

**Bylaws of the
Tierrasanta Foundation
(A California Corporation)**

ARTICLE I — PURPOSE

1.01 **Purpose.** The purpose of the Tierrasanta Foundation is to promote the interests and general welfare of the Community of Tierrasanta by raising and distributing funds in ways that directly or indirectly serve to improve the quality of life for Tierrasanta residents.

1.02 **Charitable Focus.** This organization 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, as well as making distributions to local government for public purposes.

1.03 **Non-Partisan.** No substantial part of the activities of this organization 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 II — CORPORATE OFFICES

2.01 **Principal Office.** The principal office of the Corporation is care of the Tierrasanta Public Library, 4985 La Cuenta Drive, San Diego, California, 92124, located in the City of San Diego, County of San Diego, State of California.

2.02 **Change of Address.** The Board of Directors may change the principal office from one location to another within the named County. Any such change shall be noticed as an amendment to these Bylaws.

2.03 **Other Offices.** The Board of Directors may have such other offices and places of business within or without the County of San Diego as the Board of Directors may from time to time determine or as the business of the Corporation may require. Any such change shall be noticed as an amendment to these Bylaws.

ARTICLE III — GENERAL MEMBERSHIP

3.01 **General Membership.** The Corporation's General Membership shall consist of the residents and non-commercial property owners of Tierrasanta. In matters put before the General Membership for consideration, each General Member shall have the voting rights specified in Section 3.11. All other rights, interest and privileges of each General Member are equal.

3.02 **Qualifications.** Any U.S. citizen over the age of 18 who resides in or owns residential property in the Tierrasanta community of San Diego County, California shall qualify as a General Member of the Corporation. A map showing the Tierrasanta area of San Diego County, California, is attached as Exhibit A.

3.03 **Fees, Assessments and Dues.** No fee shall be charged for General Membership in the Corporation. No assessments shall be levied against the General Members of the Corporation. No dues shall be required as a condition for General Membership in the Corporation. It shall be a function of the Tierrasanta Foundation to develop policies and procedures for financial contributions from citizens of the community for the purposes of furthering the efforts of the Tierrasanta Foundation.

3.04 **Number of General Members.** There is no limit on the number of General Members the corporation may admit.

3.05 **Non-Liability of General Members.** No General Member of the Corporation shall be personally liable for the debts, liabilities or obligations of the corporation.

3.06 **Place of Meetings.** Meetings of General Members for any purpose may be held at such place or places, either within or without the Community of Tierrasanta or the State of California, as shall be designated by the Board of Directors, or by the President with respect to meetings called by him.

3.07 **Annual Meetings.** The annual meeting of the General Membership shall be held on such date as may be determined by the Board of Directors. The Annual Meeting shall be a forum for communication with the community wherein the Board of Directors announces its financial progress towards achieving its goals. Communication with the public shall include a review of approved infrastructure projects, the funding required to complete these, the Tierrasanta Foundation's ability to provide any portion of said funding, and community input to the Board on the relative priority of competing infrastructure projects in terms of which projects the Tierrasanta Foundation should strive to fund. At such meeting the General Members shall elect a Board of Directors and transact such other business as may properly come before the meeting.

a. Notice of Annual Meeting. Written notice of the Annual Meeting shall be given to the General Membership entitled to vote not less than ten days prior to the meeting, except as otherwise required by statute, and shall state the time and place and, in the case of a special meeting, the purpose or purposes of the meeting. Notice shall be given by e-mail, web posting and other means as may be available. If possible, notice of the Annual Meeting shall include publication in any newspaper of general circulation within the Tierrasanta community with

delivery of said newspaper not less than twenty days nor more than ninety before the meeting. If notice is given by newspaper of general circulation, the newspaper shall be delivered to members' addresses within the 92124 Zip Code.

b. Date and Time. The Annual Meeting of members shall be held in the month of February. The time of the meeting shall be decided by the Board of Directors as appropriate for the day of the week selected.

c. Quorum. Except as otherwise provided by law, a quorum at all Annual Meetings shall consist of:

- (1) a quorum of the Board of Directors of the Tierrasanta Foundation, defined a >50% of the seated Directors, and
- (2) the General Members who are present and entitled to vote, either in person or represented by proxy.

d. Loss of a Quorum. The Directors present at a Annual Meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

e. Annual Meeting of the Board. The annual meeting of the Board of Directors shall be held promptly after the Annual Meeting of General Members.

f. Roberts Rules of Order. The Annual Meeting shall be conducted in accordance with Roberts Rules of Order, Recently Revised.

