

BYLAWS
OF
BANKERS HILL COMMUNITY GROUP
(a nonmembership nonprofit public benefit corporation)

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**BYLAWS
OF
BANKERS HILL COMMUNITY GROUP**
a non-membership nonprofit public benefit corporation

**ARTICLE 1
OFFICES**

1.1 **Principal Office.** The principal administrative office for the transaction of the business of Bankers Hill Community Group (the "Corporation") shall be located in the City of San Diego, County of San Diego, State of California. The Board of Directors ("Board") is hereby granted full power and authority to establish the location of the principal office and to change such location from time to time.

1.2 **Other Offices.** Branch or subordinate offices may at any time be established by the Board at any place or places where the Corporation is qualified to do business.

**ARTICLE 2
PURPOSES**

2.1 **Purpose.** The Corporation is a nonprofit public benefit corporation, and is not organized for the private gain of any person. The specific purpose of the Corporation is to provide a voice for and enhance the quality of life in the Bankers Hill neighborhood of San Diego, California, by supporting actions and events that benefit the neighborhood.

**ARTICLE 3
MEMBERSHIP**

3.1 **Non-Member Corporation.** The Corporation shall have no members as defined in Section 5056(a) of the California Nonprofit Corporations Code ("Corporations Code").

**ARTICLE 4
BOARD OF DIRECTORS**

4.1 **Powers.** Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Corporations Code, 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. So long as the Board is the sole class of voting members of the Corporation, any action which requires approval of the members or approval of a majority of the members pursuant to the Corporations Code shall require only approval of the Board. Without limiting the foregoing, the Board shall have the power to levy dues and assessments, to select and remove all officers, agents, employees and contractors, and to fix reasonable compensation therefor, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of the Corporation, and to appoint and delegate responsibilities and authority to committees, officers and agents.

4.2 **Number and Term.** The authorized number of Directors shall be not less than five (5) or more than seven (7). The Board shall fix the exact authorized number of Directors at least 30 days prior to the date fixed for the annual meeting of the Board; provided, however, that

the Board shall not fix the authorized number of Directors to be less than the number of current members of the Board whose terms in office do not expire as of the next succeeding annual meeting. Subject to the foregoing limitation, the Board may change the exact authorized number of Directors at any other time, provided, however, that no person shall be elected to any additional Board position until 30 days following the addition of that authorized position by the Board. Each Director elected at an annual meeting shall hold office for two years. Directors may be re-elected for an unlimited number of successive terms.

4.3 **Election.** The members of the Board may be elected by the Board at the annual meeting of the Board or at such other times at the discretion of the Board.

4.4 **Vacancies.** Board vacancies shall be filled by the Board. A vacancy or vacancies shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased without election of the additional Directors so provided for, or in case of the failure at any time to elect the full number of authorized Directors. Except upon notice to the Attorney General, no Director may resign where the Corporation would be left without a duly elected Director in charge of its affairs. If any Director tenders his or her resignation to the Board, the Board may elect a successor to take office at such time as the resignation becomes effective. No reduction in the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

4.5 **Removal.** Any Director may be removed from office by the affirmative two-thirds (2/3) vote of the Directors then in office, provided that notice of any meeting at which such action is to be taken shall specify that the Board will consider such action.

4.6 **Place of Meeting.** All in-person meetings of the Board may be held at any place within or without the State of California, which has been designated from time to time by resolution of the Board or by the written consent of a majority of the Directors then in office.

4.7 **Annual Meetings.** The May meeting of the Directors of each year shall be the annual meeting for the purpose of electing Directors to fill expiring terms, the appointment of officers, and the transaction of such other business as may come before the meeting. All persons elected or appointed to positions at the annual meeting shall assume those positions effective the first day of the calendar month following the annual meeting.

4.8 **Special Meetings.** Special meetings of the Board for any purpose may be called at any time by the Chairperson or any two Directors.

4.9 **Notice of Meetings.** Notice of the time and place of each meeting of the Board not fixed by an express provision of the Bylaws or by a standing resolution of the Board shall be given to each Director not less than 48 hours before the date of the meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means, and not less than four (4) days before the date of the meeting if given by first class mail.

4.10 **Consent to Meetings.** The transactions of the Board at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice pursuant to these Bylaws if a quorum is present and if either before or after the

meeting each Director not present in person or electronically signs a written waiver of notice, or a consent to the holding of such meeting or approval of the minutes thereof, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

4.11 **Action Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed under any provision of the Corporations Code which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting, and that the Bylaws authorize the Directors to so act. For the purposes of this section only, "all members of the Board" shall not include any "Interested Directors" as defined in Section 4.20.

