

1 BYLAWS OF
2 ODD FELLOWS SIERRA RECREATION ASSOCIATION, INC.
3

4 ARTICLE 1. OFFICES

5 Principal Office

6 Section 1.01. The principal office of the corporation for
7 the transaction of its business is located in the County of
8 Tuolumne, California.

9 Change of Address

10 Section 1.02. The county of the corporation's principal
11 office can be changed only by amendment of the Articles of Incor-
12 poration of this corporation and not otherwise.

13 Other Offices

14 Section 1.03. The corporation may also have offices at
15 such other places, within or without the State of California where
16 it is qualified to do business, as its business may require and
17 as the Board of Directors may from time to time designate.

18 ARTICLE 2. MEMBERS

19 Classes of Membership and Rights

20 Section 2.01. The corporation shall have two (2) classes
21 of members as follows: (1) Regular Members; and (2) Associate
22 Members. Members of the corporation have the voting rights speci-
23 fied in Section 3.11 herein. The rights and privileges of Associ-
24 ate Members shall be limited to the use and enjoyment of the
25 property and facilities owned or controlled by the corporation.
26 No owner of a lot or lots in the subdivisions known as Odd Fellows
27 Sierra Camp Subdivisions Nos. 1 and 2 may hold more than one mem-
28 bership in the corporation. All persons who hold ownership of the
29 same lot or lots jointly may only hold one membership in the cor-
30 poration.

31 Qualifications

32 Section 2.02. (a) A member of any duly constituted Subor-
33 dinate or Rebekah Lodge of the Independent Order of Odd Fellows,
34 or any lodge which is a branch of the Independent Order of Odd
35 Fellows, and purchases a lot in the subdivisions known as "Odd
36 Fellows Sierra Camp Subdivisions Nos. 1 and 2" may become a Regular

1 Member of the corporation, subject to the restrictions contained
2 in Section 2.01 above.

3 (b) Any person who purchases a lot or lots in subdivisions
4 known as "Odd Fellows Sierra Camp Subdivisions Nos. 1 and 2" may
5 become an Associate Member of the corporation, subject to the
6 restrictions contained in Section 2.01 above.

7 (c) No Regular Member or Associate Member of the corporation
8 shall hold more than two lots in the subdivisions known as "Odd
9 Fellows Sierra Camp Subdivisions Nos. 1 and 2."

10 Fees, Dues, and Assessments

11 Application Fee

12 Section 2.04. (a) No fee shall be charged for making
13 application for membership in the corporation.

14 Dues

15 (b) The annual dues payable to the corporation by Regular
16 Members shall be in such amounts as may be determined from time to
17 time by resolution of the Regular Members. No dues shall be
18 assessed against Associate Members.

19 Assessments

20 (c) Regular and Associate Memberships are subject to assess-
21 ments in an equal amount as determined by an annual meeting called
22 for that purpose and which shall be held immediately prior to the
23 corporation's regular annual meeting. Notice of such meetings
24 shall be given in the same manner prescribed in Section 3.04 of
25 Article 3 herein. Assessments shall include, but not be limited
26 to, matters involving maintenance, service and improvements for
27 the benefit of the lots in the Odd Fellows Sierra Camp Subdivisions
28 Nos. 1 and 2.

29 Certificates of Membership

30 Section 2.05. The corporation shall not issue membership
31 certificates

32 Number of Members

33 Section 2.06. The corporation shall have no more than three
34 hundred sixty-six (366) Regular and Associate Members in the
35 aggregate.

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Membership Book

Section 2.07. The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date on which such membership ceased. Such book shall be kept at the corporation's principal office and shall be available for inspection by any Director or member of the corporation during regular business hours.

Nonliability of Members

Section 2.08. No member of this corporation shall be personally liable for the debts, liabilities, or obligations of the corporation.

Transferability of Membership

Section 2.09. Membership in the corporation is nontransferable and nonassignable.

Termination of Membership and Reinstatement

By Nonpayment of Dues

Section 2.10. (a) The membership of any member who fails to pay his dues or assessments when they become due and within one hundred twenty (120) days thereafter shall automatically terminate at the end of such one hundred twenty (120)-day period, provided he was given written notice delivered to him personally or by United States mail at his address listed upon the books of the corporation within ten (10) days before the due date that such dues were due and payable as of said due date. In the event that such written notice is not given as herein required, then such membership shall automatically terminate for nonpayment of dues only if they are not fully paid within one hundred twenty (120) days after such written notice is eventually given and delivered to the member in person or deposited in the United States mail at his last address given on the membership book of the corporation.

