

**AMENDED AND RESTATED BYLAWS**

**OF**

**BONITA CREEK WATER COMPANY**

( Nov. 10, 2020 )

These Amended and Restated Bylaws supersede and take the place of the heretofore existing Bylaws and any amendments or restatements thereof of Bonita Creek Water Company, all pursuant to the Arizona Nonprofit Corporation Act, Sections 10-3101 through 10-11702 of the Arizona Revised Statutes (“ANCA”).

**ARTICLE I**

**NAME; OFFICES; REGISTERED AGENT; SENIORITY**

Section 1. Name. The name of this Corporation is the “Bonita Creek Water Company” (the “Cooperative”).

Section 2. Principal Office. The Corporation may have such offices, either within or without the State of Arizona, as may be designated from time to time by resolution of the Board (the “Board”), one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the Arizona Nonprofit Corporation Act (the “ANCA”).

Section 4. Seniority. Applicable law and the Articles of Incorporation will in all respects be considered senior and superior to these Bylaws, with any inconsistency to be resolved in favor of applicable law and the Articles, with these Bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

**ARTICLE II**  
**MEMBERSHIP**

Section 1. Classes of Members. The Corporation shall have a single class of voting members known as “Patrons” who shall pay annual usage fees. The Board by resolution may create such additional classes of non-voting “membership” such as contributing members or honorary members, as they see fit, but such persons shall not have the right of members under the ANCA.

Section 2. Qualification. Any person who is the owner of a property serviced by the Cooperative is automatically, upon transfer of title, a Patron of the Cooperative.

Section 3. Usage Fees. The Board may at any meeting of the Board fix, change, amend, or adjust the usage fees applicable to the Patrons without amending the Bylaws pursuant to any required approval by applicable state agencies.

#### Section 4. Termination of Membership.

(a) Transfer of Title. Membership in the Cooperative shall be terminated upon the transfer of title to all of a Patron's property serviced by the Cooperative. The new owner of the property may apply for membership in the Cooperative.

(b) Failure to Pay Fees. A Patron's membership shall be terminated upon the failure of the Patron to pay fees within thirty (30) days after the mailing of a second notice of fees payable or to meet other qualifications required for membership.

(c) Expulsion, Suspension or Termination. A Patron may be expelled, suspended or terminated from membership for conduct that is detrimental to the Corporation's mission or contrary to the Articles of the Corporation or these Bylaws in the discretion of the Board. The Board shall provide written notice to the Patron at least fifteen (15) days before the meeting where the expulsion, suspension, or termination will be voted on and the reasons therefor. The Board shall provide the Patron an opportunity to be heard, orally or in writing, at least five (5) days before the effective date of the expulsion, suspension or termination. Any written notice that is mailed shall be sent to the last address of the Patron shown on the Corporation's records

Section 5. Transfer of Membership. A Patron may not transfer a membership or any right arising from a membership. Upon the sale of property, the new owner may submit an application for membership in the Cooperative.

#### Section 6. Privileges of Membership.

(a) Voting. Each voting Patron who has paid the required usage fees shall have one vote upon each matter submitted to a vote at the Cooperative's annual meeting. Each organizational Patron entitled to vote may designate a representative in writing to vote on behalf of the organization.

(b) Other Privileges. Other membership privileges include participation in various activities, programs and publications of the Corporation as may be designated from time to time by the Board.

Section 7. Membership Year. Annual memberships shall extend for twelve (12) months from the first day of the month fees are paid.

Section 8. Annual Meeting. The annual meeting of Patrons, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting, shall be held on at such time and place as the Board may determine. At each annual meeting of Patrons, a report on the Cooperative's activities and financial condition shall be presented. If for any reason any annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof.

#### Section 9. Notice and Waiver of Notice.

(a) Notice. Notice of the annual Patron meeting shall be given by oral or written notice delivered to each Patron in one of the methods described in Article VI hereof not less than ten (10)

days nor more than thirty (30) days before the date of the meeting, by or at the direction of the President, the Secretary or other officer or persons calling the meeting to each Patron of record entitled to vote at such meeting.

(b) Waiver of Notice. The attendance of a Patron at a meeting shall constitute a waiver of notice of such meeting, except where a Patron attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. Record Date for Notice. The Board may fix a future date as the record date for determining the Patrons entitled to notice of a Patrons' meeting; provided, however, that the record date is not more than seventy (70) days before the meeting. If no such record date is fixed, Patrons at the close of business on the business day preceding the day on which notice is given are entitled to notice of the meeting. However, if a meeting is held without notice, the determination of who is entitled to waive notice is made as of the close of business on the business day preceding the day on which the meeting is held.

