

# BYLAWS OF THE MARINA COMMUNITY ASSOCIATION

## ARTICLE 1 THE MARINA

For purposes of the Marina Community Association ("the Association"), "the Marina" is the area in San Francisco, California, bounded on the west by Lyon Street and a line extending the west curb line of Lyon Street through the property of the Palace of Fine Arts, and including those parcels fronting on Lyon street; on the South by Lombard Street, including those parcels fronting both sides of Lombard Street; on the east by Van Ness Avenue, including those parcels fronting the west side of Van Ness Avenue; and on the north by the southerly water edge of the Bay, from Lyon Street to an extension of the west curb line of Van Ness Avenue to the water edge of the Bay.

## ARTICLE 2 PURPOSES

The purposes of the Association are: To be a voice for the residents, property owners, and businesses of the Marina through collaboration, volunteerism, and celebration of the Marina community; to preserve and enhance the Marina's beauty, neighborhood character, and quality of life; to encourage friendly association among the residents, property owners, and businesses in the Marina; to inform Marina residents, property owners, and businesses of significant proposed changes to and in the Marina, as well as other issues that might affect the Marina, and to serve as a representative of the Marina neighborhood in these matters; and to promote safety and security in the Marina.

## ARTICLE 3 OFFICES

Principal office and subordinate offices. The principal office for the transaction of the Association's business shall be the primary residence of the President of the Association. The Association's Board of Directors ("the Board") may change the principal office to another location and also establish subordinate offices in the Marina.

## ARTICLE 4 MEMBERS AND DUES

4.1 **Regular Members.** This membership is open to those natural persons who are legal residents of or owners of real property in the Marina and who are age 18 or older.

4.2 **Commercial Members.** This membership is open to San Francisco-licensed businesses operating in the Marina. A commercial member may designate to the Association's Board a representative to exercise its rights; that designated representative must be age 18 or older.

4.3 **Period of Membership.** Membership in any calendar year shall commence upon the Association's receipt of a complete membership application and dues for that year from the

resident, property owner, or business licensee. The membership shall terminate at the end of the calendar year for which the member paid dues or during which the dues were received by the Association. Membership in any calendar year shall commence upon the Association's receipt of a complete membership application and dues for that year from the resident, property owner, or business licensee. The membership shall terminate at the end of the calendar year for which the member paid dues.

4.4 **Dues.** The Board shall set the amount of dues for members for each calendar year, and may change the amount of dues as it sees fit.

4.5 **Current in Payment of Dues.** A "member" means and includes only those persons or licensed businesses who have paid their dues for or in the calendar year during which the issue of membership arises. A person or licensed business who has not paid dues for the calendar year in question is not a "member" of the Association. A "member" means and includes only those persons or businesses who have paid their dues for the calendar year in question. A person or licensed business who has not paid dues for the calendar year in question is not a "member" of the Association.

4.6 **No Transfer of Membership.** Memberships are deemed to be personal and may not be transferred. Any attempted transfer shall be null and void. Memberships are deemed to be personal and may not be transferred.

4.7 **Termination of Membership.** A member shall no longer be a member upon the occurrence of any of the following: the member's death, failure to pay dues, or voluntary resignation; for a commercial member, dissolution or cessation of that member's business in the Marina; and any event or occurrence that would render the member ineligible for membership under these Bylaws.

In addition, any member may be expelled from the Association by unanimous vote of the Board if the member conducts himself or herself in a manner detrimental to the Association or for any breach of these Bylaws. Not less than 14 days before the Board takes any action regarding the proposed expulsion of a member, the Board shall furnish the member with a written or electronic transmission of statement of the allegations giving rise to the proposed expulsion and in the same statement notify the member of the place and time of the Board's meeting to consider and act on the proposed expulsion.

The member may attend the meeting and be heard on his or her behalf and may call witnesses or offer other evidence, which need not be admissible under California's rules of evidence. After this meeting the Board shall privately consider all facts and evidence bearing on the proposed expulsion, and in good faith shall arrive at a decision, which shall be entered in condensed form in the minutes. The Board's determination shall be conclusive and final upon the member. A membership shall be terminated upon the occurrence of any of the following: the member's death, failure to pay dues, or voluntary resignation; for a commercial member, the dissolution or cessation of that member's business in the Marina; and any event or occurrence that would render the member ineligible for membership under these Bylaws. In addition, any member may be expelled from the Association by unanimous vote of the Board if the member conducts himself

or herself in a manner detrimental to the Association or for any breach of these Bylaws. Not less than 14 days before the Board takes any action regarding the proposed expulsion of a member, the Board shall furnish the member with a written or electronic transmission of statement of the allegations giving rise to the proposed expulsion and in the same statement notify the member of the place and time of the Board's meeting to consider and act on the proposed expulsion. The member may attend the meeting and be heard on his or her behalf and may call witnesses or offer other evidence, which need not be admissible under California's rules of evidence. After this meeting the Board shall privately consider all facts and evidence bearing on the proposed expulsion, and in good faith shall arrive at a decision, which shall be entered in condensed form in the minutes. The Board's determination shall be conclusive and final upon the member.

