

**BYLAWS
OF THE
SUMMERLAND CITIZENS ASSOCIATION**

ARTICLE I. OFFICES

Principal Office

Section 1.01. The principal office of the Corporation for its transaction of business shall be located in the Community of Summerland in the County of Santa Barbara, California, at the place specified by the Board of Directors at their first organizational meeting and as they may otherwise so specify from time to time, as provided for herein.

Change of Address

Section 1.02. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the Community of Summerland in the County of Santa Barbara, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

Other Offices

Section 1.03. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE II. ASSOCIATION MEMBERS

Classification of Members

Section 2.01. The Corporation shall have one or more classes of members, as the Board may determine and each member shall have voting and other rights as set forth in the Bylaws. No person shall hold more than one membership in the Corporation.

Eligibility for Membership

Section 2.02. Any person, as defined Section 5065 of the Corporations Code, is eligible to be a member of the Corporation, except that, in the case of a natural person, such person shall not be eligible for membership unless over the age of eighteen (18) years.

Qualification of Members

Section 2.03. Any person eligible for membership under Section 2.02 of these Bylaws, is qualified for membership only after such person has satisfied at least one of the following qualifications:

- (1) A person who is a resident or owner of real estate in the association area;
- (2) A person purchasing real property under contract or agreement of purchase, in the association area;
- (3) A person who owns a business and maintains an office and regularly carries on a business or profession, in the association area;

s committed and dedicated to the purposes of this Corporation. However, no such person admitted to membership shall be a voting member, unless such person is otherwise qualified as provided for hereinabove.

The "association area" referred to hereinabove includes the area designated in the Summerland Community Plan.

Admission to Membership

Section 2.04. Any person, eligible for membership under Section 2.02 of these Bylaws and qualified for membership under Section 2.03 of these Bylaws, shall be admitted to membership only on the approval of the Board of Directors, or Membership Committee duly authorized, by resolution, to admit members, of an application submitted by such person in such

form and in such manner as shall be prescribed by the Board of Directors and on the payment of the application fee as specified in Section 2.05 of these Bylaws and the first annual dues as specified in Section 2.06 of these Bylaws. All members in good standing of the unincorporated association that preceded this Corporation shall become members of this Corporation upon the review of their status and approval thereof by the Board of Directors, or Membership Committee duly authorized, by resolution, to admit members.

Application Fee

Section 2.05. There shall be a fee in the amount of no less than \$25.00 for each individual, \$40.00 for a married couple and \$40.00 for a business, corporation, partnership or other legal entity, or in such greater amount for each category as may be determined from time to time by resolution of the Board of Directors, charged for, and payable with, the application for membership. Such application fee shall be non refundable. All existing members in good standing of the unincorporated association preceding this Corporation are deemed to have met this requirement.

Dues

Section 2.06. The annual dues payable to the Corporation by members shall be no less than \$25.00 for each individual, \$40.00 for a married couple and \$40.00 for a business, corporation, partnership or other legal entity, or in such greater amounts as shall be determined by resolution of the Board of Directors. Upon admission to membership, dues shall be payable on an annual basis, or at other times, as may be fixed by the Board of Directors. For the year of application, the application fee shall be considered the dues for that year, should a person applying for membership be admitted during the year of application. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership. All existing members in good standing of the unincorporated association preceding this Corporation are considered to have met this requirement for the year 1992.

Assessments

Number of Members

Section 2.08. There shall be no limit on the number of members the Corporation may admit.

Transferability of Membership

Section 2.09. Neither the membership in the Corporation nor any rights in the membership may be transferred, or assigned for value, or otherwise assigned, except as otherwise determined by the Board.

Membership Roster

Section 2.10. The Corporation shall keep in written form, or in any form capable of being converted into written form, a membership roster containing the name, address, and class of each member. The roster shall also contain the fact of termination and the date on which such membership ceased. Such roster shall be kept at the principal office of the Corporation or such place as the Board may direct, and shall be subject to the rights of inspection required by law and as set forth in Section 2.11 of these Bylaws.