Rights on Termination

(b) All rights of a member in the corporation or in its property shall cease on termination of membership as herein provided.

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1 Reinstatement

2 (c) Any member whose membership is terminated as provided
3 in this section, may have his membership reinstated on such terms
4 as the Board of Directors may deem appropriate.

5 ARTICLE 3. MEETINGS OF MEMBERS

6 Place

7 Section 3.01. Meetings of the members shall be held at
8 the Recreation Hall, Odd Fellows Sierra Park, of Tuolumne County,
9 California, or at such other place or places within or without the
10 State of California as may be designated from time to time by
11 resolution of the Board of Directors.

12 Annual Meetings

13 Section 3.02. The Regular Members shall meet annually on
14 the Sunday immediately preceding the day on which Memorial Day is
15 celebrated for the purpose of electing directors and transacting
16 such other business as may come before the meeting.

17 The annual meeting of Regular Members and Associate Members
18 for the purpose of determining assessments of the corporation shall
19 be held immediately prior to the annual meeting of the Regular
20 Members at the same place described herein above.

21 Special Meetings

22 Section 3.03. Special Meetings of Regular Members and/or
23 Associate Members may be called by the President, or by any three
24 (3) Directors of the corporation.

25 Notice of Meetings

26 Section 3.04. Written or printed notice of the time and
27 place of every annual meeting shall be delivered personally to
28 each member entitled to vote or sent to him by United States mail,
29 postage prepaid, or by telegram, at least fifteen (15) days prior
30 to such meeting. Written or printed notice of the time and place
31 of every special meeting shall be delivered personally to each
32 member entitled to vote or sent to him by United States mail,
33 postage prepaid, or by telegram, at least thirty (30) days prior
34 to such meeting. If sent by mail or telegram, the notice shall be
35 addressed to the member at his address as shown on the books of

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1 the corporation and shall be deemed given at the time it is deposi-
2 ted in the mail or delivered to the telegraph company. The notice
3 shall be given by the Secretary or other person designated by the
4 President or Board of Directors of the corporation.

5 Contents of Notice

6 Section 3.05. Notice of meetings of members shall specify
7 the place, the day, and the hour of the meeting and, in the case
8 of special meetings, the general nature of the business to be trans-
9 acted.

10 Quorum

11 Section 3.06. A quorum shall consist of twenty-five (25)
12 percent of the members eligible to vote at the meeting.

13 Adjournment for Lack of Quorum

14 Section 3.07. In the absence of a quorum, any meeting of
15 the members may be adjourned from time to time by the vote of a
16 majority of the eligible voting members present, but no other
17 business shall be transacted.

18 Notice of Adjourned Meeting

19 Section 3.08. When a meeting is adjourned for thirty (30)
20 days or more, notice of the adjourned meeting shall be given as
21 in the case of the original meeting. When a meeting is adjourned
22 for less than thirty (30) days, it is not necessary to give any
23 notice of the time and place of the adjourned meeting or of the
24 business to be transacted thereat other than by announcement at
25 the meeting at which the adjournment is taken.

26 Loss of Quorum

27 Section 3.09. The members present at a duly called or
28 held meeting at which a quorum is present may continue to do
29 business until adjournment notwithstanding the withdrawal of
30 enough members to leave less than a quorum.

31 Proxy Voting

32 Section 3.10. Members entitled to vote shall not be per-
33 mitted to vote or act by proxy, except as provided in Section 3.11
34 below.

35 Voting

36 Section 3.11. (a) Regular Members of the corporation shall

1 be entitled to vote at all members' meetings of the corporation.

2 (b) Associate Members shall be only entitled to vote at the
3 annual meeting of the Associate Members, or at any meeting called
4 for the purpose of determining the amounts of assessments to be
5 levied by the corporation.

6 (c) The spouse or co-owner of property held by a regular
7 member may vote in the place of the said absent regular member
8 with his written permission and provided further that a current
9 lodge dues receipt is presented.

10 Conduct of Meetings

11 Section 3.12. (a) Meetings of members shall be presided
12 over by the president of the corporation or, in his or her absence,
13 by the Vice President or, in the absence of both, by a person
14 chosen by a majority of the eligible voting members present. The
15 Secretary of the corporation shall act as Secretary of all meetings
16 of members, provided that in his or her absence the presiding
17 officer shall appoint another person to act as Secretary of the
18 meeting.

