

**BYLAWS OF THE EL DORADO HILLS  
COMMUNITY VISION, Inc.  
(As Amended October 30, 2001)**

**ARTICLE 1. OFFICES**

**PRINCIPAL OFFICE**

Section 1.01. The principal office of the Corporation for its transaction of business is located in the El Dorado Hills Community Services District and County of El Dorado, California.

**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 County of El Dorado, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

**ARTICLE II. MEMBERS**

**CLASSIFICATION OF MEMBERS**

Section 2.01. The Corporation shall have one class of members only, and each member shall have equal voting and other rights. No person shall hold more than one membership in the Corporation.

**ELIGIBILITY FOR MEMBERSHIP**

Section 2.02. Any person, as defined by 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 either (1) Residence within the State of California or (2) authorization of the Board of Directors. However, a super-majority, defined for the purposes of the application of this section as two thirds (2/3), of any class of membership which should have the right to vote on Corporation business or the right to vote on any change in corporate form or procedure, must reside within the El Dorado Hills Community Services District or its legal successor in interest. Should the membership of any class of membership consist of a mere two thirds (2/3) of residents of El Dorado Hills Community Services District or its legal successor in interest, rounded up to the next full membership, no further members who

reside outside the legal boundaries of the El Dorado Hills Community Services District, or its legal successor in interest, may be admitted to membership.

### **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 by a 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 receipt of the first annual dues as specified in Section 2.06 of these Bylaws.

### **APPLICATION FEE**

Section 2.05. There shall be no fee for making application for membership in the Corporation.

### **DUES**

Section 2.06. The annual dues payable to the Corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors, but, in no event shall the annual dues exceed the amount of Twenty Dollars (\$20.00). Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. 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, except where the member is, by contract or otherwise, liable for the dues.

### **ASSESSMENTS**

Section 2.07. Memberships shall be non-assessable.

### **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.

## **MEMBERSHIP BOOK**

Section 2.10. The Corporation shall keep in written form or in any form capable of being converted into written form, a membership book containing the name and address of each member. The book shall also contain the fact of termination and the date on which such membership ceased for all such terminated members. Such book shall be kept at the principal office of the Corporation 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:

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

(2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge related to the cost of preparation, 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**

(b) The rights of inspection set forth in- Section 2.11 (a) of these Bylaws may be exercised by any member, upon request.

## **NON-LIABILITY 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 of a member;
- (4) The dissolution of corporate members; and
- (5) The nonpayment of dues, subject to the limitations set forth in Section 2.13(b) of these Bylaws.
- (6) The termination of all memberships upon the amendment of these bylaws permitting the termination, pursuant to Sections 5340 and 5341 of the California Corporations Code.

### **Nonpayment of Dues**

(b) The membership of any member who fails to pay his or her dues when due and within thirty (30) days thereafter shall automatically terminate at the end of such thirty (30) day period, provided such member was given both a fifteen (15) days prior written notice of the termination stating the amount then due necessary for reinstatement.

### **Effect of Termination**

(c) All rights of a member in the Corporation 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, 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.

## **ARTICLE III.**

### **MEETINGS OF MEMBERS**

#### **Place**

Section 3.01. Meetings of members shall be held at the principal office of the corporation or at such location within the El Dorado Hills Community Services District or its legal successor in interest 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 first Monday in March, beginning with the year 1997, at 7:00 P.M. for the purpose of transacting such proper business as may come before the meeting, including the election of Directors for such terms as are fixed in Section 4.03 of these Bylaws. If the election of Directors shall not occur at any such meeting of the members or by written ballot without a meeting pursuant to Section 3.11 of these Bylaws, the Board shall 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 any Officer of the Corporation and held at such place within the State of California as is fixed in Section 3.01 of these Bylaws. Special meetings may also be called as permitted pursuant to Section 5510 (e) of the California Corporations Code.

## **NOTICE OF MEETINGS**

Section 3.04. Written notice of every meeting of members shall be either personally delivered or mailed by first-class United States mail, postage prepaid, not less than ten (10), nor more than thirty (30) 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 that notice is given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. Where no such address appears or is given, notice shall be given by publication in any newspaper of general circulation in the county in which the principal office of the Corporation is located.

The Secretary of the Corporation, or any transfer agent specially designated by the Secretary for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the Chairperson of the Board 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 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. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

## **WAIVERS, CONSENTS, AND APPROVALS**

Section 3.06. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present in person, and if, either before or after the meeting, each of the persons entitled to vote but not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

## **QUORUM**

Section 3.07. A quorum at any meeting of members shall consist of a majority of the voting power, represented in person. 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.

## **LOSS OF QUORUM**

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

## **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. Pursuant to Section 5511 (d) of the California Corporations Code, no meeting may be adjourned for longer than forty-five (45) consecutive days.