3.08 General Membership Meetings. The Board of Directors may hold special community-wide meetings of the General Membership at such places, generally within Community of Tierrasanta, as it may from time to time determine or as shall be set forth in any notice of such meeting, as determined by a majority vote of the Directors, or as determined by the President with respect to General Meetings called by him. The purpose of such meetings is to communicate with the General Members and obtain community input on matters of a nature that said communication cannot wait until the next Annual Meeting. The instructions for Annual Meetings applies to General Membership meetings except that annual elections shall not be planned.

3.09 Notice of Meetings. Written notice of the Annual Meeting or of any special General Membership Meeting shall be given to each General Member not less than ten nor more than sixty days prior to the meeting, except as otherwise required by statute, and shall state the date, time and place of the meeting. In the case of an Annual Meeting, the notice shall announce the annual elections and other agenda items of public interest that will come before the General Membership. In the case of a special General Membership Meeting, the notice shall announce the purpose or purposes of the meeting and agenda items of public interest that will come before the General Membership. Notice of such meetings shall consist of reasonable efforts to communicate to the community including: broadcast e-mails to the membership distribution list, postings on the Tierrasanta Foundation website, and published notice in a newspaper of general distribution.

3.10 **Adjourned Meetings.** Any meeting of General Members may be adjourned to a designated time and place by a vote of a majority of the General Members present in person or by proxy and entitled to vote. No notice of such adjourned meeting need be given, other than by announcement at the meeting at which adjournment is taken, and any business may be transacted at the adjourned meeting which might have been transacted at the meeting as originally called. However, if such adjournment is for more than thirty days, or if after such adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each General Member entitled to vote at such meeting.

3.11 **Voting.** The General Members shall be invited to influence the business of the Tierrasanta Foundation by voting on the election of Directors and by voting to express public opinion on matters proposed by the Tierrasanta Foundation for consideration by the community.

a. Number of Votes. At all meetings of General Members, each General Member of the corporation entitled to vote at such meeting shall have, as to each matter submitted to vote by the General Membership, one vote in person or by proxy. Cumulative voting for the election of Directors or otherwise shall not be authorized.

b. Fractional Votes. No single vote shall be split into fractional votes.

c. Voting for Directors. Election of Directors shall be by written ballot. Nominations for Directors should close in January at a date as designated by the Board of Directors during a duly conducted meeting of the Board of Directors.

d. Write-in Votes. Write in votes for the election of Directors shall not be considered valid votes and shall not be counted.

e. Results of Votes. When a quorum is once present at any meeting of General Members, a majority of the votes cast, whether in person or represented by proxy, shall decide any question or proposed action brought before such meeting, except for the election of Directors, who shall be elected by a plurality of the votes cast, or unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation, these Bylaws or Roberts Rules of Order, in which case such provision shall govern the vote on the decision of such question or action.

3.12 **Proxies.** A member may vote in person or give his consent through an agent authorized by a written proxy signed by the member or by his duly authorized agent and delivered to the secretary of the meeting. No proxy shall be valid after 11 months from the date of its execution unless a longer period is specially provided therein, which in no case shall exceed seven years from the date of its execution.

ARTICLE IV — BOARD OF DIRECTORS

4.01 **Board of Directors.** The management of the affairs, property and business of the Corporation shall be vested in a Board of Directors, the members of which shall be General Members of the Corporation. In addition to the power and authority expressly conferred upon it by these Bylaws and the Certificate of Incorporation, the Board of Directors may take any action and do all such lawful acts and things on behalf of the Corporation and as are not by statute or by the Certificate of Incorporation or these Bylaws required to be taken or done by the General Members.

