

BYLAWS OF ARROYO SECO CITIZEN'S ASSOCIATION, INC.

A California Nonprofit Corporation

ARTICLE I

Purposes and Objectives

Section 1. Name. The name of this corporation is ARROYO SECO CITIZEN'S ASSOCIATION, INC.

Section 2. Place of Business. The principal office for the transaction of the activities and affairs of this corporation is the Arroyo Seco Community Center, located at the 46700 Arroyo Seco Road, Greenfield, CA 93927. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location. The Board of Directors may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

Section 3. Purposes of Corporation. The primary purposes of this corporation are as follows:

- A. To raise funds for the development of infrastructure of the unincorporated area of Monterey County, commonly known as Arroyo Seco.
- B. To raise funds for the local fire department in Arroyo Seco.
- C. To offer scholarships and other donations to citizens and organizations, whose goals include the betterment of the community.
- D. To provide a community presence for both residents and visitors to the Arroyo Seco Area.
- E. This corporation does not contemplate pecuniary gain or profit to the members thereof, nor does it contemplate the distribution of gains, profits or dividends to its members.
- F. To do any and all other things necessary or auxiliary, or that may be deemed necessary or auxiliary by the Board of Directors, to carry on the business of the corporation or to carry out its purposes.
- G. To exercise and enjoy any and all of the powers given to a non-profit corporation by Title 1, Part I, Division 3, of the Corporation Code of the State of California.
- H. The foregoing clauses shall be construed both as objects and purposes and as powers, and it is hereby expressly provided that the foregoing enumeration of specific objects and purposes shall not be held in any manner to limit or restrict the powers of this corporation.

Section 4. Limitations. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. This corporation is not

organized for profit and no part of the net earnings, if any, of this corporation, either during its existence or upon its dissolution, shall ever inure to the benefit of any private shareholder or individual, or any director or officer thereof and the property of this corporation is irrevocably dedicated to the purposes stated herein. Upon the dissolution, liquidation or winding up of this corporation, or upon abandonment, the assets of this corporation remaining after payment of or provision for all debts or liabilities of this corporation shall be distributed to a publicly supported educational or charitable organization as described in Internal Revenue Code sections 170(b)(1)(A), 501(c)(3) and 509(a)(1) or 509(a)(2).

Section 5. Fiscal Year. The fiscal and membership year of the corporation shall be as may be determined from time to time by the Board of Directors.

Section 6. Seal. The seal of this corporation shall be inscribed with the name thereof and the year and state of its incorporation; provided, however, that the Board of Directors may decide not to pay for such corporate seal.

ARTICLE II

Active Members

Section 1. Membership Composition. The membership of this corporation shall be composed of men and women entities who have a sincere interest in and a desire to assist in carrying out and fulfilling the purposes for which the corporation was created.

Section 2. Classes of Membership. This corporation shall have one class of members, designated as Active Members. An Active Member is currently defined as any individual (not couple) that has donated Twenty-Five Dollars (\$25.00) ["Dues"] during the first quarter. The Dues amount to qualify as an Active Member may be amended by approval of the Board of Directors. In addition, the Board of Directors may, from time to time, designate individuals as lifetime members (who shall also be considered Active Members) in circumstances where, in the Board's discretion, the contributions and achievements of the individual merit such designation.

Section 3. Annual Meeting. The Annual Meeting will take place in the first quarter of each calendar year.

Section 4. Voting Rights. Only Active Members are entitled to vote, as set forth in these bylaws, on the election of directors of the corporation, 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, Active Members shall have all rights afforded members under the California Nonprofit Corporation Law.

Section 5. Dues. Each Active Member must pay Dues to the corporation. Only active members can vote.

Section 6. Termination of Membership. Subject to any limitations imposed by California Nonprofit Corporation Law, a membership of an Active Member shall terminate on occurrence of any of the following events:

- A. The Active Member's failure to pay dues;
- B. Termination of membership based on the good faith determination by the Board of Directors of the corporation, or a committee or person authorized by the Board of Directors to make such a determination, that the Active Member has failed in a material and serious degree to observe the

normally accepted rules of conduct of the corporation as may from time to time be established by the Board of Directors of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests;

C. The death of the Active Member; or,

D. Written notification from the Active Members terminating his or her membership.

Section 7. Suspension of Membership. Subject to any limitations imposed by California Nonprofit Corporation Law, an Active Member may be suspended, based on the good faith determination by the Board of Directors of the corporation, or a committee or person authorized by the Board of Directors to make such a determination, that the Active Member has failed in a material and serious degree to observe the normally accepted rules of conduct of the corporation as may from time to time be established by the Board of Directors of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests. A person whose membership is suspended shall not be an Active Member during the period of suspension.