4.12 **Electronic Participation.** Directors may participate in a meeting through any means of communication, including conference telephone, electronic video screen communication, or other communications equipment. Participating in a meeting pursuant to this section constitutes presence in person at that meeting if each participating Director is provided the means to communicate with all of the other Directors concurrently and (1) the meeting is held by conference telephone or video conferencing or other communications mode enabling participants to determine, through voice or image recognition, that a participant is or is not a Director entitled to participate in the meeting, or (2) another communications device (such as a computer modem) is used in conjunction with another method (determined in the discretion of the chairperson of the meeting) enabling participants to determine that a participant is or is not a Director entitled to participate in the meeting. Such verification method may include use of passwords or similar codes for gaining access to the meeting or encryption and authentication technology approved in the discretion of the chairperson.

4.13 **Quorum.** One-half (1/2) of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting 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 is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Corporation Code, the Articles of Incorporation, or these Bylaws. If less than one-half of the Directors are present at a meeting, those Directors present may continue the meeting to another date. Every act or decision done or made in conformance with Section 4.14 by the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board.

4.14 **Voting.** Each Director shall have one vote and all matters presented to the Board shall be decided by a majority of those Directors present and voting, provided that a two-thirds (2/3) vote is required for any of the following:

- (a) the removal of a director; or
- (b) the dissolution of the Corporation.

4.15 **Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to meet again at another time or place. In the event a meeting of the Board is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

4.16 **Chairperson.** The Chairperson of the Board shall be chosen by the Board at its annual meeting, and shall serve at the pleasure of the Board. The Chairperson of the Board shall hold his or her office until the next annual meeting, unless removed earlier by resignation, removal, or other disqualification from service. The Chairperson shall be eligible for reelection at each annual meeting. Notwithstanding the foregoing, the term of the Chairperson shall not extend beyond his or her term as a Director. The Chairperson may not serve concurrently as either the Secretary or the Chief Financial Officer. The Chairperson shall preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

4.17 **Fees and Compensation.** Directors shall not be compensated for serving on the Board. Directors shall be entitled to reimbursement of expenses incurred on behalf of the Corporation. Members of committees may receive compensation for their services and reimbursement for expenses as may be fixed or determined by resolution of the Board; provided that such compensation shall be reasonable and comparable to compensation paid by unaffiliated entities for a like position. Nothing herein shall be considered to preclude any Director from serving the Corporation in any other capacity, including as an officer, employee, agent, or otherwise, and receiving compensation therefor, provided that the Director does not participate in the vote concerning the matter for which he or she would be compensated.

4.18 **Interested Persons.** Pursuant to Section 5227 of the Corporations Code, no more than 49% of the Directors serving on the Board may be "interested persons." For the purposes of this section, "interested persons" means either (i) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. The provisions of this section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

4.19 **Standard of Conduct.** Pursuant to Section 5231 of the Corporations Code, a Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. Each Director shall comply with the Conflict of Interest Policy adopted by the Board, as that Policy may be amended by the Board from time to time, and shall execute at least once each year a document attesting that the Director has read, understands, and agrees to comply with such Policy. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

(a) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

(b) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

(c) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence; provided, that in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

4.20 Self Dealing Transactions. Any Director having interest in a transaction shall disclose the nature of the conflict before any action is taken by the Board concerning the matter. The Director having a conflict shall abstain from the discussion, unless requested to participate by the Board, and shall abstain from voting on that matter. Any decision shall be made by a disinterested majority of the Board. The abstention of the Director shall be recorded in the minutes of the meeting. Pursuant to Section 5233 and except as provided in Section 5233 of the Corporations Code, the Corporation shall not be a party to a transaction in which one or more of its Directors has a material financial interest ("Interested Director") unless the conditions of either subsection (a), (b) or (c) of this Section 4.20 are satisfied.

(a) **Approval by Attorney General.** The Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated.

(b) **Approval by Board.** Prior to entering into the transaction, after full disclosure to the Board of all material facts as to the proposed transaction and the Interested Director's interest and investigation and report to the Board as to alternative arrangements for the proposed transaction, if any, the Board in good faith and by a vote of a majority of the Directors then in office (without including the vote of the Interested Director):

(i) resolves and finds that (1) the transaction is in the Corporation's best interests and for the Corporation's own benefit, (2) the transaction is fair and reasonable as to the Corporation, and (3) after reasonable investigation under the circumstances as to alternatives, the Corporation could not have obtained a more advantageous arrangement with reasonable efforts under the circumstances; and

(ii) approves the entire transaction.

(c) **Interim Approval by Authorized Committee or Person.** If it is not reasonably practicable to obtain approval of the Board prior to entering into such transaction, and, prior to entering into said transaction, a committee or person authorized by the Board approves the transaction in a manner consistent with the procedure set forth in subsection (b) of this section; and the Board, after determining in good faith that the Corporation entered into the transaction for its own benefit and that the transaction was fair and reasonable as to the Corporation at the time it was entered into, ratifies the transaction at its next meeting by a vote of the majority of the Directors then in office, without counting the vote of the Interested Director.