4.8 **Privileges.** Each member shall be entitled to: attend all meetings of the members; receive data and communications distributed by the Association; cast one vote on each matter on which the members vote; and receive such other privileges as the Association may, from time to time, grant to members.

4.9 **Annual Meeting of Members.** An annual meeting of the Association's members shall be conducted for the purpose of selecting Directors and the transaction of any other appropriate business. This meeting shall be held on or before November 15 of the calendar year, at such date, time, and place as the Board shall designate. Notice of this meeting to members shall be given at least 21 days before the meeting date. Notice may be given by electronic transmission, U.S. Mail, or other means, as the Board shall determine, by the Secretary.

4.10 **Special Meeting of the Members.** Special meetings of the Association's members may be called by the Board, by the President, by any five Directors, or upon the Board's receipt of a petition for such meeting by 10% of the Association's members. These meetings shall be held at a date, time, and place fixed by the Board, but not less than 35 days or more than 90 days after receipt of the request for the meeting. Notice of these meetings shall be given by electronic transmission, U.S. Mail, or other means of written communication by the Secretary and not less than 21 days before the date of the meeting; this notice shall state the purpose of the meeting, which shall limit to that purpose the business that may be transacted at that meeting.

4.11 **Quorum at the Annual and Special Meetings of Members.** Fifteen percent of the Association's current members shall constitute a quorum for the transaction of any members' meeting. Fifteen percent of the Association's current members shall constitute a quorum for the transaction of business at any members' meeting.

4.12 **Rights of Inspection.** Every member shall have the right to inspect the Association's books, records, and documents, and its properties, as provided in Sections 8330 through 8338 of the California Corporations Code.

## **ARTICLE 5 DIRECTORS**

5.1 **Eligibility to Be a Director.** Any member, and any designated representative of a commercial member, is eligible to serve as a Director as long as that Director continues to be a

member or the designated representative of a commercial member. No more than one resident of a residential unit or no more than one designated representative of a commercial member may serve as a Director in any calendar year. At any one time no more than three Directors may serve a designated representative of a commercial member. Any member, and any designated representative of a commercial member, is eligible to serve as a Director as long as that Director continues to be a member or the designated representative of a commercial member. No more than one resident of a residential unit or no more than one designated representative of a business may serve as a Director in any calendar year.

**5.2 Number of Directors.** The authorized number of Directors shall be eleven, which shall constitute the Association's Board. The authorized number of Directors of the Board may be changed by an amendment to the Association's Articles of Incorporation or to these Bylaws.

**5.3 Selection of Directors and Term of Office.**

**5.3.1 Term of Office.** All Directors shall serve a term of two years, so long as they continue to be members. Each Director's term shall begin on the January 1 following that Director's election, or shall begin when that Director is appointed by the Board to fill a vacant Director position. So long as the Director continues to be a member, each Director shall hold office until the end of the second calendar year when that elected Director's two-year term expires, or in the case of a Director appointed to fill a vacancy, at the end of the calendar year when the term of that vacant Director's position expires. If the authorized number of Directors is increased or decreased, then, at the next annual or special meeting of the members, the members shall elect the number of Directors that would constitute the Board with the newly authorized, increased or decreased, number of Director positions. All Directors shall serve a term of two years, so long as they continue to be members. Each Director's term shall begin on the January 1 following that Director's election, or shall begin when that Director is appointed by the Board to fill a vacant Director position. Each Director shall hold office until the end of the calendar year when that Director's two-year term expires. If the authorized number of Directors is increased or decreased, then, at the next annual or special meeting of the members, the members shall elect the number of Directors that would constitute the Board with the newly authorized number of Director positions.

**5.3.2 Code of Conduct.** All Directors are required to sign the MCA Code of Conduct and return the signed document to the MCA Secretary by end of the first Board meeting of their term. Failure to do so will result in automatic suspension from the Board.

