



TIERRASANTA VILLAGE
Of San Diego
"Living for Today; Planning for Tomorrow"

Bylaws of the Tierrasanta Village of San Diego

Revised Draft

Approved by the Board of Directors on 1 February 2010

Article 1 - Purpose

Section 1: Purpose. The objectives and purposes of Tierrasanta Village of San Diego (TVSD) shall be to enable Tierrasanta resident members, age 50 and older, to have the practical means and the confidence to live their lives to the fullest in their own homes as they grow older.

The objectives and purposes of the TVSD Board of Directors (Board) shall be to oversee the operation of TVSD and to ensure its operations further the TVSD's above-stated purpose.

Section 2: Charitable Focus. The TVSD is organized exclusively for charitable public purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

Section 3: Non-Partisan. No substantial part of the activities of TVSD shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Article 2 - Offices

Section 1: Principal Office. The principal office of the corporation is located in San Diego County at the following address: 5384 El Noche Way, San Diego, California, 92124.

Section 2: Change of Address. The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws.

Section 3: Other Offices. The corporation may also have subsidiary offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of Directors may, from time to time, designate.



Article 3 - Directors

Section 1: Number. The number of Directors shall be as fixed from time to time by a majority vote of the Board of Directors. As of the date of this revision to the bylaws there are seven (7) members of the Board of Directors whose names and terms are provided in Article 10.

Section 2: Powers. Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3: Appointment of Directors. A person appointed to the board, or a person appointed to fill a vacancy on the board, shall hold office until the expiration of that term of office or until his or her death, resignation, or removal. Appointment of Directors shall occur as follows:

- a. Members of the Board shall be appointed by the Board during regular or special meetings of the Board.
- b. The action to make appointment(s) to the Board shall be included as an agenda item on the meeting agenda.
- c. An existing Director shall nominate, and another Director shall second, the nomination of a would-be Director for appointment before a vote can be taken. The motion to nominate shall explicitly include the date of expiration of the appointment. Term lengths are described in Section 7, below.
- d. Each existing Director shall cast a Yea or Nay vote per candidate. Appointments are confirmed by majority vote of a quorum of the Board in attendance (or by proxy). The Chair may determine whether such vote shall be by public or by secret ballot.
- e. When multiple people are applying for multiple seats, each Director may vote for as many applicants as the number of seats to be filled, and the applicant(s) receiving the highest number of votes shall be appointed to serve on the Board.
- f. Reappointments of sitting board members shall be performed as described in this section.
- g. Appointments shall have immediate effect unless otherwise specified in the motion to nominate.

Section 4: Removal or Dismissal of Directors. Directors may be removed from office, with or without cause, by a majority vote of the Board as permitted by these bylaws and in accordance with the laws of this state. Removal or dismissal of Directors shall occur as follows:

- a. Members of the Board shall be removed during regular or special meetings of the Board.
- b. The action to remove a Board member shall be included as an agenda item on the meeting agenda.
- c. A Director shall move the removal, and another Director shall second such removal, before the matter may be considered or a vote can be taken.

- d. The maker and seconder of the motion to remove first shall explain their reasons for the action, after which the person being removed shall have an opportunity to respond to said reasons. Then the other board members may state their positions, after which the person being removed shall have a final opportunity to respond. The Chair may allow additional commentary by members, but in each instance the Chair shall afford the person being removed an opportunity to respond.
- e. Removals are confirmed by majority vote of a quorum of the Board in attendance (or by proxy). The Chair may determine whether such vote shall be by public or by secret ballot.
- f. Removals shall have immediate effect unless otherwise specified in the motion to remove.
- g. In an extraordinary circumstance, such as an adversarial situation where presence of the director being removed would be detrimental to the decorum of a meeting, this procedure may be altered with the approval of 2/3 of the Board (see Article 7, Section 15).

Section 5: Vacancies and Resignations. Vacancies of the Board shall exist on the expiration of the term of a Director or upon the death, resignation or removal of a Director.

Any Director may resign immediately upon giving written notice to the President of the board, to the Secretary, or to another member of the Board, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly appointed Director or Directors in charge of its affairs, except upon the delivery of notice to the office of the attorney general or other appropriate agency of this state.

