

4-584
DRAFT

BYLAWS
OF
ODD FELLOWS SIERRA RECREATION ASSOCIATION
A California Nonprofit Mutual Benefit Corporation

ARTICLE I. Name.

The name of this corporation shall be Odd Fellows Sierra Recreation Association.

ARTICLE II. Offices.

Section 1. PRINCIPAL OFFICE. The principal office for the transaction of the business of the corporation is located at Tuolumne County, California. The Directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

Section 2. OTHER OFFICES. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III. Objectives and Purposes.

See Purpose

The objectives of this corporation shall be to own, operate, and maintain a mountain resort and summer camp.

ARTICLE IV. Membership.

Section 1. QUALIFICATIONS. Memberships of the corporation shall be issued from time to time by the Board as persons become qualified in two series designated, respectively, Series A and Series B. The rights, preferences, privileges, and restrictions of Series A and Series B memberships shall be equal and identical in all respects except that, unless otherwise provided by law, the holders of Series A memberships shall have and possess the exclusive right in the event of a voluntary or involuntary liquidation, dissolution, or winding up of the corporation to receive, ratably, all the assets of the corporation. The qualifications of persons eligible to hold memberships are as follows:

(a) No person may be issued a membership in the corporation unless he is a member of a duly constituted Subordinate or Rebekah Lodge of the Independent Order of Odd Fellows, or any lodge which is a branch of the Independent Order of Odd Fellows, and owns a lot, or an interest therein, in the subdivision known

as "Odd Fellows Sierra Camp Subdivisions Nos. 1 and 2" in Tuolumne County, California. *add #1*

(b) No person may be a holder of a Series A membership unless he has been a Member of the corporation for a period of five consecutive years. *add #2* All other Members shall hold Series B memberships.

(c) When the holder of a Series B membership fulfills the five-year requirement described in the preceding subparagraph, he shall become the holder of a Series A membership.

(d) No person may hold more than one membership in the corporation.

(e) If the holder of a Series A membership transfers his membership to a person who qualifies to hold a Series B membership but not a Series A membership, the transferee shall notify the Secretary of the corporation, who shall make an appropriate entry on the records of the corporation.

(f) In case a lot described in subparagraph (a) of this Section is co-owned, the following provisions shall apply:

(i) If only one co-owner is eligible for membership, that person shall be entitled to one membership, the series of which shall be determined by whether that person fulfills the five-year requirement of subparagraph (b) of this Section.

(ii) If more than one co-owner *add #3* is eligible for membership, only one of such co-owners shall be entitled to hold a membership. The eligible co-owners shall inform the Secretary of the corporation in writing of the person who shall be entitled to hold the membership, the series of which shall be determined by whether such designated person fulfills the five-year requirement of subparagraph (b) of this Section.

(g) Anything in these Bylaws to the contrary notwithstanding, if the holder of a Series A membership transfers his membership to his spouse, and the spouse becomes qualified within one year of the transfer to hold a Series A membership but for the five-year requirement of subparagraph (b) of this Section, the transferee spouse shall be eligible to hold a Series A membership. *add #4*

Section 2. DUES: Each Member in good standing must pay, within the time and on the conditions set by the Board of Directors, annual dues in amounts to be fixed from time to time by the Board of Directors and approved by the Members. The dues shall be equal for all Members of each class.

Section 3. TERMINATION OF MEMBERSHIP.

(a) Causes of Termination. The membership of any

Member shall terminate upon occurrence of any of the following events:

(i) The resignation of the Member.

(ii) The occurrence of any event which renders such Member ineligible for membership.

(iii) The determination by the Board of Directors or a committee designated to make such determination that the Member has failed in a material and serious degree to observe the rules of conduct of the corporation, including those rules concerning payment of annual dues, or has engaged in conduct materially and seriously prejudicial to the interest of the corporation.

(b) Procedure for Expulsion. Following the determination that a Member should be expelled under subparagraph (iii) above, the following procedure shall be implemented:

(i) A notice shall be sent by mail by prepaid, first-class, or registered mail to the most recent address of the Member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least 15 days before the proposed effective date of the expulsion.

(ii) The Member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five days before the effective date of the proposed expulsion. The hearing will be held by a Special Member Expulsion Committee composed of not fewer than three Directors appointed by the President. The notice to the Member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(iii) Following the hearing, the Expulsion Committee shall decide whether or not the Member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.

