melrose then west on Melrose (both sides) to Teresita, west on Teresita (both sides) to Foerster, including the 700 block of Foerster, then crossing Foerster in an imaginary line to the north side of Melrose at Stanford Heights Avenue, west on Melrose (north side only) to the end of the 400 block of Lulu Alley (an easement), north on Lulu Alley to Cresta Vista, crossing Los Palms at number 495 Los Palms and crossing Burlwood at number 100 Burlwood and crossing Cresta Vista at number 300 Cresta Vista, continuing north in an imaginary line to include both sides of Sherwood Court, then crossing Myra Way and in a northwesterly direction through Mt. Davidson Park bordering on Dalewood Way, but not including any of Dalewood, to Juanita Way (both sides) to Miraloma Drive, then north and east on Miraloma Drive (east side only), including residence numbers 9 through 41 inclusively, then northeast on Portola Drive (east side only) to starting point at Portola Drive and O'Shaughnessy Boulevard.
- c) To maintain and enhance the character, the quality of life, and the natural environment and open spaces of the areas within and adjacent to the boundaries of Miraloma Park.
- d) To provide a forum for issues that concern the Miraloma Park Community and to present educational events for the community, using the Clubhouse as a venue and the monthly newsletter and website for communication.

- e) To develop and implement policies and recommendations for the maintenance and enhancement of the physical, architectural, and social dimensions of Miraloma Park.
- f) To maintain the architectural character of Miraloma Park by supporting relevant planning and building codes and controls, monitoring and addressing proposed city-wide residential zoning changes, and monitoring applications for new construction and alteration in Miraloma Park.
- g) To address transportation and traffic safety issues as they affect Miraloma Park: for example, maintaining or improving Muni service and working with City agencies on traffic calming.
- h) To promote public safety in Miraloma Park by building and maintaining a relationship with officers of our police district and other relevant law-enforcement agencies, educating the community with respect to crime prevention, and educating and preparing the community to be resilient in disaster and emergency situations.
- i) To support local and adjacent schools (Miraloma Elementary and Ruth Asawa School of the Arts) when possible, for example, by assisting with traffic control, program promotion, and student-community relations.
- j) To carry out other such purposes as are specified in the Articles of Incorporation of the Miraloma Park Improvement Club.
- k) Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 1.02 Partisanship.

This Club declares itself a non-partisan body. It shall not endorse candidates for public office.

ARTICLE II — OFFICES

Section 2.01 Principle Office.

The principal office of the Corporation for its transaction of business is located in the City of San Francisco and County of San Francisco, California.

Section 2.02 Change of Address.

The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of San Francisco, California. Any

such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE III — MEMBERS

Section 3.01 Classification and Qualification of Members.

The Corporation shall have two (2) classes of members as follows: Regular Members and Honorary Members.

- a) Regular Members of the Corporation shall be those persons as defined in Section 5065 of the Corporations Code who are over 18 years of age and either residing or owning real estate within Miraloma Park or owning business establishments in the Miraloma Park area. Each such person shall be entitled to one Regular Membership.
- b) Honorary Members of the Corporation shall be those persons as defined in Section 5065 of the Corporations Code who are not otherwise eligible to be members of the Corporation but who in the opinion of two-thirds of the voting members present at a regular meeting of the Club have rendered great service to the Club warranting their appointment as Honorary Members. Honorary Members shall neither pay dues nor shall they be entitled to vote.
- c) A person, as defined in Section 5065 of the Corporations Code shall not hold more than one regular membership but any person may hold one membership in each class.

Section 3.02 Application Fee.

There shall be no fee for making application for membership in the Corporation.

Section 3.03 Annual Dues.

- a) The annual dues, payable to the Corporation by regular members, shall be in such amounts as shall be determined by resolution of the Board of Directors.
- b) Dues shall be payable for the first year on admission to membership and annually thereafter in January of each year; members who do not pay their annual dues by April shall cease to be members.

Section 3.04 Assessments.

Memberships shall be nonassessable.

Section 3.05 Number of Members.

There shall be no limit on the number of members the Corporation may admit.

Section 3.06 Membership Book.

- a) The Corporation shall keep in written form a membership book containing the name, address, and class of each member.
- b) The book shall also contain the date of termination and the date on which such membership ceased.
- c) Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law as set forth in Section 3.07 of these Bylaws.