Inspection Rights of Members

Demand

Section 2.11. (a) Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 6331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 6332 of the Corporations Code, and unless the Corporation provides a reasonable alternative as permitted by Section 2.11(c) of these Bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

Association (continued)

(1) Inspect and copy the record of all the members names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Corporation which demand shall state the purpose which the inspection rights are requested; or

(2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

Members Permitted to Exercise Rights of Inspection

Section 2/11. (b) The rights of inspection set forth in Section 2.11(a) of these Bylaws may be exercised by the following:

- (1) Any member, for a purpose reasonably related to such persons interest as a member;
- (2) The authorized number of members for a purpose reasonably related to the members interest as members.

Alternative Method of Achieving Purpose

Section 2.11. (c) The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 2.11(a) of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.11(a) of these Bylaws shall be deemed reasonable; unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.11(a) of these Bylaws.

Nonliability of Members

Section 2.12. A member of the Corporation shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

Termination of Membership

Causes

Section 2.13. (a) The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member;
- (2) Where a membership is issued for a period of time, the expiration of such period of time;
- (3) The death or legal incapacity of a member;
- (4) The dissolution of business members;
- (5) The nonpayment of dues fees or assessments, subject to the limitations set forth in Section 2.13(b) of these Bylaws;
- (6) The occurrence of any event that renders the member ineligible for membership, or that causes a failure to satisfy membership qualifications;
- (7) The expulsion of a member;

(8) The termination of all memberships or any class of members upon the amendment of these Bylaws permitting the termination, pursuant to Section 5342 of the Corporations Code.

Nonpayment of Dues or Assessments

Section 2.13. (b) The membership of any member who fails to pay his or her dues or assessments when due, and within thirty (30) days thereafter, shall automatically terminate at the end of such period (hereinafter "the time period"), provided such member was given a fifteen (15) days prior written notice of the dues or assessments due date. Termination shall be automatic if said dues or assessments are not paid within the time period, however the member may, within fifteen (15) days of the end of the time period, request a hearing by stating the reasons therefore and a requesting a timely opportunity to be heard on the matter of the termination. The notice of dues or assessments due shall be given personally to such member or sent by first class or registered mail or sent electronically to the last address of such member as shown on the records of the Corporation. The opportunity to be heard concerning a termination may, at the election of such member, be oral or in writing and shall occur not more than fifteen (15) days after the effective date of the termination. The hearing shall be conducted at the place and at a time to be set by a committee composed of the President and Secretary of the Corporation. The hearing shall be presided over by the President of the Corporation who shall perform the following duties:

- (1) Read the charges against the subject member;
- (2) Require that the charges be verified by the testimony of the person or persons making them;
- (3) Hear any other witnesses against the subject member;
- (4) Allow the subject member to crossexamine each witness following the testimony of that witness;
- (5) Allow the subject member to make a statement in his or her own behalf;
- (6) Allow the subject member to call witnesses in his or her own behalf; and
- (7) Allow the members of the committee conducting the hearing to question the witnesses after they have been questioned by the subject member.

The committee conducting the hearing shall conduct the hearing in good faith and in a fair and reasonable manner. The committee shall have the exclusive power and authority to decide that the proposed termination not take place.

Effect of Termination

Section 2.13. (c) All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

Good Standing

Section 2.14. Those members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended, expelled or terminated shall be members in good standing.

Suspension of Membership and Expulsion

Section 2.15. A member may be suspended and/or expelled, under Section 2.16 of these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the

member has failed in a material and serious degree to observe the rules of conduct of the Corporation or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.

A person whose membership is suspended shall not be a member, and shall not have any of the rights of a member except those granted in Section 2.16(d), during the period of suspension.

Procedure for Expulsion or Suspension

Section 2.16. If grounds appear to exist for expulsion or suspension of a member, the procedure set forth below shall be followed:

(a) The member shall be given fifteen (15) days prior notice of the proposed expulsion or suspension and the reasons for the action. Notice shall be given by any method reasonably calculated to provide actual notice. Notice by mail shall be by first class or registered mail or sent electronically to the member's last address as shown on the records of the Corporation.

(b) The member shall be given an opportunity to be heard, either orally or in writing, or both, at least five (5) days before the effective date of the proposed suspension or expulsion. The hearing shall be held, or the written statement considered, by the Board or by committee or person authorized by the Board to determine whether the expulsion or suspension should take place.

(c) The Board, committee, or person shall decide whether the member should be suspended, expelled or sanctioned in some other way. The decision of the Board, committee or person shall be final.

