

COPY

BYLAWS OF THE SOLAR COMMUNITY HOUSING ASSOCIATION A California Nonprofit Public Benefit Corporation

ARTICLE I

NAME

The name of this corporation shall be Solar Community Housing Association.

ARTICLE II

PLACE OF BUSINESS

The main office of the corporation shall be in Yolo County, California.

ARTICLE III

OBJECTIVES AND PURPOSES

The objectives and purposes of this corporation shall be:

1. To promote the social and general welfare of the community by offering low-cost housing to all persons regardless of race, creed, color, national origin, sex, or sexual orientation.
2. To relieve from government the burden of providing housing for low income persons by creating and operating housing on a non-profit basis; and to continually expand and extend such housing.
3. To advance the cause of education by providing inexpensive board and lodging for university students with limited resources, so that those who might not otherwise be able to continue at the university because of economic need, may enjoy the fruits and benefits of higher education.
4. To encourage and promote environmentally sound house design and lifestyle.
5. To provide technical assistance to other groups involved with nonprofit community sponsored housing projects.
6. To engage in an educational program designed to eliminate prejudice and discrimination in housing, and to further the principles of tolerance and cooperation.

COPY

ARTICLE IV

NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V

DEDICATION OF ASSETS

The properties and assets of this corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or Director of this corporation. On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and/or educational purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

MEMBERSHIP

SECTION 1. CLASSES OF MEMBERS

The corporation shall have one class of members only, and the rights and privileges of all members shall be equal. No member shall hold more than one membership in the organization. No member shall have any voting, property, or other interest in the affairs of this corporation except as expressly provided in these bylaws.

SECTION 2. QUALIFICATIONS OF MEMBERS

The membership of this corporation shall be comprised of persons who are residents of housing owned or leased by the corporation or have signed a contract to do so. Any person supportive of the purposes of the corporation shall be eligible for membership upon

COPY

acceptance of his or her application for residency in corporation housing by the Board of Directors.

SECTION 3. ADMISSION OF MEMBERS

Applicants shall be accepted into membership upon signing a contract for corporation housing and payment of such fees, deposits, or advances as may be specified by the Board of Directors.

SECTION 4. RIGHTS OF MEMBERS

Each member shall have the following rights in addition to other rights specified by law, the Articles of Incorporation, and these Bylaws:

- (a) Right to attend, speak, make and second motions or approvals, and vote at membership meetings.
- (b) Right to attend and speak at all meetings of Board of Directors.
- (c) All rights expressed in a written lease agreement between the member and the corporation.

SECTION 5. MEMBERSHIP BOOK

The corporation shall keep a membership book containing the name, address, and date of membership of each member. Termination of the membership of any member shall be recorded in the book together with the date of termination of such membership and the forwarding address, if known, of such a member. Such book shall be kept at the corporation's principal office and shall be available for inspection by any Director or member of the corporation during regular business hours.

SECTION 6. TENANT COOPERATIVES

The members of the corporation who reside together in each residence operated by the corporation shall comprise the tenant cooperative of that residence. The powers and responsibilities of the tenant cooperatives shall be defined by the Board of Directors and these Bylaws.

SECTION 7. NONLIABILITY OF MEMBERS

No member of the corporation shall be personally liable for the debts, liabilities, or obligations of the corporation.

COPY

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIP

No member may transfer for value a membership or any right arising from it. All rights of memberships cease on the member's death.

SECTION 9. RESIGNATION OR EXPIRATION OF MEMBERSHIP

A member may resign from membership at any time. Resignation, however, will not eliminate any obligation to pay rent or other charges under contract, except as specified in the lease agreement for corporation housing.

A membership shall expire upon expiration of member's lease of SCHA housing if the member fails to renew the lease within the time set forth by the Board of Directors.

