

**AMENDED AND RESTATED  
BYLAWS  
OF  
DEL SUR COMMUNITY SERVICES COUNCIL**

## TABLE OF CONTENTS

Page

|                    |  |           |
|--------------------|--|-----------|
| <b>ARTICLE I</b>   | <b>GENERAL PLAN</b> .....                          | <b>1</b>  |
| 1.1                | DEFINITIONS.....                                   | 2         |
| 1.2                | NAME.....  | 2         |
| 1.3                | PRINCIPAL OFFICE .....                             | 2         |
| 1.4                | OTHER OFFICES .....                                | 2         |
| 1.5                | PURPOSE.....                                       | 2         |
| 1.6                | LIMITATIONS.....                                   | 3         |
| <b>ARTICLE II</b>  | <b>MEMBERS</b> .....                               | <b>3</b>  |
| 2.1                | RIGHTS OF MEMBERS .....                            | 3         |
| 2.2                | TRANSFER OF MEMBERSHIP .....                       | 4         |
| 2.3                | MEETINGS OF THE MEMBERS .....                      | 4         |
| 2.4                | QUORUM.....  | 6         |
| 2.5                | ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS ..... | 6         |
| 2.6                | VOTING .....                                       | 6         |
| 2.7                | ACTION BY WRITTEN CONSENT .....                    | 6         |
| 2.8                | PROPERTY RIGHTS.....                               | 6         |
| 2.9                | NONLIABILITY .....                                 | 6         |
| 2.10               | ADDITIONAL MEMBERS .....                           | 6         |
| <b>ARTICLE III</b> | <b>DIRECTORS</b> .....                             | <b>7</b>  |
| 3.1                | GENERAL CORPORATE POWERS .....                     | 7         |
| 3.2                | SPECIFIC POWERS .....                              | 7         |
| 3.3                | AUTHORIZED NUMBER OF DIRECTORS .....               | 9         |
| 3.4                | ELECTION, TERM OF OFFICE AND REMOVAL.....          | 9         |
| 3.5                | VACANCIES ON BOARD.....                            | 10        |
| 3.6                | DIRECTORS' MEETINGS.....                           | 10        |
| 3.7                | ACTION WITHOUT A MEETING.....                      | 13        |
| 3.8                | REIMBURSEMENT .....                                | 13        |
| 3.9                | COMMITTEES.....                                    | 13        |
| <b>ARTICLE IV</b>  | <b>OFFICERS</b> .....                              | <b>15</b> |
| 4.1                | OFFICERS OF DSCSC.....                             | 15        |
| 4.2                | SELECTION OF OFFICERS .....                        | 15        |
| 4.3                | RESPONSIBILITIES OF OFFICERS.....                  | 15        |
| 4.4                | REIMBURSEMENT .....                                | 16        |
| 4.5                | REMOVAL OF OFFICERS .....                          | 16        |
| 4.6                | RESIGNATION OF OFFICERS .....                      | 16        |
| 4.7                | VACANCIES IN OFFICE.....                           | 16        |
| <b>ARTICLE V</b>   | <b>INDEMNIFICATION</b> .....                       | <b>17</b> |
| 5.1                | DEFINITIONS.....                                   | 17        |
| 5.2                | SUCCESSFUL DEFENSE BY AGENT .....                  | 17        |

**TABLE OF CONTENTS**  
(continued)

|  | <b>Page</b> |
|--|-------------|
| 5.3 ACTIONS BROUGHT BY PERSONS OTHER THAN DSCSC.....                       | 17          |
| 5.4 ACTION BROUGHT BY OR ON BEHALF OF DSCSC.....                           | 18          |
| 5.5 DETERMINATION OF AGENT'S GOOD FAITH CONDUCT .....                      | 18          |
| 5.6 LIMITATIONS.....   | 19          |
| 5.7 ADVANCE OF EXPENSES .....  | 19          |
| 5.8 CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NON-<br>OFFICERS.....          | 19          |
| 5.9 INSURANCE.....   | 19          |
| <b>ARTICLE VI RECORDS AND REPORTS .....</b>                                | <b>19</b>   |
| 6.1 MAINTENANCE OF CORPORATE RECORDS.....                                  | 19          |
| 6.2 INSPECTION BY DIRECTORS .....  | 19          |
| 6.3 ANNUAL REPORT .....  | 20          |
| 6.4 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND<br>INDEMNIFICATIONS ..... | 20          |
| <b>ARTICLE VII CONSTRUCTION AND DEFINITION.....</b>                        | <b>20</b>   |
| 7.1 CONSTRUCTION.....  | 20          |
| 7.2 STATEMENTS IN ITALICS .....  | 20          |
| <b>ARTICLE VIII MISCELLANEOUS .....</b>                                    | <b>21</b>   |
| 8.1 CHECKS, DRAFTS AND DOCUMENTS.....                                      | 21          |
| 8.2 EXECUTION OF DOCUMENTS.....  | 21          |
| 8.3 REFERENCE TO SPECIFIC STATUTE .....                                    | 21          |
| 8.4 AMENDMENT OF BYLAWS.....   | 21          |
| <b>CERTIFICATE OF SECRETARY</b>  |             |