Section 3.07 Inspection Rights of Members.

a) Demand

- i) Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 8332 of the Corporations Code, and unless the Corporation provides a reasonable alternative as permitted by Section 3.07 of these Bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:
 - 1. Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or
 - 2. Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand.
 - 3. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

b) Members Permitted to Exercise Rights of Inspection

i) The rights of inspection set forth in Section 3.07 (a) of these Bylaws may be exercised by the following:

1. Any member, for a purpose reasonably related to such person's interest as a member.
2. An authorized number of members for a purpose reasonably related to the members' interest as members.

c) Alternative Method of Achieving Purpose

- i) The Corporation may, within ten (10) days after receiving a demand pursuant to Section 3.07 (a) of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list.
- ii) An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 3.07 (a) of these Bylaws shall be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things which it offered to do.
- iii) Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 3.07 (a) of these Bylaws.

Section 3.08 Certificates of Membership.

The Corporation shall not issue membership certificates; however, the Corporation reserves the right to issue identity cards or similar devices to members which serve to identify members qualifying to use the facilities or services of the Corporation.

Section 3.09 Non-liability of Members.

A member of the Corporation shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

Section 3.10 Transferability of Membership.

Neither the membership in the Corporation nor any rights in the membership may be transferred for value or otherwise.

Section 3.11 Termination of Membership.

a) Causes

- i. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:
 - 1) The voluntary resignation of a member with notice as prescribed by Section 3.11
 - 2) Where a membership is issued for a period of time, the expiration of such period of time
 - 3) The death of a member
 - 4) The nonpayment of dues, subject to the limitations set forth in Section 3.03 of these Bylaws.

b) Resignation by Giving Notice

- i. The membership of any member of the Corporation shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of the Corporation personally or deposited in United States first-class mail, postage prepaid.
- ii. Effect of Termination
 - 1) All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership.

ARTICLE IV — MEETINGS OF MEMBERS

Section 4.01 Regular Meetings: Time and Place.

The annual meeting of members shall be held on the third Thursday of June at 7:30 p.m. at the Miraloma Clubhouse, 350 O'Shaughnessy Boulevard.

Section 4.02 Special Meetings.

- a) Special meetings of members shall be called by the Board of Directors and held at such place as is fixed in Section 4.01 of these Bylaws for regular meetings of members.
- b) Five (5) percent or more of the regular members of the Corporation may call special meetings for any lawful purpose.

Section 4.03 Notice of Meetings.

- a) Written notice of every meeting of members shall be either personally delivered or mailed by first-class United States mail, postage prepaid, not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereafter.
- b) In the event given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice.
- c) Where no such address appears or is given, notice shall be given at the principal office of the Corporation. The Secretary, or agent specially designated by the Secretary for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of members.
- d) In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the Chairman of the Board or the President or Vice-President or Secretary of the Corporation shall be sent to the members forthwith and in any event within twenty (20) days after the request was received.
- e) No meeting of members may be adjourned more than forty-five (45) days.
- f) If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Section 4.04 Contents of Notice.

- a) The notice shall state the place, date, and time of the meeting.
- b) In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members.
- c) The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time notice is given to the members.

Section 4.05 Waivers, Consents, and Approvals.

- a) The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a

quorum is present in person, and if, either before or after the meeting, each of the persons entitled to vote but not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting.

- b) All such waivers, consents, and approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 4.06 Quorum.

A quorum at any meeting of members shall consist of at least fifteen (15) regular members.

Section 4.07 Loss of Quorum.

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 such action taken other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Section 4.08 Adjournment for Lack of Quorum.

In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 4.07 of these Bylaws.

Section 4.09 Voting of Membership.

a) Entitlement

- i. Each Regular Member is entitled to one vote on each matter submitted to a vote of the members
- ii. Honorary Members shall not be entitled to vote on any matter submitted to a vote of the members.

b) Indivisible Interest in Single Membership

Single memberships in which two or more persons have an indivisible interest shall be voted as set forth in Section 4.09(c) of these Bylaws relating to the voting of memberships in two (2) or more names.

c) Memberships in Two or More Names

Where a membership stands of record in the names of two or more persons, if only one member votes, such act shall bind all members; and if more than one member votes, the act of the majority so voting shall bind all members.

d) Record Date of Membership

- i. The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of and to vote at any meeting of members.
- ii. Such former record date shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting.
- iii. Such latter record date shall not be more than sixty (60) days before the date of the meeting.
- iv. The Board shall also fix, in advance, a date as the record date for the purpose of determining the members entitled to exercise any rights in respect of the other lawful action.
- v. Such record date shall not be more than sixty (60) days prior to such other action.

