

TIERRASANTA COMMUNITY COUNCIL BYLAWS

As of
February 16, 2011

EXHIBITS ATTACHED:

- A. Community Plan Area Boundaries Map
- B. Tierrasanta Community Council and Planning Committee Bylaws and Standard Operating Procedures and Responsibilities(per San Diego City Council Policy 600-24)

BYLAWS
OF
TIERRASANTA COMMUNITY COUNCIL

PREAMBLE

This document is the restated bylaws of the Tierrasanta Community Council, containing all amendments to date, as approved and adopted by the Board Of Directors of the Tierrasanta Community Council on February 16, 2011.

The Tierrasanta Community Council (herein sometimes referred to as the TCC) has been designated by the City of San Diego as the only officially recognized planning group for the Tierrasanta community planning area as defined below. When acting as the recognized planning group, the TCC shall act in accordance with the Bylaws and Standard Operating Procedures and Responsibilities of the Tierrasanta Community Council and Planning Committee, as adopted July 16, 2008, and attached herein as Exhibit A.

ARTICLE I

OFFICES

1.01 Principal Office

The principal office of the TCC for the transaction of its business is 4985 La Cuenta Drive, San Diego, California, 92124, located in the City of San Diego, County of San Diego, State of California.

1.02 Change of Address

The County of the TCC's principal office may not be changed by amendment to the Articles of Incorporation nor otherwise. The Board of Directors may, however, change the principal office from one location to another within the named County by noting the changed address and effective date on a piece of paper and attaching it to the end of these Bylaws.

1.03 Other Offices

The TCC may also have offices in such other places within the County of San Diego where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE II
MEMBERSHIP

2.01 Classes of Membership

The TCC shall have two classes of members, as follows:

- a. Resident members
- b. Commercial members

Each resident and commercial member shall have one vote and have all the voting rights specified in Section 3.06. The rights, interest, and privileges of each member, regardless of his classification in the TCC, are equal.

2.02 Qualifications

a. **Resident Member.** Any person over the age of 18 who resides or owns real property in the Tierrasanta community of San Diego County, California (a map showing the Tierrasanta area of San Diego County, California, is attached as Exhibit B hereto and incorporated herein by reference) shall be a resident member of the TCC.

b. **Commercial Member.** Any person who has a business address within the geographical area known as the Tierrasanta community of San Diego, pursuant to the map which is attached hereto, at which employees or operators of the business are located, may be a commercial member of the TCC.

2.03 Admissions

Membership in the TCC shall be determined in accordance with Paragraph 3.06a of these Bylaws.

2.04 Fees Dues and Assessments

a. **Fees.** No fee shall be charged for membership in the TCC.

b. **Dues.** No dues shall be required as a condition for membership in the TCC. It shall be the permissive duty of the TCC to develop a policy for financial contributions from citizens of the community for the purposes of furthering the efforts of the TCC.

c. **Assessments.** No assessments shall be levied against the members of the TCC.

2.05 Number of Members

There is no limit on the number of members the TCC may admit.

2.06 Non-liability of Members

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

2.07 Termination of Membership and Reinstatement

a. **Resignation and Death.** The membership of any member of the TCC shall automatically terminate (1) on his written request for such termination delivered to the president or secretary of the TCC personally or by United States mail, such membership to be terminated when the request is delivered personally or deposited in the United States mail; or (2) on his death; or (3) when he ceases to be a resident or owner of real property in the Tierrasanta community or when he ceases to have or operate a business in the Tierrasanta community.

b. **Rights on Termination.** All rights of a member in the TCC shall cease on termination of membership as herein provided.

c. **Reinstatement.** Any member whose membership is terminated as provided in this Section, other than by death, may have his membership reinstated on such terms as the Board of Directors may deem appropriate by filing a written request therefore with the president or secretary of the TCC or with any Director, and on approval of the request by a majority of Directors present at the meeting at which the request is Considered, provided that such request may not be considered at any meeting at which a quorum is not present.

2.08 Suspension and Expulsion

No member of this TCC shall be suspended or expelled for any reason whatsoever and his membership shall terminate only as provided in Section 2.07, and not otherwise.