SECTION 10. EXPULSION FROM MEMBERSHIP

Upon petition by two-thirds of all members of the tenants cooperative to which a member of the corporation belongs, the Board of Directors shall commence the following procedures in regards to that member:

(a) A notice shall be sent by mail to the most recent address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least 30 days before the proposed effective date of the expulsion.

(b) The member being expelled shall be given an opportunity to be heard, either orally, or in writing, at a hearing to be held not fewer than five days before the effective date of the proposed expulsion. The hearing will be held by a special member expulsion committee composed of not fewer than three Directors appointed by the President. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing.

(c) Following the hearing, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.

(d) Any person expelled from the corporation shall not have his or her lease renewed.

ARTICLE VII

MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of the membership shall be held at any place designated by the Board of Directors. In the absence of any such designation,

COPY

members' meetings shall be held at the principal office of the corporation.

SECTION 2. ANNUAL MEETINGS

The annual meeting of members shall be held on the first Wednesday of June each year for the purpose of transacting any business which may come before the meeting, unless the Board of Directors fixes another date and so notifies the members. If the scheduled date falls upon a legal holiday, the meeting shall be held the next business day.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members may be called by any officer, by any two Directors, or by any three or 10% of all members, whichever number is greater.

SECTION 4. NOTICE OF MEMBERS' MEETINGS

(a) General notice contents. All notices of meetings of members shall be sent or otherwise given in accordance with Subsection (b) of this section of this Article VII not less than 10 nor more than 90 days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted and no other business may in that case be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving notice, intends to present for action by the members.

(b) Manner of Giving Notice. Notice of any meeting of members shall be given either personally or by first class mail, addressed to each member at the address of that member appearing on the books of the corporation.

SECTION 5. QUORUM

A quorum shall consist of a majority of the voting members of the corporation. The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting, so long as any action taken is approved by at least a majority of the members required to constitute a quorum.

SECTION 6. ADJOURNED MEETING

Any members' meeting, whether or not a quorum is present, may be adjourned by the vote of the majority of the members present at the meeting.

COPY

SECTION 7. VOTING RIGHTS

All persons who have been admitted into membership and are residents of corporation housing shall be entitled to vote at members' meetings. Persons who have been admitted into membership and have signed contracts for occupancy of corporation housing shall also be entitled to vote at members' meetings even though they have not as yet moved into corporation housing.

SECTION 8. ONE VOTE ENTITLEMENT

Each member shall be entitled to one vote on each matter submitted to a vote by the members. Voting may be by voice or ballot, except that any election of Directors must be by ballot if requested by any member before voting begins.

SECTION 9. MAJORITY ACTION AS MEMBERSHIP ACTION

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

SECTION 10. PROXY VOTING

Members shall not be permitted to vote or act by proxy.

SECTION 11. WAIVER OF NOTICE OR APPROVAL BY ABSENT MEMBER

(a) Written waiver or approval. The transactions of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each person entitled to vote, who was not present, signs a written waiver of notice or an approval of the minutes. When the business to transacted at a meeting includes the removal or replacement of Directors, the amendment of Articles or Bylaws, or the dissolution of the corporation the waiver must indicate the nature of such proposals.

(b) Waiver by attendance. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice.

SECTION 12. ACTION BY WRITTEN CONSENT WITHOUT A MEETING

Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice upon compliance with the provisions of this section.

COPY

(a) Distribution of written Ballots. The corporation shall distribute one written ballot to each member entitled to vote; such ballots shall be mailed or delivered in such manner required by Section 4 of this Article VII for giving notice of special meetings. All solicitations of votes by ballot shall: (1) indicate the number of responses needed to meet the quorum requirement; (2) state the percentage of approvals necessary to pass the measure(s); and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall: (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth.

(b) Quorum; Majority. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(c) Revocation. No written ballot may be revoked.

(d) Filing. All such written ballots shall be filed with the secretary of the corporation and maintained in the corporate records.