## **VOTING OF MEMBERSHIP**

### **One Vote Per Member**

Section 3.10(a) Each member is entitled to one vote on each matter submitted to a vote -of the members. Moreover, should there be a loss of membership of. any voting class such that the number of residents of El, Dorado Hills Community Services District, or its legal successor in interest, should fall below a two thirds (2/3) ratio, rounded up to the next full membership, then members who do not reside within the El Dorado Hills Community Services District or its legal successor in interest shall not be permitted to vote on Corporation business or on any change in corporate form or procedure.

### **Record Date of Membership**

(b) The record date for the purpose of determining the members entitled to notice of any meeting of members is thirty-five (35) 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 thirty-five (35) 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 thirty-five (35) days prior to such other action.

### **Cumulative Voting**

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

### **Proxy Voting**

(d) Proxy shall not permit members entitled to vote to vote or act. The members shall adopt any amendment of this provision creating or expanding proxy rights with approval. 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 MEETING BY WRITTEN BALLOT**

### **Ballot Requirements**

Section 3.11. (a) Subject to the limitations specified in Section 3.11 (b) of these Bylaws, any action, which may be taken at any regular or special meeting of members, may be taken without a meeting. If an action is taken without a meeting, the Corporation shall distribute a written ballot to every member entitled to vote on the matter. The ballot shall set forth 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 authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting 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**

(b) Directors may be elected by written ballot, 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**

(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**

(d) If the board of the Corporation decides to institute membership such that the Corporation shall have 100 or more voting members 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**

(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**

### **Chairperson**

Section 3.12. (a) The Chairperson of the Board or, in his or her absence, the Vice Chairperson and in the absence of either, any other person chosen by a majority of the voting members present in person shall be Chairperson of and shall preside over the meetings of the members.

### **Secretary of Meetings**

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

### **Rules of Order**

(c) Robert's 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 this Corporation, the applicable law, or other Board adopted 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 Chairperson of the meeting may, and on request of any member must, appoint inspectors of election at the meeting. If inspectors of election are not so appointed for any action by written ballot, or if any person so appointed refuses to act, the Chairperson of the Board of the Corporation must appoint inspectors of election for that written ballot upon request of any member or member's proxy. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed.

### **Duties**

- (b) The inspectors of election shall -perform the following duties:
- (1) Determine the number of voting memberships outstanding, and when applicable the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
  - (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**

(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**

(d) On request of the Chairperson 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 have nine (9) Directors. Collectively, the Directors shall be known as the Board of Directors.

#### **QUALIFICATIONS**

Section 4.02. Directors shall be residents of the State of California, or its legal successor in interest and shall not be, under any circumstance, elected or appointed members of the Board of any public agency or otherwise hold elected office. A super-majority, defined for the purposes of the application of this section as seven out of nine (7/9) must be residents of the El Dorado Hills Community Services District, or its legal successor in interest.

## **TERMS OF OFFICE**

Section 4.03. Each Director shall hold office for a period of two (2) years, and until such Director's successor is elected and qualifies under Section 4.02 of these Bylaws. In the event a Director is removed at a special meeting of the members called and held as prescribed by Section 3.03 of these Bylaws, such Director shall hold office until his or her removal and his or her successor is elected and qualifies.

## **NOMINATION**

Section 4.04. Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law. Should two (2) properly elected members of the board not be residents of El Dorado Hills Community Services District or its legal successor in interest then no person not a resident of El Dorado Hills Community Services District or its legal successor in interest may be nominated to a position on the board.

## **ELECTION**

Section 4.05. Of the nine (9) directors on the board, two (2) shall be elected by the membership, two (2) shall be appointed by the El Dorado Hills Community Services District Board of Directors, and five (5) shall be appointed by the board itself.

Section 4.05.01. The two (2) Directors elected by membership and authorized pursuant to these bylaws, shall be elected for staggered terms of two (2) years each, one director to be elected at each annual meeting as prescribed by Section 3.02 of these Bylaws.

Section 4.05.02. The two (2) Directors appointed by the El Dorado Hills Community Services District or its legal successor in interest and authorized pursuant to these bylaws, shall be appointed, for staggered terms of two (2) years each, one director to be appointed each year on or before the second Monday in January. In the event that a vacancy through resignation or other disqualification should occur in either of the director offices appointed by the El Dorado Hills Community District, said District shall have sixty (60) days from the effective date of such resignation or other disqualification to appoint a successor to that office. In the event that the District does not appoint a successor to that office within the aforesaid sixty (60) days, the Board of Directors of the Corporation may appoint a successor to serve the balance of that Director's term,. Should two (2) properly elected members of the board not be residents of El Dorado Hills Community Services District or its legal successor in interest then no person not a resident of El Dorado Hills Community Services District or its legal successor in interest may be appointed to a position on the board by the El Dorado Hills Community Services District Board of Directors or its legal successor in interest.