ARTICLE III

MEETINGS OF MEMBERS

3.01 Place of Meetings

All annual meetings of members and all other meetings of members of the TCC, shall be held at the principal office of the TCC in the County of San Diego, State of California, or at such other place within the County of San Diego, State of California, as may be determined by the Board of Directors, and may be designated in the notice of such meeting.

3.02 Annual Meeting

a. Date, Time, and Purpose. The annual meeting of members shall be held on the third Wednesday of March, at 6:30 pm.; if said day is a legal holiday, the meeting shall be held on the next succeeding day not a legal holiday. The business to be transacted at such meeting shall be the election of Officers and Directors and such other business as shall be properly brought before the meeting.

b. Subsequent Election of Directors. If the election of Directors shall not be held on the day designated for any annual meeting, or at any adjournment of any such meeting, the Board of Directors shall call a special meeting of the members as soon as conveniently possible thereafter. At such meeting the election of Directors shall take place, and such election and any other business transacted thereat shall have the same force and effect as at an annual meeting duly called and held.

3.03 Special Meetings

~~Special meetings of members may be called by the president or by any the vice~~ president or by the Board of Directors or by the holders of at least twenty percent of the voting power of the TCC. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given at least seven days prior thereto in the manner hereinafter provided in Section 3.04. Notices of any special meeting shall specify, in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

3.04 Notice and Purpose of Meetings

Each member entitled to vote at any meeting shall be notified by publication in any newspaper of general circulation within the Tierrasanta community, written or printed notice of the purpose of the meeting and the time and place within the County of San Diego, State of California, of every meeting of the members. Such notice shall be delivered not less than twenty days nor more than ninety before the meeting. No publication of the notice of the meeting shall be required. If notice is given by newspaper of general circulation, the newspaper shall be delivered to the member's address within the 92124 ZIP code.

3.05 Quorum

Except as otherwise provided by law, a quorum at all meetings of members shall consist of a majority of:(1) the Officers and Directors of the TCC, (2) resident and commercial members who are in attendance at the meeting, and (3) proxies representing community-wide votes conducted. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

3.06 Voting

a. Record Date in Lieu of Director Action. Unless a record date for voting purposes is fixed as provided by Section 3.11 of these Bylaws, then only members whose names stand on the records of the TCC on the day three days prior to the meeting of members shall be entitled to vote at such meeting.

b. Number of Votes. Cumulative voting for the election of Directors or otherwise shall not be authorized. At every meeting of the members, each member of the TCC entitled to vote at such meeting shall have, as to each matter submitted to vote, one vote in person or by proxy.

c. Method of Voting. The vote at any meeting of members shall be by secret ballot, including elections for Directors and Officers. Nominations for Directors and Officers shall close on the third Wednesday of February or a date as designated by the Board of Directors, at the duly conducted meeting of the Board of Directors. Write in votes for the election of Officers and Directors shall not be counted.

d. Majority as Act of Meeting. A majority vote of those members entitled to vote and represented at the meeting, a quorum being present, shall be the act of the meeting.

e. Fractional Votes. No single vote shall be split into fractional votes.

3.07 Consent of Absentees

The transactions of any meeting of the members, either annual or special, however called and noticed, shall be valid if a quorum be present, either in person, by proxy, or by written vote received prior to the meeting. It is anticipated that ballots will be distributed by newspaper in its normal circulation, and any member may elect to vote his ballot and to mail or carry it to the secretary of the TCC. Any such ballots received by the secretary prior to the meeting shall be valid and count as if the member was present and voting in person.

3.08 Proxies

A member may vote in person or give his consent through an agent authorized by a written proxy signed by the member or by his duly authorized agent and delivered to the secretary of the meeting. No proxy shall be valid after 11 months from the date of its execution unless a longer period is specially provided therein, which in no case shall exceed seven years from the date of its execution.

3.09 List of Members

A complete description of the addresses of members of the TCC residing within the 92124 ZIP code entitled to vote at the ensuing meeting, arranged by area and shown on a map, shall be prepared by the secretary, or other designated officer of the TCC. This list shall be kept on file for a period of at least 10 days prior to the meeting at the registered office of the TCC in the State of California and shall be subject to inspection during the usual business hours of such period by any member. The map showing the designated addresses allowed to vote in any election or meeting shall also be produced at the meeting and shall be subject to inspection by any member at any time during the meeting.