19 (b) Meetings shall be governed by Robert's Rules of Order,
20 as such rules may be revised from time to time, insofar as such
21 rules are not inconsistent with or in conflict with these Bylaws,
22 with the Articles of Incorporation of this corporation, or with
23 law.

24 ARTICLE 4. DIRECTORS

25 Number

26 Section 4.01. The corporation shall have nine (9) Directors
27 and collectively they shall be known as the Board of Directors.
28 The number may be changed by amendment of this Bylaw, or by repeal
29 of this Bylaw and adoption of a new Bylaw.

30 Powers

31 Section 4.02. The Directors shall exercise the powers of
32 the corporation and conduct its affairs, except as otherwise pro-
33 vided by law. The Directors shall exercise control over the prop-
34 erty of the corporation; however, any sale or lease of unsubdivided
35 land, water, mineral rights, or timber rights must be approved
36 by the 2/3 majority vote of a quorum of Regular Members at a

1 regular or special meeting.

2 Duties

3 Section 4.03. It shall be the duty of the Directors to:

4 Duties Imposed by Law, Articles, or Bylaws

5 (a) Perform any and all duties imposed on them collectively
6 or individually by law, by the Articles of Incorporation of this

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1 corporation, or by these Bylaws.

2 Officers and Employees

3 (b) Appoint and remove, employ and discharge, and, except
4 as otherwise provided in these Bylaws, prescribe the duties and
5 fix the compensation, if any, of all officers, agents, and employ-
6 ees of the corporation.

7 Supervision

8 (c) Supervise all officers, agents, and employees of the
9 corporation to assure that their duties are properly performed.

10 Meetings

11 (d) Meet at such times and places as required by these
12 Bylaws.

13 Special Meetings of Members

14 (e) Require that special meetings of members be called
15 whenever and as often as they deem necessary and whenever demanded
16 by the required number of members as in these Bylaws provided.

17 Addresses

18 (f) Register their addresses with the Secretary of the
19 corporation, and notices of meetings mailed or telegraphed to
20 them at such addresses shall be valid notices thereof.

21 Qualifications

22 Section 4.04. Any Regular Member of the corporation who
23 has paid his current dues and assessments is qualified to be
24 elected a Director as provided in these Bylaws.

25 Terms of Office

26 Section 4.05. Each Director shall hold office for a period
27 of three (3) years. One-third of the members of the Board of
28 Directors shall be elected at each annual meeting of the Regular
29 Members.

30 Election

31 Section 4.06. Directors shall be elected at the annual
32 meeting as defined in Section 3.02 hereof and the candidates
33 receiving the highest number of votes up to the number of Directors
34 to be elected are elected. Directors shall be eligible for re-
35 election without limitation on the number of terms they may serve,
36 provided they continue to meet the qualifications required by

1 Section 4.05.

2 Compensation

3 Section 4.07. Directors shall serve without compensation.

4 Meetings

5 Place

6 Section 4.08. (a) Meetings shall be held at the principal
7 office of the corporation or at such place within or without the
8 State of California which has been designated from time to time
9 by resolution of the Board of Directors. In the absence of such
10 designation, meetings shall be held at the principal office of
11 the corporation, provided that any such meeting held elsewhere
12 shall be valid if held on the written consent of all Directors
13 given either before or after the meeting and filed with the Secre-
14 tary of the corporation.

15 Regular Meetings

16 (b) Regular meetings shall be held at such time and place
17 as may be designated by resolution of the Board of Directors.

18 Special Meetings

19 (c) Special meetings of the Board of Directors may be
20 called by the President, or, if he is absent or is unable or
21 refuses to act, by the Vice President or by any three Directors,
22 and such meetings shall be held at the place, within or without
23 the State of California, designated by the person or persons
24 calling the meeting, and in the absence of such designation at
25 the principal office of the corporation.

26 Notice

27 (d) The Secretary of the corporation, or other person
28 designated by the President, shall deliver written or printed
29 notice of the time and place of meetings of the Board to each
30 Director personally or by United States mail or telegram at least
31 seven (7) days prior to the date of the meeting. If sent by mail
32 or telegram, the notice shall be deemed to be delivered on its
33 deposit in the United States mail or on its delivery to the tele-
34 graph company. Such notice shall be addressed to each Director
35 at his address as shown on the books of the corporation. If the
36 address of a Director is not so shown and is not readily ascer-

1 tainable, the notice shall be addressed to him at the city or
2 place in which the meetings of Directors are regularly held.
3 Notice of the time and place of holding an adjourned meeting of
4 a meeting need not be given to absent Directors if the time and
5 place are fixed at the meeting adjourned.

