

BYLAWS OF

LA MESA VILLAGE ASSOCIATION,

A California Nonprofit Mutual Benefit Corporation

This AMENDED/RESTATED BYLAWS (the “Bylaws”) of the La Mesa Village Association, a California Nonprofit Mutual Benefit Corporation, has been duly approved by the vote of the majority of the Directors now serving on the Board of Directors of the Corporation at a duly called and notified meeting held on November 13, 2024.

ARTICLE I – CORPORATE NAME, OFFICES AND FISCAL YEAR

Section 1.01. CORPORATE NAME. The NAME of this California Nonprofit Mutual Benefits Corporation is the La Mesa Village Association.

Section 1.02. PRINCIPAL OFFICE. The principal office for the transaction of activities and affairs of the Corporation shall be in such a location as the corporation’s Board of Directors may establish from time to time.

Section 1.03. CHANGE OF ADDRESS. The Board of Directors may change the principal office of the Corporation from one location to another and such a change shall not be considered an amendment of these Bylaws.

Section 1.04. FISCAL YEAR OF THE CORPORATION. The fiscal year of the corporation shall begin on the 1st day of January (i.e., January 1) and end on the last day of December (i.e., December 31) in each year.

ARTICLE II - OBJECTIVES AND PURPOSES

Section 2.01. OBJECTIVES AND PURPOSES. The specific purpose of this corporation is to act as an association supporting and advocating for the businesses in the Village and promoting events in the common interest of the businesses throughout the La Mesa Village.

Section 2.02. MUTUAL BENEFIT CORPORATION STATUS. This corporation is a non-profit mutual benefit corporation organized under Sections 7110-8910 of the California Corporation Code and is not organized for the private gain of any person.

Section 2.03. FEDERAL TAX-EXEMPT STATUS. This corporation is organized and operated as a business league association in accordance with Internal Revenue Code Section 501(c)(6). Notwithstanding any other provision of the Bylaws, the corporation shall not, except to an

insubstantial degree, engage in any activities or exercise any powers that do not further the purpose of the corporation and 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) of the Internal Revenue Code or by a corporation contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2.04. LIMITATIONS.

a. Political activity. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office.

b. Property. The property, assets, profits, and net income are dedicated irrevocably to the purpose set for in Section 2.02 above. No part of the profits or net earnings of this corporation shall ever insure the benefits of any of its Directors, trustees, officers, members (if any), employees or the benefit of any private individual.

c. Dissolution. The Corporation may be dissolved only by a two-thirds (2/3) vote of the Board of Director. Upon dissolution or other termination of the Corporation, all remaining assets of the Corporation, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provisions, therefore, shall be distributed to such tax-exempt organizations (with purposes similar to those of the Corporation) as shall be chosen by the then existing Board of Directors of the Corporation.

ARTICLE III - DIRECTORS

Section 3.01. POWERS.

a. General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefits Corporations law and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

b. Specific Powers. Without prejudice to these general powers, but subject to the same limitations, the Directors shall have the power to:

- (1) Select and remove, at the pleasure of the Board, all Officers, agents and employees of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and

fix their compensation and require from them security for faithful performance of their duties.

(2) Change the principal office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings.

(3) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the name of the Corporation, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt.

c. Conflict of Interest. Each Director shall advise the Board of any potential conflict of interest that the Director may have on a particular issue, whether that issue arises as a result of that Director's profession, place of residence, membership in other organizations, or otherwise. The Director should exercise care and caution not to vote on issues which directly provide that Director or the Director's family members or persons over whom that Director can exert influence, with a pecuniary benefit. It is deemed best practice to disclose even the potential for conflict and allow the Board to determine whether a conflict of interest does in fact exist.

Section 3.02. NUMBER OF DIRECTORS. The number of Directors shall be not less than nine (9) or more than eleven (11), with the exact authorized number of Directors to be determined by the Board from time to time.