3.10 Membership Eligibility

In order to determine the members of the TCC who are entitled to notice of meetings and to vote at a meeting or adjournment thereof, or to make a determination of the members of record for any other purpose, the Board of Directors of the TCC may order that the membership boundaries shall be established a minimum of thirty days before a duly called meeting.

3.11 Written Consents

Whenever the law, the Articles of Incorporation of the TCC, or these Bylaws authorize members to give their written assent or consent to action of the TCC in lieu of attending and voting at duly held meetings, such written consents may be given by, and shall be accepted from persons who are voting members at the time the consents are given. Any member giving a written consent may revoke the consent prior to the time that written consents of the number required to authorize the proposed action have been filed with the secretary of the TCC, but may not do so thereafter.

ARTICLE IV

OFFICERS AND DIRECTORS

4.01 Powers

Subject to limitations of the Articles of Incorporation, of the Bylaws, and of the California General Non-Profit Corporation Law as to action to be authorized or approved by the members, and subject to the duties of directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the TCC shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Officers and Directors shall have the following powers:

a. Agents and Employees. To select and remove all Assistant Officers, agents and employees of the TCC, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the Bylaws, fix their compensation, if any, and require from them security for faithful service.

b. Management. To conduct, manage and control the affairs and business of the TCC, and to make such rules and regulations therefore not inconsistent with law, or with the Articles of Incorporation or the Bylaws, as they may deem necessary.

c. Principal Office, Meeting Dates, Seals, and Securities. To change the principal office for the transaction of the business of the TCC from one location to another within the same county as provided in Section 1.02 hereof; to fix and locate from time to time one or more subsidiary offices of the TCC within or without the State of California, as provided in Section 1.03 hereof; to designate any place within the State of California for the holding of any members' meeting or meetings except annual meetings; and to adopt, make and use a corporate seal, and to prescribe the forms of certificates of membership, and to alter the form of such seal and of such certificates from time to time, as in their judgment they may deem proper, provided such seal and such certificates shall at all times comply with the provisions of law.

d. Borrow Money. To borrow money and incur indebtedness for the purposes of the TCC, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, pledges, hypothecations or other evidences of debt and to give security therefore.

e. Qualifications. Any person over the age of 18 years who is a member of the TCC is eligible to be elected an Officer or Director thereof, subject to the following restrictions:

(1) TCC Directors shall be elected by and from eligible members of the community, and shall be affiliated with the community as a property owner or resident or local business person with a business address in the community at which employees or operators of the business are located.

(2) TCC Directors shall to the extent possible, be representative of the various geographic sections of the community and diversified community interests. The TCC Board of Directors may revise the area boundaries and number of representatives in any area, as required, to ensure continued fair representation of all areas in the community.

(3) The officers of the TCC shall be elected by at-large vote of the community and shall not represent a subarea of the community. The term of office for Officers shall be the same as for Directors of the Council.

(4) The Commercial Director shall be elected by the commercial members of the community. The term of office for the Commercial Director shall be the same as other members of the .

f. Dues. No dues shall be required as a condition of membership in or election to the Board of Directors of the TCC.

g. Salaries. All Officers and Directors of the TCC shall serve in a voluntary capacity.

4.02 Organization

a. Number, Term, and Status. The property, affairs and business of the TCC shall be managed by the Board of Directors consisting of 17 persons. The exact number of directors shall be determined by the Board of Directors. Except as hereinafter provided, Officers and Directors shall be elected at the annual meeting of the members in area-wide elections by the members of the TCC. All Officers and Directors shall be elected biannually with one-half the Board standing for election in any one year at the annual meeting of the members in a duly constituted election as called by the Board of Directors.

b. Area Representation. The Board of Directors shall be representative of the Tierrasanta community and prior to each election, the Board shall review the representation within the Tierrasanta community and may realign such representation to fairly reflect membership in the TCC.