**AMENDED AND RESTATED  
BYLAWS  
OF  
DEL SUR COMMUNITY SERVICES COUNCIL**

**ARTICLE I  
GENERAL PLAN**

*Del Sur Community Services Council ("DSCSC") is a California nonprofit public benefit corporation formed to foster a unique sense of the Del Sur community through sponsorship of a variety of activities and programs. These activities may include, but are not limited to, communication, cultural artwork, advertising and marketing of Del Sur, fire protection and control within Del Sur, environmental programs, sports and recreational activities such as jogging and hiking, formation of book clubs, fostering youth groups and other activities to promote educational and academic interests in the Del Sur community.*

*DSCSC initially will have one member ("Initial Member"). At any time the membership interest in DSCSC may be assigned, but only to an affiliate of Initial Member, to the master owners association to be formed for Del Sur ("Association"), or to a tax-exempt organization other than the Association. The Board of Directors, consisting of no fewer than three (3), and no greater than five (5) members (with the size of the Board automatically increasing to five (5) upon any assignment of the membership interest to the Association), will oversee all of DSCSC's operations and activities. Management of DSCSC's day-to-day affairs will be assigned to DSCSC's officers, including a President, a Secretary and a Chief Financial Officer. The Board may, in its discretion, establish advisory or other committees.*

*Below is a chart demonstrating the relationship of these different parties.*

Board of Directors  
*Oversees all activities of DSCSC*

Officers  
*Assigned day-to-day duties*  
*President*  
*Secretary*  
*Chief Financial Officer*  
*Others designated by Board*

Committees  
*Assist Board in determining policy and practices of DSCSC*

*These Bylaws establish the procedures to be followed by the Board, the officers and the committees in the operation of DSCSC.*

## 1.1 DEFINITIONS.

1.1.1 **Advisory Committee.** One of various committees established for purposes of advising the Board on various matters affecting or of interest to DSCSC, as set forth in Section 3.9.2 of these Bylaws.

1.1.2 **Articles.** The Articles of Incorporation of DSCSC filed with the Secretary of State for the State of California and as amended or restated from time to time.

1.1.3 **Association.** Any California nonprofit public benefit corporation within the meaning of Section 1351(a) of the California Civil Code, formed to manage and operate all or a portion of Del Sur master planned community in unincorporated San Diego County, California.

1.1.4 **Board.** The Board of Directors of DSCSC.

1.1.5 **Bylaws.** These Bylaws of DSCSC as amended or restated from time to time.

1.1.6 **DSCSC.** Del Sur Community Services Council, a California nonprofit public benefit corporation.

1.1.7 **Electronic Transmission.** Electronic transmission by or to DSCSC as defined in Sections 20 and 21 of the California Corporations Code, respectively.

1.1.8 **IRC.** The Internal Revenue Code of 1986, as amended and any subsequent United States internal revenue law.

1.1.9 **Principal Office.** The principal executive office for transaction of the activities and affairs of DSCSC.

1.1.10 **Other Definitions.** Any capitalized terms not otherwise defined in these Bylaws shall have the same meaning given the terms in the Community Declaration of Covenants, Conditions, Restrictions and Reservation of Easements for Del Sur ("CC&Rs") to be recorded in the office of the San Diego County Recorder, as described in Section 1351(h) of the California Civil Code.

1.2 **NAME.** The name of this corporation is Del Sur Community Services Council.

1.3 **PRINCIPAL OFFICE.** The Principal Office shall be located at the specific location designated by resolution of the Board. The Board may change the Principal Office from one location to another.

1.4 **OTHER OFFICES.** The Board may at any time establish branch or subordinate offices at any place or places where DSCSC elects and is qualified to conduct its activities.

1.5 **PURPOSE.** The purpose of DSCSC is to promote the common good and general welfare of the people of Del Sur by fostering a unique sense of the Del Sur community through

sponsorship of a variety of activities and programs. These activities may include, but are not limited to, community and neighborhood clubs and special events, sports activities, cultural activities and educational, environmental, communication and health and wellness programs for the benefit of Del Sur.

## 1.6 LIMITATIONS.

1.6.1 DSCSC is organized exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the IRC and Section 23701(f) of the California Revenue and Taxation Code ("R&TC"). DSCSC shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of DSCSC. DSCSC shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the IRC or the corresponding provision of any future United States internal revenue law or Section 23701(f) of R&TC and any corresponding provision of any subsequently enacted statute.

1.6.2 DSCSC shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for political office or any proposed legislation.

1.6.3 The property, assets, profits, and net income of DSCSC are irrevocably dedicated to social welfare purposes. No part of the earnings of DSCSC shall ever inure to the benefit of any director, trustee, officer, shareholder or member of DSCSC or to the benefit of any private individual.