Section 3.03. TERM OF OFFICE, SELECTION AND RESTRICTIONS ON DIRECTORS.

a. The Directors shall be elected during the annual meeting or at any time when there is a vacancy on the Board. The terms of office for a member of the Board of Directors shall be one (1) 3-year term and each Board member shall be eligible for a second three (3) year term and at the discretion of the Board of Directors may be extended in one (1) year increments, if there are no other members interested in being a board member. A former board member may return as a board member after a one (1) year break. The current board members, who are identified as stakeholders for the establishment of the La Mesa Village Association, will remain on the Board of Directors indefinitely. The stakeholders are those board members that contributed funding in 2016 to stand up the corporation.

b. The Chair of the Board shall be selected by a majority vote of the Board of Directors following the appointment or election of Directors at each member meeting.

Section 3.04. COMPENSATION. The Director shall serve without compensation, but they shall be

allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Sections 3.02 and 3.03 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity.

Section 3.05. RESTRICTIONS REGARDING INTERESTED DIRECTORS. Notwithstanding any other provisions of these Bylaws, none of the persons service on the Board may be an interested person. For purpose of this Section, "interested person," means either: (i) any person currently being compensated by the corporation for services rendered if within the previous twelve (12) months, whether, as a full time or part time officer or other employee, independent contractor, or otherwise excluding any reasonable compensation paid to a director as a director, or (ii) any brother, sister, ancestor, descendant, spouse, brother or sister-in-law, son or daughter-in-law, mother, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation. A Director may not participate in any vote on any proposed transaction with another organization or entity in which such Director is also an employee, principal, or Director.

Section 3.06. VACANCIES.

a. Events Causing Vacancy. A vacancy on the Board of Directors shall be deemed to exist at the occurrence of any of the following:

- (1) The death, resignation, or removal of any Director.
- (2) The declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Corporation Code 7238 and following of the California Nonprofit Mutual Benefit Corporations law.
- (3) The failure of the Board, at any meeting of the Board at which any Director(s) is to be appointed or elected, to appoint or elect the Director(s) to be appointed or elected at that meeting pursuant to the provisions of Section 3.03(a).
- (4) The increase in the authorized number of Directors.
- (5) A Director's failure to comply with the rules and requirements of being a member of the Corporation.

b. Resignation. Except as provided in this paragraph, any Director may resign, whose resignation shall be effective upon receipt of written notice by the Chair of the Board, the

President, or the Secretary, unless the notice specifies a later effective date for the resignation. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

c. Removal.

(1) Any Director may be removed, with or without cause, by the vote of at least two-thirds (2/3) of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal questions are given as provided in Section 3.09. Any vacancy caused by the removal of a Director shall be filled as provided in Section 3.03(a).

(2) Any Director who does not attend three (3) successive Board meetings will automatically be removed from the Board without Board resolution unless:

(A) The Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present.

(B) The Director suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection (ii).

(C) The Board of Directors by resolution of the majority of Directors agrees to reinstate the Director who has missed three (3) consecutive meetings.

d. Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a Director shall be filled by vote of the remaining Directors, whether or not less than a quorum, or by sole remaining Director.

Section 3.07. PLACE OF MEETING: MEETING BY TELEPHONE. Regular meetings of the Board of Directors shall be held at any place designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 3.07, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all Board members, either before or after the meeting. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communications equipment, so long as all of the following apply: (a) each Board member participating in the meeting can communicate with all the other members concurrently; (b) each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and (c) the Corporation adopts and

implements means of verifying both of the following: (i) a person communicating by telephone, electronic video equipment, or other communications equipment is a director entitled to participate in the board meeting; and (ii) all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director. Participation in a meeting pursuant to these Bylaws shall constitute presence in person at such meeting.

Section 3.08. ANNUAL MEETING. The Board of Directors shall hold an annual meeting in conjunction with the regularly scheduled Board meeting in the month of March of each year for the purpose organization, election of officers, designating committees, and transacting other business; provided however, that the Board may fix another time for the holding of its annual meeting. Notice of these meetings shall be required.

