

**WILHAGGIN DEL DAYO
NEIGHBORHOOD
ASSOCIATION**

BYLAWS

AUGUST 2024

WILHAGGIN DEL DAYO NEIGHBORHOOD ASSOCIATION BYLAWS AUGUST 2024

Contents

ARTICLE 1 NAME, BOUNDARIES AND OFFICES..... 1

 1.1 NAME 1

 1.2 BOUNDARIES..... 1

 1.3 LOCATION 1

ARTICLE 2 PURPOSE 1

ARTICLE 3 FISCAL YEAR 1

ARTICLE 4 DIRECTORS 2

 4.1 Number 2

 4.2 AUTHORITY..... 2

 4.3 DUTIES..... 2

 4.4 TERM OF OFFICE 2

 4.5 MEETINGS 2

 4.6 NOMINATION AND ELECTION PROCEDURES FOR DIRECTORS 4

 4.7 VACANCIES..... 4

ARTICLE 5 OFFICERS 5

 5.1 NUMBER..... 5

 5.2 TERM OF OFFICE 5

 5.3 REMOVAL AND RESIGNATION 5

 5.4 VACANCIES 5

 5.5 DUTIES OF PRESIDENT..... 6

 5.6 DUTIES OF VICE PRESIDENT 6

 5.7 DUTIES OF SECRETARY..... 6

 5.8 DUTIES OF TREASURER..... 7

ARTICLE 6 COMMITTEES 7

ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS..... 8

 7.1 EXECUTION OF INSTRUMENTS..... 8

 7.2 CHECKS AND NOTES 8

 7.3 DEPOSITS..... 8

 7.4 GIFTS 8

ARTICLE 8 CORPORATE RECORDS AND REPORTS 8

 8.1 MAINTENANCE OF CORPORATE RECORDS..... 8

 8.2 DIRECTORS' INSPECTION RIGHTS 9

WILHAGGIN DEL DAYO NEIGHBORHOOD ASSOCIATION BYLAWS AUGUST 2024

8.3 MEMBERS' INSPECTION RIGHTS 9

8.4 RIGHT TO COPY AND MAKE EXTRACTS 9

8.5 ANNUAL REPORT 9

ARTICLE 9 AMENDMENT OF BYLAWS 9

ARTICLE 10 MEMBERS..... 10

 10.1 DETERMINATION AND RIGHTS OF MEMBERS..... 10

 10.2 DUES..... 10

 10.3 TERMINATION OF MEMBERSHIP 10

 10.4 MEETINGS 10

ARTICLE 11 MISCELLANEOUS 13

 11.1 INSURANCE 13

 11.2 INDEMNIFICATION 13

 11.3 NON-LIABILITY..... 13

 11.4 COMPENSATION..... 14

 11.5 PROHIBITIONS AGAINST SHARING CORPORATE PROFITS AND ASSETS 14

 11.6 INCOMPATIBLE ACTS 14

 11.7 PARLIAMENTARY AUTHORITY..... 14

ARTICLE 12 DISSOLUTION 14

ARTICLE 1 NAME, BOUNDARIES AND OFFICES

1.1 NAME:

The name of this corporation is the “Wilhaggin Neighborhood Association” dba: Wilhaggin Del Dayo Neighborhood Association.

1.2 BOUNDARIES:

The Wilhaggin Del Dayo Neighborhood is bounded on the West by Wyndgate Road and the residential properties in the 3600 block of Fair Oaks Boulevard, on the South by the American River, on the North by Fair Oaks Boulevard, and on the East by Arden Way, with the inclusion of House Works Drive, Haggin Grove Way, Tree Side Drive, Carmelo Drive, Woodacre Court, Alder Glen Court, Susan Way, Gary Way and McClaren Drive.

The Boundaries of the Wilhaggin Neighborhood may be expanded, reduced or otherwise modified as the Board of Directors may, from time to time, designate.