1.6.4 DSCSC is not organized, and shall not be operated, for pecuniary gain or profit.

1.6.5 On the winding up and dissolution of DSCSC, after paying or adequately providing for its debts and obligations, DSCSC's remaining assets shall be distributed to such organizations organized and operated exclusively for social welfare purposes which have established tax-exempt status under Section 501(c)(4) of the IRC or the corresponding provisions of any future United States internal revenue law.

## ARTICLE II MEMBERS

*DSCSC initially will have one member which shall be Initial Member. Each member may assign its membership interest at any time to an affiliate of the member, to the Association, or to a tax-exempt organization other than the Association. This Article includes provisions regarding meetings and voting of the member.*

2.1 **RIGHTS OF MEMBERS.** DSCSC initially shall have one member ("Initial Member"). Each member shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the assets of DSCSC, on any merger and its principal terms and any amendment of those terms, on any election to dissolve DSCSC and on any matter provided in these Bylaws. Each member shall have all such other rights afforded members under the California Nonprofit Public Benefit Corporation Law.

**2.2 TRANSFER OF MEMBERSHIP.** At any time, a member of DSCSC may, at its discretion and without obligation, assign its membership, but only to an affiliate of the member, to the Association, or to another organization established as tax-exempt under Section 501(c)(3) or 501(c)(4) of the IRC or under the corresponding provision of any future United States Internal Revenue law.

**2.3 MEETINGS OF THE MEMBERS.**

**2.3.1 Place of Meeting.** Meetings of the members shall be held at any place within or outside California designated by the Board with the consent of the members, given before or after the meeting. In the absence of any such designation, meetings of the members shall be held at the Principal Office of DSCSC.

**2.3.2 Annual Meeting.** An annual meeting of the members shall be held at such time, on such date, and at such place as the Board may fix. At this meeting, directors shall be elected and any other proper business may be transacted, subject to Sections 2.3.4(b) and 2.5 of these Bylaws.

**2.3.3 Special Meetings.**

(a) **Persons Authorized to Call.** A special meeting of the members for any lawful purpose may be called at any time by the Board or the Chairman of the Board, if any, or by the President, or by the members.

(b) **Calling Meetings.** A special meeting called by any person (other than the Board) entitled by law to call such a meeting of the members may be called upon written request, specifying the general nature of the business proposed to be transacted. DSCSC addressed to the attention of the Chairman of the Board, if any, or the President or any Vice President or the Secretary of DSCSC. The officer receiving the request shall cause notice to be given promptly to the members, in accordance with the notice requirements of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board; provided, however, that the meeting date shall be at least thirty-five (35), but not more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of the members may be held when the meeting is called by the Board.

(c) **Proper Business of Special Meeting.** No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

#### **2.3.4 Notice Requirements for Member Meetings.**

(a) **General Notice Requirements.** Whenever the members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Sections 2.3.4(b) - (d) of these Bylaws. The notice shall specify the place, date, and hour of the meeting, the means of Electronic Transmission by and to DSCSC or electronic video screen communication, if any, by which the members may participate in the meeting, and, (1) for a special meeting, the general nature of the business to be transacted and that no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting for such action. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

(b) **Notice of Certain Agenda Items.** Approval by the members of any of the following proposals is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals so approved:

- (i) Removing a director without cause;
- (ii) Filling vacancies on the Board;
- (iii) Amending the Articles; or
- (iv) Electing to wind up and dissolve DSCSC.

(c) **Manner of Giving Notice.** Notice of any meeting of the members shall be in writing and shall be given at least ten (10), but no more than ninety (90) days, before the meeting date; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered or certified mail, that notice shall be given not less than twenty (20) days before the meeting. The notice shall be given personally, by Electronic Transmission by DSCSC, or by mail or other means of written communication, and shall be addressed to each member, at the address of the member appearing on the books of DSCSC or at the address given by the member to DSCSC for purposes of notice. If no address appears on the books of DSCSC and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to the member at the principal office of DSCSC, or (2) notice is published at least once in a newspaper of general circulation in the county in which the Principal Office is located.

(d) **Affidavit of Mailing Notice.** An affidavit of the mailing of any notice of any member meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary, or any transfer agent of DSCSC, and if so executed, shall be filed and maintained in the minute book of DSCSC.



**2.4 QUORUM.** The presence of a majority of the members shall constitute a quorum for the transaction of business at any meeting of the members.

**2.5 ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS.** Any meeting of the members may be adjourned from time to time by the vote of the a majority of the members present. No meeting may be adjourned for more than forty-five (45) days. When a meeting of the member is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of Electronic Transmission by and to DSCSC or electronic video screen communication, if any, by which the members may participate) are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to the members.

**2.6 VOTING.**

**2.6.1 Eligibility to Vote.** Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the members shall be the only persons entitled to vote at any meeting of the members.

**2.6.2 Manner of Casting Votes.** Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by a member at the meeting before the voting begins.