Section 3.09. BOARD MEETINGS. The Board shall hold at least four (4) board meetings throughout the year; said meetings shall be held without call and on a date to be fixed by resolution of the Board, provided, however, any given monthly meeting may be dispensed with a majority vote of the Board. Such regular meetings may be held without notice.

Section 3.10. GENERAL MEETINGS. The Association shall hold at least two (2) general meetings and shall be held in conjunction with board meetings in the months of April and October each year. Provided, however, that the board may fix another time for the holding of the general meetings. Such general meetings may be held without notice.

Section 3.11. SPECIAL MEETINGS.

a. Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board, the President, Vice President, Secretary or any two (2) Directors. Notice of these meetings shall be in accordance with Section 3.10(b).

b. Notice.

(1) Manner of Giving Notice. Notice of the time and place of the special meetings shall be given to each Director by one (1) of the following methods:

(A) By personal delivery of written notice;

(B) By telephone, either directly to the Director or a person at the Director's home or office who would reasonably be expected to communicate that notice promptly to the Director;

(C) By email, so long as the Director to whom the email was sent acknowledges receipt; or

(D) By facsimile device so long as the sender's facsimile machine provides proof of receipt of the transmission or the Director to whom the facsimile transmission is sent acknowledges receipt.

All such notices shall be given, sent, or transmitted to each Director's mailing address, telephone number, email address or facsimile number as shown on the records of the Corporation.

(2) 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, email, or facsimile device shall be delivered, telephones, sent or transmitted at least forty-eight (48) hours before the time of the meeting.

(3) Notice the contents. The notice shall state the time of the meeting, and place if the space is other than the principal office of the corporation. It need not specify the purpose of the meeting.

Section 3.12. WAIVER OF NOTICE. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

Section 3.13. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 3.13. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, including without limitation, the provisions on (1) approval of contracts or transactions between this Corporation and one or more directors or between this Corporation and any entity in which a director has a material financial interest (Section 7233), (2) creation of and appointments to committees of the board (Section 7212), and (3) indemnification of directors (Section 7237(e), every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is shall be regarded as the action of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Director, if any action taken is approved by at least a majority of the quorum required for the meeting.

Section 3.14. ADJOURNMENT. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 3.15. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the 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. This notice may be waived in the same manner as set forth under Section 3.11.

Section 3.16. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board, individually or collectively, consent unanimously in writing to that action for email votes. Such an action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. If there is not a unanimous email vote the action will either be deferred to the next board meeting or a special meeting will be called. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE IV - COMMITTEES

Section 4.01. COMMITTEES OF DIRECTORS. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one (1) or more committees consisting of one (1) or more Directors, and only of directors, to serve at the pleasure of the Board. Any member of any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

- a. Fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- b. Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- c. Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- d. Designate any other committee of the Board or appoint the members of any committee;
- e. Approve any transaction to which the Corporation is a party and as to which one or more Directors has a material financial interest, except as such approval is provided for in Section 7233(d)(3) of the California Mutual Benefits Corporation laws.

Section 4.02. ADVISORY COMMITTEES. The Board may establish one (1) or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors and nondirectors. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of the Corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. Advisory Committees shall be subject to the supervision and control of the Board.

Section 4.03. MEETING AND ACTION OF COMMITTEES. The Board of Directors may adopt rules for any committee consistent with the provisions of these Bylaws.

ARTICLE V - OFFICERS

Section 5.01. OFFICERS. The officers of the Corporation shall include President, Vice President, Secretary, and Treasurer, and such other Officers as the Board may designate by resolution and appoint pursuant to Section 5.03. Officers need not be Directors, with the exception of the President, Vice President, Secretary and Treasurer. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

Section 5.02. ELECTION OF OFFICERS. Any current member may serve as an officer of this corporation. Officers of the Corporation shall be elected by the Board of Directors, and each shall serve a one-year term, but may be re-elected from year to year, with no term limit. Each officer shall hold the office until he or she resigns, is removed, is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever comes first.