Section 4.10 Conduct of Meetings.

a) Chairman

The President of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members present in person shall be Chairman of, and shall preside over, the meetings of the members.

b) Secretary of Meetings

The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.

c) Rules of Order

The Robert's Rules of Orders, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with, or in conflict with, these Bylaws, the Articles of Incorporation of the Corporation, or the law.

d) Order of Business

The order of Business at the regular meeting of this Club shall be as follows:

- i. Call to Order
- ii. Roll call of Officers and call for quorum
- iii. Approval of minutes of previous meeting
 - i. Summary of previous Board of Directors meeting
 - ii. Introduction of new members
- iii. Treasury report
- iv. Communications
- v. Committee and Delegate reports
- vi. Unfinished business
- vii. New business
- viii. Program
- ix. Adjournment

ARTICLE V — DIRECTORS

Section 5.01 Number.

- a) The Corporation shall have not less than eleven (11) nor more than seventeen (17) Directors.
- b) Collectively, the Directors shall be known as the Board of Directors.

Section 5.02 Qualifications.

- a) The Directors of the Corporation shall be residents of the State of California.
- b) The Directors shall also be regular members of the Corporation.

Section 5.03 Terms of Office.

Directors shall each serve a two-year term of office, after which a Director may be re-nominated for service on the Board of Directors.

Section 5.04 Nomination.

Members of the Board of Directors shall be nominated at the regular membership meeting in May of each year as follows:

- i. At the regular April meeting each year, the President shall appoint a Nominating Committee consisting of at least three (3) members.
- ii. At the subsequent May meeting, this Committee shall nominate a slate of officers and directors to fill seats being vacated the following June.
- iii. General members shall be given the opportunity to make further nominations from the floor of the May meeting.
- iv. Nominations for officers and directors shall be closed at the adjournment of the May meeting.

Section 5.05 Election.

- a) Election of officers and directors shall be by written ballot of members in good standing present at the regular June meeting.
- b) For each candidate, each member present will indicate on the ballot whether or not the member supports election of that candidate.
- c) A majority vote of support from those present will be required for the candidate to be elected.
- d) In the event that more candidates are elected than 17 (the maximum allowed on the Board), the candidates will be ranked by number of votes received and the open slots will go to those with the greatest number of votes.
- e) A tie would be broken by ballot.

Section 5.06 Voting Eligibility.

Any member in good standing for thirty (30) days is eligible to vote.

Section 5.07 Compensation of Directors.

The Officers and Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending meetings of the Board or other provisions allowing partial compensation.

Section 5.08 Meetings.

a) Call of Meetings

Meetings of the Board may be called by the Chairman of the Board or the President or any Vice-President or the Secretary or any two (2) Directors.

b) Place of Meetings

All meetings of the Board shall be held at the principal office of the Corporation as specified in Section 2.01 of these Bylaws or as changed from time to time as provided in Section 2.02 of these Bylaws.

c) Time of Regular Meetings

Regular meetings of the Board shall be held, without call or notice, at the principal office of the Corporation.

d) Special Meetings

- i. Special meetings of the Board may be called by the Chairman of the Board or the President or any Vice-President or the Secretary or any two (2) Directors.
- ii. Special meetings shall be held on four (4) days' notice by first class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone or telegraph.
- iii. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director.
- iv. All such waivers, consents, and approval shall be filed with the corporate records or made a part of the minutes of the meetings.

e) Quorum

A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

f) Transactions of Board

Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which

a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was 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 meeting.

g) Conduct of Meetings

- i. The Vice-President of the Board or, in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors.
- ii. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board.
- iii. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

h) Adjournment

- i. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
- ii. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 5.09 Action Without Meeting

- a) Any action required or permitted to be taken by the Board may be taken without a meeting if the majority of Board members agree by telephone or email to take this action.
- b) Such agreement will be confirmed by vote at the next Board meeting and filed with the minutes of the proceedings of the Board.

Section 5.10 Removal of Directors.

a) Removal For Cause

The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- i. The Director has been declared of unsound mind by a final order of court

- ii. The Director has been convicted of a felony
- iii. The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code on directors who perform functions with respect to assets held in charitable trust and if minimum attendance will be required
- iv. The Director has failed to attend three (3) consecutive meetings of the Board.
- v. If the Director is also an Officer, that office shall also then become vacant.

b) Removal without Cause

Any or all of the Officers and/or Directors may be removed without cause if:

- i. Where the Corporation has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the Corporations Code
- ii. Where the Corporation has more than fifty (50) members, such removal shall be approved by the members within the meaning of Section 5034 of the Corporations Code.

Section 5.11 Resignation of Director.

- a) Any Officer and/or Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation.
- b) If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 5.12 Vacancies in the Board.