**2.6.3 Voting.** Each member shall be entitled to cast one (1) vote on each matter submitted to a vote of the members.

**2.6.4 Approval by Member.** The affirmative vote of a majority of the members present at a meeting, shall be the act of the members.

**2.7 ACTION BY WRITTEN CONSENT.** Any action required or permitted to be taken by the members may be taken without a meeting, if all of the members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the vote of the members.

**2.8 PROPERTY RIGHTS.** No member shall have any right or interest in any of the property or assets of DSCSC. All corporate property is irrevocably dedicated to the purposes described within Articles II and V of the Articles. No part of the net earnings of DSCSC shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members or to individuals.

**2.9 NONLIABILITY.** No member shall be personally liable for the debts, liabilities, or obligations of DSCSC.

**2.10 ADDITIONAL MEMBERS.** Any person may be admitted as a member of DSCSC upon the unanimous vote of written consent of the members; provided, however, that at any time that the Association is a member, the admission of an additional member shall require the consent of a majority of the Members of the Association (as that term is defined in the

Bylaws of the Association) at a duly held meeting of the members at which a quorum (as determined under the Bylaws of the Association) is present.

### ARTICLE III DIRECTORS

*The Board oversees all corporate activities or operations of DSCSC, any committees and any divisions. The Board will consist of no fewer than three (3), but no greater than five (5), directors. Initially the number of directors will be fixed at three (3). If the then current sole member of DSCSC transfers its membership interest to the Association, the number of directors will automatically increase to five (5). The Board has the power to select, appoint and replace officers, contract on behalf of DSCSC, direct DSCSC's funds, and make all policy decisions regarding DSCSC.*

**3.1 GENERAL CORPORATE POWERS.** As provided in the California Nonprofit Public Benefit Corporation Law, and subject to applicable laws and any limitations in the Articles or the Bylaws, DSCSC's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of DSCSC to any person or persons, a management company or committees however composed, provided that the activities and affairs of DSCSC shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

**3.2 SPECIFIC POWERS.** Without prejudice to the general powers set forth in Section 3.1, but subject to the same limitations, the directors shall have the following powers.

**3.2.1 Administrative.**

- (a) **Officer, Agents & Employees.** Select, appoint and remove, in the sole discretion of the Board, all officers, agents, and employees of DSCSC; prescribe powers and duties for them that are consistent with the law, the Articles, and these Bylaws; fix their compensation, if any; and require from them any security they deem necessary for faithful performance of their duties;
- (b) **Principal Office.** Change the locations of the Principal Office or other DSCSC offices;
- (c) **Corporate Seal.** Adopt and use a corporate seal and alter the form of the seal;
- (d) **Indemnification.** Indemnify DSCSC's agents against expenses, judgments, fines, settlements and other amounts received as a result of such agency as provided in Article V of these Bylaws;
- (e) **Insurance.** Contract and pay for insurance covering and protecting against such damages or injuries as the Board deems advisable (which may include, without limitation, medical expenses of persons injured on property

DSCSC owns or uses and indemnification of DSCSC's agents as discussed in Article V);

(f) Delegation. Delegate some of its powers in accordance with applicable law and these Bylaws;

(g) Records. Keep, or cause to be kept, a complete record of all acts and affairs of DSCSC;

(h) Funding. Collect fees including but not limited to community enhancement fees and transfer fees and enforce payment of such fees; accept donations, endowments and subsidies offered to DSCSC; and collect user fees or other similar fees for events organized or sponsored by DSCSC, so long as all such funds are dedicated to social welfare purposes consistent with the Articles, Bylaws, and law applicable to an organization established under Section 501(c)(4) of the IRC and Section 23701(f) of the R&TC; and

(i) Power to Contract and Assume Obligations. Enter into agreements with any third party, including any affiliated or related third party, and including, but not limited to, the Association, on any matter related to the purpose and for the benefit of Del Sur or DSCSC, which agreements will be legally binding upon DSCSC when executed by any one of the officers identified in Section 4.1 below, and assume obligations, incur liabilities, and secure its obligation.

### 3.2.2 Community Oriented Programs.

(a) Promotion of Del Sur Community, Clubs, and Sports. Engage in activities and sponsor or promote such events as deemed appropriate by the Board to foster a sense of community within Del Sur and the general public (the "Del Sur Community"), promote the Del Sur lifestyle, create a public awareness of the unique qualities of Del Sur, enhance the experience of living in Del Sur, and educate the general community regarding the history and legacy of Del Sur; establish, coordinate, and sponsor any clubs deemed appropriate by the Board to promote the interests of and for the benefit of the Del Sur Community, including the power to encourage the formation of such clubs and to coordinate, promote, terminate and monitor club activities; establish, coordinate and sponsor activities, events and services as deemed appropriate by the Board to promote and support sports and recreational activities for the benefit of the Del Sur Community;

(b) Health and Wellness Activities and Programs. Establish, coordinate, and sponsor such activities, programs and services as deemed appropriate by the Board to promote and support the health and wellness of the Del Sur Community;

(c) Education. Establish, coordinate and sponsor such activities, programs and services as deemed appropriate by the Board to promote

and support the educational, artistic, advertising, marketing, cultural and academic interests of the Del Sur Community; and

(d) Environment. Engage in such activities and enter in such agreements as deemed appropriate by the Board to preserve, maintain and nurture the natural resources of the Del Sur Community and to educate the community with respect to and to promote awareness of environmental concerns and issues associated with Del Sur Community.

