

RESTATED BY-LAWS
AS OF AUGUST 10, 2020
OF THE
GROSSMONT-MT. HELIX IMPROVEMENT ASSOCIATION
A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION

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ARTICLE I

NAME AND LOCATION

- Section 1 The name of this Corporation shall be:
GROSSMONT-MT. HELIX IMPROVEMENT ASSOCIATION
- Section 2 The principal office of the Corporation shall be in the County of San Diego, California; and, until such time as a permanent office might be established, shall be the place of business or residence of the President of the Corporation.
- Section 3 The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or as the business of the Corporation may require.

ARTICLE II

SEAL

- Section 1 The corporate seal shall have inscribed thereon the name of the Corporation, the date of its incorporation, December 30, 1954, and the word, "California".
- Section 2 The corporate seal shall be in the custody of the Secretary of the Corporation, who shall affix the same to such documents as the Board of Directors may authorize.

ARTICLE III

MEMBERSHIP

- Section 1 The active membership of this Corporation as one class of members, shall be confined to the owners of real property and leasehold, non-commercial residents located within the boundaries of the Grossmont-Mt. Helix area of San Diego County as set forth in Exhibit A attached to these By-Laws. It is further provided that for all purposes of membership wherein numerical values are involved, a family combination of several persons living in the same residence shall be considered as one membership irrespective of the actual number of

persons, either adult or minor, in the family. It is further provided that the ownership of more than one parcel of real property by anyone membership so defined shall not entitle that membership to any additional numerical consideration by reason of such fact.

- Section 2 Honorary membership, as another class of members, shall be subject to the unanimous recommendation of the Board of Directors and shall be accorded to such persons who, despite their lack of property qualification, have rendered some distinguished service in public life or business affairs as related to the objects and purposes of this Corporation. Honorary members shall be invited to all GMIA events, but will not have voting rights.
- Section 3 An additional class of members known as affiliate members shall pay dues as do active members and be invited to all GMIA events, but will not have voting rights. These members are those who share the interests and goals of GMIA but do not reside in the boundaries as outlined in Exhibit A.
- Section 4 Membership shall be acquired by invitation or application. Application shall be made on blanks provided by the Corporation or on the Corporation's website.
- Section 5 Each membership as defined in Section 1 hereof shall be entitled to one vote, whereas the honorary membership as defined in Section 2 shall not be entitled to any vote.

ARTICLE IV

MEETINGS OF MEMBERS

- Section 1 There shall be at least one regular annual meeting of the corporate membership, which shall be called as the Board of Directors deems it is necessary to hold such meeting for the welfare of the Corporation. It shall be the policy, unless and until changed by an amendment to these By-Laws, that the annual meeting shall be held in the month of May or June of each calendar year. Should public health or other circumstances beyond the control of the Board of Directors prevent the meeting from being held in May or June, the Board, at its discretion, may hold the meeting electronically via interactive webcast, or postpone the meeting until the circumstance preventing the timely meeting has subsided, provided that at least one meeting of the membership is held each calendar year.
- Section 2 Other meetings of the membership may be called whenever deemed necessary by the Board of Directors, or whenever the Board of Directors are requested, in *writing*, by at least fifty (50) of the members at large to call such meeting for a purpose relating to the general purposes and objects of the Corporation.

- Section 3 Notice of the annual meeting or of any special meeting shall be given by mailing, via postal or electronic mail, to the membership a written call of such meeting to the residential or email address of record in the corporate books of the said membership, said notice to be mailed at least ten (10) days prior to the actual date of the said meeting. It is specifically provided that there shall be no responsibility of the Corporation to verify the correctness of any addresses for this purpose, such obligation being that of each member to keep the corporate officers and directors informed thereof; it merely being the responsibility of the officer and directors to keep accurate records, so far as possible, concerning addresses for purposes of giving the notice referred to herein. No meetings held pursuant to proper call thereof shall be in anyway invalid due to any errors or omissions relating to this subject matter of notice. The greater of fifty (50) or 2.5% of the voting members present shall constitute a quorum.
- Section 4 All in-person meetings of the membership at large shall be held at such place as shall be determined by the Board of Directors from time to time, but shall be within reasonable approximation of the locale of the Grossmont-Mt. Helix area, and under no circumstances, without a change of this By-Law, be held outside of the County of San Diego.
- Section 5 The meetings of the membership shall be presided over by the President of the Corporation, or, in his/her absence, by a vice-president of the Corporation. The Board of Directors is authorized to determine the program and the agenda for such meetings and to designate other persons to act as presiding officers or masters of ceremony, should the Board of Directors determine so to do.
- Section 6 The Secretary of the Corporation shall keep a true and accurate minute book of the business formally transacted by the membership at such membership meetings, which minutes shall be available for inspection at any reasonable time by the membership.
- Section 7 The principal purpose of the annual meeting of the membership shall be the election of the Board of Directors of the Corporation, which shall be by majority vote. A second purpose of the said annual meeting shall be the hearing of a report of the Board of Directors, either by its presiding officer or such committee or committees as shall be deemed by the Board of Directors to be pertinent to this purpose, to the end that the membership be advised concerning the general welfare of the area and what the Board of Directors is doing concerning that general welfare.
- Section 8 The procedure to be followed in the conducting of the membership meetings shall be in accordance with Roberts Rules of Order, except as modified by these By-Laws or specific pre-determined rules established by the Board of Directors prior to such meetings.