4.02 **Number of Directors.** The number of Directors shall be as fixed from time to time by a majority vote of the Board of Directors. At inception there shall be seven (7) members of the Board of Directors.

4.03 **Appointed Directors.** Appointed Director seats may be created by the Board of Directors, wherein certain organizations may be granted an option to appoint persons to the Tierrasanta Foundation Board of Directors. At inception, however, the Tierrasanta Foundation shall include no appointed Directors. Appointments shall be reconfirmed annually by the appointing organization. Appointed Directors shall not be eligible to serve as an Officer of the Corporation absent a unanimous vote of the Board of Directors.

4.04 **Election of Directors.** All non-appointed Directors shall be elected by a vote of the General Members during the corporation's Annual Meeting. Elections shall occur annually with approximately half of the Directors elected in one year and the other half of the Directors elected in the subsequent year. Elections shall occur during the annual meeting by the General Members of the Corporation.

4.05 **Terms of Directors.** Directors shall be elected to office for two years except that in the second year of the Corporation's existence, in 2009, approximately half of the Directors shall stand for reelection or reappointment after only one year. Each Director shall hold office until the expiration of such term and until his successor, if any, has been elected and qualified, or until his earlier resignation or removal. Article VIII lists the 2008-2009 Tierrasanta Foundation Board of Directors along with the expiration of their terms of office.

4.06 **Annual Board Meetings.** The Annual Meeting of the Board of Directors shall be held promptly after the General Membership Annual Meeting during which the Board shall elect its officers for the next business year. No public notice shall be required for the Annual Meeting of the Board of Directors.

4.07 **Regular Board Meetings.** The Board of Directors may hold its regular meetings as the Board may from time to time determine, or as shall be set forth in any notice of such meeting as determined by the Board, or by the President with respect to meetings called by him. No public notice shall be required for any regular meeting of the Board of Directors.

4.08 **Special Board Meetings.** Special meetings of the Board of Directors may be called at any time by the President, by an Officer of the corporation who is also a Director, or by at least a 33% vote of the Board of Directors. Special meetings of the Board of Directors must be called with at least one day's notice to each Director either personally or by e-mail, web posting, telephone or U.S. mail; and if by e-mail, web posting or telephone then confirmed in writing before or after the meeting. Notice of special Board meetings shall set forth the place, day and hour of the meeting and 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.

4.09 **Place of Meetings.** The Board of Directors may hold its meetings, regular or special, generally within the Community of Tierrasanta but also at such places, either within or without the community of Tierrasanta or State of California, as it may from time to time determine or as shall be set forth in any notice of such meeting. Any meeting of the Board of Directors may be held by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation shall constitute presence at the meeting.

4.10 **Adjourned Meetings.** A majority of the Directors present, whether or not a quorum, may adjourn any meeting of the Board of Directors to another time and place. Notice of such adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken.

4.11 **Quorum of Directors.** A majority of the Directors in office, being greater than 50% of the elected and appointed Directors (not counting any vacant seats), shall be necessary to constitute a quorum for the transaction of business. If, at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is attained.

4.12 **Voting and Actions of the Board of Directors.** The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation, these Bylaws or Roberts Rules of Order, in which case such provision shall govern the vote on the decision of such question or action. Each Director present either in person or by proxy, including the President, shall have one vote.

4.13 **Roberts Rules of Order.** Meetings of the Board of Directors shall be conducted in accordance with Roberts Rules of Order, Recently Revised.

4.14 **Waiver of Notice.** The transactions of any meeting of Directors, either regular or special, however called and noticed, shall be as valid as though had at a meeting duly held after call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written Waiver of Notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be made a part of the minutes of the meeting.

4.15 **Unanimous Written Consent Without Meeting.** Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent to such action. Such consent or consents shall be included in the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorize the Directors to so act, and such statements shall be *prima facie* evidence of such authority.

4.16 **Action by Written Consent of Directors.** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof, may be taken without a meeting if a written consent thereto is signed by all members of the Board of Directors or of such committee, and such written consent is filed with the minutes of proceedings of the Board of Directors or committee.

