

Bylaws of

MEADOW VISTA TRAILS ASSOCIATION

A California Nonprofit
Public Corporation

Revision 3
December 6, 2016

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1 OFFICES

1.01 Principal Office

The principal office of the corporation for the transaction of its business is located in Meadow Vista, Placer County, California . Normally, the office will be at the residence of the Secretary of the Corporation.

1.02 Change of Address

The County of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within Meadow Vista or the nearby area, and such changes of address shall not be deemed an amendment of these Bylaws.

2 PURPOSES

2.01 Objectives and Purposes

The specific purpose of this corporation is to promote rural lifestyle by creating, developing and maintaining trails, equestrian and recreational facilities within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

3 MEMBERS

3.01 Classes and Qualifications

This corporation shall have one class of members designated as regular members. Any person, age 18 or older, dedicated to the purposes of this corporation shall be eligible for membership on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time.

A regular member is a person joining singly or persons joining as a family. For voting purposes, persons in a family are entitled to only one vote.

3.02 Voting Members

Regular members shall have the right to vote, as set forth in these Bylaws, on the election of Directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

3.03 Dues, Fees and Assessments

Each member must pay, within the t me and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board.

3.04 Good Standing

Those members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

3.05 Termination of Membership.

A membership shall terminate on occurrence of any of the following events:

1. Resignation of the member;
2. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
3. Failure of the member to pay dues, fees or assessments as set by the Board within 45 days after they become due and payable;
4. Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

5. Expulsion of the member under Section 3.07 of these Bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination; that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.
- 3.06 Suspension of Membership
- A member may be suspended; under Section 3.07 of these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct. or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during that period of suspension.
- 3.07 Procedure for Expulsion or Suspension
- If grounds appear to exist for expulsion or suspension of a member under Sections 3.05 and 3.00 of these Bylaws, the procedure set forth below shall be followed:
1. The member shall be given 15 days' prior notice of time proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by certified mail, return receipt requested to the member's last address as shown on the corporation's records.
 2. The member shall be given an opportunity to be heard, either orally or in writing, at least 10 days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.
 3. The Board, committee or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, committee or person shall be final.
 4. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of expulsion, suspension or termination.
- 3.08 Transfer of Memberships
- No membership or right arising from membership shall be transferred.
- 3.09 Date, Time and Place of Meetings of Members
- Regular meetings of members shall be held on the fourth Tuesday of each month at 6:30p.m. unless the Board fixes another date or time and so notifies members as provided in Section 3.11 of these Bylaws.
- An annual meeting of members shall be held on the fourth Tuesday of November of each year at 6:30 p.m., unless the Board fixes another date or time and so notifies members as provided in Section 3.11 of these Bylaws. At this meeting, Directors shall be elected and any other proper business may be transacted. Directors elected at this meeting shall take office at the regular Board meeting the following January.
- A special meeting of the members for any lawful purpose, as described in Section 3.10 of these Bylaws may be called at any time by the President, or by 5 percent or more of the members. Members must be notified as provided in Section 3.11 of these Bylaws.
- Meetings of the members shall be held at any place within or nearby to Meadow Vista designated by the Board as provided in Section 3.11 of these Bylaws.

3.10 Proper Business of Special Meeting

No business other than the business, the general nature of which was set forth in the notice of the Meeting may be transacted at a special meeting.

3.11 Notice Requirements for Meetings of Members.

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given in accordance with these Bylaws, to each member entitled to vote at that meeting.

The notice shall specify the place, date and hour of the meeting and (1) for a special meeting the general nature of the business to be transacted and no other business may be transacted, or (2) for the annual meeting, those matters that the Board at the time notice is given intends to present for action by the members.

Notice of any meeting of members shall be provided by regular mail, email or by notice at an annual meeting of the date to be utilized for membership meetings.

3.12 Quorum for Meetings of Members.

30% of the voting power shall constitute a quorum for the transaction of business at any meeting of members, provided, however, that if any regular or annual meetings actually attended in person or by written, signed proxy by less than 30% of the voting power, the only matters that may be voted on are those of which notice of their general nature was given as described in the second paragraph of Section 3.11 of these Bylaws.

3.13 Manner of Casting Votes

Votes may be by voice or ballot except that any election of Directors must be by ballot if requested by any member at the meeting before the voting begins.

3.14 Voting

Each member entitled to vote shall be entitled to cast one vote, in person or by written, signed proxy, on each matter submitted to a vote of the members.

3.15 Approval by Majority Vote

If a quorum of those entitled to vote is present in person or by written, signed proxy, the affirmative vote of a majority of that quorum shall be the act of the members.

4 DIRECTORS

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NUMBER OF DIRECTORS HAS CHANGED TO EIGHT (8)

4.01 Number

The corporation shall have ~~7~~ 8 Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw as provided in these Bylaws.