**5.3.3 Term Limits of Service.** Directors are eligible to serve for an initial total of eight (8) years on the Board. Such service may be comprised of four (4) consecutive or cumulative two-year terms, or any combination of partial terms spread over any period of time. After eight (8) years of total service is reached, Directors may not run for re-election, including election by the Board, until a period of two (2) years has passed. After such two-year period has passed, a former Director may again run for election, and a new eight (8) year term limit of service shall apply if he/she is elected.

The foregoing eight-year term limit shall apply without exception to all Directors currently serving on the Board as of the date of this Bylaws amendment, as well as all former Directors who have previously served on the Board. Any preceding years of service shall count toward any such Director's initial eight-year term limit.

**5.4 Electing Directors.** The President shall appoint a Nominating Committee that will prepare the list of candidates for Directors and present it to the Secretary at least 30 days before the annual or special meeting of the members at which an election will take place. A Director who is running for election shall not server on the nominating committee. Any member, or any designated representative of a commercial member, may have his or her name placed on the ballot as a candidate for the election of Directors. The Secretary, by electronic transmission, U.S. Mail, or other means of communication, shall send to and/or make available to the Association's members, at least 21 days before the meeting at which the election is to take place, the list of candidates for Directors. For the number of Director positions to be filled, that number of candidates who receive the highest number of votes shall be elected. In the case of tie in the numbers of votes, the tie shall be broken and the Director(s) elected as determined by lot; the President shall determine the manner of breaking ties by lot.

**5.5 Resignations.** Any Director may resign by giving written or electronic notice to the President, the Secretary, or the Board. The resignation shall be effective when received, unless the notice specifies a later time to be effective. If the Director's resignation is to be effective later than when received, that Director's position may be filled before the effective date of the resignation, and the succeeding Director shall take office when the resignation becomes effective.

**5.6 Removal of a Director.**

**5.6.1 Removal for Cause.** The Board may declare vacant the office of a Director who: is no longer a member of the Association and has failed to pay dues within 15 days after having been requested by the President to do so; has been declared of unsound mind by final order of a court; has been convicted of a felony; or has been found by a final judgment of a court of competent jurisdiction to have breached any duty arising under any applicable provision of the California Corporations Code. Any Director, or all Directors, may be removed with or without cause if the removal is approved by a majority of all members. In addition, the Board by two-thirds vote may remove a Director if the Board determines that the Director has conducted herself or himself in a manner detrimental to the interests of the Association, in a manner intentionally calculated to bring harm to the Association, or for intentional breach of these Bylaws, including the intentional failure to pay dues in a timely manner.

However, not less than 14 days before the Board takes any action regarding the proposed removal of a Director, the Board shall furnish the Director with a written or electronic transmission of statement of the allegations giving rise to the proposed removal and in the same statement notify the Director of the place and time of the Board's meeting to consider and act on the proposed removal. The Director may attend the meeting and be heard on his or her behalf and may call witnesses or offer other evidence, which need not be admissible under California's rules of evidence. After this meeting the Board shall privately consider all facts and evidence bearing

on the proposed removal, and in good faith shall arrive at a decision, which shall be entered in condensed form in the minutes. The Board's determination shall be conclusive and final upon the Director.

**5.6.2 Removal without Cause.** Any Director, or all Directors, may be removed without cause if: (a) the Association then has fewer than 50 members and the removal is approved by a majority of all members; or (b) the Association then has more than 50 members and the removal is approved by a majority of the members voting.

**5.6.3 Removal for Non-attendance.** Any Director who does not attend, in person or by telephone or electronic video transmission, and for at least 75% of the length of each meeting, four or more consecutive meetings of the Board shall ipso facto be removed and no longer be a Director. However, within 10 days after the date of the fourth consecutive missed full or partial meeting, this Director may provide, in writing or by electronic transmission, to all other Directors the non-attending Director's reason(s) for non-attendance; if at least 67% of all the other Directors vote to accept the reason(s), the non-attending Director will be automatically reinstated to serve out his or her term but under any reasonable conditions that the Board may prescribe. Any Director who does not attend, in person or by telephone or electronic video transmission, four or more consecutive meetings of the Board shall ipso facto be removed and no longer be a Director. However, within 10 days after the date of the fourth consecutive missed full or partial meeting, this Director may provide, in writing or by electronic transmission, to all other Directors the non-attending Director's reason(s) for non-attendance; if at least 67% of all the other Directors vote to accept the reason(s), the non-attending Director will be automatically reinstated to serve out his or her term but under any reasonable conditions that the Board may prescribe.