(d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the action.

ARTICLE III. MEETINGS OF ASSOCIATION MEMBERS

Place

Section 3.01. Meetings of members shall be held at the principal office of the Corporation or at such location within the Community of Summerland in the County of Santa Barbara, California as may be designated from time to time by resolution of the Board of Directors.

Regular Meetings

Section 3.02. The members shall meet annually on the second Wednesday of November or on such other date as the Board of Directors may designate, at 7:00 p.m., or such other time as the Board of Directors shall publicly specify, for the purpose of transacting such proper business as may come before the meeting, including, in the appropriate years, the election of Directors for such terms as are fixed in Section 4.03 of these Bylaws. New Directors elected in November will take seats at the Board of Directors meeting in November. If the election of Directors as fixed in Section 4.03 shall not occur at any such meeting of the members or without a meeting by written ballot pursuant to Section 3.11 of these Bylaws, the Board shall, or five (5) percent of the members may, cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members. If the day fixed for the regular meeting of members falls on a legal holiday, such meeting shall be held at the same hour and place on the next succeeding day.

Special Meetings

Section 3.03. Special meetings of members shall be called by the Board of Directors or the Chairman of the Board or the President of the Corporation and held at such place within the Community of Summerland in the County of Santa Barbara, California as is fixed in Section 3.01 of these Bylaws or at such times and places as may be ordered by resolution of the Board of Directors. Five percent (5%) or more of the members of the Corporation may call special meetings for any lawful purpose.

Notice of Meetings

Section 3.04. Written notice of every meeting of members shall be either, mailed by firstclass United States mail, postage prepaid or sent electronically to each members address, and posted at the Post Office, not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.

In the event given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the roster of the Corporation or at the address given by the member to the Corporation for the purpose of notice. Where no such address appears or is given, notice shall be given at the Post Office.

In the case of a specially called meeting of members, notice that a meeting will be held, at a time requested by the person or persons calling the meeting, not less than thirtyfive (35) days nor more than ninety (90) days after receipt of the written request from such person or persons, by the Chairman of the Board, or the President, or Vice President, or Secretary, of the Corporation, shall be sent to the members forthwith and in any event within twenty (20) days after the request was received. No meeting of members may be adjourned more than forty five (45) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Contents of Notice

Section 3.05. The notice shall state the place, date, and time of the meeting of the members. In the case of special meetings of the members, the notice shall state the general nature of the business to be transacted and no other business than the business stated may be transacted. In the case of a regular meeting of the members, those matters which the Board, at the time the notice is given, intends to present for action by the members, but, except as provided in subdivision (b) of Section 5512 of the Corporations Code, any proper matter may be presented at the meeting for such action. The notice of any meeting of the members at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (a) Removing a Director without cause;
- (b) Filling vacancies on the Board;
- (c) Amending the Articles of Incorporation; or
- (d) Electing to wind up and dissolve the Corporation.

Waivers, Consents, and Approvals

Section 3.06. (a) Any action required or permitted to be taken by the members may be taken without meeting, if all members shall individually or collectively consent in writing to the action. The action by written consent shall have the same force and effect as the unanimous vote of the members.

(b) The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though at a meeting duly held after regular call and notice, if a quorum is present in person, and if, either before or after the meeting, each of the persons entitled to vote but not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting.

(c) All such waivers, consents, and approvals shall be filed with the Corporate records or made a part of the minutes of the meeting and filed with the proceedings of the members.

Quorum

Section 3.07. (a) A quorum at any meeting of members shall consist of fifteen members of the voting power, represented in person, except as otherwise stated in Section 3.07(b). For purposes of this Bylaw, "voting power" means the power to vote for the election of Directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

(b) A quorum, at any meeting of members where amendment, repeal or adoption of the Bylaws is to be considered or voted upon, shall consist of a majority of all of the members of the Corporation holding voting power.

Loss of Quorum

Section 3.08. The members present at a duly called or held meeting of members at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Adjournment for Lack of Quorum

Section 3.09. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted except as provided in Section 3.08 of these Bylaws.

Voting of Membership

One Vote Per Member

Section 3.10. (a) Except as provided in these Bylaws, each member is entitled to one vote on each matter submitted to a vote of the members.