The Board of Directors shall include the four officers of the TCC who shall be elected by the entire membership rather than from individual area memberships as determined by the Board of Directors. The existing Board of Directors shall select an elections committee consisting of the president or vice president not standing for reelection or running for another seat and four other members of the Board of Directors whom are not standing for reelection or running for another seat. The Election committee members, other than the president or vice president, shall be selected in January of the year of the election. Such committee shall take and propose nominations, conduct the election, and verify votes of the membership. The committee shall cause notice of the nominations and upcoming election to be published in a newspaper of general circulation within the Tierrasanta community.

c. Quorum. A majority of the Officers and Directors in office shall be necessary to constitute a quorum for the transaction of business. If, at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time, until a quorum shall have been attained.

d. Removal and Vacancies. Any Officer or Director may be removed from office at any time by the vote of the majority of the voting members of the TCC or by two-thirds vote of the entire Board of Directors.

(1) Vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors, though less than a quorum, or by the sole remaining Director, and each Director so elected shall hold office until the term of the vacant Director for which he was elected expires.

(2) A vacancy or vacancies in the Board of Directors shall be deemed as fact in the case of the death, resignation, or removal of any Director, or if the authorized number of Directors be increased, or if the members fail at any annual or special meeting of members at which any Director or Directors are elected to elect the full authorized number of Directors to be voted for at that meeting.

(3) The members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board or the members shall have the power to elect a successor to take office when the resignation is to become effective.

(4) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

(5) Any Officer or Director may resign at any time by giving written notice to the Board of Directors or to the president or to the secretary of the TCC. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

e. Limitations. No person may serve as an Officer or Director of the TCC for more than eight consecutive years.

4.03 Meetings

a. Regular Meetings. Regular meetings of the Board of Directors shall be held at any place within or without the State which has been designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the TCC in the State of California. Notice of such meetings shall not be required.

b. Special Meetings of the Town Council. Special meetings may be held at any time upon call of the president or vice president, or a majority of the Directors, upon written notice deposited in the United States mail or email to the Board of Directors sent at least two(2) days prior to the day of the meeting. c. Annual Meeting. A meeting of the Board of Directors shall be held without notice immediately following the annual meeting of the members.

d. Consent of Absentees. The transactions of any meeting of Directors, either regular or special, however called and noticed, shall be as valid as though the transactions had been made at a meeting duly held after call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

e. Waiver of Notice. Meetings may be held at any time without notice if all the Board of Directors are present or if, before the meeting, those not present waive such notice in writing.

f. Action for Unanimous Written Consent Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such 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 the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the TCC authorize the Directors to so act, and such statements shall be prima facie evidence of such authority.

4.04 Committees

The Board of Directors by a resolution or resolutions adopted by a majority of the members of the whole Board, may appoint an Executive Committee and such other committee as it may deem appropriate. Each such committee shall consist of at least one member of the Board of Directors. Each committee shall have and may exercise such powers as shall be conferred or authorized by the resolution appointing it. A majority of any such committee may determine its action and may fix the time and place of its meeting, unless provided otherwise by the Board of Directors.

4.05 Indemnification

The TCC shall indemnify each of its Directors and Officers, whether or not then in office, against all reasonable expenses actually and necessarily incurred by him in connection with the defense of any litigation to which he may have been made a party because he is or was a Director or officer of the TCC. He shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the TCC for negligence or misconduct in the performance of his duties. The foregoing right of indemnification shall be in addition, and not exclusive of, all other rights to which such trustee or officer may be entitled.

4.06 Compensation and Fees

Directors and members of any committee of the Board of Directors shall serve without compensation for their services as Directors and members of committees, except that they shall be entitled to reimbursement for any reasonable expenses incurred in performing such services or reasonable expenses incurred in attending Directors' meetings. Any Director shall not be barred from serving the TCC in any other capacity and Directors shall not be personally liable for the debts, liabilities, or other obligations of the TCC.