1.3 LOCATION:

The principal office of the corporation for the transaction of its business is located in the County of Sacramento, California.

ARTICLE 2 PURPOSE

This corporation is organized under California’s Nonprofit Public Benefit Corporation Law and is designated as a 501(c)4 by the United States Internal Revenue Service. The purpose of this corporation is to engage security patrols and to provide other related services to enhance and improve the safety, security and protection of all the homes, property and persons residing within the Wilhaggin and Del Dayo Neighborhoods, located in the County of Sacramento, State of California.

ARTICLE 3 FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE 4 DIRECTORS

4.1 Number:

The Association shall have not fewer than three (3) or more than fifteen (15) Directors. These Directors collectively shall be known as the Board of Directors, or the Board. The exact number may be changed within the limits above by a vote of the Board, as provided in these Bylaws.

4.2 AUTHORITY:

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Association, the activities and affairs of this Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

4.3 DUTIES:

It shall be the duty of the Board to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Association, or by these Bylaws.
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Association.
- c) Meet at such times and places as required by these Bylaws.
- d) Board members must share their addresses (physical and electronic) with the Secretary of the WDDNA and notices of meetings e-mailed to them at such addresses shall be valid notices thereof.

4.4 TERM OF OFFICE:

Each director shall hold office for a period of one year and may be re-elected for an unlimited number of terms. Each director must be a member in good standing with the Association.

4.5 MEETINGS:

Regular meetings of the Board of Directors shall be held at a location that has been designated by the President with concurrence from the Board. Alternate locations may be substituted subject to the notification requirements for special meetings set forth in this Article and the majority consent of the Directors. There shall be a minimum of ten (10) regular meetings per year, including the Annual Meeting of the members, to be held at a date and time established by the President with a majority consent of the Directors.

Any meeting may be held by conference telephone or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person

WILHAGGIN DEL DAYO NEIGHBORHOOD ASSOCIATION BYLAWS AUGUST 2024

at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment constitutes presence in person at that meeting if all of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently.
- b) Each director 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 the Association.
- c) The Association verifies that all persons participating in the meeting are directors of the Association or are otherwise entitled to participate in the meeting, and that all actions of, or votes by, the Board are taken and cast only by Directors and not by persons who are not directors.

Any action required or permitted by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent either verbally or in writing by mail or digitally, to such action. Such consents shall be filed with the minutes of the proceedings of the Board. Such action by verbal or written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous verbal or written consent of the Board of Directors without a meeting and that the Bylaws of this Association authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

4.5.1 SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by the President, the Vice President, the Treasurer, the Secretary, or by any two directors, and such meetings shall be held at the place, within the County of Sacramento, State of California, designated by the person or persons calling the meeting.

4.5.2 NOTICE: Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon forty-eight (48) hours' notice delivered by telephone or e-mail. Such notices shall be addressed to each Director at his or her address as shown on the books of the Association. Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

4.5.3 QUORUM: A quorum shall consist of a majority of members of the Board. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Association, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

WILHAGGIN DEL DAYO NEIGHBORHOOD ASSOCIATION BYLAWS AUGUST 2024

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Association.

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 of Directors, unless the Articles of Incorporation or Bylaws of this Association or the laws of California, require a two-thirds vote of the quorum present.

4.5.4 CONDUCT: Meetings of the Board of Directors shall be presided over by the President of the Association or, in his or her absence, by the Vice President of the Association or, in the absence of each of these persons, by a Board member designated by the President or Vice President. The Secretary of the Association shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

4.6 NOMINATION AND ELECTION PROCEDURES FOR DIRECTORS:

4.6.1 Nominees to the Board of Directors must be members of the Association in good standing. Good standing is defined as current in the payment of dues.

4.6.2 If there are vacancies on the Board, and upon the request by any member in good standing for election to the Board, the Board of Directors shall conduct a review of the qualifications of the nominee and determine whether to seat the nominee on the Board. The nominee shall be informed of the Board's decision within 30 days from the receipt of the request.