If the Board accepts the resignation of a Director tendered to take effect at a future time, the board shall have the power to appoint a successor to take office when the resignation is to become effective. Each Director so appointed shall hold office until the regular expiration of the term of the vacant seat to which he is appointed.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled at any regular or special meeting of the Board in accordance with Section 3 of this Article.

Section 6: Duties. It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation of all officers, agents, and employees of the corporation;
- c. Meet at such times and places as required by these bylaws;
- d. Register their email and physical addresses and their phone numbers with the Secretary of the corporation, such that notices of meetings that are e-mailed, mailed or telephoned to them shall be valid notices thereof.

Section 7: Terms of Office. Each Director shall hold office for a term of two (2) year until the board member is reappointed or until his or her successor is appointed. Appointments shall occur annually with approximately half of the Directors appointed in one year and the other half of the Directors appointed in the subsequent year. The expirations of terms of the current board members as of this bylaws revision are provided in Article 10.

Section 8: Compensation. Directors shall serve without compensation. Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties subject to the consent of the Board. Any payments to Directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as referenced in Article 9 of these bylaws.

Section 9: Place of Meetings. Meetings shall be held at such places as determined by the President and/or by the Board.

Section 10: Regular Meetings. Regular meetings of Directors normally be held monthly or as required at dates and locations to be determined by the President.

Section 11: Special Meetings. Special meetings of the board of Directors may be called by the President of the board, the Secretary, any two Directors, or persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the place designated by the person or persons calling the special meeting.

Section 12: Notice of Meetings. Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of Directors:

- a. **Regular Meetings.** No notice need be given of any regular meeting of the board of Directors as these meetings occur on regularly scheduled days of the month at the same time and location.
- b. **Special Meetings.** Special meetings of the Board must be called with at least three day's notice to each Director, with notice delivered by the Secretary either personally or by phone or by e-mail to each board member. Notice of special board meetings shall set forth the place, day and hour of the meeting and an agenda stating the general nature of the business to be transacted. Notice of any special meeting need not be given, however, to any Director who submits a signed waiver of notice, before or after the meeting, or who attends the meeting without objecting to the transaction of business.

Section 13: Quorum for Meetings. A quorum shall consist of greater than 50% of the seated members of the Board of Directors. The two named Co-Founders of TVSD shall not be included in the calculation of a quorum, but their attendance at Board meetings shall contribute to the achievement of a quorum. The Directors present at a meeting at which a quorum is present may continue to do business until adjournment, at the Chair's discretion, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 14: Majority Action as Board Action. 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, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board. Written proxies may be used for the purpose of deciding an issue before the Board.

Section 15: Conduct of Meetings. Meetings of the Board shall be presided over (Chaired) by the President of the board, or in his/her absence by the Vice-President, or in President's and Vice President's absence by another officer, or by a temporary Chair as determined by a majority of the Directors present at the meeting.

The Secretary of the corporation shall act as Secretary of all meetings of the board. In the Secretary's absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by *Roberts Rules of Order*, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

Section 16: Non-liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 17: Indemnification by Corporation of Directors and Officers. The Directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 18: Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Article 4 - Officers

Section 1: Designation of Officers. The officers of the corporation shall be: a President of the board, a Vice-President of the board, a Secretary, a Treasurer, and other such officers with such titles as may be determined from time to time by the Board of Directors.

Section 2: Qualifications. Any Director may serve as officer of this corporation. Only duly appointed Directors may serve as officers of the corporation.

Section 3: Appointment and Term of Office. Officers shall be elected by the board of Directors. Typically, the term of an officer shall be the duration of that person's term as a Director. Appointment of officers shall occur as follows:

- a. Officers shall be appointed by the Board during regular or special meetings of the Board.
- b. The action to appoint an officer shall be included as an agenda item on the meeting agenda.
- c. An existing Director shall nominate, and another Director shall second, the nomination of a would-be officer for appointment before a vote can be taken.
- d. Officer appointments are confirmed by majority vote of a quorum of the Board in attendance (or by proxy). The Chair may determine whether such vote shall be by public or by secret ballot.
- e. Officer appointments shall have immediate effect unless otherwise specified in the motion to nominate.

Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be appointed, whichever occurs first.