ARTICLE V

NOMINATION AND ELECTION OF BOARD OF DIRECTORS AND OFFICERS

- Section 1 The Board of Directors of this corporation shall be elected in the following manner:
- (a) No person shall be eligible to such office unless he/she is a bona fide active member (not honorary or affiliate member), as an individual or unit of the family membership as defined in Section 1 of Article III.
 - (b) The total number of members of the Board of Directors shall be eighteen (18).
 - (c) Nominations for Directors shall be made by a Nominating Committee to be appointed by the President, which shall present its report to the Board of Directors for its approval prior to the publication thereof, together with the notice of the annual meeting at which the election shall take place.
 - (d) The list of nominations for Directors shall be presented for vote at the annual meeting of the members. Additional nominations for Directors may be made from the floor at the annual meeting of the membership.
 - (e) Election of the directors shall be by majority vote of those members entitled to vote, who are present and in attendance at the annual meeting.
- Section 2 The term of office of the Board of Directors shall be for three years. The Nominating Committee shall divide the initial Board of Directors into three groups of six, one group to serve for three years, one group to serve for two years and one group to serve for one year so that the terms of the Directors shall not, in their entirety, expire at one time but at consecutive regular intervals. After the initial election of all eighteen directors, each director shall serve for a term of three (3) years, expiring June 30 of the relevant year.

ARTICLE VI

POWERS AND DUTIES OF BOARD OF DIRECTORS

- Section 1 The activities and affairs of this Corporation shall be carried on by the duly elected Board of Directors until the expiration of their terms of office or until the election and qualification of their successors in office.
- Section 2 The Board of Directors shall be presided over by the President or a Vice-President of the Corporation or in the absence of such officers by such other person as shall be regularly designated by the Board of Directors.

- Section 3 The Board of Directors shall endeavor to meet monthly, on the second Monday of each month, excepting the months of May and December, and at any other interval as they may determine. The policy of the organization shall be that of regular monthly meetings, to the end that there be no lapse of interest or failure to carry out the concerns of the membership at large as to the general welfare of the Corporation and its purposes. A majority of the number of currently elected members of the Board of Directors shall constitute a quorum, except that under no condition shall a quorum constitute less than 8 members.
- Section 4 Meetings of the Board of Directors shall be held at a place agreed upon by the members of the Board of Directors.
- Section 5 Meetings of the Board of Directors shall be open to the membership at large, with the schedule and location of meetings provided to any member upon request.
- Section 6 All affairs of the Board of Directors shall be pursuant to California Corporations Code Section 5231 as amended from time to time and in accordance with the accepted Roberts Rules of Order, unless otherwise determined by the Board of Directors to dispense with or to alter such Rules.
- Section 7 The President, or the substituted presiding officer, shall have the power to determine the agenda and order of business for each meeting. Any member of the Board of Directors may, without the requirement of any previous notice, bring before the Board of Directors any matter having to do with the purposes of the Corporation.
- Section 8 Any vacancies which might occur during the year and prior to the next ensuing annual meeting of the membership, may be filled for the remainder of the unexpired term of such vacating director by the Board of Directors itself, without need of approval of the membership at large.
- Section 9 Should the annual meeting be postponed as described in Article IV, Section 1, the term of any member of the Board of Directors that expires prior to the postponed annual meeting shall be extended to the last day of the month in which the postponed annual meeting occurs. The term of any member of the Board of Directors elected at a postponed annual meeting shall expire June 30 of the third year following the postponed meeting.
- Section 10 Any member of the Board of Directors who fails to keep his or her membership in good standing by paying the annual dues set by the Board of Directors for all members, or who moves from the Grossmont-Mt. Helix area, shall thereby become ineligible to continue as a member of the Board of Directors and, unless such inhibition is cured after reasonable notice (to be determined by the Board of Directors), the member's office shall be declared vacant and replacement appointed by the Board of Directors. The subject matter just set forth in this Section shall likewise apply to officers. A member of the Board of Directors may be removed pursuant to the provisions of California Corporations

Code Sections 5220, et seq. Under no condition shall the within provision of these By-Laws be construed or used to alter the number of the Board of Directors from eighteen (18) persons as provided for by the law of California preventing the power of a Board of Directors to change the number of its own membership.

