

**RESOLUTION OF BOARD OF DIRECTORS OF
LAKE FRANCIS MUTUAL WATER COMPANY
ADOPTING AMENDMENT TO BYLAWS**

WHEREAS, Article 13, Section 1 & 2 of the Bylaws of Lake Francis Mutual Water Company (the "Company") authorizes the Company's Board of Directors to adopt amendments to the Company's Bylaws in any respect by the vote or assent by written ballot of a majority of a quorum of the Members;

WHEREAS, the Board of Directors deems it to be in the Company's best interest to amend its Bylaws, as stated herein, to change the terms of office of the Company's directors from one (1) year to two (2) years; and


WHEREAS, the Company's members have also approved the above-referenced change in the terms of office for the Company's directors to two (2) years;

NOW, THEREFORE, IT IS RESOLVED that the Company's Bylaws are further amended to read as follows, with the deleted language stricken and added language italicized and underlined:


1. The first paragraph of Article 5, Section 3 is revised to read as follows: "~~At each~~ *Every two (2) years* at the annual Member meeting, Members shall elect each Director, who each shall serve a term of ~~one (1) year~~ *two (2) years*. A Director's term of office shall commence immediately following their election *by the Board as outlined in Article 10 Section 2*, and each Director shall serve until the expiration of their term and thereafter until a successor is elected, or until the earlier disqualification, death, resignation, or removal of the Director. Any tie in the number of votes cast for candidates where one (1) or more Directors are to be elected shall be decided by random drawing or other method of chance as determined by the Board."
2. The first paragraph of Article 10, Section 3 is revised to read as follows: "Term. Each officer shall hold office for ~~one (1) year~~, *two (2) years*, unless they shall sooner resign, are removed by the Board, or otherwise are disqualified to serve."

RESOLVED FURTHER that the Secretary of the Company is hereby authorized and directed to complete and certify copies of the Bylaws as so further amended and to place one copy in the Company's minute book and keep another copy at the Company's principal office where it shall be open to inspection by the Company's shareholders at all reasonable times during office hours, as provided in California Corporations Code Section 213.

Adopted and approved by the Board of Directors of Lake Francis Mutual Water Company this 14 day of July 2022.



Anna Romano, President



Lisa Thompson, Secretary