Section 8. Voting. Each Active Member shall have one (1) vote. In electing the Board of Directors of the corporation, each Active Member shall be entitled to vote for each vacancy to be filled, such vote to be made in person, or by Proxy statement, signed by the Active Member not attending in person and identifying the individual charged with presenting the Proxy in the Active Member's absence.

ARTICLE III

Meeting of Active Members

Section 1. Annual Meetings. An annual meeting of Active Members shall be held on the third Tuesday of January each year at the Arroyo Seco Firehouse located at 46700 Arroyo Seco Road, Monterey County, California, or at such other location and time selected by the Board of Directors of the Corporation. Notice of the annual meeting of Active Member shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Active Member entitled to vote, at the address of that Active Member as it appears on the books of the corporation or at the address given by the Active Member to the corporation for purposes of notice.

Section 2. Special Meetings. The Board of Directors of the corporation, board President, or five percent (5%) or more of the Active Members, may call a special meeting of the Active Members for any lawful purpose at any time.

A. Calling Special Meetings. A special meeting called by any person entitled to call a meeting (other than the Board of Directors) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President of the corporation. The President of the corporation shall cause notice to be given promptly to the Active Members entitled to vote under these bylaws, stating that a meeting will be held at a specified time and date fixed by the Board of Directors, provided, however, that the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of Active Members may be held when the meeting is called by the Board of Directors.

B. Business Conducted at Special Meetings. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 3. General Notice Requirements. Whenever Active Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Sections I and 2 of this Article, to each Active Member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the Board of Directors, at the time notice is given, intends to present for action by the Active Members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors of the corporation are to be elected shall include the names of all persons who are nominees when notice is given.

Section 4. Notice Requirements of Certain Agenda Items. Approval by the Active Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- A. Removing a director without cause;
- B. Filling vacancies on the Board of Directors, unless otherwise filled in accordance with these bylaws;
- C. Amending the articles of incorporation; or
- D. Electing to wind up and dissolve the corporation

Section 5. Affidavit of Mailing Notices. An affidavit of the mailing of any notice of any Active Members' meeting, or of the giving of such notice by other means, agreed to in advance in writing, shall be executed by the Secretary, Assistant Secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

Section 6. Quorum Requirements. A showing of one-fourth (1/4th) of the Active Members shall constitute a quorum for the transaction of business at any meeting of Active Members. Quorum for voting for Board Members will be one third (1/3rd)

Section 7. Eligibility to Vote. Subject to the California Nonprofit Corporation Law, Active Members in good standing on the record date as determined under Article II, Section 5 of these bylaws shall be entitled to vote at any meeting of Active Members.

Section 8. Manner of Voting. Voting at the meeting of Active Members may be by voice or by ballot, except that any election of directors of the corporation must be by written ballot at the meeting if demanded before the voting begins by any Active Member at the meeting. Each Active Member entitled to vote may cast one vote on each matter submitted to a vote of the Active Members.

Section 9. Voting Requirements. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the Active Members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Corporation Law or by the Articles of Incorporation.

Section 10. Voting Requirement Exceptions.

- A. The transactions of any meeting of Active Members, however called or noticed and

wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each Active Member entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

B. An Active Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the Active Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 11. Action by Written Consent. Any action required or permitted to be taken by the Active Members may be taken without a meeting, if all Active Members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the Active Members.

Section 12. Solicitation of Written Ballots. If the Board of the corporation desires to have the Active Members take action by ballot without a meeting of the Active Members, this corporation must distribute one written ballot to each Active Member entitled to vote on the matter. The ballots shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, previously agreed to by the Active Member, charges prepaid, and shall be addressed to each Active Members entitled to vote, at the address of that Active Member as it appears on the books of the corporation or at the address given by the Active Member to the corporation for purposes of notice. All solicitations of votes by written ballot shall:

A. State the number of responses needed to meet the quorum requirement;

B. State, with respect to ballots other than for election of directors of the corporation, the percentage of approvals necessary to pass the measure or measures; and

C. Specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall:

1. Set forth the proposed action;

2. Give the Active Members an opportunity to specify approval or disapproval of each proposal; and

3. Provide a reasonable time, not to exceed 15 business days from date of notification, in which to return the ballot to the corporation.