Section 5.03. SUBORDINATE OFFICERS. The Board of Directors may appoint such other officers or agents as it may deem desirable and such officers shall serve such terms, have the authority, and perform the duties as may be prescribed from time to time by the Board of Directors.

Section 5.04. REMOVAL OF OFFICERS. Subject to rights, if any, under any contract of employment, any Officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board of Directors, by an Officer on whom such power of removal has been conferred by the Board of Directors.

Section 5.05. RESIGNATION OF OFFICERS. Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 5.06. VACANCIES OF OFFICE. A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that Office.

Section 5.07. RESPONSIBILITIES OF OFFICERS.

a. President. Subject to the control and supervision of the Board, the President shall be a director of the corporation, and the chief executive officer of the Corporation. He or she shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President shall be responsible to the Board of Directors, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.

b. Vice President. The Vice President shall be a director of the corporation. In the absence or disability of the President, 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 upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or Bylaws.

c. Secretary. The Secretary shall be a director of the corporation and attend to the following:

(1) Certify and keep at the principal office of the corporation the original or a copy of these Bylaws as amended or otherwise altered to date.

(2) Keep at the principal office of the corporation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the directors, 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.

(3) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(4) Be Custodian of the records.

(5) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, and the minutes of the proceedings of the directors of the corporations

(6) 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 corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

d. Treasurer. The Treasurer shall be a director of the corporation. The chief financial officer of the Corporation and shall attend to the following:

(1) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(2) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

(3) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(4) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

(5) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request, therefore.

(6) Render to the president and directors, whenever requested, an account of any or all his or her transactions as treasurer and of the financial condition of the corporation.

(7) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports, and prepare and file, or cause to be prepared and filed, any state and federal tax returns of the corporation.

(8) In general, perform all duties incident to the office of the treasurer and such other duties as may be required by law, by the articles of incorporation of the

corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE VI - RECORDS AND REPORTS

Section 6.01. MAINTENANCE OF CORPORATE RECORDS.

a. The corporation shall keep:

- (1) Minutes of all meetings of directors and committees of the Board of Director, 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 proceeds thereof;
- (2) Adequate and correct books and records of accounting, including accounts of its properties and business transactions and accounts of its assets, liability, receipts, disbursements, gains and losses;
- (3) Records of its members, giving their name, addresses, the activity of their membership and if they are no longer a member when and why they are no longer a member.

Section 6.02. INSPECTION BY DIRECTORS. Every Director shall have the absolute right at any reasonable time during normal business hours to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right to inspection includes the right to copy and make extracts of documents.

Section 6.03. ANNUAL REPORT. Except as provided under Section 8321 of the California Nonprofit Mutual Benefits Corporation law not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year, the Chief Financial Officer (CFO) shall cause an annual report to be provided to all members of the Board. The CFO shall provide the Board at such times as prescribed thereby such other financial reports as may be requested by the Board.

Section 6.04. ANNUAL STATEMENT OF CERTAIN TRANSACTION AND INDEMNIFICATION. The corporation shall prepare an annual report and furnish to each director a statement within one hundred and twenty (120) days after the end of the fiscal year of the corporation, which shall contain the following information in appropriate details:

a. Any transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000) in which the Corporation (or its parent or subsidiaries, if any) was a party and

in which any director or officer of the Corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than fifty thousand dollars (\$50,000); and

b. Any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any director or officer of the Corporation pursuant to Article VIII of these Bylaws, unless such indemnification has already been approved pursuant to Section 7.01 hereof.

For each transaction, the report must disclose the names of the interested persons involved in such transaction and state such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized officer of this Corporation that such statements were prepared without an audit from the books and records of this Corporation. Such a report may be furnished to the directors by electronic transmission in accordance with these Bylaws.

Section 6.05. FINANCIAL AUDIT. The Corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by the Corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within nine (9) months after the close of the fiscal year to which the statements relate. For three (3) years, such statements (a) shall be available at the principal offices during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the Corporation's website.