Section 4: Removal and Resignation. Any officer may be removed, at any time, either with or without cause, by the board of Directors. The removal or dismissal of an officer shall occur as follows:

- a. An officer shall be removed by the Board during regular or special meetings of the Board.
- b. The action remove an officer shall be included as an agenda item on the meeting agenda.
- c. A Director shall move the removal, and another Director shall second such removal, before the matter may be considered or a vote can be taken.
- d. The maker and seconder of the motion to remove first shall explain their reasons for the action, after which the officer being removed shall have an opportunity to respond to said reasons. Then the other board members may state their positions, after which the officer being removed shall have another opportunity to respond. The Chair may allow additional commentary by members, but in each instance the Chair shall afford the officer being removed an opportunity to respond.
- e. Removals are confirmed by majority vote of the Board in attendance. The Chair may determine whether such vote shall be by public or by secret ballot.
- f. In an extraordinary circumstance, such as an adversarial situation where presence of the director being removed would be detrimental to the decorum of a meeting, this procedure may be altered with the approval of 2/3 of the Board (see Article 7, Section 15).

Removals shall have immediate effect unless otherwise specified in the motion to remove.

Any officer may resign at any time by giving written notice to the board of Directors or to the President or Secretary of the corporation. 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 5: Vacancies. Any officer vacancy caused by the death, resignation, removal, disqualification, or otherwise, shall be filled by majority vote of the Board per Section 3 of this Article.

Section 6: Duties of President. The President shall be the chief executive officer of the corporation and shall act as chair of all meetings of the Board. The actions of the President shall be subject to oversight and control by the Board. The President shall:

- a. Chair all regular and special meetings of the Board.
- b. Serve as an *ex officio* member of all committees of the corporation.
- c. Supervise and control the affairs of the corporation and the activities of the officers.
- d. Execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board except as otherwise expressly provided by law, the articles of incorporation or these bylaws. Instruments requiring two signatures shall be so-signed by the Treasurer.
- e. Perform all other duties incident to his or her office and such other duties as may be required by law, the articles of incorporation or these bylaws, or which may be prescribed from time to time by the board of Directors.

Section 7: Duties of Vice President. The duties listed above are delegated to the Vice President in the absence of the President. The Vice President shall be the designated chair of meetings at which the President is absent.

Section 8: Duties of Secretary. The Secretary shall:

- a. Certify and keep at the principal or subsidiary office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
- b. Keep at the principal or subsidiary office of the corporation, or at such other place as the board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- d. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.
- e. Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, and the minutes of the proceedings of the Directors of the corporation.
- f. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of Directors.

Section 9: Duties of Treasurer. The Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of Directors.
- b. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- c. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of Directors, taking proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- e. Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefore.
- f. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- h. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of Directors.

Section 10: Compensation. The Directors serving as Officers shall receive no compensation, although reimbursement of reasonable expenses may be authorized by a vote of the Board.

Article 5 - Co-Founders

Section 1: Special Status of Co-Founders. The two Co-Founders of TVSD, Susan Deininger and Candy Walsh, are granted special status as described in this Article. In terms of the other Articles of these bylaws, the Co-Founders shall be treated as Directors.

Section 2: Appointment and Removal of Co-Founders. The two named Co-Founders of TVSD are appointed via the vote of adoption of these bylaws. There shall be no replacements for the named Co-Founders, and no new Co-Founders may be appointed. The special status of the Co-Founders may be revoked and eliminated at any time by a unanimous vote of the full Board.

Section 3: Non-Affiliation of Co-Founders. Should one of the named Co-Founders no longer be affiliated with TVSD then the provisions of this article shall apply solely to the remaining named Co-Founder. In the event that both named Co-Founders of TVSD are no longer affiliated with TVSD then all provisions of this article shall be considered as no longer in effect.

Section 4: Powers. The two named Co-Founders of TVSD shall serve as special esteemed advisors to the President and to the Board. They shall be always welcome to participate in

regular and special meetings. They shall be granted time during meetings to state opinions on matters before the Board. They shall have authority to advise the President and Executive Director on matters to be included in a meeting agenda.

The TVSD Secretary shall include the two named Co-Founders of TVSD in the noticing of Board meetings.