4.6.3 If there are no vacancies on the Board, or if the Board has rejected a nomination, the Board shall inform the nominee of the process to place their name in nomination to the Board before the members at the next Annual Meeting of the members.

4.6.4 Any person who is qualified to be elected to the Board of Directors may be nominated at the annual meeting of members held for the purpose of electing directors by any member present at the meeting.

4.7 VACANCIES:

4.7.1 The Board may fill any vacancies. Board members so appointed will stand for election at the next regularly scheduled election.

4.7.2 Any member of the Board absent from three meetings a year without presenting satisfactory excuses may be deemed to have resigned from the Board subject to reinstatement by majority vote.

4.7.3 The Board may suspend or expel a Board member from the Board for any act that compromises the integrity of the organization.

ARTICLE 5 OFFICERS

5.1 NUMBER:

The officers of the Association shall be a President, a Vice President, Secretary, and a Treasurer. The Association may also have other officers as determined by the board. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President.

5.2 TERM OF OFFICE:

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office for one year and may be re-elected annually until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified. The officers of the Association must, at the time of election, be duly elected to the Board

5.3 REMOVAL AND RESIGNATION:

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Association.

5.4 VACANCIES:

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring among officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

5.5 DUTIES OF PRESIDENT:

The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Association and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Association, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members.

5.6 DUTIES OF VICE PRESIDENT:

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

5.7 DUTIES OF SECRETARY:

The Secretary shall

- a) Certify and keep with the Association records the original, or a copy of these Bylaws as amended or otherwise altered to date;
- b) Keep with the Association records or at such other place as the Board may determine, a record of minutes of all meetings of the directors, and, if applicable, ensure minutes of committee special meetings are kept by chairperson of that committee, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- d) Exhibit at all reasonable times to any Director of the Association, or to his or her agent or attorney, on request thereof, the Bylaws and the minutes of the proceedings of the Directors of the Association; and,
- e) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

5.8 DUTIES OF TREASURER:

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- a) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
- b) Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
- c) Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- d) Exhibit at all reasonable times the books of account and financial records to any Director of the Association, or to his or her agent or attorney, on request therefore;
- e) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Association;
- f) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and,
- g) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 6 COMMITTEES

The Board of Directors or the President may designate one (1) or more committees; each committee shall have and may exercise powers as provided by the Board. Such committee or committees shall have such names or names as the Board or the President may determine.

The committees shall keep regular written minutes of their proceedings and report the same to the Board of Directors when required.

The standing committees of the Board may include: Membership, Communications, Finance, and Sheriff's Liaison, with other committees as appointed by the President and approved by the Board of Directors.

ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

7.1 EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

7.2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by any one of the following: The Treasurer and any two members of the Board of Directors appointed by the President.

7.3 DEPOSITS

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

7.4 GIFTS

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the mutual benefit purposes of this Association and any such occurrence must be reported to the Treasurer within ten (10) days. The Treasurer must report such occurrence to the Board at the next regular meeting.

ARTICLE 8 CORPORATE RECORDS AND REPORTS

8.1 MAINTENANCE OF CORPORATE RECORDS

The Secretary shall keep with the corporate records:

- a) Minutes of all meetings of directors, committees of the Board and of all meetings of members in which business is conducted, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

WILHAGGIN DEL DAYO NEIGHBORHOOD ASSOCIATION BYLAWS AUGUST 2024

- b) A copy of the Association's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the Association at all meetings or within ten (10) days of receiving written request.
- c) A record of the address of each member and related contact information.

The Treasurer shall keep with the corporate financial records adequate and correct books and records of account, including accounts of the Association's properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

8.2 DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association.

8.3 MEMBERS' INSPECTION RIGHTS

Every member shall have the right to inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board.