D. In any election of directors of the corporation, a written ballot that an Active Member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be counted either for or against the election of a director of the corporation.

Section 13. Validity of Approval of Written Ballot. Approval by written ballot shall be valid only when (a) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the

quorum required to be present at a meeting authorizing the action, and (b) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting. A written ballot may not be revoked.

Section 14. Filing of Ballots. All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least three (3) years.

Section 15. Record Date. For purposes of establishing the Active Members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors of the corporation may, in advance, fix a record date. The record date so fixed for

- A. Sending Notices. Sending notice of a meeting shall be no less than ten (10) days nor more than ninety (90) days before the date of the meeting;
- B. Voting at Meeting. Voting at a meeting shall be no more than sixty (60) days before the date of the meeting;
- C. Voting by Ballot. Voting by written ballot shall be no more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and
- D. Other Action. Taking any other action shall be no more than sixty (60) days before that action.

Section 16. Adjournment. Any Active Members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Active Members represented at the meeting.

ARTICLE IV

Board of Directors

Section 1. General Powers. Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors of the corporation.

Section 2. Number. The authorized number of directors shall be nine (9), which does not include honorary or ex-officio directors. Four (4) of the nine (9) Board Members must have a place of residence in Arroyo Seco. All directors of the corporation must be Active Members of the corporation. Any director who is absent from more than two (2) consecutive Board of Directors' meetings without cause may be dropped from the Board of Directors by a majority vote of the Board of Directors of the corporation.

Section 3. Election of Directors. The normal terms of elected directors shall be for three (3) years. However, at the 2019 annual meeting, the first annual meeting following the 2018 updating of the Arroyo Seco Citizen's Association Bylaws, terms of the directors elected shall be staggered with three (3) directors elected to a one (1) year term, three directors elected to a two (2) year terms and three directors elected to three (3) year terms. Thereafter, at each subsequent annual meeting, the three directors whose terms have expired will be replaced by Directors whose terms will be for three (3) years. Directors may be re-elected. However, if

directors are not elected at an annual meeting, they may be elected at any special Active Members' meeting held for that purpose or by written ballot. Each director of the corporation, including a director elected to fill a vacancy or elected at a special Active Members' meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor is elected and qualified.

Section 4. Vacancies. A vacancy or vacancies on the Board of Directors of the corporation shall occur in the event of (a) the death, removal, or resignation of any director; (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law; (c) the increase of the authorized number of directors; or (d) the failure of the Active Members, at any meeting of Active Members at which any director or directors are to be elected, to elect the number of directors of the corporation required to be elected at such meeting.

Section 5. Resignation. Except as provided herein, any director may resign by giving written notice to the President of the Board of Directors or to the Secretary of the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

Section 6. Removal of Director. Any director may be removed, with cause, in accordance with the California Nonprofit Corporation Law. Any vacancy caused by the removal of a director shall be filled as provided in Article IV.,

Section 7. Filling of Vacancies. Vacancies on the Board of Directors caused by the death, resignation or removal of a director may be filled by approval of the board members then in office. Such vacancies on the Board of Directors shall be filled as soon as possible. At a regular meeting of the Board of Directors, any director may propose a new board member if a vacancy exists.

Section 8. Meetings of Board. Meetings of the Board of Directors shall be held at any place within Monterey County that has been designated by resolution of the Board of Directors or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

Section 9. Meeting by Electronic Means. Any Board of Directors' meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- A. Each member participating in the meeting can communicate concurrently with all other members.
- B. Each member is provided the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
- C. The Board of Directors has adopted and implemented a means of verifying both of the following:
 - 1. Person participating in the meeting is a director or other person entitled to participate in the Board of Directors' meeting.

2. All actions of or votes by the Board of Directors are taken or cast only by the directors and not by persons who are not directors.

Section 10. Organizational Meeting. Immediately after each annual meeting of Active Members, the Board of Directors shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required.

Section 11. General Meetings. Other general meetings of the Board of Directors may be held without notice at such time and place as the Board of Directors may fix from time to time. The purpose of this Section is to allow the Board of Directors to fix a regular meeting time (by way of example: the fourth Monday of every month), and not to thereafter have to provide members of the Board of Directors of formal notice thereof after such time and place has been established.