4.07 Removal of Directors

a. The entire Board of Directors, or any individual Officer or Director, may be removed from office at any time by the vote of a majority of the voting members of the TCC or by a two-thirds vote of the entire Board of Directors. If an Officer or Director shall miss three consecutive Board meetings without proper leave of absence, then he or she is subject to immediate removal by a majority vote of the Board. If any or all Officers or Directors are so removed, new Officers or Directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed Officers or Directors. If new Officers or Directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Paragraph 4.02d.

b. If an Officer or Director shall miss three consecutive board meetings without proper leave of absence, then a vacancy shall exist on the board of directors. An absence may be excused by motion of the board and the majority vote of the board of directors. The vacancy or vacancies created hereunder shall be filled as provided in Paragraph 4.02d.

ARTICLE V

OFFICERS

5.01 Number and Titles

The officers of the TCC shall be president, vice president, secretary, and treasurer/chief financial officer. The TCC may also have, at the discretion of the Board of Directors, a chairman of the Board, one or more additional assistant vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such subordinate officers as the Board of Directors may deem necessary.

5.02 President

The president shall be the chief executive officer of the TCC and shall have general supervision, direction, and control of the business and officers of the TCC, and shall have the general powers and duties of management usually vested in the office of president of the TCC, and shall have such other powers and duties as may be prescribed by the Bylaws. Within this authority and in the course of his duties, he shall:

a. Conduct Meetings. Preside at all meetings of the members and at all meetings of the Board of Directors, and shall be ex officio a member of all the standing committees, including the Executive Committee.

b. **Execute Instruments.** Execute, in the name of the TCC, deeds, conveyances, notices, leases, checks, drafts, bills of exchange, warrants, promissory notes, contracts, and other papers and instruments in writing, and unless the Board of Directors shall order otherwise by resolution, make such contracts as the ordinary conduct of the TCC's business may require.

5.03 Vice President

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 respectively by the Board of Directors or the Bylaws.

5.04 Secretary

The secretary shall, in addition to all duties incident to the office of secretary, and all such other duties as from time to time may be assigned to him by the Board of Directors:

a. **Certify Bylaws.** Certify and keep at the principal office of the TCC the original or a copy of its Bylaws as amended or otherwise altered to date.

b. **Minutes of Meetings.** Keep at the principal office of the TCC a book of minutes of all meetings of its Directors and members, executive committee, and other 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 Directors' meetings, the number of members present or represented at members' meetings, and the proceedings thereof.

c. **Notices.** See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. In case of the absence or disability of the secretary, or his refusal or neglect to act, notice may be given and served by an assistant secretary or by the president or a vice president or by the Board of Directors.

d. **Custodian of Records and Seal.** Be custodian of the records and of the seal of the TCC and see that it is engraved, lithographed, printed, stamped, impressed upon or affixed to all certificates of membership prior to their issuance and to all documents, the execution of which on behalf of the TCC under its seal is duly authorized in accordance with the provisions of these Bylaws.

e. **Membership Eligibility.** Keep at the principal office of the TCC a membership eligibility description showing the areas of representation and the appropriate addresses of the membership.

f. Reports and Statements. See that the books, reports, statements, certificates and all other documents and records required by law are properly kept and filed.

5.05 Treasurer/Chief financial officer

The Treasurer/Chief financial officer shall, in addition to all duties incident to the office, and all such other duties as from time to time may be assigned to him by the Board of Directors:

a. Funds - Custody and Deposit. Have charge and custody of, and be responsible for, all funds and securities of the TCC, and deposit all such funds in the name of the TCC in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

b. Funds - Receipt. Receive, and give receipt for, monies due and payable to the TCC from any source whatever.

c. Funds - Disbursement. Disburse or cause to be disbursed, the funds of the TCC as may be directed by the Board of Directors, taking proper voucher for such disbursements:

d. Maintain Accounts. Keep and maintain adequate and correct accounts of the TCC's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains and losses.

e. Exhibit Records. Exhibit at all reasonable times the books of account and records to any member or trustee, upon application, during business hours at the office of the TCC where such books and records are kept.

~~f. Reports to President and Directors. Render to the president and Directors, whenever they request it, an account of all his transactions as treasurer/Chief financial officer and of the financial condition of the TCC.~~

g. Financial Reports to Members. Prepare, or cause to be prepared, and certify the financial statements to be included in the annual report to members and statements of the affairs of the TCC when requested by members holding at least 10 per cent or more of the voting power of the TCC.

h. Give Bond. If required by the Board of Directors, give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

i. Perform Other Duties. In general, perform all duties incident to the office of Treasurer/Chief Financial Officer and such other duties as may be required by law, by the Articles of Incorporation of the TCC, or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors.