4.02 Powers

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

4.03 Duties

It shall be the duty of the Directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.
2. 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 agents and employees of the corporation.
3. Supervise all agents and employees of the corporation to assure that their duties are performed properly.
4. Meet at such time and places as required by these Bylaws.
5. Register their addresses with the Secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid.

4.04 Terms of Office

Each Director shall hold office for 2 years and until his or her successor is elected and qualifies.

4.05 Compensation

Directors shall serve without compensation. They may be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 4.03 of these Bylaws. Directors may not be compensated for rendering services to the corporation in any capacity.

4.06 Date, Time and Place of Board Meetings.

Regular meetings of Directors shall be held on the third Tuesday of every month at 6:30p.m., or as designated from time to time by resolution of the Board of Directors. and shall be held at any place within or nearby to Meadow Vista designated by the Board.

Special meetings of Directors may be called by the President, the Vice President, the Secretary, or by any 2 Directors, and such meetings shall be held at any place within or nearby to Meadow Vista designated by the person or persons calling the meeting,

Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

4.07 Election of Directors

The President shall appoint a committee of one or more Directors to select qualified candidates for election to the Board at least 60 days before the date of any election of Directors. This nominating committee shall make its report to the Board at least 30 days before the date of the election, and the Secretary shall, within 10 days of the committee's report to the Board, forward to each member, with a notice of meeting required by Section 4.11 of these Bylaws. a list of all candidates nominated by committee under this Section.

4.08 Nominations From the Floor

At the Annual meeting of Members to elect Directors, any member present at the meeting in person or by written, signed proxy, may place names in nomination in addition to the nominations submitted under Section 4.09 of these Bylaws.

4.09 Election Procedure

At the annual regular meeting of members during the month of November, Directors shall be

elected by the membership. All Directors duly elected by the membership shall serve for the term of office as stated in Section 4.04.

Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Written, signed proxy voting is allowed.

Directors elected at this meeting shall take office at the regular Board meeting the following January.

4.10 Orientation of New Board Members

At the January meeting both the new and the old Board members will review the Articles of Incorporation and Bylaws and any other regular procedures followed by the Board.

4.11 Notice of Board Meetings.

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon 4 days' notice to all board members by first-class mail or email, or 48 hours' notice delivered personally or by telephone.

If sent by mail or email the notice shall be deemed to be delivered on its deposit in the mails or on its transmission to an internet service provider. Such notices shall be addressed to each Director at his or her address or email address as shown on the books of the corporation.

4.12 Waiver of Notice and Consent to Holding Meetings

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the 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.

4.13 Quorum for Meetings

A quorum shall consist of 4 members of the Board of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 4.11 of these Bylaws.

The Directors 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 Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

4.14 Majority Action as Board Action

Every act or decision done or 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 Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions

relating to appointment of Committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

4.15 Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President or in his or her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a Chairman chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

4.16 Action by 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." (Section 5233 of the California Nonprofit Public Benefit Corporation Law). Such written consent or consents shall be filed with the minutes of the proceeding of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the 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 Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

4.17 Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

The Board of Directors shall declare vacant the office of a Director who has failed to attend at least seven out of the prior twelve board meetings.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order of judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation.

Any Director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would be left without a duly elected Director or Director in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by vote of a majority of Directors then in office, whether or not less than a quorum, or by a sole remaining Director. If this corporation has members, however, vacancies created by the removal of a Director may be filled only by the approval of the members. The members, if any, of this corporation may elect a Director at any time to fill any vacancy not filled by the Directors.

A person elected to fill a vacancy as provided in this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

4.18 Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

4.19 Indemnification by Corporation of Directors. Officers Employees and other Agents

To the extent that a person who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigator proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of Section 5238 of the California Nonprofit Public Benefit Corporation law.

4.20 Insurance for Corporate Agents

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee or other agent of the corporation) against any liability other than violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation.

5 OFFICERS

5.01 Officers

The officers of this corporation shall be a President, a Vice President, a Secretary, and a Chief Financial officer who shall be designated the Treasurer. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President.

5.02 Qualification Election and Term of Office

Any Director may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

5.03 Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time by majority vote at a Board meeting at which a quorum is present. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflict ng terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

5.04 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors by majority vote at a Board meeting at which a quorum is present. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

5.05 Duties of the President

The President shall be the chief executive officer of the corporation and shall be subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, changes, or other instruments which may from time to time be authorized by the Board of Directors.