### 3.3 AUTHORIZED NUMBER OF DIRECTORS.

3.3.1 Authorized Number of Directors. The number of directors of DSCSC shall be no fewer than three (3) and not greater than five (5) until changed by a duly adopted amendment to this Bylaw section. The exact number of directors shall be fixed from time to time, within the limits specified in this Section, by a resolution of the Board. Any change in the minimum or maximum number of directors specified in this Section may only be adopted by approval of the members. Subject to the foregoing provisions for changing the number of directors, the exact number of directors of DSCSC is hereby fixed initially at three (3). If the Association becomes the sole member of DSCSC and the number of directors of DSCSC has not already been increased to five (5), the number of directors of DSCSC shall be automatically increased to five (5).

3.3.2 Restriction on Interested Persons as Directors. No more than forty-nine percent (49%) of the persons serving on the Board may be "interested persons" as such term is defined under Section 5227 of the California Nonprofit Public Benefit Corporation Law. An "interested person" is either (a) any person currently being compensated by DSCSC for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; or (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by DSCSC.

### 3.4 ELECTION, TERM OF OFFICE AND REMOVAL.

3.4.1 Election Term of Office and Removal of Directors. Directors shall be elected at the annual meeting of the member or by written ballot of the member to hold office until the next annual meeting or election. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. Subject to Sections 5222(b) and 5222(f) of the California Nonprofit Public Benefit Corporation Law, any or all directors may be removed without cause by the vote of the members.

3.4.2 Qualifications. Persons selected to serve as directors are not required to be homeowners or residents of Del Sur, and subject to the provisions of Section 3.3.2 and to the Bylaws of the Association, may be employees of DSCSC or the Association.

### 3.5 VACANCIES ON BOARD.

3.5.1 **Events Causing Vacancy.** A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death, resignation or removal of any director; (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony or found by a final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (c) an increase of the authorized number of directors; (d) the failure of the Board, at any meeting of the Board at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting; or (e) the occurrence of any other events resulting in a vacancy as provided under the California Nonprofit Public Benefit Corporation Law.

3.5.2 **Resignations.** Except as provided below, any director may resign by giving written notice to the President, the Secretary or the Board of DSCSC. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if DSCSC would be left without a duly elected director.

3.5.3 **Filling Vacancies.** Except for a vacancy created by the removal of a director, vacancies on the Board may be filled by approval of the Board, 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 waiver of notice, or (3) a sole remaining director. Unless the Articles or a Bylaw approved by the members provide that the Board may fill vacancies occurring on the Board by reason of the removal of directors, such vacancies may be filled only by approval of the members. The members may elect a director at any time to fill any vacancy not filled by the Board. Each director so elected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

3.5.4 **No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

### 3.6 DIRECTORS' MEETINGS.

3.6.1 **Place of Meetings.** Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the Principal Office of DSCSC.

3.6.2 **Meetings by Telephone and Other Means.** Members of the Board may participate in a meeting by any means or method permitted by law, including the use of conference telephone, electronic video screen communication, or Electronic Transmission by and to DSCSC. Participation in a meeting through use of a conference telephone or electronic video

screen communication pursuant to this Section 3.6.2 constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of Electronic Transmission (other than conference telephone and electronic video screen communication) pursuant to this Section constitutes presence in person at that meeting if:

(a) Each member participating in the meeting can communicate with all of the other members concurrently.

(b) Each member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by DSCSC.

(c) DSCSC adopts and implements some means of verifying both of the following:

(i) A person participating in the meeting is a director or other person entitled to participate in the Board meeting.

(ii) All actions of, or votes by, the Board are taken or cast only by the directors and not by other persons.

3.6.3 **Annual Meeting.** The Board shall hold an annual meeting for purposes of organization, election of officer(s) or director(s), and transaction of other business within one hundred and twenty (120) days after DSCSC's fiscal year end, or on such other date as the Board shall determine. Annual meetings may be held without notice if the time and place is fixed by the Board.

3.6.4 **Other Regular Meetings.** Other regular meetings of the Board may be held without notice if the time and place is fixed by the Board.

3.6.5 **Special Meetings.**

(a) **Authority to Call.** Special meetings of the Board for any purpose may be called at any time by the President, any Vice President, the Secretary, any two (2) members of the Board, or as permitted by law.

(b) **Notice.**

(i) **Manner of Giving Notice.** Notice of the time and place of special meetings shall be given to each director by one of the following methods. (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, including a voice messaging system or other system or technology designed to record and communicate messages; (d) facsimile; (e) electronic mail; or (f) other electronic means or any other means permitted by law. All such notices shall be given or sent to the director's address or telephone number as shown on the records of DSCSC.