ARTICLE VI
COMMITTEES

6.01 Executive Committee

The Officers of the TCC, and such other Directors as shall be approved by the Board of Directors, shall constitute an Executive Committee that shall have any of the powers and authority of the Board in the management of the business and affairs of the TCC, except the power to adopt, amend, or repeal the Bylaws. The Executive Committee shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on it or him by law, by the Articles of Incorporation of the TCC, or by these Bylaws. By a two-thirds majority vote of its members, the Board may at any time modify or revoke any or all of the authority of the Executive Committee, increase or decrease the number of members of the Executive Committee; however, such number shall never fall below five; and fill vacancies therein from the remaining members of the Board. The Executive Committee may establish rules and regulations for its meetings, and it may meet at such times as it deems necessary, provided that reasonable notice of all meetings of the committee shall be valid unless approved by the vote or written consent of a majority of its members. The committee shall keep regular minutes of its proceedings and report the same to the Board from time to time as the Board may require.

6.02 Standing Committees

The TCC shall have the following standing committees, each of which shall be chaired by a director or member of the TCC:

- a. Community Development Committee(CDC)
- b. Election Committee
- c. Tierrasanta Open Space and Maintenance Committee
- d. Community Planning Exploration Committee (CPEC)
- e. Public Services and Safety Committee(PS &S)

The chairman of all committees shall be nominated by the Executive Committee and appointed by a majority vote of the Board of Directors. All members of committees shall be appointed by the committee chairman, and shall continue to serve so long as, at the sole discretion of the committee chairman, they continue to actively and constructively participate in the activities of the committee.

The chairman shall update the TCC Board of Directors on the activities of the committee not less than quarterly.

6.03 Ad Hoc Committees

Ad hoc committees for specific purposes or activities, may be designated from time to time by resolution of the Board of Directors. The chairman and committee membership of such committees shall be appointed in accordance with the provisions of 6.02 of these bylaws. Except as otherwise provided in the resolution of the Board of Directors, committee chairmen and members shall be members of the TCC. Either the chairman or any member of a committee may be removed from the committee by a 2/3 vote of the Board of Directors.

6.04 Terms of Office

a. All members of the Executive Committee shall serve for one year or until his successor is appointed, or until such committee is terminated, or until he is removed as a Director or Officer of the TCC, or until his membership in the TCC terminates, or until he shall otherwise cease to qualify as a member, whatever the case may be and whichever of the above events shall first occur.

b. For all other committees, the chairman shall serve for one year or until his successor is appointed, or until such committee is terminated, or until his membership in the TCC terminates, or until he shall otherwise cease to qualify as a member, whatever the case may be and whichever of the above events shall first occur. The chairman of committees other than the Executive Committee need not be members of the Board of Directors of the TCC.

c. All members of committees shall serve for one year or until a new chairman is appointed or until such member is removed from the committee by its chairman, or until he resigns, ceases to be a member of the TCC, or otherwise fails to qualify as a member of such committee.

d. ~~The Board of Directors of the TCC may appoint individuals to represent the TCC who are members of the TCC but not officers or directors of the TCC to entities outside of the TCC. Such individuals shall report to the TCC Board of Directors not less than quarterly, and shall take direction with regards to their responsibility solely from the TCC Board of Directors. The appointment of such individuals by the Board of Directors of the TCC shall be for 1 year and expire on March 31 of every year. At its discretion the Board of Directors may re-appoint such individuals.~~

6.05 Vacancies

Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

6.06 Quorum

A majority of the whole Executive Committee or of the whole standing committee shall constitute a quorum of such committee. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of that committee. Unless otherwise provided in the resolution of the Board of Directors designating the committees, ad hoc committees shall act under the direction of their respective chairmen without any requirement as to a quorum.

6.07 Rules

Each committee may adopt for its own use such rules and procedures as are not inconsistent with law, with these Bylaws, or with the rules and regulations adopted by the Board of Directors. Each standing committee shall operate according to the guidelines, policies, procedures and rules proposed by a majority of the members of such committee and approved by a majority vote of the Board of Directors.