Indivisible Interest in Single Memberships

Section 3.10. (b) Single memberships in which two or more persons have an indivisible interest shall be voted as set forth in Section 3.10(c) of these Bylaws relating to the voting of memberships in two or more names.

Memberships in Two or More Names

Section 3.10. (c) Where a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, or otherwise, or if two or more persons have the same fiduciary relationship respecting the same membership, unless the Secretary of the Corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect: if only one member votes, such act shall bind all members; and if more than one member vote, the act of the majority so voting shall bind all members.

Section 3.10. (d) Only one voting membership is allowed for each person, business, corporation or other legal entity. Persons having a fiduciary, ownership or other relationship or interest with or in more than one entity, association or relationship, of whatever type, may qualify for only one voting membership (i.e. individual, or partnership, or corporate, or joint tenancy, or tenancy in common, or husband and wife, or otherwise).

Record Date of Membership

Section 3.10. (e) The record date for the purpose of determining the members entitled to notice of any meeting of members is sixty (60) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is sixty (60) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action is sixty days (60) days prior to such other action.

Cumulative Voting

Section 3.10. (f) Cumulative voting shall not be authorized for the election of directors or for any other purpose.

Proxy Voting

Section 3.10. (g) Members entitled to vote shall not be permitted to vote or act by proxy. Any amendment of this provision creating or expanding proxy rights shall be adopted with approval by the members. For purposes of this provision of these Bylaws, "approval by the members" shall assume the same definition set forth in Section 5034 of the Corporations Code.

Action Without a Meeting by Written Ballot

Ballot Requirements

Section 3.11. (a) Subject to the limitations specified in Section 3.11(b) of these Bylaws and contained in the Articles of Incorporation of the Corporation, any action which may be taken at any regular or special meeting of members may be taken without a meeting of the members. If an action is taken without a meeting of the members, the Corporation shall distribute a written ballot to every member entitled to vote on the matter. The ballot shall set for the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting of members authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting of members at which the total number of votes cast was the same as the number of votes cast by ballot.

Limitations Pertaining to Election of Directors

Section 3.11. (b) Directors may or shall be elected by written ballot as authorized in the Articles of the Corporation or the Bylaws, except that election of Directors by written ballot shall not be permitted where the Directors are elected by cumulative voting pursuant to Section 5616 of the Corporations Code.

Solicitation of Ballots

Section 3.11. (c) Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 3.04 of these Bylaws and of voting by written ballot set forth in Section 3.11(d) of these Bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

Voting by Written Ballot

Section 3.11. (d) The form of written ballots distributed to ten (10) or more members shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot. The form shall also provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote must be cast in accordance therewith. In any election of Directors, any form of written ballot in which the Directors to be voted on are named therein as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

Revocation of Ballot

Section 3.11. (e) Unless otherwise provided in the Articles of Incorporation of the Corporation or these Bylaws, a written ballot may not be revoked.

Conduct of Meetings

Chairman

Section 3.12. (a) The President of the Corporation or, in his or her absence, the Vice President or, in his or her absence, the Secretary or, in his or her absence, any other person chosen by a majority of the members present in person shall be Chairman of and shall preside over the meetings of the members.

Secretary of Meetings

Section 3.12. (b) The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.

Rules of Order

Section 3.12. (c) Robert's Rules of Order or Rosenbergs Rules of Order, as amended from time to time, shall govern the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of the Corporation, or the law, or rules governing agenda, motions, and related matters.

Inspectors of Election

Appointment

Section 3.13. (a) In advance of any meeting of the members or any action by written ballot the Board may appoint any persons, other than candidates for office, as inspectors of election. If inspectors of election are not so appointed for any meeting, or; if any person so appointed fails to appear or refuses to act, the Chairman of the meeting of the members may, and on request of any member must, appoint inspectors of election at the meeting of members. If inspectors of election are not so appointed for any action by written ballot, or if any person so appointed refuses to act, the President of the Corporation must appoint inspectors of election for that written ballot upon request of any member. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting of members on the request of one or more members, the majority of members represented in person shall determine whether one (1) or three (3) inspectors are to be appointed.