- a) In case of vacancy in the office of the President, the Vice-President shall succeed to that office.
- b) In case of a vacancy in the office of Vice-President, the vacancy shall be filled as provided in Section 5.12(c) of this Article.
- c) In the event of a mid-term vacancy in an elective office, the President shall appoint a replacement to complete the term of office.

- d) Mid-term appointments are to be announced in the Miraloma Life and confirmed by the general membership at the next regular meeting.

ARTICLE VI — OFFICERS

Section 6.01 Election.

Officers shall be elected by the membership at the annual meeting of the membership.

Section 6.02 Number and Titles.

The Officers of the Corporation and their duties shall be as follows:

a) President

- i. The President shall preside at all meetings of the Club and Board, preserve order, and have general supervisory powers over the Club, see that all Officers and committees perform their respective duties and enforce the Bylaws, Rules and Regulations of the Club.
- ii. (S)he shall appoint all committees.
- iii. (S)he shall perform such other duties as usually appertain to the office and shall be ex-officio a member of all committees.

b) Vice President

The Vice-President shall perform all the duties of the President in the absence or incapacity of the President.

c) Recording Secretary

- i. The Recording Secretary shall keep a permanent record of the proceedings of the Club and meetings of the Board of Directors.
- ii. (S)he shall retain in his/her possession and keep ready for inspection at all reasonable times all the books and records of the Club, except those kept by the Treasurer.

iii. The Recording Secretary shall furnish each Officer with a set of the Bylaws at the beginning of his/her term of office and have in his/her possession a copy of the Bylaws, including all amendments and dates thereof, at all regular meetings for the inspection of the members.

iv. (S)he shall perform such other duties as may be assigned by the President.

d) Corresponding Secretary

i. The Corresponding Secretary, at the direction of the President, shall be responsible for all correspondence between the Club and persons, organizations and agencies outside the Club with whom written communication is necessary.

ii. The offices of Recording and Corresponding Secretary may be held by a single individual.

e) Treasurer

i. The Treasurer shall receive receipt for and disburse all monies belonging to the Club and keep a regular account thereof.

ii. (S)he shall deposit all monies received in the name of the Club in such bank or savings and loan association as directed by the Board of Directors.

iii. (S)he shall present at each Board meeting a written and oral report of receipts and disbursements during the previous month, report balances in the commercial and savings accounts, and a summary of the financial status of the Club.

iv. Each January, (s)he shall present to the members an estimated budget for the coming fiscal year and the past year's actual budget.

v. All items shall be separately stated within appropriate categories except that individual disbursements under twenty-five (\$25) dollars can be shown as miscellaneous.

vi. (S)he shall pay all bills by check, such bills, excepting regular utility, janitorial bills and Miraloma Life publishing and delivery costs, shall be paid only on approval by the Board of Directors.

vii. Other bills in excess of two hundred (\$200) dollars shall be paid only on motion regularly passed and approved by the Board of Directors.

f) Signatories

- i. The President, Treasurer and Recording Secretary, within two weeks after installation, shall register their names in the bank or banks designated by the Board of Directors for the deposit of the funds of the Club.
- ii. Two (2) signatures shall be required for the withdrawal or transfer of funds from the savings account.

g) Sergeant-At-Arms

- i. The Sergeant-At-Arms shall monitor membership status of attendees at regular Club meetings.
- ii. In the absence of the Sergeant-At-Arms, duty will rotate among the Board Officers.

h) Removal of Office

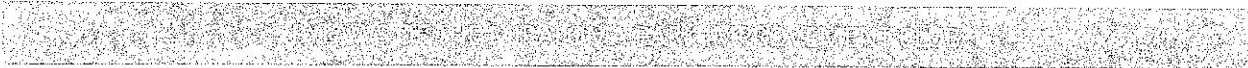
- i. Any Officer absent from three (3) consecutive Club meetings, or any Director absent from three (3) consecutive Board meetings, except because of illness or emergency, may be removed from office by a vote of two-thirds of the Board of Directors at the next Board meeting.
- ii. Any Officer or Director may, because of misconduct or neglect of duties, be removed from office by a vote of two-thirds of the members voting at the next general meeting of the Club.

ARTICLE VII — COMMITTEES AND DUTIES OF COMMITTEES

Section 7.01 Committees.

The President, at the beginning of his/her term, shall appoint the following committees and liaison functions;

- a) Finance
- b) Ways and Means
- c) Building and Maintenance
- d) Development
- e) Membership
- f) Program
- g) Social

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- h) Publicity
 - i) Streets and Transportation
 - j) Youth
 - k) Delegates to Intra-City Neighborhood Organizations
 - l) Other Committees as may be needed

Section 7.02 Duties.