Section 5: Quorum. The presence of either or both of the two named Co-Founders at a meeting of the Board shall contribute towards the achievement of a quorum of the Board. Conversely, the absence of either or both of two named Co-Founders shall not affect the computation of a quorum needed for any regular or special meeting of the Board.

Section 6: Voting. The two named Co-Founders of TVSD shall be granted a full voting privileges on all matters before the Board at regular or special meetings of the Board.

Section 7: Compensation. The two named Co-Founders of TVSD shall serve without compensation, although reimbursement of reasonable expenses may be authorized by a vote of the Board.

Section 8: Non-Liability of Co-Founders. The two named Co-Founders of TVSD shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 9: Indemnification of Co-Founders. The two named Co-Founders of TVSD shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 10: Insurance for Co-Founders. The board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of the two named Co-Founders of TVSD against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Article 6 – Executive Director

Section 1: Powers. The Executive Director of TVSD shall be responsible for the conduct of day-to-day operations of TVSD. The Executive Director shall be appointed by the Board, serves at the pleasure of the Board, and may be replaced by the Board at any time. The Executive Director need not be an appointed member of the Board.

If the Executive Director also is a Director on the Board, then the Executive Director has full voting privileges at Board meeting. If the Executive Director is not a Director on the Board, then the Executive Director does not have a vote at Board meetings.

Section 2: Appointment of Executive Director. The Board, at its sole discretion, shall appoint an Executive Director to manage the conduct of TVSD operations. The appointment may be for a

fixed term, or for a non-specific term at the pleasure of the Board. Appointment of Executive Directors shall occur per the procedure shown above for Officers of the Board (see Article 4, section 3).

Section 2: Removal or Dismissal of Executive Director. The Executive Director may be removed, with or without cause, by a majority vote of the Board as permitted by these bylaws and in accordance with the laws of this state. Removal or dismissal of Executive Directors shall occur per the procedure shown above for Officers of the Board (see Article 4, section 4).

Section 3: Vacancy - Resignation of Executive Director. The Executive Director may resign immediately upon giving written notice to the President of the board, to the Secretary, or to another member of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the Board accepts the resignation of the Executive Director tendered to take effect at a future time, the board shall have the power to appoint a successor to take office when the resignation is to become effective. Each Director so appointed shall hold office until the regular expiration of the term of the vacant seat to which he is appointed.

A vacancies in the position of Executive Director shall occur upon the death, resignation or removal of the Executive Director. Such vacancy shall be filled by appointment of a new Executive Director per Section 2 of this Article.

Section 4: Duties. The duties of the Executive Director shall include but not be limited to:

- a. Manage the day-to-day affairs of TVSD;
- b. Recommend to the Board the creation or elimination of committees;
- c. Recommend to the Board the appointment or removal of committee chairs;
- d. Oversee and direct the functioning of the committees and committee chairs, and act as intermediary between the committees, the committee chairs and the Board;
- e. Receive funds from members and donors, and deliver same to the Treasurer for deposit;
- f. Report each month on the Executive Director's activities at monthly Board meetings, the issues before TVSD, and important decisions or actions by the committees and committee chairs;
- g. Report to the Board on the need for disbursement or reimbursement checks to be written to TVSD functionaries or to the Executive Director herself;
- h. Provide input each month to the Secretary on Board agenda items as may be required to support the Executive Director's ability to conduct business;
- i. Respond on a timely basis to inquiries or requests for information made by members of the Board.

Section 5: Term of Office. The Executive Director shall hold office for a term as specified in the Board's motion to appoint, or of no term was specified then until his or her successor is appointed, or in either case until resignation or removal of the Executive Director.

Section 6: Compensation. The Executive Director shall be compensated as approved by the Board. The Executive Director shall be allowed reasonable advancement or reimbursement of

expenses incurred in the performance of duties subject to explicit consent of the Board. Any payments to the Executive Director shall be approved in advance in accordance with this corporation's conflict of interest policy, as referenced in Article 9 of these bylaws.

Section 7: Non-Liability. The Executive Director shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 8: Indemnification. The Executive Director shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 9: Insurance. Except as may be otherwise provided under provisions of law, the board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including the Executive Director) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Article 7 - Committees

Section 1: TVSD Committees. The corporation shall have such committees as may from time to time as recommended by the Executive Director and as designated by resolution of the Board. These committees may consist of persons who are not members of the Board. Committees shall act in an advisory capacity to the Executive Director and to the full Board.