(ii) Time Requirements. Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, electronic mail or electronic devices shall be delivered, telephoned, or otherwise sent at least forty-eight (48) hours before the time set for the meeting.

(iii) Notice Contents. The notice shall state the time of the meeting and the place if the place is other than the Principal Office of DSCSC. It need not specify the purpose of the meeting.

3.6.6 Open Meetings. Meetings of the Board shall be closed to any person other than the directors; provided that if the subject of a meeting is of interest to other persons, the Board may open the meeting.

(a) Invitation to Board Meetings. The Board may issue such an invitation in any manner that it deems appropriate; provided that prior to issuing an invitation, the Board shall pass a resolution specifying the person or group of people invited, the meeting or meetings for which the invitation is applicable, the subject matter of the meeting or meetings, and the terms on which attendance is invited, all of which shall be determined at the discretion of the Board.

(b) Attendance at Board Meetings. An attendee at a Board meeting other than a director may not participate in any discussion or deliberation unless permission to speak is requested by a director. An attendee at a Board meeting who is not a director may not vote on any measure before the Board, unless otherwise authorized by resolution of the Board.

3.6.7 Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice of consent need not specify the purpose 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 meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice.

3.6.8 Quorum. A majority of the number of directors authorized by Section 3.3.1 of these Bylaws shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, unless a greater number is required by law or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

3.6.9 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

**3.6.10 Notice of Adjourned Meeting.** Notice of the time and place of the holding of an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

**3.7 ACTION WITHOUT A MEETING.** Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action. Notwithstanding the foregoing, the phrase "all members of the Board" shall not include an "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

**3.8 REIMBURSEMENT.** Directors may receive such reimbursement of expenses as the Board may determine by resolution to be just and reasonable at the time that the resolution is adopted. Directors shall not be compensated for their service as directors, but nothing in these Bylaws precludes any director from serving DSCSC in some other capacity for which he or she is compensated.

**3.9 COMMITTEES.**

**3.9.1 Committees of the Board.**

(a) **Creation.** The Board may create one or more committees, each consisting of two (2) or more directors to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office.

(b) **Appointment.** The Board may appoint one (1) or more directors as alternate members of any such committee, who may replace any absent members at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board. However, no committee may take any of the following actions:

- (i) Any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members;
- (ii) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (iii) Amend, restate or repeal these Bylaws or adopt new bylaws;
- (iv) Amend or repeal any Board resolution that by its express terms is not so amendable or repealable;
- (v) Create any other committees of the Board;



(vi) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected;

(vii) Approve any contract or transaction to which DSCSC is a party and in which one or more of its directors has a material financial interest, except as is provided for in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law; or

(viii) Any action specifically prohibited or not allowed by law to be taken by a committee of the Board.

(c) Meetings and Actions of Committees of the Board.

Meetings and actions of committees comprised of Board members appointed by the Board shall be governed by, held and taken in accordance with the provisions of these Bylaws concerning Board meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each committee meeting shall be kept and filed with the corporate records. The Board may adopt rules for the government of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

3.9.2 Advisory Committees.

(a) Creation. The Board by resolution may create one or more Advisory Committees. The resolution designating and establishing each Advisory Committee must (a) provide for the appointment of its chairman and members, (b) state the purpose of each committee, and (c) determine and provide for reports and other administrative matters the Board deems appropriate.

Advisory Committees may be established for the purpose of advising and providing recommendations to the Board on various matters and activities of interest to DSCSC and Del Sur, including, but not limited to the community-oriented programs described in Section 3.2.2 of these Bylaws.

(b) Meetings and Actions of Advisory Committees. Meetings and actions of committees may be governed by, held and taken in accordance with these Bylaws, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee. Minutes of each committee meeting shall be kept and filed with the corporate records. The Board may adopt rules for the government of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

3.9.3 Reimbursement. Persons serving on committees of the Board or Advisory Committees may receive reimbursement of expenses, as the Board may determine by

resolution to be just and reasonable. Such persons shall not be compensated for their service as committee members, but nothing in the Bylaws precludes any committee member from serving DSCSC in some other capacity for which he or she is compensated.

**ARTICLE IV  
OFFICERS**

*This Article describes the responsibilities of the officers of DSCSC.*

| <i>OFFICER</i>                 | <i>DUTIES</i>   |
|--------------------------------|---|
| <i>President</i>               | <i>General manager and chief executive officer of DSCSC; supervisor and director of DSCSC's activities and officers; presides at all Board meetings as Chairman of the Board.</i> |
| <i>Vice President</i>          | <i>All duties as Board may assign; all duties of President when President is absent or disabled.</i>  |
| <i>Secretary</i>               | <i>Maintain corporate records.</i>  |
| <i>Chief Financial Officer</i> | <i>Maintain books of account and deposit and disburse corporate assets.</i>   |

**4.1 OFFICERS OF DSCSC.** The officers of DSCSC shall be a President, a Vice President, a Secretary, and a Chief Financial Officer with such duties and responsibilities as determined by the Board. The President is the general manager and chief executive officer of DSCSC. 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 the President.