ARTICLE VIII

DIRECTORS

SECTION 1. NUMBER AND CLASSES OF DIRECTORS

There shall be at least six but no more than twelve members of the Board of Directors. At least four and a maximum of eight Directors shall be "resident Directors" elected from the membership. Of the "resident Directors", at least two and no more than four shall be elected from each of the tenant cooperatives. At least two and a maximum of four Directors shall be appointed "community Directors" who are not SCHA members. At no time shall more than one-third of the Directors be non-members of the corporation. The precise number and class of Directors shall be set by the Board of Directors in May of each year.

SECTION 2. ELECTION OF RESIDENT DIRECTORS

Each tenant cooperative shall elect resident Directors at a meeting of the cooperative in June of each year. Any member of the cooperative present at the meeting may place names in nomination, including the member's own name. If more people are nominated than can be elected, the election shall take place by means of a method that allows all nominees a reasonable chance to solicit votes and all members a reasonable opportunity to choose among nominees. Voting may

COPY

be by voice, or on the request of a member shall be by ballot. Each member may cast as many votes as there are resident Directors to be elected from that tenants cooperative, but may cast no more than one vote for any one nominee.

SECTION 3. APPOINTMENT OF COMMUNITY DIRECTORS

The outgoing Board of Directors in consultation with newly elected member Directors shall appoint new community Directors between July 1 and September 30. Community Directors shall be persons who work or reside in Sacramento, Solano, or Yolo county, who are dedicated to the purposes and objectives of the corporation.

SECTION 4. TERM OF OFFICE

Directors shall serve a term of office of one year. The term of office shall begin on October 1 and end on September 30 of each year.

SECTION 5. POWERS

Subject to the provisions of the Nonprofit Corporation Bylaws and any limitations in the Articles of Incorporation and these Bylaws relating to actions requiring approval by members, the Board of Directors shall manage the business and affairs of the corporation and all corporation powers shall be exercised by or under the direction of the Board of Directors.

SECTION 6. DUTIES

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Set policy for this corporation that is in furtherance of its primary purposes as stated in the Articles of Incorporation;
- (c) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees;
- (d) Ensure that all officers, agents and employees of the corporation perform their duties properly;

COPY

- (e) Meet at such times and places as are required by these Bylaws;
- (f) Set the requirements for residency in any SCHA housing;
- (g) Maintain ongoing communication with SCHA members including posting the agendas for all Directors' meetings in SCHA housing at least two days in advance of such meetings.

SECTION 7. REMOVAL FROM OFFICE

Any resident Director may be removed by a vote of a majority of members of the tenant cooperative which that resident Director represents. Any resident Director or community Director may be removed by a two-thirds vote of all Board members for good cause including but not limited to:

- (a) Criminal mismanagement of funds;
- (b) Lack of cooperation with the rest of the Board;
- (c) Failure to perform the duties required of a member of the Board;
- (d) Missing two consecutive meetings without excuse acceptable to the rest of the Board.

SECTION 8. VACANCIES

Vacancies on the Board shall be deemed to exist on the incapacity, death, resignation, or removal of any Director, or the failure of members or Directors to select new Directors at times they are supposed to do so. Except upon the approval of the Attorney General, no Director may resign when the corporation would then be left without a duly elected Director in charge of its affairs. Vacancies that arise during a term shall be filled by the Board in consonance with section 1 of this Article VIII, except that members shall have an opportunity to elect a replacement for any resident Director vacancy.

SECTION 9. RESTRICTIONS ON "INTERESTED" DIRECTORS

Not more than 49% of the persons serving on the Board of Directors at any time may be "interested" persons. An "interested" person is (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-

COPY

law, sister-in-law, mother-in-law, or father-in-law of any such person.

SECTION 10. COMPENSATION

Directors shall serve without pay except that they shall be allowed reasonable advancement of reimbursement for expenses incurred in the performance of their duties as Directors, and shall be allowed reasonable compensation for services which are above and beyond their regular duties and which are performed in furtherance of the primary purposes and powers of this corporation.