Section 2: Committee Membership. Anyone can be appointed by the Board to serve in or chair a committee or to do the work of a committee. A committee chair need not be a Director of the corporation.

A committee that is not chaired by a Director of the corporation is always advisory in nature, and the authority granted to the committee shall be spelled out in the board action creating the committee and appointing the chair.

Article 8 – Miscellaneous

Section 1: Execution of Instruments. The board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2: Checks and Notes. Except as otherwise specifically determined by resolution of the board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for

the payment of money, and other evidence of indebtedness of the corporation shall be signed either by the Treasurer, the President or other board member authorized on the TVSD's checking account.

Section 3: Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Treasurer may recommend and as the Board of Directors may select.

Section 4: Gifts. The board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Section 5: Corporate Seal. The board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal or a subsidiary office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 6: Maintenance of Corporate Records. The corporation shall keep at its principal office or other authorized locations:

- a. Minutes of all meetings of Directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 7: Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 8: Right to Copy and Make Extracts. Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 9: Periodic Report. The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

Section 11: Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board.



Section 12: Official Positions. The official positions and opinions of the TVSD shall not be established or determined by any organization other than the TVSD.

Section 13: Nonpartisan and Nondiscriminatory. All TVSD activities shall be nonpartisan and nonsectarian and shall not discriminate against any person or persons by reason of race, color, sex, creed, origin, orientation or physical handicap.

Section 14: Bylaws Amendments. These Bylaws may be altered or amended by a majority vote of the Board present at a regular or special meeting where the bylaws amendment is a noticed item on the agenda.

Section 15: Temporary Suspension of these Bylaws. Articles III through VI of these Bylaws, in whole or in part, may be temporarily amended or suspended by a two-thirds (2/3) vote of the Board present at a regular or special meeting when such a supermajority of the members believe a deviation from procedure is necessary for the conduct of business or to ensure decorum in meetings. The TVSD President shall ensure the amendment or suspension remains in place for the shortest time possible.

Article 9 - IRC 501(c)(3) Tax-Exempt Provisions

Section 1: Limitations on Activities. No substantial part of the activities of TVSD shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and TVSD shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, TVSD shall not carry on any activities not permitted to be carried on:

- a. by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or
- b. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2: Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of TVSD.

Section 3: Conflict of Interest Policy. The TVSD shall conduct its business in full compliance with its established Conflict of Interest Policy, the purpose of which is to protect the TVSD's interest when it contemplates entering into a transaction or arrangement that might benefit the private interest of one of its Officers or Directors, or the private interest of its appointed agents including the Executive Director, or that might otherwise result in a possible excess benefit

transaction. An Officer or Director, or the Executive Director, may not use his position, or confidential information obtained, in order to achieve a financial benefit for himself or for a third person, including another nonprofit or charitable organization. Directors are required to submit a statement of all business affiliations annually and upon request by the Board. In summary, the Conflicts of Interest Policy requires that each Officer and Director disclose any possible conflicts of interest and abstain from voting on any issue on which he/she has conflict.

Section 4: Distribution of Assets at Dissolution. Upon the dissolution of TVSD, its assets remaining after payment, or provision for payment, of all debts and liabilities, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed for a public purpose to the federal, state or local government. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.



Article 10 - Adoption

We the undersigned, being the persons currently serving as Officers and Directors of the Tierrasanta Village of San Diego, a new Non-Profit California Corporation, pursuant to the authority granted to such Directors and Officers by this document, do hereby certify these as Revision 1 of the Bylaws for Tierrasanta Village of San Diego.

FOUNDING CORPORATE OFFICERS

Yasmin Shah, President
(term expires: 30 Sept 2012)

Sheila Korn, Vice-President
(term expires: 30 Sept 2010)

Eric Germain, Treasurer
(term expires: 30 Sept 2012)

Cathie Parks, Secretary
(term expires: 30 Sept 2010)

FOUNDING DIRECTORS AT LARGE

Beverly Slater Sheehan
(term expires: 30 Sept 2010)

CO-FOUNDERS

Susan Deininger
Founding Executive Director
(term: Indefinite)

Candace Walsh
(term: Indefinite)