**5.7 Vacancies on Board.** Vacancies of the Board may be filled by a two-thirds vote of the remaining Directors, although less than a quorum, or by a sole remaining Director at any regular or special meeting of the Board. Each Director so selected shall hold office until expiration of the term of the replaced Director or until a successor has been selected and qualified. The Board shall advise the members of this selection.

An open position on the board shall be first filled with the member who received the most votes in the previous election (and was not elected to the board) assuming that candidate still wishes to run. The MCA shall make every effort to fulfill any open positions within 45 days of vacancy.

**5.8 Rights of Inspection.** Every Director shall have the absolute right, with notice to the Board in writing or by electronic transmission to the President or Secretary, and at any reasonable time, to inspect and copy all of the Association's books, records, and documents of every kind, and to inspect the Association's physical property. The notice need not state the Director's reason(s) for seeking the inspection.

## **ARTICLE 6 MEETINGS OF DIRECTORS**

6.1 **Regular Board Meetings.** The Board shall hold regular meetings at the places, dates, and times determined by the Board.

6.2 **Annual Board Meeting.** In January each calendar year the Board shall hold its annual meeting, at which the Board shall elect officers for one-year terms and transact any other appropriate business.

6.3 **Special Board Meetings.** The Board, the President, or any five Directors may call for a special meeting of the Board. The special meeting shall be held with at least 48 hours' notice by first class mail, electronic transmission, facsimile, and/or any other means of communication reasonably calculated to reach each Director. The notice must state the purpose of the meeting; unless otherwise agreed by all Directors, the purpose stated in the notice shall limit to that purpose what is discussed and/or transacted at the meeting.

6.4 **Quorum.** Six Directors shall constitute a quorum for the transaction of the Board's business, except to adjourn a meeting. Every act or decision done or made by a majority of the Directors at the meeting duly held at which quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Association's Articles of Incorporation or Bylaws, except as follows: A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors that leaves less than a quorum present, if any act done or decision made is approved by at least a majority of the required quorum for such meeting.

6.5 **Action Without a Meeting.** Any required or permitted action done or decision made by the Board may be taken or done without a meeting of the Board if all Directors individually or collectively consent in writing to this action or decision. This consent or these consents shall have the same effect as a unanimous vote of the Board and shall be filed with the Secretary as minutes of a proceeding of the Board. For purposes of this section 6.5 "all Directors" shall not include any "interested Director" as defined in the applicable provision(s) of the California Corporations Code.

6.6 **Attendance at a Board Meeting by Telephone or Other Communications Equipment.** Directors may attend a Board meeting, or a committee meeting, through use of a conference telephone or similar communications equipment, so long as for the duration of that Director's attendance, all Directors attending the meeting can hear one another.

A Director may cast a vote via telephone conference again, as long as the communication is heard by all.

6.7 **Waiver of Notice.** Notice of a Board meeting need not be given to a Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without objection to the absence of notice when asked whether he or she waives the absence of notice. The Secretary shall file with the Association's records all consents, approvals, and waivers or a written record of the waiver at the meeting.

6.8 **Adjournment.** A majority of Directors present, whether or not constituting a quorum, may adjourn any meeting finally or to another time and place. Notice of the time and place of an adjourned meeting to another time and date need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except: If the meeting is adjourned for more than 24 hours, reasonable notice, electronic or otherwise, of any adjournment meeting shall be given to the Directors who were not present at the time of adjournment.

## **ARTICLE 7 OFFICERS**

7.1 **The Officers of the Association shall be a President, a Secretary and a Treasurer.** The Association may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be elected or appointed in accordance with the provisions of Section 7.2. If the Board so determines, two persons may serve simultaneously as Co-Presidents. The President, any Vice President, the Secretary, and the Treasurer must be members of the Board. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as President.

7.2 **Election of Officers.** The Officers of the Association shall be chosen each January by majority vote, and shall serve at the pleasure, of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service or until their respective successors shall be elected.

7.3 **Other Officers.** The Board may appoint such other Officers as the Board determines the business of the Association may require; each other Officer shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

7.4 **Removal of Officers.** The Board, at any time and with or without cause, may remove any Officer. Any Officer may resign at any time by giving written notice to the Board; the resignation shall take effect at the date of the receipt by the Board or the Secretary or at a later time specified in the resignation; and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

7.5 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for the regular election or appointment to such office, provided that the vacancies shall be filled as they occur and not on an annual basis.