Section 11. Quorum. Ten percent (10%) of the voting Patrons of the Cooperative, present in person, shall constitute a quorum for the transaction of business at any meeting of Patrons.

Section 12. Manner of Acting; No Proxies. The vote of a majority (51%) of the Patrons entitled to vote represented at a meeting at which a quorum is present in person shall be the act of the Patrons, unless the act of a greater number is required by the ANCA, the Articles of Incorporation, or Bylaws of the Cooperative. Though less than a quorum of the Patrons is represented at a meeting, a majority of the Patrons so represented may adjourn the meeting from time to time without further notice. No proxies shall be permitted.

Section 13. Conduct of Meetings. The President, and in his or her absence, a Vice President, and in their absence any person chosen by the Patrons present shall call the meeting of the Patrons to order and shall act as chair of the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Patrons, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 14. Action by Written Ballot. With regard to any action that may be taken at the annual Patron meeting, including the election of Directors, a Patron may vote by mail or electronically on ballot forms or using an electronic ballot provided by the Cooperative. Not less than 30 days prior to the date set for such action, the Corporation shall either mail a pre-printed ballot form or email electronic voting instructions to each Patron eligible to vote at the Patron's physical or email address of record with the Cooperative. The ballot form shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. The ballot form may not be revoked. Any solicitation for votes by written ballot shall (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of Directors; and (iii) specify the time by which a ballot must be delivered to the Corporation in order to be counted, which time shall not be less than three (3) days after the date that the Corporation delivers the ballot. The Board may extend the time by which a ballot must be delivered to the Corporation if the number of responses do not meet the ten-percent (10%) quorum requirement.

Section 15. Online Voting. After providing the notice required under Section 9, above, the Corporation may allow for online voting by delivering a written ballot through an online voting system that does the following: (a) authenticates the Patron's identity; (b) authenticates the validity of each electronic vote to ensure that the vote is not altered in transit; (c) transmits a receipt to each Patron who casts an electronic vote; and (d) stores electronic votes for recount, inspection, and review purposes. If the Corporation conducts electronic voting, it must also provide a reasonable procedure by which a Patron may obtain and cast a ballot through some other form of delivery including United States mail delivery and fax transmission.

Section 16. Presumption of Assent. A Patron of the Corporation who is present at a meeting of the Patrons, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Patron's dissent shall be entered in the minutes of the meeting or unless such Patron shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Patron who voted in favor of such action.

### **ARTICLE III BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board.

Section 2. Number and Qualifications of Directors.

(a) Number. The number of Directors shall be as determined by the Board from time to time and shall serve for the term provided in Section 3 of this Article.

(b) Qualifications. The Directors specified in this Section 2 shall at all times be adult Patrons of the Corporation demonstrating a belief in and commitment to the Cooperative's mission and purposes. Further, each Director shall be a person of experience and good reputation in the community who will actively support the goals and objectives of the Corporation and who is willing to contribute his or her time and effort to achieve such goals and objectives. Directors shall have other such qualifications as the Board may prescribe by resolution or amendment to these Bylaws.

(c) Ex Officio Directors. The principal Officers of the Corporation shall be the sole members of the Corporation's Board of Directors. They shall serve ex officio, by virtue of their office. Therefore, there is no need for Director elections, terms, resignations, removals, or vacancies since all such decisions will be made by the Patrons when they elect or remove the Officers.

Section 3. Annual Meeting. The annual meeting of the Board shall be held at such time and place as the Board may determine, for the purpose of electing Officers and transacting such other business as may come before the meeting.

Section 4. Regular Meetings. The Board may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such

resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the ANCA, on call of the President or Secretary, and shall be called by the Secretary on the written request of a majority (51%) of the Directors.

Section 6. Meetings by Telephone or Other Communication Technology.

(a) Any or all Directors may participate in a regular or special meeting or in a committee meeting of the Board by, or conduct the meeting through the use of, telephone or any other means of communication by which all participating Directors may simultaneously hear each other during the meeting.

(b) If a meeting will be conducted through the use of any means described in subsection (a), all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 7. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered personally to each Director at least five (5) days prior thereto. Notice shall be given in one of the methods described in Article VI hereof. The purpose of and the business to be transacted at any special meeting of the Board need not be specified in the notice or waiver of notice of such meeting unless so required by the ANCA.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the ANCA or under the provisions of the Articles of Incorporation or Bylaws of the Cooperative, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum. A majority (51%) of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Directors. If less than a quorum is present when a meeting is convened, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting; No Proxies. The act of a majority (51%) of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the ANCA, or the Articles of Incorporation or Bylaws of the Cooperative. No proxies shall be permitted.