(iv) Any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

Section 4. TRANSFER OF MEMBERSHIPS. A Member may transfer his or her membership to another person meeting the qualifications of a Member in the corporation.

ARTICLE V. Meetings of Members.

Section 1. PLACE OF MEETING. Meetings of the membership shall be held at the principal office of the corporation.

Section 2. ANNUAL MEETING. The annual meeting of Members for the purpose of electing Directors and transacting such other business as may come before the meeting shall be held on the Sunday immediately preceding the day on which Memorial Day is celebrated.

Section 3. SPECIAL MEETING.

(a) Authorized Persons Who May Call. A special meeting of the Members may be called at any time by any of the following: the Board of Directors, the President, or 5 percent or more of the Members.

(b) Calling Meetings. Persons entitled to call a special meeting shall submit a written request therefor which specifies the general nature of the business to be transacted. Such request shall be delivered personally or by registered mail to the President or Secretary of the corporation. The Officer receiving the request shall cause notice to be promptly given to the Members entitled to vote, in accordance with the provisions of Section 4 of this Article, that a meeting will be held, and the date for such meeting, which date shall be not less than 35 nor more than 90 days following the receipt of the request. If the notice is not given within 20 days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limited, fixing, or affecting the time when a meeting of Members may be held when the meeting is called by action of the Board of Directors.

Section 4. NOTICE OF MEMBERS' MEETINGS.

(a) General Notice Contents. All notices of meetings of Members shall be sent or otherwise given in accordance with subsection (c) of this Section of this Article not less than 10 nor more than 90 days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the Members.

(b) Notice of Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- (i) Removing a Director without cause;
- (ii) Filling vacancies on the Board of Directors by the Members;
- (iii) Amending the Articles of Incorporation;

(iv) Approving a contract or transaction in which a Director has a material financial interest;

(v) Approving a plan of distribution of assets, other than cash, in liquidation when the corporation has more than one class of memberships outstanding.

Moreover, if less than ^{2/3}(one-third) of the Members actually attends a regular meeting, only matters the general nature of which were described in the notice may be voted upon.

(c) Manner of Giving Notice. Notice of any meeting of Members shall be given either personally or by first-class mail, telegraphic, or other written communication, charges prepaid, addressed to each Member either at the address of that Member appearing on the books of the corporation or the address given by the Member to the corporation for the purpose of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that Member by first-class or telegraphic or other written communication to the corporation's principal executive office, or (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

(d) Affidavit of Mailing Notice. An affidavit of the mailing or other means of giving any notice of any Members' meeting may be executed by the Secretary.

Section 5. QUORUM.

(a) Percentage Required. Twenty-five percent of the Members shall constitute a quorum for the transaction of business at a meeting of the Members.

(b) Loss of Quorum. The Members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

Section 6. ADJOURNED MEETING. Any Members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members at the meeting; but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

Section 7. VOTING.

(a) Eligibility to Vote. Persons entitled to vote at any meeting of Members shall be Members as of the date determined

in accordance with Section 10 of this Article, subject to the provisions of the California Nonprofit Corporation Law.

(b) Manner of Casting Votes. Voting may be by voice or ballot, provided that any election of Directors must be by ballot if demanded by any Member before the voting begins.

(c) Only Majority of Members Represented at Meeting Required, Unless Otherwise Specified. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting, entitled to vote, and voting on any matter (other than the election of Directors) shall be the act of the Members, unless the vote of a greater number or voting by classes is required by California Nonprofit Corporation Law, the Articles of Incorporation, or the Bylaws.

Section 8. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS.

(a) Written Waiver or Consent. The transactions of any meeting of Members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present in person, and if, either before or after the meeting, each person entitled to vote, who was not present in person, signs a written waiver of notice or a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of Members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4(b) of this Article, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Waiver by Attendance. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

Section 9. ACTION BY WRITTEN CONSENT WITHOUT A MEETING.

(a) General. Any action that may be taken at any annual or special meeting of Members may be taken without a meeting and without prior notice upon compliance with the provisions of this Section.

(b) Solicitation of Written Ballots. The corporation shall distribute one written ballot to each Member entitled to

vote; such ballots shall be mailed or delivered in the manner required by Section 4(a) of this Article for giving notice of special meetings. All solicitations of votes by ballot shall: (i) indicate the number of responses needed to meet the quorum requirement; (ii) state the percentage of approvals necessary to pass the measure(s); and (iii) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall: (i) set forth the proposed action; and (ii) provide the Members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth.