ARTICLE IX

DIRECTORS' MEETINGS

SECTION 1. REGULAR MEETINGS

Regular meetings of the Board shall be held at least once each calendar quarter.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Board may be called at any time by the President, Secretary, Treasurer or any two other Directors. Special meetings shall also be called on petition of a majority of members.

SECTION 3. NOTICE

Notice of any regular meeting need not be given if the time and place of such meetings has been fixed by the Board. If the time and place of regular meetings has not been fixed, and for all special meetings, four days' notice shall be given by mail or 48 hours notice shall be given personally or by telephone.

SECTION 4. WAIVER OF NOTICE

Notice of a meeting shall be deemed given to any Director who signs a waiver of notice or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice. All such waivers shall be made a part of the minutes of the meetings.

SECTION 5. QUORUM

A majority of the Board of Directors shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business even if some Directors leave so long as any action taken is approved by at least a majority of the required quorum, or such greater number as is required by the Articles, these Bylaws, or law.

COPY

SECTION 6. ADJOURNMENT

A majority of the Directors present, whether or not they constitute a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal 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.

SECTION 7. 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 in writing to that action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

SECTION 8. MAJORITY ACTION AS BOARD ACTION

Every act or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

ARTICLE X

COMMITTEES

The Board of Directors may set up any standing or special committees as it deems necessary or expedient. Except in the case of purely advisory committees, all committees shall consist of at least two members and all members shall be Directors. The Board shall define the duties and powers of any committees, except that no committee shall be authorized to take any action requiring membership approval, to fill vacancies on the Board, to amend or repeal the Articles or Bylaws, or to amend any resolution of the Board which is not expressly amendable or repealable.

ARTICLE XI

OFFICERS

SECTION 1. SELECTION AND NUMBER OF OFFICERS

The Board of Directors shall elect from among themselves a President, Secretary, and Treasurer, and any other officers they deem necessary or expedient to the operation of the corporation. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as President.

COPY

SECTION 2. DUTIES OF THE PRESIDENT

The President shall sign deeds, contracts, checks, or other documents upon authorization by the Board and have such other powers and duties as may be prescribed by the Board or the Bylaws.

SECTION 3. DUTIES OF SECRETARY

The Secretary shall attend to the following:

- (a) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, committees of Directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.
- (b) Membership records. The secretary shall keep, or cause to be kept, at the principal executive offices as determined resolution of the Board of Directors, the record of the corporation's members as described in Section 6 of Article VI of these Bylaws.
- (c) Notices and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

SECTION 4. DUTIES OF TREASURER

The Treasurer shall attend to the following:

- (a) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

COPY

The books of account shall be open to inspection by any Director at all reasonable times.

- (b) Deposit and disbursement of money and valuables. The Treasurer shall deposit all money and other valuables only in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation only as ordered by the Board of Directors; shall render to the President and Directors whenever they request it, an account of all transactions and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.
- (c) Bond. If required by the Board of Directors, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his/her possession or under his/her control on his/her death, resignation, retirement, or removal from office.

SECTION 5. REMOVAL, RESIGNATION AND VACANCIES IN OFFICERS

All officers serve at the pleasure of the Board and may be removed with or without cause at any regular or special meeting of the Board. Officers may resign at any time by giving written notice to the corporation, to take effect as of the date of receipt of that notice or as of any later date specified in the notice. Vacancies in any office created by resignation, death, or removal shall be filled by the Board of Directors.

ARTICLE XII

CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF RECORDS

At its principal office the corporation shall keep:

- (a) Adequate and correct books and records of account;

COPY

- (b) Minutes in written form of the proceedings of its members, Board, and committees of the Board;
- (c) The record of its members;
- (d) The original or copies of the Articles and Bylaws and all amendments thereto.