7.6 **President.** The President is the general manager and Chief Executive Officer of the Association and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the Association. The President has the general powers and duties of management usually vested in the office of President and general manager of an Association and such other powers and duties as may be prescribed by the Board. The President shall, if present, preside at all meetings of the Board and exercise and perform such other powers



and duties as may be from time to time assigned by the Board. When two persons serve simultaneously as Co-Presidents, their respective duties shall be determined by the Board or by the Co-Presidents themselves, subject to the control of the Board.

7.7 **Vice President.** In the absence or disability of the President, the Vice President, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, 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. Any Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for her or him respectively by the Board.

7.8 **Secretary.** The Secretary shall keep or cause to be kept, at the Association's principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The minutes shall be distributed within 7 days of a board meeting.

The Secretary shall keep at the Association's principal office, or otherwise cause to be made available, the original or a copy of the Association's Articles of Incorporation and Bylaws. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees required by applicable law or by these Bylaws to be given; shall keep the seal of the Association in safe custody; and shall have such other powers and perform such other duties as may be prescribed by the Board.

7.9 **Treasurer.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties, funds, and business transactions of the Association. The Association's books of account and all financial records, among the Association other records, shall be at all reasonable times open to inspection by any Director. The Treasurer shall deposit all Association moneys and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Association as may be ordered by the Board; shall render to the President and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board. A report of the financials shall be distributed to the board within 7 days of the board meeting.

7.10 **Delegation of Duties.** In case of the absence of any Officer of the Association, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, all or part of the powers or duties of such Officer to any other Officer or to any Director.

7.11 **Executive Committee.** The Board may establish an Executive Committee. The Executive Committee shall consist of the Four Officers and one Board member elected by the Board and may transact business and review issues which may arise between Board meetings, including approving expenditures of up to \$500. The actions taken by the Executive Committee shall be reported and ratified if needed at the next regular Board meeting or General Membership

meeting (whichever occurs first) and shall be included in the minutes. The Executive Committee shall not alter policies or Bylaws, or take positions of the organization.

## **ARTICLE 8 COMMITTEES AND COMMISSIONS**

8.1 **Standing or Special Committees.** If the Board determines that the management of the Association would be benefited by establishing one or more standing or special committees, the Board, may from time to time establish one or more such committees. The terms "standing committee" and "special committee" shall mean any committee appointed by the Board and authorized by specific delegation, without further Board action, to make and implement, with some small degree of discretion, decisions of the Board pursuant to guidelines established by the Board. Notice of, and procedures for, meetings of standing or special committees shall be as prescribed by the Board chair of each standing or special committee, and meetings of standing or special committees may be called by the Board or the chair of the standing or special committee.

8.2 **Establishing a Committee.** A standing or special committee is established by a resolution of the Board approved by the vote of the majority of all Directors; this resolution shall specify the powers and duties delegated to committee or commission. Each committee shall consist of at least one Director, and a Director selected by the Board shall preside over the committee. A member of a standing or special committee must be a member of the Association, although a committee member need not also be a Director.

8.3 **Limitations on Committees.** No committee of the Board shall have any of the authority of the Board with respect to: filling vacancies on the Board or on any committee that has the authority of the Board; amending or repealing Bylaws or the adopting new Bylaws; amending or repealing any resolution or vote of the Board; appointing other committees of the Board or the members thereof if that committee would have the authority of the Board; or approving any self-dealing transaction, except that, when it is not reasonably practicable to obtain approval of the Board before entering into this type of transaction, a committee authorized by the Board may approve the transaction in a manner consistent with the standards set forth in the applicable provisions of the California Corporations Code, but subject to ratification by a majority of all Directors but without counting the vote of any interested Director.

8.4 **Advisory Commissions.** The Board may from time to time appoint any advisory commission as the Board deems appropriate. Any commission shall consist of Directors or persons who are not Directors, but any advisory commission shall not be or be deemed a committee of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of advisory commissions shall be as prescribed by the Board or the Chair of each advisory commission; and meetings of advisory commissions may be called by the Board, the President, or the Chair of the advisory commission.