8.4 RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

8.5 ANNUAL REPORT

The Board of Directors shall cause an annual report, which shall contain an account of the prior year's revenue and expenditures, written or verbal, prepared by the President or other individual designated by the President, to be furnished not later than one hundred and twenty (120) days after the close of the Association's fiscal year to all Directors of the Association and to any member who requests it in writing.

ARTICLE 9 AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of nonprofit public benefit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- a) By approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, or
- b) By 2/3 vote of approval of the members present at any meeting in which a quorum is present and business can be legally conducted.

ARTICLE 10 MEMBERS

10.1 DETERMINATION AND RIGHTS OF MEMBERS

10.1.1 The Association shall have only one class of voting members. Voting memberships shall consist of those dues-paying households listed as current in the financial records of the Association. A household is a parcel situated within the Association boundaries. Each household shall have one vote.

10.1.2 The Board may grant a voting membership to a household for the purpose of promoting the benefits of the Association.

10.1.3 A member must be in good standing to be eligible to vote. Good standing is defined as current in the payment of dues. Members entitled to voting rights are all members entitled to renew without penalty on or after the date of the vote.

10.2 DUES

10.2.1 The annual dues payable to the Association by members shall be in such amount as may be specified from time to time by resolution of the Board of Directors.

10.2.2 Memberships shall be non-assessable.

10.3 TERMINATION OF MEMBERSHIP

Membership is terminated upon a failure to renew membership by paying dues on or before the renewal due date, or on such other date as the Board of Directors may determine.

10.4 MEETINGS

10.4.1 LOCATION: Meetings of members shall be held at a location which has been designated by the President with concurrence of the Board of Directors.

10.4.2 ANNUAL MEETING: The members shall meet annually in December on a date and time selected by the Board of Directors. The annual meeting of members is for the purpose of an annual report to members and confirmation of the sitting Board of Directors by a majority vote of the members present. Should there be any vacancies on the Board of Directors, election of Directors may also take place.

10.4.3 SPECIAL MEETINGS: Special meetings of the members may be called by the Board of Directors or the President of the Board. In addition, a special meeting of the members for any lawful purpose may be called by five percent (5%) or more of the members.

10.4.4 NOTICE: Notice requirements for meeting of the members shall be:

- a) Whenever members are required or permitted to elect Directors, notice shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting.
- b) Notice of a members' meeting or any report shall be given either personally or by mail or other means of written or electronic communication, addressed to the member at the last-known mailing address or last-known email address of such member appearing on the books of the Association, or if no address appears or is given, by publication of notice of the meeting on the Association's website. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written or electronic communication or when posted on the Association's web site.
- c) Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action.
- d) If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail to the President, Vice President or Secretary of the Association. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The Association may charge a reasonable fee for this action. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

10.4.5 QUORUM: A quorum shall consist of three percent (3%) of the voting members of the Association. The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting other than as permitted by the Board.

Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this Association, or these Bylaws require a greater number.

10.4.6 PROXY VOTING: Members entitled to vote may not be permitted to vote or act by proxy. No provision in this, or other sections of these Bylaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.

10.4.7 CONDUCT: Meetings of members shall be presided over by the President of the Association or, in his or her absence, by the Vice President of the Association or, in his or her absence by a director appointed by the President, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person. The Secretary of the Association shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

10.4.8 ACTION BY WRITTEN BALLOT: Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Association distributes a paper or electronic ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Association. Ballots shall be mailed or delivered electronically in the manner required for giving notice of meetings.

All such ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Association in order to be counted.

Approval of action by ballot, written or electronic, 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 the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, they shall not be counted as votes either for or against the election of a director.

A ballot may not be revoked after its receipt by the Association or its deposit in the mail, whichever occurs first.

ARTICLE 11 MISCELLANEOUS

11.1 INSURANCE:

The Board of Directors may purchase and maintain insurance on behalf of its officers, Directors, employees and other agents, against any liability asserted against or incurred by any officer, Director, employee or agent in such capacity or arising out of the officer's, Director's, employee's or agent's status as such.