4.17 **Resignation.** Any elected Director may resign at any time by giving written notice to the Board of Directors or to an Officer of the Corporation. Any appointed Director may resign at any time by giving written notice to the organization that appointed him and to the Board of Directors or to an Officer of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.18 **Removal of Directors.** Any or all of the Directors may be removed with or without cause by a vote of the General Membership. Any Director may be removed from his seat at any time by the vote of two-thirds of the entire Board of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office. If an appointed Director is removed either by a vote of the General Membership or by a two-thirds vote of the entire Board of Directors then the vote to remove should include direction on whether or not the appointing organization shall be invited to appoint a replacement Director. A Director who is appointed by an outside organization may be removed from office at any time by the appointing organization, where such removal shall be executed by a letter cancelling the appointment and where such removal shall be effective upon receipt by a member of the Board of Directors or as otherwise stated in the letter of removal.

4.19 **Newly Created Directorships and Vacancies.** Newly created Directorships resulting from an increase in the number of Directors, or vacancies occurring in the Board of Directors due to death of a Director, resignation of a Director, or removal of a Director, may be filled by a vote of appointment of the majority of the Directors then in office, even if less than a quorum, or by the sole remaining Director. Newly created Directorships intended to be filled by an outside organization shall be filled by the organization via a letter of appointment, where such appointment shall be effective upon receipt of the letter of appointment by a member of the Board of Directors or as otherwise stated in the letter of appointment. If the Board of Directors 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. Vacancies occurring by reason of the removal of Directors by a vote of the General Membership shall be filled by a vote of the General Members.

4.20 **Term Limitations.** There shall be no limit to the tenure of a Director either in terms of consecutive or total years of service on the Tierrasanta Foundation Board of Directors.

4.21 **Chairman.** The President of the Corporation shall preside over all meetings of the Board of Directors and serve as Chairman of the meetings. In the absence of the President, the Treasurer of the Corporation shall preside over Board and serve as Chairman of a meeting. If neither officers are present then the Directors in attendance shall select one of their number to serve as substitute Chairman for the meeting.

4.22 **Committees Appointed by the Board of Directors.** The Board of Directors may, by resolution passed by a majority of the entire Board of Directors or by written consent of all of the Directors, designate one or more committees, each committee to consist of one or more of the Directors. The Board may also designate one or more Directors as alternate members of any committee who may replace any absent or disqualified committee member at any committee meeting. Committees shall report recommendations to the full Board of Directors such that any actions taken on committee recommendations, such as to authorize the seal of the Corporation to be affixed to papers, are taken by the full Board of Directors. Any such committee, unless expressly provided in the resolution creating the committee and except as restricted by law, shall have no authority to exercise the powers of the Board of Directors in the management of the affairs, business and property of the Corporation.

4.23 **Compensation.** No compensation shall be paid to Directors, as such, for their services, but the Board of Directors may authorize payment of an annual retainer and/or fixed sum and expenses for attendance at each annual, regular or special meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

4.24 **Powers of Directors.** Subject to limitations of the Articles of Incorporation, of these Bylaws, and of the California General Non-Profit Corporation Law as to action to be authorized or approved by the members, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

a. Agents and Employees. To select and remove all Officers, agents and employees of the Corporation; to prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the Bylaws; to fix their compensation, if any; and to require from them security for faithful service.

b. Management. To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, or with the Articles of Incorporation or the Bylaws, as they may deem necessary.

c. Principal Office, Meeting Dates, Seals and Securities. To change the principal office for the transaction of the business of the Corporation from one location to another within the same county as provided in Section 2.02 hereof; to fix and locate from time to time one or more subsidiary offices of the Corporation within or without the State of California, as provided in Section 2.03 hereof; to designate any place within the State of California for the holding of any members' meeting or meetings except annual meetings; and to adopt, make and use a corporate seal, and to prescribe the forms of certificates of membership, and to alter the form of such seal and of such certificates from time to time, as in their judgment they may deem proper, provided such seal and such certificates shall at all times comply with the provisions of law.

d. Borrow Money. To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered, in the corporate name, promissory notes, pledges, hypothecations or other evidences of debt and to give security therefor.