Section 10. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or Bylaws of the Cooperative, or any provision of the ANCA, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the board of Directors taken at a meeting.

Section 11. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 12. Electronic Mail. Any action which may be accomplished, or is required to be accomplished, in writing under these Bylaws or the ANCA, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

Section 13. Executive Session. The Board may go into executive session and close any portion of a Board meeting when considering any of the following matters: (a) employment, personnel, or medical matters; (b) legal advice for the Board or the Cooperative; (c) pending or contemplated litigation; or (d) any other matter where information that is proprietary or confidential, or for which public disclosure is contrary to law, will be discussed.

Section 14. Compensation. Directors of the Corporation shall not receive compensation for serving as Directors; however, Directors may receive reimbursement for reasonable preauthorized expenses incurred in connection with corporate matters.

#### **ARTICLE IV COMMITTEES**

Section 1. Board Committees. The Board by resolution may create one or more standing or ad hoc committees having such powers as are then permitted by the ANCA and as are specified in the resolution. Committees may consist of one or more directors of the Corporation.

(a) Powers Reserved to the Board. Any committee, to the extent provided in the resolution of the Board, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following: (i) the filling of vacancies on the Board or any committee with Board delegated powers; (ii) the adoption, amendment or repeal of the Bylaws; (iii) the fixing of compensation of the directors; (iv) the amendment or repeal of any resolution of the Board; or (v) action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

(b) Executive Committee. The Board by resolution may create an Executive Committee consisting of three (3) or more directors designated by the Board, having such powers and duties, not inconsistent with subsection (a) hereof or any existing delegation of powers to a committee of

directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. Additionally, the Executive Committee shall have and may exercise when the Board is not in session all of the powers of the Board in the management of the business and affairs of the Corporation other than the powers listed in subsection (a) hereof; provided, however, that all actions of the Executive Committee shall be presented at the next meeting of the Board.

(c) Participation by Non-Directors. A person who is not a Director may be appointed to any committee of the Board except the Executive Committee; provided, however, that such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

(d) Removal; Authority of the Board. The Board may remove any Patron of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action, including any action by the Executive Committee, is subject to amendment, modification, or repeal at the next annual or regular meeting of the Board.

(e) Term. Except for committees for which the Board has, by resolution, adopted different rules, each Patron of a committee shall continue as such until the next annual meeting of the Corporation, unless the Board removes the Patron or terminates the Committee. Committee members may serve consecutive terms without limitation.

(f) Committee Rules. Each committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure that are consistent with the Articles, the Bylaws and Board applicable resolutions.

## **ARTICLE V OPERATION AT COST; MEMBERS' CAPITAL; REDEMPTIONS**

Section 1. Operation at Cost. The Cooperative shall at all times be operated on a cooperative service-at-cost basis for the mutual benefit of its Patron patrons.

Section 2. Patron Allocation. In order to induce patronage and to assure that this Cooperative will operate on a service-at-cost basis in all its transactions with its Patron patrons, the Cooperative is obligated to account on a patronage basis to all Patron patrons annually for all amounts received from business conducted with Patrons on a patronage basis, over and above the cost of providing such services and making reasonable additions to reserves. Such allocation shall be on the basis on the volume (dollar value) of product purchased from the Cooperative. The Cooperative is hereby obligated to pay all such amounts to the patrons in cash or by credits to a capital account of each Patron.

Section 3. Records and Documentation. The books and records of the Cooperative shall be set up and kept in such a manner that at the end of each fiscal year, the amount of capital, if any, so furnished by each Patron is clearly reflected and credited in an appropriate record to the capital account of each Patron. The Cooperative shall, within three (3) months after the close of each fiscal year, notify each Patron of the capital so credited to the Patron's account.

#### Section 4. Redemption.

(a) Regular Redemption, Revolving Fund. If at any time the Board determines that the financial condition of the Cooperative will not be impaired thereby, capital allocated to Patrons' accounts may be redeemed in full or in part. Any such redemption of capital shall be made in order of priority according to the year in which the capital was furnished and credited, the capital first received by the Cooperative being the first redeemed.

(b) Discretionary Special Redemptions. Notwithstanding any other provision of these Bylaws, the Board, at its absolute discretion, shall have the power to retire any capital allocated to Patrons' accounts on such terms and conditions as may be agreed upon by the parties in any instance in which the interests of the Cooperative and its Patrons are deemed to be furthered thereby and funds are determined by the Board to be available for such purposes.