Section 4.05.03. Five (5) of the Directors shall be appointed by the Board by majority vote of the Board as constituted after the accession of

Directors selected pursuant to Sections 4.05.01 and 4.05.02. These directors shall also serve staggered terms, two to be selected in 1997 and three to be selected in 1998 and continuing on that pattern indefinitely. A round of nominations and an election must be held for each Board seat separately. Only after a member has been elected and seated on the board may the board begin nominations for the other seat or seats up for election by the board in a given year.

Section 4.05.04. At each annual meeting, the election by the general membership shall be held first, to be followed by the election of members nominated by the El Dorado Hills Community Services District or its legal successor in interest, followed finally by the election pursuant to Section 4.05.03 by the board as then constituted.

## **COMPENSATION**

Section 4.06. The Directors shall serve without compensation.

## **MEETINGS**

### **Call of Meetings**

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

### **Place of Meetings**

(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.

### **Time of Regular Meetings**

(c) Regular meetings of the Board shall be held, without call or notice, immediately following each (annual) meeting of the members of the Corporation as set forth in Section 3.02 of these Bylaws.

### **Special Meetings**

(d) The Chairperson of the Board or the Vice-Chairperson or the Secretary or any two (2) Directors may call special meetings of the Board. Special meetings shall be held on four (4) days' notice by first-class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone or telegraph. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its

commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

### **Quorum**

(e) A majority of the authorized number of Directors, present in person or by written proxy, constitutes a quorum of the Board for transaction of business, except as hereinafter provided. A proxy provided for this purpose shall be a signed writing, or an e-mail from the Director to the proxy holder, setting forth the date and time of the meeting, the name of the granting Director, and the name of the proxy Director. It shall also note the date and time of the granting of the proxy. Any e-mail proxy shall be followed up by a confirming signed writing. A copy of all such proxy documents shall be provided to the Secretary and shall be made a part of the minutes. (Amended October, 30, 2001)

### **Transactions of Board**

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

### **Conduct of Meetings**

(g) The Chairperson of the Board or, in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. 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. 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.

### **Adjournment**

(h) 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 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 the unanimous vote of such Directors. Such written consent may be a signed writing or an e-mail transmitted from each acting Director to the Secretary followed by a confirming writing at the next noticed meeting and may include as many as two abstentions. (Amended October 30, 2001)

## **REMOVAL OF DIRECTORS FOR CAUSE**

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; or
- (3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code on directors who perform functions with respect to assets held in charitable trust.
- (4) The Director has accepted a position on any Board of the El Dorado Hills Community Services District.
- (5) The Director has missed three consecutive meetings of the Board of Directors.
- (6) The Director establishes residence outside the State of California.

### **Removal Without Cause**

(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 on giving written notice to the Chairperson of the Board of Directors, the Vice-Chairperson, the Secretary, or 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 elected 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 on the failure of the members in any election to elect the full number of Directors authorized.

### **Filling Vacancies by Directors**

(b) Except as otherwise provided in the Articles or these Bylaws and 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(d) of these Bylaws; or (3) a sole remaining Director.

### **Filling Vacancies by Members**

(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 elect a Director at any time to fill any vacancy not filled by the Directors.

## **ARTICLE V. OFFICERS**

### **NUMBER AND TITLES**

Section 5.01. The officers of the Corporation shall be a Chairperson of the Board, a Vice-Chairperson of the Board, a Secretary and 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 Chairperson of the Board is the general manager and chief executive officer of the Corporation. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as Chairperson of the Board.

### **APPOINTMENT AND RESIGNATION**

Section 5.02. The officers shall be chosen by the Board and serve at the pleasure of the Board, 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.

## **ARTICLE VI. CORPORATE RECORDS, REPORTS, AND SEAL**

### **KEEPING RECORDS**

Section 6.01. The Corporation shall keep adequate and correct records of account 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 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.

### **ANNUAL REPORT**

Section 6.02. The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321 (a). except where the Corporation does not have more than one hundred (100) members or more than ten thousand dollars (\$10,000) in assets at any time during the fiscal year, on the written request of a member the board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year.

The annual 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; and (3) any information concerning certain transactions and indemnifications required by Corporations Code Section 8322. The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

### **ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS**

Section 6.03. 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 6.02 of these Bylaws.

### **CORPORATE SEAL**

Section 6.04. The Board of Directors shall adopt a corporate seal that shall be in the following form and design: A standard seal bearing the full legal name of the company. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

**CERTIFICATE OF SECRETARY OF EL DORADO HILLS  
COMMUNITY VISION, Inc.  
A California Nonprofit Corporation**

I hereby certify that I am the duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprising \_\_\_\_\_(NUMBER) pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors thereof held on \_\_\_\_\_1996

**Dated: 10 March 1997**

\_\_\_\_\_  
**Patricia E. Kriz**  
**Secretary**