Section 11 When a director fails to attend three consecutive meetings, or four out of twelve meetings in any rolling twelve month period, without adequate excuse or when a director is not fulfilling the responsibilities of the office as prescribed in the By-Laws or standing rules, or engages in conduct which the board of directors determines to be injurious to the organization or its purposes, the board of directors may by a two-thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include: (a) asking for the resignation of the director; or (b) making a formal recommendation that the director be removed from office following a hearing conducted in accordance with the following procedures: Following the two-thirds (2/3) affirmative vote recommending that the director be removed from office: (1) the director must be given fifteen (15) days' written notice of the hearing to remove the director from office; (2) The written notice shall contain the reasons for the proposed removal, and shall be mailed by certified mail, return receipt requested, to the last address of the director shown on the association's records; (3) At the hearing, the director must be given an opportunity to address the board which shall meet with a quorum present, either orally or in writing; (4) Not less than five (5) days following the hearing, the board of directors shall convene and vote whether the director will be removed from office; (5) a two-thirds (2/3) vote of the board of directors shall be sufficient to remove the director from office; (6) The removal vote shall be recorded in the board of directors minutes and shall specify the number of voting in favor of and against such removal.

ARTICLE VII

OFFICERS

Section 1 The officers of this corporation shall consist of the President, First Vice-President, Second Vice-President, Secretary and Treasurer, all of whom shall be regular members in good standing of this corporation and shall be members of the Board of Directors as previously provided for in these By-Laws, except the Secretary who shall be appointed by the President and may or may not be a member of the Board of Directors. These officers shall be elected at the first regular meeting of the Board of Directors following the annual meeting and shall serve for one year beginning on the first day of July following the annual meeting. Should the annual meeting be postponed under circumstances described in Article IV, Section 1, the existing Officers will continue to serve until the first meeting of the Board of Directors following the delayed annual

meeting. Officers elected at this meeting of the Board of Directors will serve through June 30 of the following year.

- Section 2 The President shall be the executive and presiding officer of the corporation. He/she shall preside at all meetings and be Chairman of the Board of Directors. The President shall appoint all committees as are necessary to the welfare of this Corporation and shall act as ex-officio member of each of these committees.
- Section 3 In the absence of the President, it shall be the duty of a Vice-President to occupy his position and to perform his duties with the same authority as the President.
- Section 4 The Secretary shall keep a record of all meetings of the membership and of the Board of Directors and shall notify the membership and the Board of Directors of meetings called, as provided for in these By-Laws, and shall generally perform such other duties as are usually and generally performed by a Secretary.
- Section 5 The Treasurer shall receive all money from the members and from any other source, and deposit the same in bank or banks approved by the Board of Directors, and shall payout money only on the Authority of the Board of Directors. All checks and vouchers must be signed as shall be determined from time to time by the Board of Directors and countersigned as shall be likewise required by said Board. The Treasurer shall furnish annually a report to the membership of the amount of money received and disbursed, and make monthly reports to the Board of Directors of such items and, upon request, present any financial information requested by the President or any other duly authorized members of the Board of Directors designated by the President to obtain such information.
- Section 6 When an officer fails to attend three consecutive meetings, or four out of twelve meetings in any rolling twelve month period, without adequate excuse or when an officer is not fulfilling the responsibilities of the office as prescribed in the By-Laws or standing rules, or engages in conduct which the board of directors determines to be injurious to the organization or its purposes, the board of directors may by a two-thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include: (a) asking for the resignation of the officer; or (b) making a formal recommendation that the officer be removed from office following a hearing conducted in accordance with the following procedures: Following the two-thirds (2/3) affirmative vote recommending that the officer be removed from office: (1) the officer must be given fifteen (15) days' written notice of the hearing to remove the officer from office; (2) The written notice shall contain the reasons for the proposed removal, and shall be mailed by certified mail, return receipt requested, to the last address of the officer shown on the association's records; (3) At the hearing, the officer must be given an opportunity to address the board which shall meet with a quorum present, either orally or in writing; (4) Not less than five (5) days following the hearing, the board of directors shall convene and vote whether the officer will

be removed from office; (5) a two-thirds (2/3) vote of the board of directors shall be sufficient to remove the officer from office; (6) The removal vote shall be recorded in the board of directors minutes and shall specify the number of voting in favor of and against such removal.