Duties

Section 3.13. (b) The inspectors of election shall perform the following duties:

(1) Determine the number of voting memberships outstanding, the voting power of each, and when applicable the number represented at the meeting and the existence of a quorum;

(2) Receive votes, ballots or consents;

(3) Hear and determine all challenges and questions in any way arising in connection with the right to vote;

(4) Count and tabulate all votes and consents;

(5) Determine when the polls shall close;

(6) Determine the result; and

(7) Do any other acts that may be proper to conduct the election or vote with fairness to all members.

The inspectors shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

Vote of Inspectors

Section 3.13. (c) If there are three (3) inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all.

Report and Certificate

Section 3.13. (d) On request of the Chairman or any member, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

ARTICLE IV. DIRECTORS

Number

Section 4.01. The Corporation shall initially have seven (7) Directors. Collectively, the Directors shall be known as the Board of Directors. This number may be changed by an amendment to these Bylaws duly adopted by approval of the members, as that term is defined in Section 5034 of the Corporations Code, or as otherwise provided for herein. The current Board consists of (5) Directors.

Qualifications

Section 4.02. The Directors of the Corporation shall be residents of the Community of Summerland, in the County of Santa Barbara, California. With the exception of the initial Directors, the Directors shall also be members of the Corporation. In order to be eligible to become a Director, a member must have attended, no less than three (3) regular meetings of the Board of Directors during the past twelve (12) months. Evidence of attendance is the responsibility of each member attending meetings of the Board and shall be made by the member legibly placing his or her name, and mailing address on the attendance form made available at each meeting of the Board of Directors or in such other manner as may otherwise be designated from time to time by the Board.

Terms of Office

Section 4.03. Each of the initial Directors shall hold office until such Director's successor is elected and qualifies under Section 4.02 of these Bylaws. Notwithstanding the foregoing, at the 1993 annual meeting of the members of the Corporation, on the date as set by the Board of Directors, all seven Directors shall be elected, four Directors shall be elected to a term of two years and three Directors shall be elected to a term of one year. At every second annual meeting of the members thereafter (i.e. 1995, 1997, and so on), four (4) Directors shall be elected to a term of two (2) years. At the 1994 annual meeting of the members and every second annual meeting of the members thereafter (i.e. 1996, 1998, and so on), three (3) Directors shall be elected for terms of two (2) years. All Directors shall hold office until the annual meeting of members at the end of their term, as prescribed by these Bylaws, and until such Director's successor is nominated, elected and qualifies under Section 4.02, 4.04 and 4.05 of these Bylaws to succeed such Director for a like term.

Nomination

Section 4.04. Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated as provided for hereinbelow, for election at the regular meeting of members as provided in Section 3.02 of these Bylaws. A nomination for the Board may not be made after the date set for close of nomination. Directors shall be nominated as follows:

(a) The Chairman of the Board shall appoint a committee to select qualified candidates for election to the Board at least sixty (60) days before the date of any election of Directors. The nomination committee shall make its report at least forty five (45) days before the date of the election, or at such other time as the Board may set, and the Secretary shall forward to each member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by the committee under this section.

(b) For Corporations with more than five hundred (500) members Directors may also be nominated as provided for in Sections 5521 through 5523 of the Corporations Code.

(c) If there is a meeting of members to elect Directors, any member present at the meeting in person may place names of qualified members in nomination.

(d) No votes may be solicited and corporate funds may be not be used to support nominees, except as provided for, if at all, in the Corporations Code.

Election

Section 4.05. The Directors shall be elected at the annual meeting of members as prescribed by Section 3.02 of these Bylaws and as in Section 3.11 of these Bylaws.

The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. In the case of a tie, a run-off election will be held immediately following the tallying of the votes. Directors shall be eligible for reelection without limitation, but may not be elected to more than four (4) consecutive full terms unless the Board of Directors approves an extended term.

Compensation

Section 4.06. The Directors shall serve without compensation, except that they shall be allowed and paid their actual expenses incurred upon the behalf of the Corporation, where such expenses are authorized by the Board.

Meetings

Call of Meetings

Section 4.07. (a) Meetings of the Board may be called by the Chairman of the Board or the President or any Vice President or the Secretary or any two (2) Directors.

Place of Meetings

Section 4.07. (b) All meetings of the Board shall be held at the principal office of the Corporation as specified in Section 1.01 of these Bylaws or as changed from time to time as provided in Section 1.02 of these Bylaws.