(c) Quorum; Majority. Approval by written ballot pursuant to this Section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and 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 ballot.

(d) Revocation. No written ballot may be revoked after delivery to the corporation or deposit in the mails, whichever first occurs.

(e) Filing. All such written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records.

(f) Effect of Noncompliance. Failure to comply with this Section shall not invalidate any corporate action taken, but may be the basis for challenging any written ballot, and any Member may petition the Superior Court of California to compel compliance with the provisions of law.

Section 10. RECORD DATE FOR MEMBER NOTICE, VOTING, AND GIVING CONSENTS AND OTHER ACTIONS.

(a) To be Determined by Board of Directors. For the purposes of determining which Members are entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take other action, the Board of Directors may fix, in advance, a "record date," which shall not be more than 60 nor fewer than 10 days before the date of any such meeting, nor more than 60 days before any such action without a meeting. Only Members of record on the date so fixed are entitled to notice, to vote, to give consents, or to take other action, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Nonprofit Corporation Law.

(b) Failure of Board to Determine Date.

(i) Record date for notices of voting. Unless fixed by the Board of Directors, the record date for determining those Members entitled to receive notice of, or to vote at, a meeting of Members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.

(ii) Record date for written consent to action without meeting. Unless fixed by the Board, the record date for determining those Members entitled to vote by ballot on corporate action without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written ballot is mailed or solicited. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action.

(iii) Record date for other actions. Unless fixed by the Board, the record date for determining those Members entitled to take any other action shall be the date the Board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

(iv) "Record date" means as of close of business. For purposes of this paragraph, a person holding membership as of the close of business on the record date shall be deemed the Member of record.

Section 11. PROXIES. Voting by proxy shall not be permitted.

ARTICLE VI. Directors.

Section 1. POWERS.

(a) General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the Members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

(i) Select and remove all Officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.

(ii) Change the principal office in the State of California from one location to another; and cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California.

(iii) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates, if any; and alter the form of the seal and certificate.

(iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2. NUMBER AND TERM OF DIRECTORS. The authorized number of Directors shall be nine. Directors need not be residents of the State of California, but must be Members in good standing of the corporation. Each Director shall hold office for a term of three years, and the terms shall be staggered so that one-third of the Directors shall be elected at each annual meeting of Members.

Section 3. NOMINATION AND ELECTION. Nominations for the Directors to be elected at an annual meeting may be made from the floor, and each nominee shall be given a reasonable opportunity to speak to the Members present about his qualifications. Nominees receiving the highest number of votes shall be elected. If any annual meeting is not held or the required Directors are not elected at any annual meeting, they may be elected at any special Members' meeting held for that purpose. Each Director, including a Director elected to fill a vacancy or elected at a special Members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

Section 4. VACANCIES.

(a) Events Causing Vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director, (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Corporations Code sections 7230 and following of the California Nonprofit Corporation Law, (iii) the vote of the Members to remove a Director (provided, however, that if there are less than 50 Members, the vote of a majority of all outstanding memberships shall be required), (iv) the increase of the authorized number of Directors, or (v) the failure of the Members, at any meeting of Members at which any Director or

Directors are to be elected, to elect the number of Directors to be elected at such meeting.

(b) Resignations. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

(c) Filling Vacancies. Subject to subparagraph (d) of this Section, vacancies may be filled by a majority of the Board then in office, whether or not less than a quorum, or by a sole remaining Director. The Members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors.

(d) Filling Vacancies Caused By Removal. Vacancies caused by the removal of a Director may be filled only by the vote by ballot or at a meeting of the Members.

(e) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 5. PLACE OF MEETINGS; MEETINGS BY TELEPHONE. Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal office of the corporation. Notwithstanding the above provisions of this Section, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 6. ANNUAL MEETING. Immediately following each annual meeting of Members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of Officers, and the transaction of other business. Notice of this meeting shall not be required.

Section 7. OTHER REGULAR MEETINGS. Other regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice.

Section 8. SPECIAL MEETINGS.

(a) Authority to Call. Special meetings of the Board of Directors for any purpose may be called at any time by the President, the Secretary, or any two Directors.

(b) Notice.

(i) Manner of giving. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the Director or to a person at the Director's office or residence who would reasonably be expected to communicate such notice promptly to the Director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the corporation.

(ii) Time requirements. Notices sent by first-class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.

(iii) Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal office of the corporation.