ARTICLE VII - NON-LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.01. NON-LIABILITY OF DIRECTORS AND OFFICERS. A Director and officers of the Corporation shall not, under any circumstances, by reason of such membership to the

Board of Directors or officer, become or be personally liable for any of the debts, obligations, or liabilities of the Corporation.

Section 7.02. RIGHT TO INDEMNIFICATION.

a. Right to Indemnity. To the full extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Sections 7233 and 7238 of the

California Nonprofit Mutual Benefit law, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such "proceeding," as that term is used in such Section and including any action by or in the right of the corporation, by reason of the fact that such person is or was a person described by in such Section. "Expense," as used in this Bylaw, shall have the same meaning as in Sections 7233 and 7238 California Nonprofit Mutual Benefit Corporation law.

b. Approval to Indemnity. Upon written request to the Board by any person seeking indemnification under Sections 7233 and 7238 of the California Corporation Code, the Board shall promptly determine in accordance with Sections 7230 through 7238 of the Code whether the applicable standards of conduct set forth in Sections 7233 and 7238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds (2/3) of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be applied by the court in which the proceeding is or was pending to determine whether the applicable standard of conduct set forth in Sections 7233 and 7238 has been met.

c. Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the Corporation prior to the final disposition of that proceeding upon receipt by the corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is determined ultimately that such person is entitled to be indemnified as authorized herein. An advancement of expenses herein does not violate the prohibition of corporate loans to officers or result in any liability to any Director approving the advancement hereunder.

Section 7.03. INSURANCE. This Corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 8.02 of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transaction, as described in Corporations Code 7233.

ARTICLE VIII - CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

Section 8.01. CONTRACTS WITH DIRECTORS AND OFFICERS. No Director or Officer of this Corporation, nor any other Corporation, firm, association, or other entity in which one (1) or

more of this Corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts as to the transaction and such director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested director not being entitled to vote thereon, or (ii) the material facts regarding such director's financial interest in such contract or transaction or regarding such common directorship, officer ship, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all board members before consideration by the board of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the vote of the interested director.

Section 8.02. LOANS TO DIRECTORS AND OFFICERS. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless (1) the board decides that the loan or guaranty may reasonably be expected to benefit the Corporation, and (2) before consummating the transaction or any part of it, the loan or guaranty is approved by either the members, without counting the vote of the director who is to receive the loan or guaranty.

Section 8.03 THIRD PARTY CONTRACTS. The Corporation shall enter into third party contracts as needed to market and promote the Corporation consistent with the specific purpose of the Corporation stated in the Articles of Incorporation.

ARTICLE IX – MEMBERS

NO MEMBERS. This Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The Corporation's board of directors may, in its discretion, admit individuals to one or more classes of non-voting members; the class or classes shall have such rights and obligations as the board finds appropriate.

ARTICLE X - CONSTRUCTION AND DEFINITIONS

CONSTRUCTION DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction and definitions of the California Nonprofit Mutual Benefit Corporation

Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

ARTICLE XI – AMENDMENTS

Section 11.01. ACTIONS BY THE BOARD. These Bylaws may be adopted, amended, or repealed by a majority vote of the Board of Directors; provided; however, that the amendment or repeal of Article III Sections 3.04 and 3.06 or this Article XI shall require the unanimous approval of the Board of Directors.

Section 11.02. MAINTENANCE OF RECORDS. The Secretary of the Corporation shall see that a true and correct copy of all amendments of the Bylaws, duly certified by the Secretary, is attached to the official Bylaws of the corporation and is maintained with the office records of the corporation at the principal office of the corporation or at such other location as the Board may direct.

Section 11.03. BYLAWS REVIEW. The Secretary of the Corporation shall ensure that the Bylaws are reviewed and accepted by the Board every five (5) years to make necessary revisions.

ATTESTATION

I, Pamela D. Rader, certify that I am the presently elected and acting Secretary of the La Mesa Village Association, a California Nonprofit Mutual Benefits Corporation and the above Amended and Restated Bylaws, consisting of 16 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on November 13, 2024.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of November 2024.

Pamela D. Rader

Pamela D. Rader, LMVA Secretary