SECTION 2. MEMBERS' INSPECTION RIGHTS

Any member of the corporation may inspect the accounting books and records, the minutes of the meetings of the members and the Board, the membership record, and the Articles and Bylaws of the corporation at any reasonable time for any purpose reasonably related to such person's interest as members.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and also all physical properties of the corporation. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 4. ANNUAL REPORT TO MEMBERS

(a) Not later than 120 days after the close of the corporation's fiscal year, the Board shall cause an annual report to be sent to the members. Such report shall contain the following information in reasonable detail:

- (1) The assets and liabilities, including the trust funds, of the corporation 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, during the fiscal year;
- (4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (5) Information concerning any corporate transactions in which any Director or officer

COPY

had a direct or indirect material financial interest.

(b) The report required by this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE XIII

BUDGET AND FEES

The Board of Directors, in the third quarter of each fiscal year, shall by a two-thirds vote adopt a budget for the following year and set rents and other charges on the basis of the budget. Revisions of the budget and fees may be made at subsequent meetings by a two-thirds vote of the Board.

ARTICLE XIV

UNALLOCATED FUNDS

Any funds accumulated by the corporation in excess of budgeted reserves shall be used to expand facilities or services, or for other purposes such as may be authorized by the Board of Directors that are not inconsistent with the purposes and objectives of the corporation.

ARTICLE XV

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of October and end on the last day of September in each year.

ARTICLE XVII

EXECUTION (SIGNING) OF INSTRUMENTS AND CHECKS

Unless specifically authorized by the Board of Directors, no officer, Director or employee of the corporation shall have the power or authority to bind the corporation by any contract or to pledge its credit for any purpose or in any amount. Except as otherwise specified by the Board of Directors all mortgages, promissory notes, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation. Subject to change by resolution of the Board, all checks and withdrawals from savings accounts of the corporation shall be signed by any two Directors or officers who have been designated account signatories by the Board.

COPY

ARTICLE XVIII

AMENDMENTS

SECTION 1. AMENDMENTS BY MEMBERS

New Bylaws may be adopted or these Bylaws may be amended or repealed by vote of two-thirds of all members at any regular or special meeting, or by written consent of two-thirds of all members. Where any provision of these Bylaws requires the vote of a larger proportion of the members than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of members. No amendment may extend the term of a Director beyond that for which such Director was elected.

SECTION 2. AMENDMENT BY DIRECTORS

Subject to the rights of members under Section 1 of this Article XVII and the limitations set forth below, the Board of Directors may adopt, amend, repeal Bylaws. Such power is subject to the following limitations:

- (a) The limitations set forth in Section 1 on the members' power to adopt, amend, or repeal Bylaws shall apply to actions by the Board of Directors.
- (b) The Board of Directors may not amend a Bylaw provision fixing the authorized number of Directors or the minimum and maximum number of Directors. However, if the articles or Bylaws provide for a variable number of Directors within specified limits, the Directors may, subject to the other limitations of this Section, adopt, amend or repeal a Bylaw fixing the exact number of Directors within those limits.
- (c) If any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of Directors.
- (d) The Board of Directors may not adopt or amend Bylaw provisions concerning the following subjects without the approval of the members:
 - (1) Any provision increasing the terms of Directors;
 - (2) Any provision allowing one or more Directors to hold office by designation or selection rather than election by the members;

COPY

- (3) Any provision giving the Board of Directors power to fill vacancies on the Board created by removal of Directors;
- (4) Any provision increasing the quorum for members' meetings;
- (5) Any provision repealing, restricting, creating or expanding proxy rights.

CERTIFICATE OF PRESIDENT

I, the undersigned, certify that I am the presently elected and acting President of Solar Community Housing Association, a California nonprofit public benefit corporation, and the above Bylaws, consisting of 17 pages, are the Bylaws of this corporation as adopted at a meeting of the Board of Directors held on _____ of _____ .

Dated: November 7, 1990

Doug Walters?????
President, SCHA