Section 9. QUORUM. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article. 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 shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 10. WAIVER OF NOTICE. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly

held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice of consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 11. ADJOURNMENT. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 12. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the 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 13. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 14. FEES AND COMPENSATION OF DIRECTORS. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

ARTICLE VII. Committees.

Section 1. BOARD APPOINTMENT. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

(a) Take any final action on matters which, under the Nonprofit Corporation Law of California, also requires Members' approval or approval of a majority of all the Members;

(b) Fill vacancies on the Board of Directors or in any committee which has the authority of the Board;

(c) Fix compensation of the Directors for serving on the Board or on any committee;

(d) Amend or repeal Bylaws or adopt new Bylaws;

(e) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

(f) Appoint any other committees of the Board of Directors or the members of these committees;

(g) Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

(h) Approve any transaction (i) to which the corporation is a party and one or more Directors have a material financial interest; or (ii) between the corporation and one or more of its Directors or between the corporation or any person in which one or more of its Directors have a material financial interest.

Section 2. MEETINGS AND ACTION OF COMMITTEES. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article VI of these Bylaws, concerning meetings of Directors, with such changes in the context of these Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees also may be called by resolution of the Board of Directors. Notice of special meetings of committees also shall be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE VIII. Officers.

Section 1. OFFICERS. The Officers of the corporation shall be a President, a Secretary, and a Treasurer, who shall serve as chief financial officer. The corporation also may have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be appointed in accordance with the provisions of Section 3 of this Article. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 2. ELECTION OF OFFICERS. The Officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an Officer under any contract of employment.

Section 3. SUBORDINATE OFFICERS. The Board of Directors may appoint, and may authorize the President or another Officer to appoint, any other Officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

Section 4. REMOVAL OF OFFICERS. Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board or, except in case of an Officer chosen by the Board of Directors, by an Officer on whom such power of removal may be conferred by the Board of Directors.

Section 5. RESIGNATION OF OFFICERS. Any Officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party.

Section 6. VACANCIES IN OFFICES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

Section 7. RESPONSIBILITIES OF OFFICERS.

(a) President. The President shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the Officers of the corporation. He shall preside at all meetings of the Members and at all meetings of the Board of Directors. He shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

(b) Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors, or, if not ranked, a Vice President designed by the Board of Directors, 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 upon, the President. The Vice Presidents shall have such other powers and

perform such other duties as from time to time may be prescribed for them by the Board of Directors.

(c) Secretary. The Secretary shall attend to the following:

(i) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a Book of Minutes of all meetings and actions of Directors, committees of Directors, and Members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of Members present, and the proceedings of such meetings.

(ii) Membership record. The Secretary shall keep, or cause to be kept, at the principal office, a record of the corporation's Members, showing the names of all Members, their addresses, and the class of membership held by each.

(iii) Notices, seal, and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors required by the Bylaws to be given. He shall keep the seal of the corporation in safe custody. He shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(d) Treasurer. The Treasurer shall attend to the following:

(i) Books of account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(iii) Bond. If required by the Board of Directors, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for

faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

ARTICLE IX. Indemnification of Directors,
Officers, Employees, and Other Agents.

Section 1. DEFINITIONS. For the purpose of this Article,

(a) "Agent" means any person who is or was a Director, Officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

(b) "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(c) "Expenses" include, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. SUCCESSFUL DEFENSE BY AGENT. To the extent that an agent of this corporation has been successful on the merits of the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

Section 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION. Subject to the required findings to be made pursuant to Section 5 below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an Officer, Director, or person granted relator status by the Attorney General, or by the Attorney General on the ground that the defendant Director was or is engaging in self-dealing within the meaning of California Corporations Code section 5233, or by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to

assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION.

(a) Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

(b) Claims and Suits Awarded Against Agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5 below must be made in the manner provided for in that Section; and

(ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT. The indemnification granted to an agent in Sections 3 and 4, above, is conditioned on the following:

(a) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

(b) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with paragraph (a) above shall be made by:

(i) The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

(ii) The affirmative vote (or written ballot in accord with Article V, Section 9) of a majority of the votes represented and voting at a duly held meeting of Members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or

(iii) The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

Section 6. LIMITATIONS. No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b)(iii), in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the Members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 8. CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NON-OFFICERS. Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and Officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9. INSURANCE. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out

of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this Section.

ARTICLE X. Records and Reports.

Section 1. MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of its Members, Board, and committees of the Board; and
- (c) A record of its Members, giving their names and addresses and the class of membership held by each.