The duties of the committees from Section 7.01 shall be as follows:

a) Finance

- i. The Finance Committee shall examine the books and accounts of the Club annually at the end of each term of office and/or upon the occurrence of a vacancy in the office of Treasurer.
- ii. Also, with the assistance of the Treasurer, it shall prepare a budget for the year beginning January 1.

b) Ways and Means

The Ways and Means Committee shall devise and execute projects to raise funds for the benefit of the Club and neighborhood.

c) Building and Maintenance

The Building and Maintenance Committee shall be in charge of management of the Clubhouse.

d) Development

- i. The Development Committee shall be responsible for keeping abreast of issues pertaining to building, development and zoning regulations and shall safeguard the integrity of the neighborhood with respect to impending city actions and building permit applications.
- ii. The committee shall further focus neighborhood awareness on critical issues.

e) Membership

- i. The Membership Committee shall collect the annual dues and keep a record of residents and current members of the Club.
- ii. All money collected shall be turned over to the Treasurer.
- iii. The Committee shall also devise and execute ways and means to increase membership.

f) Program

- i. The Program Committee shall arrange for topical information to be presented to the Club at the regular monthly meeting.
- ii. Longer programs of special interest may be presented at separate times.

g) Social

The Social Committee shall plan and execute social and entertainment functions for Club members and Miraloma Park residents.

h) Publicity

The Publicity Committee shall supervise and coordinate the publication and delivery of the newsletter which will carry all official notices of meetings and other Club business.

i) Streets and Transportation

The Streets and Transportation Committee is given the responsibility of keeping informed on issues pertaining to the improvement of streets and the transportation system in Miraloma Park, creating neighborhood awareness, and developing a program to deal with problem areas.

j) Youth

The Youth Committee shall encourage and promote the development of activities and programs for benefit of the children and adolescents of Miraloma Park residents.

k) Delegates to Intra-City Neighborhood Organizations

The Delegates represent the Club at any Intra-City neighborhood organization in which membership is retained.

Section 7.03 Accountability.

All committees will be directly responsible to the Board of Directors, which must approve all activities which impact the Club.

Section 7.04 Procedure for Addressing the Conflict of Interest.

- a) An interested person may make a presentation at the Board or committee meeting, but after the presentation they will leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b) The Chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the governing Board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 7.05 Violations of the Conflicts of Interest Policy.

- a) If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE VIII — AMENDMENT OF BYLAWS

Section 8.01 Notice.

- a) Notice of proposed amendments to these Bylaws must be provided at least sixty (60) days prior to the meeting at which the amendments are to be voted upon.
- b) Notice of intention to amend shall also appear in the monthly newsletter and shall be posted in a conspicuous place in the Clubhouse at the same time, and made available to any member on request.

Section 8.02 Majority Requirement.

These Bylaws may be amended at any regular meeting by a two-thirds vote of the members present at such meeting.

Section 8.03 Suspension.

There shall be no suspension of the Bylaws.

ARTICLE IX — CORPORATE RECORDS, REPORTS, AND SEAL

Section 9.01 Keeping Records.

- a) The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board.
- b) The Corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each.
- c) The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Section 9.02 Annual Report.

- a) The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321 (a).
- b) Except where the Corporation does not have more than one hundred (100) members or more than ten thousand (\$10,000) dollars in assets at any time during the fiscal year, on the written

request of a member the Board shall promptly cause the most recent annual report to be sent to the requesting member.

- c) The annual report shall be prepared not later than one hundred twenty (120) days after the close of the Corporation's fiscal year.
- d) The annual report shall contain in appropriate detail the following:
 - i. A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year
 - ii. A statement of the place where the names and addresses of the current members are located
 - iii. Any information concerning certain transactions and indemnifications required by Corporations Code Section 8322.
 - iv. The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

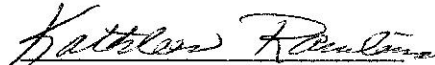
Section 9.03 Annual Statement of Certain Transactions and Indemnifications.

- a) The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Corporations Code section 8322 (d) and (e), if such transaction or indemnification took place.
- b) Such annual statement shall be affixed to and sent with the annual report described in Section 9.02 of these Bylaws.

**CERTIFICATE OF SECRETARY
OF
THE MIRALOMA PARK IMPROVEMENT CLUB
a California Nonprofit Corporation**

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising 23 pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors and members thereof held in 1935 and amended in 1945, 1965, 1973, 1976, 1979, 1986, 1993, 1997 and most recently September 26, 2015,

Dated June 7, 2017


Kathleen Rawlins, Secretary