ARTICLE VII

MISCELLANEOUS

7.01 Inspection of Corporate Records

The corporate records, the books of account, and the minutes of proceedings of the members and Directors and of the Executive and other committees of the Board of Directors shall be open to inspection upon the written demand of any member or Director at any reasonable time, and for a purpose reasonably related to his interest as a member or as a Director of the TCC. Such books of accounts and records shall be exhibited at any time when required by the demand of 10 percent of the members represented at any members' meeting. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts. Demand for inspection other than at a members' meeting shall be made in writing upon the president, secretary, or chief financial officer of the TCC.

7.02 Deposits and Withdrawals

The Board of Directors shall select banks, trust companies, or other depositories in which all funds of the TCC not otherwise employed shall, from time to time, be deposited to the credit of the TCC.

7.03 Checks, Drafts and Orders

All checks, drafts or other orders for payments of money, notes or other evidences of indebtedness, issued in the name of or payable to the TCC, shall be signed or endorsed by such person or persons and in such manner as from time to time, shall be determined by resolution of the Board of Directors.

7.04 Annual Report

The Board of Directors of the TCC shall cause to be made available to the members, not later than 120 days after the close of the tax year, an annual report in such form as may be deemed appropriate by the Board of Directors.

7.05 Contracts

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

7.06 Voting Securities Held by the TCC

Unless otherwise ordered by the Board of Directors, the president shall have full power and authority on behalf of the TCC to attend and to act and to vote at any meeting of security holders of other TCC in which this TCC may hold securities. At such meeting the president shall possess and may exercise any and all rights and powers incident to the ownership of such securities which the TCC might have possessed and exercised if it had been present. The Board of Directors may, from time to time, confer like powers upon any other person or persons

7.07 Adoption, Amendment, or Repeal of Bylaws of Members

Bylaws may be adopted, amended, or repealed by the vote or the written assent of members entitled to exercise a majority of the voting power of the TCC, except where a greater number is required by law, and provided that such Bylaws as adopted or amended are not in conflict with the Articles of Incorporation or with the General Non-Profit Corporation Law.

7.08 Adoption, Amendment, or Repeal of Bylaws by Directors

Subject to the right of members to adopt, amend, or repeal Bylaws, Bylaws may be adopted, amended, or repealed by the Board of Directors, provided such Bylaws as adopted or amended are not in conflict with the Articles of Incorporation or with the General Non-Profit Corporation Law, and Provided that the Board of Directors may only adopt a Bylaw or amendment thereof changing the authorized number of Directors within the limits set forth in Section 4.02.

7.09 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Non-Profit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

7.10 Gifts

The Board of Directors may accept on behalf of the TCC any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the TCC.

7.11 Records Available to Assessor

On request of an assessor, the TCC shall make available at its principal office in California or at a place mutually acceptable to the assessor and to the TCC a true copy of business records relevant to the amount, cost, and value of property, subject to local assessment, which it owns, claims, possesses, or controls within the County.

7.12 Fiscal Year

The fiscal year of the TCC shall be a calendar year.

7.13 Investments

~~The TCC shall have the right to retain all or any part of any securities or~~ property acquired by it in whatever manner, and to invest and re-invest funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the TCC if such action is a prohibited transaction under Section 4941 through 4945 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

7.14 Prohibition Against Sharing Corporate Profits and Assets

No member, Director, officer, employee, or other person connected with this TCC, or any other private individual, shall receive at any time any of the net earnings or pecuniary profits from the operations of the TCC provided, that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the TCC in effecting any of its purposes as shall be fixed by resolutions of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the TCC. All members of the TCC shall be deemed to have expressly consented and agreed that on such dissolution and winding up of the affairs of the TCC, whether voluntary or involuntary, the assets of the TCC, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this TCC and not otherwise.

7.15 Distribution of Income and Prohibited Transaction

Notwithstanding any other provision in these Bylaws, should the TCC be classified as a Private Foundation, it shall be subject to the following limitations and restrictions:

a. I.R.C. Section 4942. The TCC shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954.

b. I.R.C. Section 4941(d). The TCC shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954.

c. I.R.C. Section 4943(c). The TCC shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954.

d. I.R.C. Section 4944. The TCC shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954.

e. I.R.C. Section 4945(d). The TCC shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954.