**4.2 SELECTION OF OFFICERS.** The officers of DSCSC shall be chosen by the Board. Each officer shall serve at the pleasure of the Board subject to the rights, if any, of any officer under any contract of employment. Each officer shall hold office until his or her resignation, removal or other disqualification from service, or until his or her respective successor is elected or appointed.

**4.3 RESPONSIBILITIES OF OFFICERS.**

**4.3.1 President.** The President shall be the general manager and chief executive officer of DSCSC and shall supervise, direct, and control DSCSC's activities, affairs and officers, subject to such supervisory powers of the Board. The President shall preside and serve as Chairman of the Board at all Board meetings. The President shall have such other powers and duties as the Board or laws may prescribe.

**4.3.2 Vice President.** If the President is absent or disabled, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

**4.3.3 Secretary.** The Secretary shall keep or cause to be kept, at DSCSC's Principal Office or such other place as the Board may direct, a book of minutes of all meetings,

proceedings and actions of the Board and of the committees of the Board. The Secretary shall keep or cause to be kept, at the Principal Office, a copy of the Articles and Bylaws, as amended or restated to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of the committees of the Board required by these Bylaws to be given.

**4.3.4 Chief Financial Officer.**

(a) **Books of Account.** The Chief Financial Officer shall maintain adequate and correct books and records of accounts of DSCSC's properties and transactions. The Chief Financial Officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, these Bylaws, or the Board.

(b) **Deposit and Disbursement of Money and Valuables.** The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of DSCSC with such depositories as the Board may designate, shall disburse DSCSC's funds as the Board may order, render an account of all transactions and of the financial condition of DSCSC to the President and the Board, when requested, and have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(c) **Bond.** If required by the Board, the Chief Financial Officer shall give DSCSC a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to DSCSC of all of its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Chief Financial Officer on his termination of office.

**4.4 REIMBURSEMENT.** Any officer may be reimbursed for actual expenses incurred in the performance of corporate duties if authorized by the Board. An officer shall not be compensated for services rendered as an officer, but nothing in these Bylaws precludes any officer from serving DSCSC in some other capacity for which he or she is compensated.

**4.5 REMOVAL OF OFFICERS.** Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by majority vote of the Board. If the officer was not chosen by the Board, the officer may be removed with or without cause by any officer on whom the Board may confer such power of removal. Any removal of an officer shall be without prejudice to the rights, if any, of DSCSC under any contract to which the officer is a party..

**4.6 RESIGNATION OF OFFICERS.** Any officer may resign at any time by giving written notice to DSCSC. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of DSCSC under any contract to which the officer is a party.

**4.7 VACANCIES IN OFFICE.** A vacancy in any office shall exist on the occurrence of the following. (a) the death or resignation of any officer; (b) the declaration by

resolution of the Board of a vacancy in an office of an officer who has been declared of unsound mind by an order of court, convicted of a felony or found by a final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (c) creation of a new officer position; (d) the failure of the Board to appoint an officer; or (e) the occurrence of any other events resulting in a vacancy as provided under the California Nonprofit Public Benefit Corporation Law. A vacancy in any office shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies may be filled as they occur and not necessarily on an annual or term basis.

## **ARTICLE V INDEMNIFICATION**

### **5.1 DEFINITIONS.** For purposes of this Article

5.1.1 "Agent" means any person who is or was a director, officer, employee, or other agent of DSCSC, or is or was serving at the request of DSCSC as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of DSCSC or of another enterprise at the request of the predecessor corporation;

5.1.2 "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

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

5.2 **SUCCESSFUL DEFENSE BY AGENT.** To the extent that an Agent of DSCSC has been successful on the merits in the defense of any proceeding referred to in this Article V, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim.

5.3 **ACTIONS BROUGHT BY PERSONS OTHER THAN DSCSC.** Subject to the required findings to be made pursuant to Section 5.5, below, DSCSC shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by reason of the fact that such person is or was an Agent of DSCSC, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding. Notwithstanding the foregoing, no indemnification shall be permitted under this Section 5.3 for any action brought by, or on behalf of DSCSC, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of Section 5233 of the California Nonprofit Public Benefit Corporation Law, or by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust.

