

Article 11  
Amendment

11.1. *Amendment of Bylaws.* Subject to any provision of law applicable to the amendment of bylaws of mutual benefit nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

(a) By approval of the board of directors, unless the bylaw amendment would materially and adversely affect the rights, preferences or restrictions or conditions of a class of members as to voting, dissolution, redemption, or transfer. However, a bylaw specifying or changing the fixed number of directors of the corporation or the maximum or minimum number of directors, may be adopted, amended, or repealed only as provided for in subparagraph (b) of this Section 11.1; or

b. By approval of a majority of the voting Members (as provided for in Article II, Section 2.1.a), whether present in person or by proxy, of this corporation at any noticed meeting of the members.

11.2 *Amendment of Articles of Incorporation.* Amendment of the articles of incorporation of the corporation may be adopted by the approval of the board of directors and by the approval of the voting members of this corporation. For purposes of this bylaw, "approval" means a majority of those voting at a directors' meeting or at a members' meeting, as applicable, where a quorum is present by such means as are permitted under these bylaws.

## CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of San Francisco Apartment Association, a California nonprofit mutual benefit corporation; that these Restated and Amended Bylaws, consisting of 35 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on November \_\_, 2022 and by the Members at the Annual Meeting held on November 21, 2022; and that these Bylaws have not been amended and modified since that date.

Executed on December 21, 2022 at San Francisco, California.



(signature)

Name: J.J .Panzer

Title: Secretary