5.06 Duties of Vice President

In the absence of the President or in the event of his or her inability or refusal to act, 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 on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

5.07 Duties of Secretary

The Secretary shall:

1. Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees, of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws and the minutes of the proceedings of the Directors of the Corporation
5. In general perform all duties incident to the office of Secretary and such other duties as may be required by Law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

5.08 Duties of Treasurer

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
2. Receive, and given receipt for, monies due and payable to the corporation from any source whatsoever.
3. Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors. taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct amounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Keep at the principal office of the corporation or at such other place as the Board may determine, a membership roster containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
6. Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefor.
7. Render to the President and Directors, at its monthly meeting described in Section 4.08 of these Bylaws, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
8. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
9. In general perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws. or which may be assigned to him or her from time to time by the Board of Directors.

5.09 Compensation

Officers shall serve without compensation.

6 COMMITTEES

6.01 Director Nomination Committee

The President shall annually appoint a committee of one or more Directors to select qualified candidates for election to the Board as described in Section 4.09 of these Bylaws.

6.02 Corporate Records Audit Committee

The President shall, within 10 days after the election of Directors at the annual meeting of members, appoint a committee of one or more Directors or other members to examine the corporate records maintained by Secretary. The committee shall report its findings to the Board at the Board's regular January meeting.

6.03 Treasury Records Audit Committee

The President shall, within 10 days after the election of Directors at the annual meeting of members, appoint a committee of one or more Directors or other members to examine the financial records and the membership records maintained by Treasurer. The committee shall report its findings to the Board at the Board's regular January

meeting.

6.04 Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are or who are not members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

7 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

7.01 Execution of Instruments

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

7.02 Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer or in his or her absence, other Directors designated by majority vote at a Board meeting at which a quorum is present.

Expenditures of \$1,000 or more in any one financial reporting period, as set in Section 5.09 subparagraph 7, must be approved in advance by the majority vote of the Board of Directors.

7.03 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

7.04 Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

8 CORPORATE RECORDS AND REPORTS

8.01 Maintenance of Corporate Records

The corporation shall keep at its principal office, or at such other places as the Board may determine, in Meadow Vista or a nearby location:

1. Minutes of all meetings of Directors, committees of the Board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
3. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

4. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

8.02 Directors' Inspection Rights

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

1. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times. upon 5 business days prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
2. To obtain from the Treasurer of the corporation, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of 10 business days after the demand is received or after the date specified therein as of which the list is to be compiled.
3. To inspect at any reasonable time the books, records, or minutes of the proceedings of the members or of the Board or committees of the Board, upon written demand on the corporation by the members, for the purpose reasonably related to such person's interests as a member.

8.03 Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

8.04 Annual Report

The Board shall cause an annual report to be furnished not later than 120 days after the close of the corporation's fiscal year to all directors of the corporation and to any member who requests it in writing, which report shall contain the following information in appropriate 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, for the fiscal year.
4. The expense or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
5. Any information required by Section 8.01 of these Bylaws. The annual report shall be accompanied by any report thereof of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation has \$25,000 or more in gross revenues or receipts in any fiscal year, this corporation shall automatically send the above annual report to all members, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

9 FISCAL YEAR

9.01 Fiscal Year of the Corporation

The fiscal year of the corporation shall begin on 1 January and end on 31 December in each year.

10 AMENDMENT OF BYLAWS

10.01 Amendment

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

1. Subject to the power of the members, if any, to change or repeal them, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of Directors of the corporation, the maximum or minimum number of Directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph 2 of this Section; or
2. By approval of the members, if any, of this corporation.

11 AMENDMENT OF ARTICLES

11.01 Amendment of Articles Before Admission of Members

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

11.02 Amendment of Articles After Admission of Members

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

11.03 Certain Amendments

Notwithstanding the Sections 11.01 and 11.02 of these Bylaws, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this corporation nor the name and address of its initial agent, except to correct any error in such statement or to delete either statement after the corporation has filed a "Statement of Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

12 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

12.01 Prohibition Against sharing Corporate Profits and Assets

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for the services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution 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 corporation. All members if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, 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 corporation and not otherwise.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS - REVISION 2

We, the undersigned, the current Directors of the MEADOW VISTA TRAILS ASSOCIATION, a California Non-Profit Corporation, pursuant to the authority granted to the Directors by those Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws Revision 2, consisting of 14 pages, including this page, as the Bylaws of this corporation. This revision includes the reduction in number of Directors from 9 to 7 voted upon and approved by a quorum of the members of the corporation at the November 25, 2003 Annual Meeting.

DATED:

John Blodger
Sherri Bloomfield
Wes Cotton
Dave Creek
Carol Hetiman
Don Hoover
Janet Peterson
Wendi Stowe
Rich Walker

CERTIFICATION OF SECRETARY

I certify that I am the duly elected and acting Secretary of MEADOW VISTA TRAILS ASSOCIATION, a California Non-Profit Corporation. that the above Bylaws, consisting of ____ pages, including this one, are the Bylaws of this corporation as adopted by the Board Directors on _____, and that they not been amended or modified since that date.

Executed on _____ at _____ California.

Wendi Stowe, Secretary