ARTICLE V — OFFICERS

5.01 Elections and Terms of Officers.

a. Elections. At its Annual Meeting the Tierrasanta Foundation Board of Directors shall elect sitting Directors to serve as Officers of the Corporation. Any number of offices may be held by the same person.

b. Terms. Unless otherwise specified by the Board of Directors, each Officer shall be elected to hold office until the next Annual Meeting of the Board of Directors following his election and until his successor, if any, has been elected and qualified, or until his earlier resignation or removal.

c. Removals. Any Officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective. Any Officer elected by the Board of Directors may be removed by majority vote of the Board of Directors with or without cause. Any vacancy occurring in any office by reason of death, resignation, removal or otherwise may be filled by the Board of Directors.

5.02 **Officers.** At inception there shall be three Officers of the Tierrasanta Foundation: President who serves as corporate Chief Executive Officer (CEO), Treasurer who serves as corporate Chief Financial Officer (CFO), and Secretary. The Corporation at its future discretion may also create, upon a majority vote of the Board of Directors, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such subordinate officers as the Board of Directors may deem necessary.

5.03 **President.** The President shall be the Chief Executive Officer of the Tierrasanta Foundation and shall have general supervision, direction and control of the business and officers of the Corporation, and shall have the general powers and duties of management usually vested

in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Bylaws. Within this authority and in the course of his duties, he shall:

a. Conduct Meetings. Preside at all meetings of the General Members and at all meetings of the Board of Directors, and shall be *ex officio* a member of all committees of the Corporation.

b. Execute Instruments. Execute, in the name of the Corporation, deeds, conveyances, notices, leases, checks, drafts, bills of exchange, warrants, promissory notes, contracts and other papers and instruments in writing, and unless the Board of Directors shall order otherwise by resolution, make such contracts as ordinary conduct of the Corporation's business may require. Instruments requiring two signatures shall be so-signed by the Treasurer.

5.04 **Treasurer**. The Treasurer shall be the Chief Financial Officer of the Tierrasanta Foundation and shall, in addition to all duties incident to the office and all such other duties as from time to time may be assigned to him by the Board of Directors:

a. Funds - Custody and Deposit. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit 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. Funds - Receipt. Receive, and give receipt for, monies due and payable to the Corporation from any source whatever.

c. Funds - Disbursement. Disburse or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper voucher for such disbursements.

d. Maintain Accounts. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains and losses.

e. Exhibit Records. Exhibit at all reasonable times the books of account and records to any member or trustee, upon application, during business hours at the office of the Corporation where such books and records are kept.

f. Reports to President and Directors. Render to the President and Directors, whenever they request it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

g. Financial Reports to Members. Prepare, or cause to be prepared, and certify the financial statements to be included in the annual report to General Members and statements of the affairs of the Corporation when requested by members holding at least 10 per cent or more of the voting power of the Corporation.

h. Give Bond. If required by the Board of Directors, give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

i. Perform Other Duties. 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 this Corporation, or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors.

5.05 **Secretary.** The secretary shall, in addition to all duties incident to the office of secretary and all such other duties as from time to time may be assigned to him by the Board of Directors:

a. Certify Bylaws. Certify and keep at the principal office of the Corporation the original or a copy of its Bylaws as amended or otherwise altered to date.

b. Minutes of Meetings. Keep at the principal office of the Corporation a book of minutes of all meetings of its Directors and members, executive committee, and other committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of members present or represented at members' meetings, and the proceedings thereof.

c. Notices. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. In case of the absence or disability of the Secretary, or his refusal or neglect to act, notice may be given and served by an assistant secretary or by the President or a vice president or by the Board of Directors.

d. Custodian of Records and Seal. Be custodian of the records and of the seal of the Corporation and see that it is engraved, lithographed, printed, stamped, impressed upon or affixed to all certificates of membership prior to their issuance and to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws.

e. Membership Eligibility. Keep a membership eligibility description showing the areas of representation and the appropriate addresses of the membership.

f. Reports and Statements. See that the books, reports, statements, certificates and all other documents and records required by law are properly kept and filed.