ARTICLE VIII

COMMITTEES

Section 1 Committees as may be deemed necessary may be appointed by the President with the approval of the Directors, from time to time.

Section 2 All committees shall consist of a chairman and as many members as shall be considered necessary by the President, and he shall be an ex-officio member of each and every one of the said committees, entitled to notice from the chairman of each committee as to the time and place of meetings thereof.

ARTICLE IX

INDEMNIFICATION, INSURANCE, AND DIRECTOR LIABILITY

Section 1 To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including those persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that Section, and including any action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses", as used in this By-Law, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2 On written request of the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board of Directors shall promptly determine under Section 5238(e) of the California Corporation Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board of Directors shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238(e) whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the members present at the meeting shall authorize indemnification.

Section 3 To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2, above, in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 4 The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law 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 arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE X

FEES AND DUES

Section 1 There shall be a membership fee, the amount of which shall be determined by the Board of Directors, for each active member as above defined to be collected before the applicant is identified as a member of this Corporation.

Section 2 The Board of Directors may, from time to time, increase or decrease the amount of membership fees to be collected from each active member and shall determine such policies as may be necessary to effect the collection of fees and to oust members who fail after proper notice to pay such fees as a condition for continuing in membership status.

Section 3 Honorary members shall not be required to pay a membership fee.

ARTICLE XI

RESIGNATIONS AND EXPULSIONS OF MEMBERS

Section 1 Resignation of any member shall become effective upon written notice to the President or Secretary of the Corporation; provided, however, that such resignation shall not relieve the member from the payment of any dues unpaid at the date of such resignation.

Section 2 Any member of the organization may be expelled by a three fourths vote of the entire Board of Directors, in which event such expelled member shall be entitled to reimbursement of the unused portion of the dues unearned at the time of expulsion.

Section 3 The Chairman of the Membership Committee shall submit to the Board of Directors the name of any member whose dues are delinquent to the organization, within thirty days after final demand has been made by the Chairman of Membership Committee or Treasurer for payment of such dues.

ARTICLE XII

AMENDMENTS

Section 1 These By-Laws may be amended at any regular meeting of the membership at large of the Corporation by a majority of the members present, and provided the Board of Directors has previously considered the merits of the amendment.

Section 2 Except for the changing of the number of the membership of the Board of Directors itself, the Board of Directors may adopt, amend or repeal the By-Laws herein from time to time as they shall deem expedient or proper for the purposes of carrying out the corporate activities.

ARTICLE XIII

GENERAL POLICY OF CORPORATION

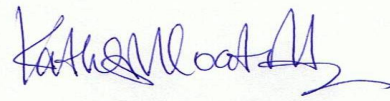
Section 1 It is declared that the general policy of this Corporation has been set forth in the purposes as provided for by Article II of the Articles of Incorporation, which are, generally, to do any and all things possible to encourage and provide a vehicle through which the property owners in the Grossmont-Mt. Helix area may, in concert, hold the highest possible standard of value to their property.

Section 2 It is declared that the long-range objectives of this organization are recognized as follows:

- 1) To encourage a sense of community among the members.
- 2) To develop and maintain relationships with relevant elected and/or appointed officials and community organizations to promote GMIA interests.
- 3) To encourage the orderly maintenance of grounds and buildings.
- 4) To use such means as are within our legal powers to see that projects once started are completed within a reasonable time.
- 5) To work diligently for the expansion of fire protection, water facilities and road and highway improvements.
- 6) To work toward the provision of adequate and safe transportation facilities to serve the area.
- 7) To discourage the commercial raising of livestock, poultry and other similar nuisances.

Section 3 It is recognized that with the limited finances available it shall not be and should not be the purpose of this Corporation to solve all of the problems which may arise and which should and must properly be financed and prosecuted by the individual property owners and leasehold non-commercial residents. However, it shall be the dedicated purpose of this Corporation to do any and all things which, within propriety, it can do in order to cooperate with and work for the general interest of persons owning property or residing in the Grossmont-Mt. Helix area.