In light of the foregoing limitations, the Board shall have the authority to require Directors to complete an annual questionnaire dealing with this subject matter.

ARTICLE 5 OFFICERS

5.1 **Officers.** The officers of the Corporation shall be a President, Secretary, Chief Financial Officer ("CFO"), Vice President, Vice President of Logistics, and such other officers as the Board may appoint. One person may hold two or more offices, except that neither the Secretary nor the CFO may serve concurrently as the President.

5.2 **Election.** The officers of the Corporation shall be chosen by the Board, and each shall hold his or her office until he or she resigns or is removed or otherwise disqualified to serve.

5.3 **Removal and Resignation.** Any officer may be removed, either with or without cause, by the Board. Any officer may resign at any time by giving written notice to the Board, to the President or to the Secretary. 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.

5.4 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in accordance with Section 5.2.

5.5 **President.** Subject to the control of the Board, the President shall have general supervision, direction and control of the business and operations of the Corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board.

5.6 **Secretary.** The Secretary shall have such powers and duties as may be prescribed from time to time by the Board or by the President, including responsibility for ensuring that minutes of all Board meetings are accurately kept and filed with the corporate records.

5.7 **Chief Financial Officer.** The CFO shall be responsible for the management of the Corporation's funds, and shall perform the duties that usually pertain to this office, including fund account management and asset management. The CFO shall give a financial report at each Board meeting and/or as requested by the President, as well as quarterly updates to the Board. The CFO shall have such other powers and duties as may be prescribed from time to time by the Board or by the President.

5.8 **Vice President.** The Vice President shall have such powers and duties that may be delegated to her or him from time to time by the President or the Board. In addition, the Vice President shall perform the duties of the President at such times at which the President is unable to perform those duties for any reason.

5.9 **Vice President of Logistics.** The Vice President of Logistics shall have such powers and duties as may be prescribed from time to time by the Board or by the President, including the responsibility for organizing any events authorized by the Board of Bankers Hill Community Group.

ARTICLE 6 COMMITTEES

6.1 **Appointment of Committees.** The Board may establish an Executive Committee and such other standing or special ad hoc committees as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of the Corporation, which have and exercise the authority of the Board in the management of the Corporation. The designation of such committees and the designation thereto of authority shall not operate to relieve the Board or any individual Director, of any responsibility imposed upon it or the individual by law. The establishment by the Board of an Executive Committee and any other committee having the authority of the Board shall be by resolution adopted by a majority of Directors then in office. The Executive Committee and any other committee having authority of the Board shall consist of two (2) or more Directors. A majority of the members of the Executive Committee may determine its rules of procedure unless the Board provides otherwise. The Chairperson of the Board shall be the chairperson of the Executive Committee.

6.2 **Powers and Authority of Committees.** The Board may delegate to the Executive Committee or any other committee having the authority of the Board, any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except the following:

- (a) The approval of any action for which the Corporations Code also requires the approval of members of a corporation, in which event the approval of the Board shall be required.
- (b) The filling of vacancies on the Board or in any committee which has the authority of the Board.
- (c) The amendment or repeal of these Bylaws or the adoption of new bylaws.
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the Board having the authority of the Board, or the members thereof.
- (f) The approval of any self dealing transaction, except as permitted in Section 4.20.

6.3 **Other Committees.** Other committees not having and exercising the authority of the Board in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting in which a quorum is present. Except as otherwise provided in such resolution, the Chairperson shall appoint members of any such committee. Any member thereof may be removed by the Chairperson or the Board.

6.4 **Term of Office.** Each member of a committee shall continue as such until a successor is appointed, or unless such member be removed from such committee, or unless such member ceases to qualify as a member of that committee.

6.5 **Vacancies.** Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointment.

6.6 **Rules.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE 7 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

7.1 **Definitions.** For the purpose of this Article:

7.1.1 **"Agent"** means any person who is or was a Director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation.

7.1.2 **"Proceeding"** means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

7.1.3 **"Expenses"** includes, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an Agent by reason of his position or relationship as Agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

7.2 **Successful Defense by Agent.** To the extent an Agent has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue or matter therein, the Agent shall be indemnified against Expenses actually and reasonably incurred by the Agent in connection with the claim. If an Agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 7.3 and 7.5 shall determine whether the Agent is entitled to indemnification.