### **ARTICLE VI METHODS OF GIVING NOTICE**

Notice of any annual, regular or special meeting of Patrons, any annual or special meeting of Directors, and any other notice required to be given under these Bylaws or the ANCA may be communicated in person, by telephone, e-mail, facsimile or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following:

- (a) When received.
- (b) Five days after its deposit in the U.S. mail, as evidenced by the postmark, if mailed postpaid and correctly addressed.
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

### **ARTICLE VII OFFICERS**

Section 1. Number. The principal officers of the Corporation shall be a President, a Secretary, and a Treasurer, each of whom shall be elected by the Patrons from among their ranks.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Patrons at its annual meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office from the close of the annual meeting for a term of three (3) years, or until the next annual meeting of the Board, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided. Officers may be re-elected by the Patrons to serve successive terms.

Section 3. Removal. Any officer or agent elected or appointed by the Board may be removed by the Patrons, whenever in its judgment the best interests of the Corporation will be



served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Resignation. An officer may resign at any time by filing a written resignation with the President or the Secretary of the Corporation or by announcing his or her resignation at any meeting of the Board or the Members.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 6. The President. The President shall call and preside at all meetings of the Board, shall be, ex officio, a voting Patron of the Executive Committee and shall be, ex-officio, a non-voting Patron of all other committees of the Board. The President shall be the liaison between the Water Director and the Board.

Section 7. The Water Director. The Board may hire a Water Director to serve as the principal executive officer of the Cooperative. The Water Director shall, subject to the oversight of the Board, supervise and control all of the Cooperative's day to day business and affairs. The Water Director shall have authority, subject to such rules as may be prescribed by the Board, to monitor the delivery of water to all Patrons; designate a water system operator; advise the Board on system upgrades, repairs, modifications, assist in budgetary requirements especially for annual reserves; engages in usage fee (water rate) changes with the applicable authorities. The Water Director may appoint such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them subject to the policies and procedures approved by the Board. Such agents and employees shall hold office at the discretion of the Water Director. In general, the Water Director shall perform all duties incident to that office, and such other duties as may be prescribed by the Board from time to time. The Water Director, if any, shall not serve on the Board.

Section 8. The Secretary. The Secretary shall: (a) keep the minutes of the Patrons' and Board' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the ANCA; (c) be custodian of the corporate records and of the seal of the Corporation if one is authorized by the Board, in which case the Secretary shall see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.

Section 9. The Treasurer. The Treasurer shall: (a) oversee the development and observation of the organization's financial policies, budgeting, reporting to the Board and serve as Chair of the Finance Committee; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board.

Section 10. Other Assistants and Acting Officers. The Board shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board shall have the power to perform all the duties of the office

to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board.

Section 11. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board.

Section 12. Compensation. Officers of the Corporation shall not receive compensation for serving as officers; however, officers may receive authorized reimbursement for reasonable expenses incurred in connection with corporate matters.

## **ARTICLE VIII MANDATORY INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its current and former Directors, Officers, and agents against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Cooperative; provided, however, that the Cooperative's obligation of indemnification shall be conditioned upon its receipt of prompt written notice of the threat or filing of an action, suit or proceeding as to which rights of indemnification are sought. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Patrons, the ANCA or otherwise. All capitalized terms used in this section and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA.

## **ARTICLE IX MISCELLANEOUS**

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December in each year.

Section 2. Books and Records. The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director and each officer; and such other records as may be necessary or advisable.

Section 3. Corporate Acts. Each officer shall have authority to sign, execute and acknowledge on behalf of the Cooperative, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Cooperative's regular business, or which shall be authorized by resolution of the Board. Except as otherwise provided by the ANCA or directed by the Board, the

President may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of the Cooperative, provided, however, that an attestation is not required to enable a document to be an act of the Cooperative.

Section 4. Loans. No moneys shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 5. Deposits. All funds of the Cooperative, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, investment firms or other depositories as the Board may select.

## **ARTICLE X AMENDMENTS**

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) of the Directors then in office at any regular or special meeting thereof.

Section 2. Implied Amendments. Any action taken or authorized by the Board or Patrons having voting rights, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of Directors or Patrons having voting rights required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Certified a true and correct copy of the Bylaws adopted on \_\_\_\_\_, 2020, by the Board of the Bonita Creek Water Company.

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Lorna Glaunsinger, Secretary