IN WITNESS WHEREOF, the President of this Corporation affixes his/her signature and the seal of the Corporation as evidence of the enactment of these By-Laws on the 12th day of April, 1955, as amended November 9, 1970, January 14, 1974, February 10, 1997, and November 12, 2002, and further amended and restated on August 10, 2020 (see Attachment 1).



Kathleen Hedberg, President

ATTACHMENT 1

SUMMARY OF BY-LAW REVISIONS ADOPTED AUGUST 10, 2020

The following changes were made to the By-Laws as amended and restated on November 12, 2002 to result in the restated By-Laws effective August 10, 2020.

1. Article III, Section 2 – Delete “, or who are deemed, by the Board of Directors, to be vitally interested in the welfare and purposes of the Corporation and who can better engage in activity to accomplish such purposes by virtue of the honorary membership so accorded them” in first sentence. Add sentence to end of paragraph: “Honorary members shall be invited to the all GMIA events, but will not have voting rights.”
2. Article III, Section 3 – Insert new section: “An additional class of members known as affiliate members shall pay dues as do active members and be invited to all GMIA events, but will not have voting rights. These members are those who share the interests and goals of GMIA but do not reside in the boundaries as outlined in Exhibit A.” Renumber subsequent sections accordingly.
3. Article IV, Section 1 – Insert “or June” after “May” in second sentence. Add sentence to end of paragraph: “Should public health or other circumstances beyond the control of the Board of Directors prevent the meeting from being held in May or June, the Board, at its discretion, may hold the meeting electronically via interactive webcast, or postpone the meeting until the circumstance preventing the timely meeting has subsided, provided that at least one meeting of the membership is held each calendar year.”
4. Article IV, Section 3 – Insert “, via postal or electronic mail,” after “mailing” in first sentence. Insert “residential or email” between “the” and “address” in first sentence. Replace capital “F” with lower case “f” in last sentence.
5. Article IV, Section 4 – Replace “The” with “All in-person” at the beginning of paragraph.
6. Article IV, Section 5 – Replace “his” with “his/her” in first sentence.
7. Article V, Section 1(a) – Replace “he be” with “he/she is” in first sentence. Insert “or affiliate” after “honorary” in parenthetical in first sentence.
8. Article V, Section 2 – Replace “and the” with “. The” to break first sentence into two sentences. Replace “be responsible to” with “shall” in new second sentence. Insert “, expiring June 30 of the relevant year” at end of last sentence.
9. Article VI, Section 3 – Delete “In this respect, it is recognized that” in second sentence. Capitalize “T” in “the” that now begins second sentence.
10. Article VI, Section 4 – Replace “the home of the President, unless, with the consent of the Board of Directors, it shall be determined that another meeting place be designated” with “a place agreed upon by the members of the Board of Directors”.

11. Article VI, Section 5 – Replace “provided, however, the general membership need not be notified of the meetings of the Board of Directors. It is stated that this policy is not intended to exclude the membership from entitlement to attend such meetings, but it is for the purpose of precluding unnecessary burden upon the home of the individual President” with “, with the schedule and location of meetings provided to any member upon request”.
12. Article VI, Section 9 – Insert new section: “Should the annual meeting be postponed as described in Article IV, Section 1, the term of any member of the Board of Directors that expires prior to the postponed annual meeting shall be extended to the last day of the month in which the postponed annual meeting occurs. The term of any member of the Board of Directors elected at a postponed annual meeting shall expire June 30 of the third year following the postponed meeting.” Renumber subsequent sections accordingly.
13. Article VI, Section 10 (previously Section 9) – Insert “or her” after “his” in first sentence. Replace “removes himself” with “moves” in first sentence. Replace “removed” with “cures” in first sentence. Delete “to cure such” after “Directors” in parenthetical in first sentence. Replace “his” with “the member’s” in first sentence.
14. Article VII, Section 1 – Add sentence to end of paragraph: “Should the annual meeting be postponed under circumstances described in Article IV, Section 1, the existing Officers will continue to serve until the first meeting of the Board of Directors following the delayed annual meeting. Officers elected at this meeting of the Board of Directors will serve through June 30 of the following year.”
15. Article VII, Section 2 – Replace “he” with “he/she” in second sentence. Replace “He” with “The President” in second sentence.
16. Article XIII, Section 1 – Delete “for” after “provide” in first sentence.
17. Article XII, Section 2 – Replace “To encourage the building of homes of acceptable and desirable types of architecture” with “To encourage a sense of community among the members” in item one. Insert new item two: “To develop and maintain relationships with relevant elected and/or appointed officials and community organizers to promote GMIA interests.” Renumber subsequent items accordingly.