Annual Meetings

Section 4.07. (c) The Board shall hold an annual meeting. The meeting shall be held in conjunction with and/or immediately following each annual meeting of the members of the Corporation as set forth in Section 3.02 of these Bylaws for the purpose of choosing officers.

Regular Meetings

Section 4.07. (d) Regular meetings of the Board shall be held at the principal office of the Corporation, or at such other place as the Directors shall so designate from time to time, on the second Wednesday of each month at 7:00 p.m., or at whatever other time and place as otherwise set by the Board; provided, however, any given monthly meeting may be dispensed with by majority vote of the Board.

Special Meetings

Section 4.07. (e) Special meetings of the Board may be called by the Chairman of the Board or the President or any VicePresident or the Secretary or any two (2) Directors. Special meetings of the Board shall be held on four (4) days notice by firstclass mail, postage prepaid, or on fortyeight (48) hours notice hand delivered or sent electronically and posted at the Post Office. Notice contents shall state the time and place of the meeting of the Board. Notice of the special meeting of the Board need not be given to any Director who signs a waiver of notice or a written consent to holding

Association (continued)

the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings of the Board.

Quorum

Majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided or as otherwise provided in the Corporations Code.

Transactions of Board

Section 4.07 (g) Except as otherwise provided in the Articles of Incorporation of the Corporation, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting of the Board duly held at which a quorum is present is the act of the Board provided, however, that any meeting of the Board at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles of Incorporation of the Corporation, or these Bylaws.

Conduct of Meetings

Chairman and Secretary

Section 4.07. (h) The Chairman of the Board or, in his or her absence, the Vice Chairman, or in his absence, any Director selected by the Directors present, shall preside at meetings of the Board. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board and shall attend all meetings of the Board and the members. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

Rules of Order

Rules of order may be used at meeting of the Board as the Board deems necessary.

Adjournment

Section 4.07 (i) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting

Section 4.08. 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 may be electronic and 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 the unanimous vote of such Directors.

Removal of Directors

Section 4.09. (a) The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of court;
- (2) The Director has been convicted of a felony;

(3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 5230 through 5239 of the Corporations Code.; or

(4) The Director has failed to attend three (3) consecutive meetings, or a total of four (4) meetings during any twelve (12) month period without the prior approval of the Board of Directors.

Removal Without Cause

Section 4.09. (b) Any or all of the Directors may be removed without cause if, where the Corporation has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the Corporations Code; or where the Corporation has more than fifty (50) members, such removal shall be approved by the members within the meaning of Section 5034 of the Corporations Code.

Resignation of Director

Section 4.10. Any Director may resign effective immediately on giving written notice to the Chairman, or the President, or the Secretary of the Board of Directors, or to the Board of Directors, of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be approved by the Board to take office when the resignation becomes effective.

Vacancies in the Board

Causes

Section 4.11. (a) Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and the failure of the members in any election to elect the full number of Directors authorized.

Filling Vacancies by Directors

Section 4.11. (b) Except for a vacancy created by the removal of a Director pursuant to Section 4.09 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 4.07(e) of these Bylaws; or (3) a sole remaining Director.

Filling Vacancies by Members

Section 4.11. (c) Vacancies created by removal of Directors shall be filled only by the approval of the members within the meaning of Section 5034 of the Corporations Code. The members may also elect a Director at any time to fill any vacancy not filled by the Directors.

Committees

Section 4.12. The Board of Directors may, from time to time, appoint such committees as it shall deem advisable, to serve at the pleasure of the Board. The Board shall specify the duties, select the members, fill vacancies, set guidelines, set procedures and designate the number of members of all such committees. Committee members need not be members of the Board of Directors, except that if an Executive Committee of the Board of Directors is established, all members thereof shall be members of the Board. Any such Executive Committee shall consist of no less than three (3) members of the Board, one of whom shall be the President of the Board. The Board of Directors may delegate to such Executive Committee such of its powers and duties as it may from time to time deem advisable, provided that all such acts of the Committee shall be reported to the Board of Directors at its next ensuing regular or special meeting, and shall be subject to the approval or disapproval of the Board at that time, except where a particular act or decision has been specifically authorized in advance by resolution of the Board or where the matter is of such and emergency nature as to require immediate action, the prior approval or a special meeting of the Board of Directors being impractical. Any committee appointed by the Board, shall, to the extent provided in the resolution of the Board, concerning the creation and operation of such committee, have all of the authority of the Board, except that no committee, regardless of Board resolution, may:

- authority of the Board;
- Board or on any committee;
- terms is not so amendable or repealable;
- committees;
- party and in which one or more of its Directors has a material financial interest, except as such approval is provided for in Section 5233(d)(3) of the Corporations Code.
- (a) fill vacancies on the Board or in any committee which has the
 - (b) establish or fix compensation of the Directors for serving on the
 - (c) amend or repeal Bylaws or adopt new Bylaws;
 - (d) amend or repeal a resolution of the Board which by its express
 - (e) appoint any other committees of the Board or the members of these
 - (f) approve any contract or transacting to which the corporation is a

All committees serve at the pleasure of the Board of Directors for a term of one (1) year.

Meetings and Actions of the Committees

Section 4.13. Meetings and actions of any and all committees of the Board shall be governed by, held and taken in accordance with the provisions of this Article IV of these Bylaws, concerning meetings and other action of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined either by resolution the Board or, where there is no Board resolution, by resolution of the committee of the Board. Minutes shall be kept of each meeting of any committee of the Board and such minutes shall be filed with the Secretary of the Board for insertion in the corporate records, within ten (10) days of any such meeting. The Board may adopt or amend rules for the government of any committee not inconsistent with the provisions of these Bylaws or in the absence of rules adopted by the Board, the committee may adopt such rules, however any such rules so adopted by a committee are subject to review and approval or disapproval of the Board, at the pleasure of the Board.

Powers of the Board

Section 4.14. (a) Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation of the Corporation, as corrected, and of these Bylaws, the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) Without prejudice to the general powers of the Board, but subject to the same limitations, the Directors shall have the power to appoint and remove, at the pleasure of the Board, all officers, committee members, agents and employees of the Corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation of the Corporation and with these Bylaws; and fix their compensation, if any, and require from them security for faithful performance of their duties. In addition thereto the Board shall have the power to change the principal office or business office from one location to another; to adopt an use a corporate seal and alter the form thereof; to borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the purposes of the Corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's and other evidences of debt and securities. In addition to the powers granted herein, the Board shall have all of those powers granted, and all of those powers not proscribed, in the California Nonprofit Public Benefit Corporation Law, or elsewhere.

ARTICLE V. OFFICERS

Number and Titles

Section 5.01. (a) The officers of the Corporation shall include a President, a Vice President, a Secretary, a Treasurer, and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The Corporation may also have a Chairman of the Board, one or more Vice Chairman or such other offices as the

Board shall appoint. The Chairman of the Board shall preside at the meetings of the Board. The President shall be the Chairman of the Board and the Vice President shall be the Vice Chairman unless otherwise stipulated by the Board. In the absence or disability of the Chairman, the Vice Chairman shall perform the duties of the Chairman. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board.

(b) The President is the general manager and chief executive officer of the Corporation and shall generally supervise, direct and control the activities and affairs and the officers of the Corporation.

(c) The Vice Presidents, if any, in the absence or disability of the President, in order of their rank, shall perform all of the duties and powers of the President and shall be subject to all of the restrictions upon the President. The Vice Presidents shall have those powers and perform such other duties as from time to time may be prescribed for them by the Board or the Bylaws.

(d) The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may direct, the Articles of Incorporation of the Corporation and Bylaws, as amended to date, a book of minutes of all meetings and actions of the Board and of the committees of the Board, a complete and accurate record of the membership of the Corporation as well as a record of the proceedings of all meetings of the membership. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given and shall have such other powers and perform such other duties as may be prescribed by the Board and the Bylaws.

(e) The Treasurer of the Corporation shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of the Corporation, and shall send or cause to be sent to the Directors such financial statements and reports as required by law or these Bylaws to be given. The books of account shall be open to inspection by any Director at all reasonable times.

The Treasurer shall also deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board, shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President or Chairman of the Board, if any, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation and shall have other powers and duties as may be prescribed by the Board and the Bylaws.

If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer upon death, resignation, retirement or removal from office.