5.06 **Sureties and Bonds.** If the Board of Directors shall so require, any Officer, agent or employee of the Corporation shall furnish to the Corporation a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

ARTICLE VI — INDEMNIFICATION

6.01 **Indemnification.** The Corporation shall indemnify the directors, officers, agents and employees of the Corporation in the manner and to the full extent provided in the General Corporation Law of the State of California. Such indemnification may be in addition to any other rights to which any person seeking indemnification may be entitled under any agreement, vote of General Members or Directors, any provision of these Bylaws or otherwise. The Directors, Officers, employees and agents of the Corporation shall be fully protected individually in making or refusing to make any payment or in taking or refusing to take any other action under this Article VI in reliance upon the advice of counsel.

ARTICLE VII — MISCELLANEOUS

7.01 **Corporate Seal.** The seal of the Corporation shall be circular in form and bear the name of the Corporation the year of its organization: “Tierrasanta Foundation” and “Founded in 2008”. The seal of the certificates for any corporate obligation for the payment of money, or on any other instrument, may be a facsimile, engraved, printed or otherwise reproduced.

7.02 **Execution of Instruments.** All corporate instruments and documents shall be signed or countersigned, executed, and, if desired, verified or acknowledged by a proper officer or officers or such other person or persons as the Board of Directors may from time to time designate.

7.03 **Fiscal Year.** The fiscal year of the Corporation shall be as determined by the Board of Directors.

7.04 **Official Positions.** The official positions and opinions of the Tierrasanta Foundation shall not be established or determined by any organization other than the Tierrasanta Foundation.

7.05 **Nonpartisan and Nondiscriminatory.** All Tierrasanta Foundation 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. The Tierrasanta Foundation shall not take part, officially or unofficially, or lend its influence in, the election of any candidate for political office.

7.06 **Conflict of Interest Policy.** The Tierrasanta Foundation shall conduct its business in full compliance with its established Conflict of Interest Policy, the purpose of which is to protect the Tierrasanta Foundation’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 that might otherwise result in a possible excess benefit transaction. An Officer or Director may not use his position, or confidential corporate information obtained, in order to achieve a financial benefit for himself or for a third person, including another nonprofit or charitable organization. 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. In addition, Directors are required to submit a statement of all business affiliations annually and upon request by the Board of Directors.

ARTICLE VIII — DISSOLUTION

8.01 **Dissolution of the Tierrasanta Foundation.** Upon dissolution of the 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 a government entity (federal, state or local) for a public purpose. It is the intent of this organization that upon dissolution, the funds would be available for expenditure within the Tierrasanta community geographical area from which the funds were derived.

ARTICLE IX — AMENDMENTS

9.01 **Amendments.** These Bylaws may be altered, amended or repealed from time to time by the General Members, or by the Board of Directors without the assent or vote of the General Members.

9.02 **History of Amendments.**

1 May 2008	Original bylaws, version 1.0
16 May 2008	Amended bylaws, version 1.1

ARTICLE X — ADOPTION

We the undersigned, being all of the persons named as founding corporate Officers and Directors of the Tierrasanta Foundation as of May 16, 2008, a new Non-Profit California Corporation, and pursuant to the authority granted to such Directors and Officers by this document, do hereby certify these as the version 1.1 amended Bylaws for the Tierrasanta Foundation.

FOUNDING CORPORATE OFFICERS:

Eric Germain, President
(term expires February 2010)

Fred Zuckerman, Treasurer
Tierrasanta Community Council
(term expires February 2010)

Dana Brown, Secretary
Tierrasanta Skate Board Park
(term expires February 2010)

FOUNDING DIRECTORS:

Lee Campbell
Tierrasanta Community Council
(term expires February 2009)

Roy Colosimo
Taste of Tierrasanta
(term expires February 2010)

Susan Deininger
Tierrasanta Village of San Diego
(term expires February 2009)

Scott Hasson
Tierrasanta Community Council
(term expires February 2009)

EXHIBIT A — MAP OF TIERRASANTA

Persons living within or owning residential property within the boundaries community of Tierrasanta, shown below, are deemed to be General Members of the Tierrasanta Foundation (see Section 3.02).