Section 12. Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the President of the corporation, or any three (3) directors. Notice of the time and place of special meetings shall be given to each director by personal delivery of written notice, first-class mail, postage prepaid, telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director, facsimile, electronic mail, or other electronic means. All such notices shall be given or sent to the director's address (electronic or physical) or telephone or fax number as shown on the corporation's records. Notices sent by first-class mail shall be deposited in the United States mails at least ten (10) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least ten (10) days before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting unless otherwise specified in these bylaws.

Section 13. Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors' present at a duly held meeting at which a quorum is present shall be an act of the Board of Directors, subject to the more stringent provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 14. Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 15. Adjournment. Either the President of the corporation, or a majority of the directors' present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

Section 16. Action Without Meeting. Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in California Nonprofit Corporation Law shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board of Directors. All such consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 17. Leaves of Absence. A board member may request a leave of absence for up to three (3) months, which must first be approved by either the President, with notification to the Board of Directors, or a majority vote of the Board of Directors before such leave of absence can be granted. If such leave of absence is granted, the board member must continue to be an Active Member.

Section 18. Ex Officio Members. An Active Member of the corporation may request to be an ex-officio member of the Board of Directors of the corporation, subject to approval by the President, with notification to the Board of Directors, or a majority vote of the Board of Directors.

Section 19. Committees.

A. The Board of Directors, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors to serve at the pleasure of the Board of Directors. Appointments to committees of the Board of Directors shall be by majority vote of the directors then in office. The Board of Directors may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board of Directors, to the extent provided in the Board of Directors' resolution, except that no committee may do the following:

1. Take any final action on any matter that, under the California Nonprofit Corporation Law, also requires approval of the members or approval of a majority of all members;
2. Fill vacancies on the Board of Directors or any committee of the Board of Directors;
3. Fix compensation of the directors for serving on the Board of Directors or on any committee;
4. Amend or repeal bylaws or adopt new bylaws;
5. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable, or repealable.
6. Create any other committees of the Board of Directors or appoint the members of committees of the Board of Directors; or
7. Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected.

B. Executive Committee. The Board of Directors shall establish an Executive Committee, consisting of the Board President, the Vice-President, the Treasurer, the Secretary and one additional Director. The Executive Committee shall be empowered to take day-to-day routine actions as may be necessary to carry out the work of the Corporation. Work of the Executive Committee may be conducted in person, telephonically or electronically. The Executive Committee is empowered to make financial decisions on behalf of the Board of Directors and encumber the corporation as long as expenditures do not exceed \$5000.00 annually with notification to the full Board of Directors. Expenditures above the dollar limit stated above may only be authorized by the full board of Directors.

Section 20. Meetings of Committees. Meetings and actions of committees of the Board of Directors which are empowered to make decisions on behalf of the Board of Directors under Article V., Section 19, shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Board of Directors' actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so. Advisory committees which may be constituted from time to time under Article V., Section 21, are not required to comply with the formalities as set forth in this Section.

Section 21. Advisory Committees. Notwithstanding any other provision of these bylaws, either the President of the Board of Directors or the Board of Directors may appoint advisory committees comprised of members of the Board of Directors, or non-members of the Board of Directors. Such advisory committees do not have the authority to act on behalf of the Board of Directors, and are not required to comply with the formalities set forth in Article IV, Section 19.

Section 22. Nominating Committee for Corporation's Board. In addition to the foregoing, the corporation shall have a Nominating Committee for the purposes of nominating potential board members. Not later than the 4th Monday in October of each year, the President will appoint a Nominating Committee composed of three (3) board members. This Nominating Committee has the responsibility for the nomination of officers and members of the corporation's Board of Directors.

Article V

Officers and staff

Section 1. Officers. The officers of this corporation shall be a President, a Vice- President, a Secretary, and a Treasurer, to be elected by the Board of Directors of the corporation. The Board of Directors may create such other offices as may be deemed advisable, including that of Assistant Secretary and/or Treasurer. All officers must be members of the Board of Directors. The Treasurer and/or Assistant Treasurer will give the corporation a bond, if required by the Board of Directors, in a sum and with one or more sureties satisfactory to the Board of Directors for the faithful performance of the duties of his or her office and for the restoration of the corporation in case of his or her death, resignation, retirement or removal from office, of all books, papers, voucher and other property of whatever kind in his or her possession or under his or her control belonging to the corporation.