7.3 **Actions Brought by Persons Other than the Corporation.** Subject to the required findings to be made pursuant to Section 7.5, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, the Corporation, or by an officer, Director or person granted related status by the Attorney General of the State of California, or by the Attorney General on the ground that the defendant Director was or is engaging in self-dealing within the meaning of Corporations Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an Agent, for all Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

7.4 Action Brought by the Corporation or the Attorney General.

7.4.1 Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

7.4.2 Claims and Suits Awarded Against Agent. This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an Agent, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 7.5 must be made in the manner provided for in that section; and

(ii) Upon application, the court in which the action was brought must determine that, in view of all the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

7.5 Determination of Agent's Good Faith Conduct. The indemnification granted to an Agent in Sections 7.3 and 7.4, is conditioned on the following:

7.5.1 Required Standard of Conduct. The Agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of the Corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

7.5.2 Determination of Good Faith Conduct. The determination that the Agent did act in a manner complying with Section 7.5.1, shall be made by:

(i) The Board, by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

(ii) The court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the agent, attorney or other person is opposed by the Corporation.

7.6 **Limitations.** No indemnification or advance shall be made under this Article 7, except as provided in Section 7.2 or Section 7.5.2(ii) as it applies to Section 7.3, in any circumstance when it appears:

(a) that the indemnification or advance would be inconsistent with the Articles of Incorporation or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

7.7 **Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article 7.

7.8 **Contractual Rights of Non-Directors.** Nothing contained in this Article 7 shall affect any right to indemnification to which persons other than Directors of the Corporation, or any subsidiary hereof, may be entitled by contract, to the extent such indemnity is permitted by applicable law.

7.9 **Insurance.** The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent against any liability other than for violating provisions against self-dealing 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 that liability under the provisions of this Article 7.

ARTICLE 8 MISCELLANEOUS

8.1 **Inspection of Records.** The books of account and minutes of the proceedings of the Board, and of any Executive Committee or other committees of the Board, shall be open to inspection at any reasonable time upon the written demand of any Director. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

8.2 **Representation of Shares of Other Corporations.** Any officer of the Corporation is authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted to said officers may be exercised by such officers in person or by other persons authorized to do so by proxy duly executed by such officers.

8.3 **Checks, Drafts, Etc..** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation and any and all securities owned by or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board.

8.4 **Execution of Contracts.** The Board may authorize any officer, or officers, agent, or agents, to enter into any contract or execute any contract or execute 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 by the Board or the Executive Committee, 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 render it liable for any purpose or in any amount; provided, that pursuant to Section 5214 of the Corporations Code, any such contract or instrument between the Corporation and any third person, when signed by the President and the Secretary or Chief Financial Officer of the Corporation, shall be valid and binding upon the Corporation in the absence of actual knowledge on the part of said third person that the signing officers had no authority to execute the same.

8.5 **Annual Statement.** Pursuant to Section 6322 of the Corporations Code, the Board shall cause an annual statement of the transactions and indemnifications specified in Section 6322 to be delivered to the Directors not later than 120 days after the close of the fiscal year. If the Corporation issues an annual report, this requirement shall be satisfied by including the required information in the annual report.

8.6 **Corporate Loans and Guarantees.** The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer.

8.7 **Public Inspection and Disclosure.** The Corporation shall have available for public inspection at its principal office a copy of its three most recent annual exempt organization information returns and a copy of its application for recognition of exemption and determination letter. In addition, in the event that the Corporation provides services or information to the public for a fee, and such services or information are available from the federal government free of charge or for a nominal cost, such availability shall be conspicuously disclosed in an easily recognizable format in any solicitation or offer by the Corporation.

8.8 **Political Activities.** The Corporation shall refrain from any intervention in any political campaign on behalf of, or in opposition to, a candidate. The Corporation shall not make any political expenditure or lobbying expenditure which will result in the loss of, or otherwise adversely affect, its status as a tax-exempt organization under the Internal Revenue Code of 1986.

8.9 **Gifts.** The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purpose or for any special purposes of the Corporation.

8.10 **Associated Organizations.** The Corporation may create, organize and direct associated and related organizations. The related organizations shall be formed to carry out the same purposes as the Corporation.

ARTICLE 9

EFFECTIVE DATE AND AMENDMENTS

9.1 **Effective Date.** These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon the adoption of

the amendment, unless the Board in adopting the amendment provides that it is to become effective at a later date.

9.2 **Amendments.** These Bylaws and the Articles of Incorporation may be amended or repealed and new Bylaws or Articles may be adopted by the Board, provided that any such action shall require a majority vote of the Directors present at a meeting at which a quorum is present, which majority shall constitute at least 25% of the Directors then in office.

CERTIFICATE OF SECRETARY

I, the undersigned, hereby certify:

1. That I am the Secretary of Bankers Hill Community Group (the "Corporation").
2. That the foregoing Bylaws constitute the bylaws of the Corporation as duly adopted by the Board of Directors of the Corporation on April 23, 2015.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary this 23 day of April, 2015 at San Diego California.

Char Lou Benedict
Char Lou Benedict, Secretary