5.4 **ACTION BROUGHT BY OR ON BEHALF OF DSCSC.**

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

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

(a) The determination of good faith conduct required by Section 5.5 of this Article V, must be made in the manner provided for in that Section; and

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

5.5 **DETERMINATION OF AGENT'S GOOD FAITH CONDUCT.** The indemnification granted to an Agent in Section 5.3 and Section 5.4 above is conditioned on the following:

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

5.5.2 **Manner of Determination of Good Faith Conduct.** The determination that the Agent did act in a manner complying with Section 5.5.1 above shall be made by:

(a) The Board by a majority vote of a quorum consisting of directors who are not parties to the proceeding;

(b) The member; or

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

**5.6 LIMITATIONS.** No indemnification or advance shall be made under this Article V, except as provided in Sections 5.2 or 5.4.2, in any circumstances when it appears:

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

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

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

**5.8 CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NON-OFFICERS.** Nothing contained in this Article V shall affect any right to indemnification to which persons other than directors and officers of DSCSC, or any subsidiary hereof, may be entitled by contract or otherwise.

**5.9 INSURANCE.** The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of DSCSC against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether or not DSCSC would have the power to indemnify the Agent against the liability under the provisions of this Article V.

## **ARTICLE VI RECORDS AND REPORTS**

**6.1 MAINTENANCE OF CORPORATE RECORDS.** DSCSC shall keep adequate and correct books and records of account; written minutes of the proceedings of its members, Board, and committees of the Board and the various Advisory Committees; and a record of its members. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form.

**6.2 INSPECTION BY DIRECTORS.** Every director shall have the absolute right at any reasonable time to inspect DSCSC's books, records, documents of every kind, physical properties, and the records of any of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

**6.3 ANNUAL REPORT.** An annual report shall be provided to the directors and the members, as required by Section 6321 of the California Nonprofit Public Benefit Corporation Law, within one hundred twenty (120) days after the end of DSCSC's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year.

- (a) The assets and liabilities, including the trust funds, of DSCSC as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds during the fiscal year;
- (c) The revenue or receipts of DSCSC, both unrestricted and restricted to particular purposes in the fiscal year;
- (d) The expenses or disbursements of DSCSC for both general and restricted purposes during the fiscal year; and
- (e) Any information required by law, including Section 6322 of the California Nonprofit Public Benefit Corporation Law as specified in Section 6.4, below.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of DSCSC that such statements were prepared without audit from DSCSC's books and records.

**6.4 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.** As part of the annual report, DSCSC shall annually prepare and mail or deliver to the members and each director a statement of any transaction involving an interested person or indemnification, if any such transaction or indemnification took place, as required by Section 6322 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE VII CONSTRUCTION AND DEFINITION**

**7.1 CONSTRUCTION.** Unless the context requires otherwise, 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 preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular and the term "person" includes both a legal entity and a natural person.

**7.2 STATEMENTS IN ITALICS.** The portion of these Bylaws printed in italics are provided as a simplified, general explanation of the purposes of the Articles and Sections of these Bylaws, as a convenience to the reader. They are not part of these Bylaws and may not be considered in resolving questions of interpretation or construction.

**ARTICLE VIII  
MISCELLANEOUS**

**8.1 CHECKS, DRAFTS AND DOCUMENTS.** All checks, drafts, orders for payment of money, notes and other evidence of indebtedness issued in the name of or payable to DSCSC must be signed or endorsed in the manner and by the person or persons the Board designates by resolution, subject to the requirements of these Bylaws for the withdrawal of money from DSCSC's accounts.

**8.2 EXECUTION OF DOCUMENTS.** The Board may authorize any officer or other agent to enter into any contract or execute any instrument in the name of and on behalf of DSCSC, and such authority may be general or confined to specific instances.

**8.3 REFERENCE TO SPECIFIC STATUTE.** Any reference to a specific statute in these Bylaws shall include a reference to any amendment or subsequently enacted statute. Such reference shall also include a reference to any corresponding provision of law regulating the same subject matter.

**8.4 AMENDMENT OF BYLAWS**

**8.4.1 Voting Requirements.** Except as otherwise provided in Sections 8.4.2 and 8.4.3 of these Bylaws and the California Nonprofit Public Benefit Corporation Law, the Board may, by majority vote, adopt, amend, or repeal these Bylaws. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed except by that greater vote.

**8.4.2 Approval by Sole Member.** While Initial Member, an affiliate of Initial Member, or a tax-exempt organization other than the Association, is the sole member of DSCSC, amendment of these Bylaws shall require the written consent of such sole member.

**8.4.3 Approval by Members of the Association.** If the Association is the sole member of DSCSC, amendment of these Bylaws shall require the consent of a majority of the Members of the Association (as that term is defined in the Bylaws of the Association) at a duly held meeting of the Members at which a quorum (as determined under the Bylaws of the Association) is present.



**CERTIFICATE OF SECRETARY**

I, the undersigned, do certify that:

1. I am the duly elected and acting secretary of Del Sur Community Services Council, a California nonprofit public benefit corporation; and
2. The foregoing Amended and Restated Bylaws, consisting of 22 pages including this page, constitute the Amended and Restated Bylaws of DSCSC duly adopted, effective as of April 26, 2006.

IN WITNESS THEREOF, I have subscribed my hand and affixed the seal of DSCSC effective April 26, 2006.

  
\_\_\_\_\_  
Adam Furo, Secretary

{SEAL}