All such records shall be kept at the corporation's principal office.

Section 2. MEMBERS' INSPECTION RIGHTS.

(a) (i) Any Member of the corporation may inspect and copy the records of Members' names and addresses and voting rights during usual business hours on five days' prior written demand on the corporation, stating the purpose for which the inspection rights are requested, or

(ii) Obtain from the Secretary of the corporation, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of Members who are entitled to vote for the election of Directors as of the most recent record date for which that list has been compiled, or as of a date specified by the Member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such Member by the Secretary on or before the later of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled.

(b) Any Member of the corporation may inspect the accounting books and records and minutes of the proceedings of the Members and the Board and committees of the Board, at any reasonable time, for a purpose reasonably related to such person's interest as a Member.

(c) Any inspection and copying under this Section may be made in person or by an agent or attorney of the Member, and the right of inspection includes the right to copy and make extracts.

Section 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. The corporation shall keep at its principal office the

original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours.

Section 4. INSPECTION BY DIRECTORS. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 5. ANNUAL REPORT.

(a) The corporation shall notify each Member annually that he has a right to receive the annual report described in subparagraph (b) of this Section. Upon written request of any Member, the Board shall promptly cause the most recent annual report to be sent to the requesting Member.

(b) Provided the corporation receives \$10,000 or more in gross revenues or receipts during a fiscal year, the Board shall cause an annual report to be prepared no later than 120 days after the end of such fiscal year. Such report shall contain the following information in reasonable detail:

(i) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(iii) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(iv) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(v) Any information required by Section 6 of this Article.

(c) The report required by this Section shall be accompanied by any report thereon of independent accountants or, if there is no such report, by the certificate of an authorized Officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 6. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. No later than the time the corporation prepares its annual report, if any, to the Members, and in any event no later than 120 days after the close of the corporation's fiscal year, the corporation shall prepare and mail or deliver to each

Member a statement of the amount and circumstances of any transaction or indemnification of the following kind:

(a) Any transaction(s) in which the corporation, its parent, or its subsidiary was a party, and in which any Director or Officer of the corporation, its parent, or subsidiary (a mere common directorship shall not be considered such an interest) had a direct or indirect financial interest; provided, however, that such transaction involved over \$50,000, or was one of a number of transactions with the same person involving, in the aggregate, over \$50,000.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the corporation pursuant to Article IX hereof, unless such indemnification has already been approved by the Members pursuant to Section 5(b)(ii) of Article IX.

ARTICLE XI. Construction and Definitions.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XII. Amendments.

Section 1. AMENDMENT BY MEMBERS. New Bylaws may be adopted or repealed by approval of ^{2/21/2018} the Members, or by written assent of these persons. However, any amendment ^{AT AN ANNUAL MEETING} which would materially and adversely affect the rights of any class as to voting or transfer differently than such action affects another class must be approved by the Members of such affected class. Further, where any provision of these Bylaws requires the vote of a larger proportion of the Members than otherwise required by law, such provision may not be altered, amended, or repealed except by vote of such larger number of Members. No amendment may extend the term of a Director beyond that for which such Director was elected. ^{AMENDED}

Section 2. AMENDMENT BY DIRECTORS. Subject to the rights of Members under Section 1 of this Article and the limitations set forth below, the Board of Directors may adopt, amend, or repeal Bylaws. Such power is subject to the following limitations:

(a) The limitation set forth in Section 1 on the Members' power to adopt, amend, or repeal Bylaws shall apply to actions by the Board of Directors.

(b) The Board of Directors may not amend a Bylaw provision fixing the authorized number of Directors or the minimum and maximum number of Directors.

(c) If any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise required by law, such provision may not be altered, amended, or repealed except by vote of such larger number of Directors.

(d) The Board of Directors may not adopt or amend Bylaw provisions concerning the following subjects without the approval of the Members:

(i) Any provision increasing the terms of Directors;

(ii) Any provision allowing one or more Directors to hold office by designation or selection rather than election by the Members;

(iii) Any provision giving the Board of Directors power to fill vacancies on the Board created by removal of Directors;

(iv) Any provision increasing the quorum for Members' meetings; and

(v) Any provision repealing, restricting, creating, or expanding proxy rights.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of Odd Fellows Sierra Recreation Association, a California nonprofit corporation, and the above Bylaws, consisting of _____ pages, are the Bylaws of this corporation as adopted at a meeting of the _____ held on _____, 19__.

DATED: _____

_____, Secretary