Appointment, Removal and Resignation

Section 5.02. The officers shall be chosen by the Board and serve at the pleasure of the Board and may be appointed or removed, with or without cause, subject to the rights, if any, of an office under any contract of employment. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Vacancies

Section 5.03. A vacancy occurring in any office because of death, resignation, removal or other cause, shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

ARTICLE VI. INDEMNIFICATION AND INSURANCE

Right to Indemnity

Section 6.01. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees and other person described in Section 5238(a) of the Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, awards and other amounts actually and reasonably incurred in connection with any "proceeding", as that term is used in such section and including an action by or in the right of the Corporation, by reason of the fact that such person is or

was a person described by such section. "Expenses", as used in the Bylaw, shall have the same meaning as in Section 5238(a) of the Corporation Code.

Approval of Indemnity

Section 6.02. Upon written request to the Board by any person seeking indemnification under Section 5238(b) or (c) of the Corporations Code, the Board shall promptly determine in accordance with 5238(e) of the Corporations Code whether the applicable standard of conduct set forth in Section 5238 (b) and (c) have been met, and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 5238(b) or (c) has been met.

Advancement of Expenses

Section 6.03. To the fullest extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the Corporation prior to the final disposition of the proceeding upon receipt by the Corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the Corporation therefore.

Insurance

Section 6.04. The Corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, Directors, employees and other agents of the Corporation, against any liability asserted against or incurred by an officer, Director, employee or agent in such capacity or arising out of the officer's, Director's, employee's or agent's status as such.

ARTICLE VII. CORPORATE RECORDS AND REPORTS

Keeping Records

Section 7.01. The Corporation shall keep adequate and correct records of books, accounts and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each. The Corporation shall also keep a record of attendance of the persons attending each regular meeting of the Board of Directors. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and the records of each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Annual Report

Section 7.02. (a) To the extent required in Section 6321 of the Corporations Code, the Board shall cause an annual report to be sent to all members of the Board, not later than one hundred twenty (120) days after the close of the fiscal year of the Corporation.

(b) The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 6321. Upon the written request of a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member.

(c) The annual report shall be prepared not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The report shall contain in appropriate detail, the following:

(1) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year;

(2) a statement of the place where the names and addresses of the current members are located;

(3) any other information required by Section 6321; and,

(4) any information concerning certain transactions and indemnification's required by Corporations Code Section 6322.

The annual report shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall be furnished to all Directors.

Annual Statement of Certain Transactions and Indemnification's

Section 7.03. The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Section 6322(d) and (e) of the Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 7.02 of these Bylaws.

ARTICLE VII. PURPOSES AND LIMITATIONS

Purposes

Section 8.01. This Corporation is a nonprofit public benefit Corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public purposes and its activities are subject thereto.

ARTICLE IX. CONSTRUCTION AND DEFINITIONS

Section 9.01. Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and the neuter and each includes the other, the singular includes the plural and the plural the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE X. AMENDMENTS

Action by the Board

Section 10.01. The Bylaws may be amended or repealed and new Bylaws may be adopted, by a majority vote of the Board, as provided for herein and in the Corporations Code.

Action by Members

Section 10.02. The Bylaws may be amended or repealed and new Bylaws may be adopted by the members, if a quorum is present, as defined in Section 3.07(b), by the affirmative vote of the majority of the voting power represented, at the meeting of members entitled to vote for amendment, repeal or adoption of Bylaws, at a duly noticed meeting thereof, as provided for in these Bylaws and in the Corporations Code.

Limitations on Amendment of Bylaws

Section 10.03. Where any provision of these Bylaws requires the vote of a larger proportion of Directors or of members than otherwise is required by law, such provision may not be altered, amended or repealed, except by the vote of such greater number. No amendment may extend the term of a Director beyond that for which such Director was elected.

Maintenance of Records

Section 10.04. The Secretary of the Corporation shall see that a true and correct copy of all amendments of the Bylaws, duly certified by the Secretary, is attached to the official Bylaws of the Corporation and is maintained with the official records of the Corporation at the principal office of the Corporation or other such place as the Board may direct.

Certification of the Secretary
Summerland Citizens Association

I hereby certify that I am the duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprising eighteen (18) pages including this page, constitute the Bylaws of said corporation as duly adopted at the meeting of the Board of Directors held on October 14, 2009.

Signed _____
Barbara McClain – Secretary