11.2 INDEMNIFICATION:

The Board on behalf of the Association shall have the power to and shall indemnify and hold harmless, to the maximum extent permitted by California law, each person who is or at any time was a Director, officer, employee, or agent of the Association, or member of any committee appointed by the Board, from and against any and all claims, liabilities, expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by any such person, and to which any such person shall become subject by reason of his or her being a Director, officer, employee, or agent of the Association, or member of any committee appointed by the Board.

On written request to the Board of Directors by any person seeking indemnification, to the extent that the person has been successful on the merits, the Board shall promptly authorize indemnification. Otherwise, the Board shall promptly determine, by majority vote of a quorum consisting of Directors who are not parties to the proceeding, whether, in the specific case, the person has met the applicable standard of conduct and, if so, shall authorize indemnification to the extent permitted by law.

To the fullest extent permitted by law and except where otherwise determined by the Board, expenses incurred by a person seeking indemnification under this Article in defending any proceeding covered hereby shall be advanced by the Association before final disposition of the proceeding. The advance shall be repaid unless it is ultimately determined that the person is entitled to be indemnified for those expenses.

11.3 NON-LIABILITY:

No director, officer, committee member, employee, or other agent of the Association shall be personally liable for the debts, liabilities, or other obligations of the Association.

No director, officer, committee member, employee, or other agent of the Association shall be liable to any person or entity, including the Association, for any damage, loss, or prejudice suffered or claimed on account of any act, omission, error, or negligence of any such person if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Association.

WILHAGGIN DEL DAYO NEIGHBORHOOD ASSOCIATION BYLAWS AUGUST 2024

11.4 COMPENSATION:

No Director, officer or member shall receive compensation for any service he or she may render to the Association. However, upon approval by the Board, any Director, officer or member may be reimbursed for his or her expenses actually incurred in the performance of his or her duties.

11.5 PROHIBITIONS AGAINST SHARING CORPORATE PROFITS AND ASSETS:

No member, director, officer, employee, or other person connected with this Association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation.

11.6 INCOMPATIBLE ACTS:

No Director, officer or member shall take any action which is incompatible with the purpose and objectives of the Association. The Board shall have the power to determine the appropriate discipline in response to an incompatible act, which may include loss of membership in the Association.

11.7 PARLIAMENTARY AUTHORITY:

These Bylaws shall be the supreme law of the Association, subject only to the Articles of Incorporation and provisions of the law of the State of California and the United States of America. Any contrary act of the Board of Directors, officers or agents of the Association is void. The Board shall have authority and power to reasonably interpret the Articles of Incorporation and Bylaws to resolve actual or perceived ambiguities between the documents, as it reasonably determines.

The Articles of Incorporation, Bylaws and Roberts' Rules of Order, latest edition, in that order is the authority governing proceedings in meetings of the Association, so far as they are not in conflict with corporate law or these Bylaws.

Any conflicts between the Association's governing documents shall be interpreted in the following order of preference: Articles of Incorporation, the Bylaws and then any policies as determined by the Board of Directors. The Board shall have the authority and power to reasonably interpret the Bylaws and Articles of Incorporation, and resolve actual or perceived ambiguities between all documents, as it reasonably determines.

ARTICLE 12 DISSOLUTION

12.1 In the event the Association is no longer viable, the dissolution and disposition of the documents and physical assets of the Association shall be determined by the Board.

12.2 In the event the operations of the Association are permanently abandoned, any funds,

WILHAGGIN DEL DAYO NEIGHBORHOOD ASSOCIATION BYLAWS AUGUST 2024

trusts, or endowments shall be disbursed to non-profit or governmental institutions within the Association boundaries or aligned with the Association's purpose, as determined by the Board.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Wilhaggin Del Dayo Neighborhood Association and that these Bylaws were adopted by the Board of Directors on the date below.

August 13, 2024

Debbie Desselle, Secretary

Debbie Desselle, Secretary