7.16 Construction

The following terms and definitions shall have the meanings indicated:

- a. The present tense shall include the past and future tenses; and the future tense shall include the present.
- b. The word "shall" is mandatory and the word "may" is permissive.
- c. The words "Directors" and "Board" shall have the meaning as stated in Article IV of these Bylaws.
- d. The headings of any article or section are for information purposes only and are not binding on the contents or meaning of said section or article.
- e. If any article, section, paragraph, sentence, or any other term of these Bylaws is held to be invalid, the remaining provisions shall remain fully effective.

ARTICLE VIII

PURPOSE

8.01 Purpose

The TCC shall promote the interest and general welfare of the members of the TCC. In doing so, the TCC shall have a dual purpose, to wit: as the designated and only officially recognized Planning Group by the City of San Diego for the Tierrasanta community as set out below and further defined in these bylaws; and as the Town Council for the Tierrasanta community as set out below.

8.01(a) When acting as the Tierrasanta Community Council and Planning Committee; the TCC's general purpose shall be to provide the City Council of San Diego, in an advisory capacity, with planning, administration, and maintenance goals and guidelines for the community of Tierrasanta and its Open Space and Maintenance District.

8.01(b) When acting as the Town Council, and guided by the principles of public transparency, the TCC's purposes include:

- (i) to consider non planning issues relevant to the members and decide whether to take an advisory position on behalf of the members;
 - (ii) to consider issues and take an advisory position on behalf of the members;
 - (iii) to provide a forum for elected officials and political groups to present issues of interest to the community and invite opposing groups to present their views.
- The Town Council may then take a position upon a majority vote;

- (iv) to conduct various community oriented programs and functions, and to also use the TCC website for community outreach and advertising; operate and sell advertising on the website and other appropriate media to communicate the activities of the TCC acting as both the Town Council and Planning Group;
- (v) to sell appropriate products and services, the proceeds of which shall be used solely for the financial support of the Town Council and Tierrasanta community programs approved by the Town Council;
- (vi) to operate, or cause to be operated, a community information center ;
- (vii) The TCC also advises on political matters as requested by the City, other governmental agency, or as determined appropriate by the TCC itself. The TCC shall promote the interests, general welfare and quality of life of the community of Tierrasanta
- (viii) Elected members, when acting as private citizens and identifying themselves as affiliated with the TCC, shall always include a disclaimer that they do not represent the position of the entire TCC.
- (ix) And such other purposes as may be approved by the board of directors from time to time.

The official positions and opinions of the TCC shall not be established or determined by any organization other than the TCC.

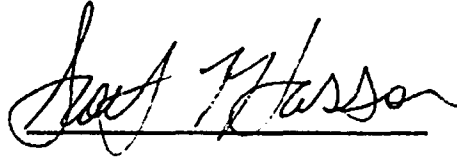
All TCC activities shall be nonpartisan and nonsectarian and shall not discriminate against any person or persons by reason of race, color, sex, creed or national origin, or sexual orientation, or physical handicap, nor shall the committee take part, officially or unofficially, or lend its influence in, the election of any candidate for political office.

We, the undersigned, being all of the persons named as Officers as of February 16, 2011 of the TCC, a Non-Profit California Corporation, and pursuant to the authority granted to such Directors and Officers by this document, do hereby certify the election results of February 16, 2011 approving this amendment of these Bylaws of the TCC.

Signed:

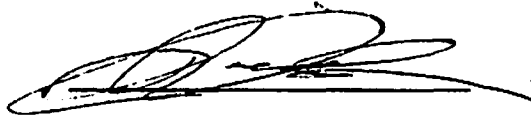
Scott Hasson

President



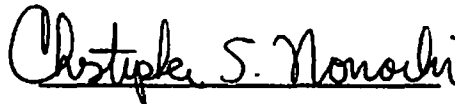
Donovan Geiger

Vice President



Christopher Nowacki

Treasurer/chief financial officer



Donna Jackson

Secretary