## **ARTICLE 9 OTHER PROVISIONS**

9.1 **Compensation; Loans.**

**9.1.1 Serve without Compensation.** Officers, directors and members of committees or commissions shall serve without compensation for their services, but may be reimbursed for reasonable expenses incurred on behalf of the Association, as may be fixed or determined by the By Laws. The Association shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer, unless approved by the California Attorney General; provided, however, that the Association may advance money to a Director or Officer for reasonable expenses reasonably anticipated to be incurred in the performance of the duties of such Officer or Director, provided that in the absence of any such advance, the Director or Officer would be entitled to be reimbursed for such expenses by the Association. Nothing contained in these Bylaws shall be construed to preclude any Director from serving the Association in any other capacity as an Officer, agent, employee, or otherwise.

**9.2 Endorsement of Documents and Contracts.** Subject to the provisions of applicable law, any contract, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Association and any other person, when signed by the President, or by both a Vice President and the Secretary or the Treasurer, shall be valid and binding on the Association in the absence of actual knowledge on the part of the other person that the signing Officer(s) had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time the Board may determine; and unless specifically authorized by the Board, no Officer, Director, 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 for any purpose or amount.

**9.3 Construction and Definitions.** Unless the context otherwise requires, the general provisions, rules of construction, and definitions in the applicable provisions of the California Corporations Code shall govern the construction of these Bylaws.

**9.4 Amendments.** Subject to any requirements in any applicable law, these Bylaws may be amended or repealed by the approval of the Board or by a majority of the members present, in person or by absentee ballot, at any meeting of the members at which a quorum is present in person and/or by absentee vote.

**9.5 Maintenance of Certain Records.** The accounting books, records, minutes of proceedings of the Board and any committees of the Board shall be kept at such place or places designated by the Board; or in the absence of such designation, at the principal office of the Association. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form, or in any other form capable of being converted into written, typed, or printed form.

**9.6 Annual Report.** Unless excused from doing so under applicable law, the Board shall cause an annual report to be prepared not later than 120 days after the close of the Association's fiscal year. The annual report shall be provided to any member or Director upon request. The annual report shall be accompanied by any report thereon of independent accounts or, if there is no such accountant's report, the certificate of an authorized Officer of the Association that such statements were prepared without audit from the books and records of the corporation. The

annual report shall contain in appropriate detail the following: (1) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year; (2) the principal changes in assets and liabilities, including trust funds, during the fiscal year; (3) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year; (4) the expenses and disbursements of the Association, both restricted and unrestricted, to particular purposes for the fiscal year; and (5) any other information that might be required by applicable law.

9.7 **Fiscal Year.** The Association's fiscal year shall be the calendar year

9.8 **Disposition of Assets Upon Dissolution.** Upon dissolution of the Association, its assets, after payment of outstanding obligations, shall be donated to the Marina Branch of the San Francisco Public Library.

## CERTIFICATION

I hereby certify that I am the Secretary of the Marina Community Association and that the foregoing Bylaws were duly adopted by a vote of the membership on November 2<sup>nd</sup>, 2016 and are the current Bylaws of the Association.

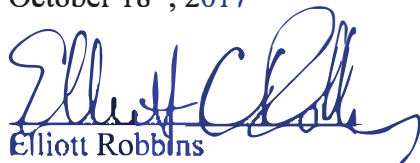
November 10<sup>th</sup>, 2016

A handwritten signature in blue ink, appearing to read "Elliott Robbins", written over a horizontal line.

Elliott Robbins

Secretary, Marina Community Association

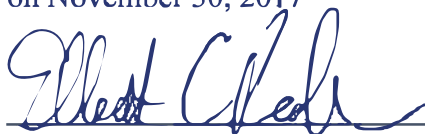
Section 5.6.1 Removal for Cause section revised during the Board Meeting on October 18<sup>th</sup>, 2017

A handwritten signature in blue ink, appearing to read "Elliott Robbins", written over a horizontal line.

Elliott Robbins

Secretary, Marina Community Association

Revision to Article 5, Section 5.3 to add a Code of Conduct was revised by Board on November 30, 2017

A handwritten signature in blue ink, appearing to read "Elliott Robbins", written over a horizontal line.

Elliott Robbins

Secretary, Marina Community Association

## CERTIFICATION

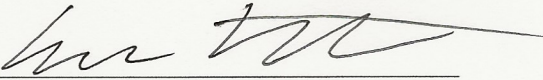
Section 5.3.3 Term Limits of Service section added during the Special Board Meeting on October 3, 2018



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Cameron Crockett  
Secretary, Marina Community Association

Section 7.11 Executive Committee section added during the Special Board Meeting on October 3, 2018



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Cameron Crockett  
Secretary, Marina Community Association