Section 2. President. The President of the corporation will be the general manager and Chief Executive Officer of the corporation, and shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the corporation. Such officer will preside at all meetings of the Board of Directors and perform all duties incident to the office of President and such other duties as may be required by law, or by the Articles of Incorporation of the

corporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. The President will also be responsible for arranging for an audit at the end of each fiscal year in order to review the Treasurer's account.

Section 3. Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President of the corporation, and will perform such other duties as the President or Board of Directors may from time to time prescribe.

Section 4. Secretary. The Secretary will keep a correct record of all proceedings and meetings of the Board of Directors. This person will be the recording Secretary to the corporation and perform such other duties as the President or the Board of Directors may from time to time prescribe.

Section 5. Treasurer. The Treasurer must be able to prepare, explain and defend all ASCA financial documents, including a profit and loss (P&L) statement and Balance Sheet of Assets and Liabilities. The Treasurer will keep record of all funds of this corporation, keep accurate records and accounts of the financial affairs and transactions of this corporation, present a written report of the financial conditions monthly or when requested to do so and perform such other duties as the President of the corporation or the Board of Directors may from time to time prescribe. Any investments, transfer of funds or redemption of assets proposed by the Treasurer must be approved by a majority of the Board of Directors then in office. The treasurer may be the sole signatory on checks drawn on the Corporation's accounts in an amount up to, but not exceeding \$1,000.

Section 6. Terms of Office. Each officer shall be elected by a majority of the Board of Directors for a term of two (2) years, or the remaining time of their term on the Board of Directors, whichever is less. Officers may be re-elected.

Section 7. Removal of Officer. The Board of Directors may remove any officer, with or without cause, by the approval of the board members then in office at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting contains notice that such removal is being considered.

Section 8. Resignation of Officer. Any officer may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 9. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office.

ARTICLE VI

Books and Records

Section I. Maintenance of Records. This corporation shall keep the following:

- A. Adequate and correct books and records of account;
- B. Written minutes of the proceedings of its Active Members, Board of

Directors, and committees of the Board of Directors; and

- C. A record of each Active Member's name, local address, mailing address, email address, if available, and class of membership.

Section 2. Access to Records. Unless the corporation provides a reasonable alternative as provided below, any Active Member may do either or both of the following for a purpose reasonably-related to the Active Member's interest as an Active Member, as determined by the President of the Board of Directors of the corporation:

A. Inspect and copy the records containing Active Members' names, addresses, and voting rights during usual business hours on five (5) business days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested; or

B. Obtain from the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of Active Members who are entitled to vote for directors of the corporation as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the Active Member. The demand shall state the purpose for which the list is requested. This list shall be made available to the Active Member on or before the later of ten (10) business days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the President of the Board of Directors of the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as an Active Member, or if it provides a reasonable alternative under this Section, the Active Member may be denied access to the membership list.

Any inspection and copying under this Section may be made in person or by the Active Member's agent or attorney. The right of inspection includes the right to copy and make extracts.

Section 3. Inspection of Articles and Bylaws. This corporation shall keep at its principal office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the Active Members at all reasonable times during office hours.

Section 4. Director's Right to Inspect. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, and physical properties. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Article VII

Annual Reports

Section 1. Annual Report. The Board of Directors of the corporation shall cause an annual report to be sent to the Active Members and directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

A. A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year;

B. An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records. This requirement of an annual report shall not apply if the corporation receives less than Ten Thousand Dollars (\$10,000.00) in gross receipts during the fiscal year.

Section 2. Report on Interested Party Transactions/Indemnification. As part of the annual report to all Active Members, or as a separate document if no annual report is issued, the Board of Directors of the corporation shall cause the corporation to, within one hundred twenty (120) days after the end of the corporation's fiscal year, annually prepare and mail or deliver to each Active Member all information required under the California Nonprofit Corporation Law in connection with: (a) "interested party" transactions; and (b) any agreements for indemnification.

ARTICLE VIII

Amendment

Section I. Method. These bylaws may be amended and repealed and other bylaws adopted in such manner as authorized California Nonprofit Law.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of ARROYO SECO CITIZEN'S ASSOCIATION, Inc., a California Nonprofit Corporation, that these updated bylaws (2018), consisting of 13 pages, including this page, are the current bylaws of this corporation as voted by the members of the ARROYO SECO CITIZEN'S ASSOCIATION and adopted by the Board of Directors on December 15, 2018; and that these bylaws have not been amended or modified since that date.

Executed on December 15, 2018, at Arroyo Seco, California.


Jude Callis, Secretary