6 Validation of Meeting Defectively Called or Noticed

7 (e) The transactions of any meeting of the Board, however
8 called and noticed or wherever held, are as valid as though the
9 meeting had been duly held after proper call and notice, provided
10 a quorum, as hereinafter defined, is present and provided that
11 either before or after the meeting each of the Directors not
12 present signs a waiver of notice, a consent to holding the meeting,
13 or an approval of the minutes thereof. All such waiver, consents,
14 or approvals shall be filed with the corporate records or made a
15 part of the minutes of the meeting.

16 Conduct of Meetings

17 (f) Except as otherwise expressly provided in these Bylaws,
18 or by law, no business shall be considered by the Board at any
19 meeting at which a quorum, as hereinafter defined, is not present,
20 and the only motion which the Chair shall entertain at such meet-
21 ing is a motion to adjourn. However, a majority of the Directors
22 present at such meeting may adjourn from time to time until the
23 time fixed for the next regular meeting of the Board.

24 (g) All meetings of Directors shall be governed by Robert's
25 Rules of Order, as such rules may be revised from time to time,
26 insofar as such rules are not inconsistent or in conflict with
27 these Bylaws, with the Articles of Incorporation of this corpora-
28 tion, or with law.

29 (h) Meetings of Directors shall be presided over by the
30 President of the corporation, or in his absence by the Vice Presi-
31 dent, or, in the absence of both, by a chairman chosen by a major-
32 ity of the Directors present. The Secretary of the corporation
33 shall act as Secretary of the Board of Directors. In case the
34 Secretary is absent from any meeting of Directors, the presiding
35 officer may appoint any person to act as Secretary for the meeting.

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Quorum

(i) A quorum shall consist of five (5) Directors.

Majority Action as Board Action

Section 4.09. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

Action by Unanimous Written Consent Without Meeting

Section 4.10. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Removal of Directors

Section 4.11. The entire Board of Directors, or any individual Director, may be removed from office at any time by the vote of the holders of the majority of the voting power of the corporation. If any or all Directors are so removed, new Directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed Directors. If new Directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 4.12 hereof.

Vacancies

Section 4.12. (a) Vacancies in the Board of Directors shall exist (1) on the death, resignation, or removal of any

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1 Director; (2) whenever the number of Directors authorized is in-
2 creased; and (3) on failure of the members in any election to
3 elect the full number of Directors authorized .

4 Declaration of Vacancy

5 (b) The Board of Directors may declare vacant the office
6 of a Director (1) if he is declared of unsound mind by an order
7 of Court, or finally convicted of a felony; or (2) if within sixty
8 (60) days after notice of his election he does not accept the
9 office either in writing or by attending a meeting of the Board
10 of Directors; or (3) if he is absent from three (3) consecutive
11 regular Board meetings without due cause.

12 Filling Vacancies by Directors

13 (c) Vacancies caused by the death, resignation, or disabil-
14 ity of a Director or Directors, or by his or their removal as
15 provided in these Bylaws, or by an amendment of the Articles of
16 Incorporation or of these Bylaws increasing the number of Directors
17 authorized shall be filled by the unsuccessful candidate for
18 Director in the last election who received the greatest number of
19 votes, and for each subsequent vacancy which is thereafter de-
20 clared, the same procedure shall be followed. If there are no
21 unsuccessful candidates to fill a vacancy, the vacancy shall be
22 filled by a majority of the remaining Directors, though less than
23 a quorum, or by a sole remaining Director.

24 Filling Vacancies by Members

25 (d) The holders of a majority of the voting power of the
26 corporation may elect a Director at any time to fill any vacancy
27 not filled by the Directors as provided in Paragraphs (c) of this
28 section. Should the offices of all Directors become vacant and
29 there is consequently no Director left to fill vacancies, the
30 vacancies shall be filled by the holders of a majority of the
31 voting power of the corporation at a regular or special meeting
32 called for that purpose at which a quorum is present.

33 Resignation Effective at Future Date

34 (e) If the Board of Directors accepts the resignation of
35 a Director tendered to take effect at a future time, a successor
36 to take office when the resignation becomes effective shall be

1 determined pursuant to either paragraph (c) or (d) of this section.

2 Terms of Office

3 (f) A person elected Director to fill a vacancy as in this
4 section provided shall hold office until the next annual meeting,
5 or until his removal or resignation as in these Bylaws provided.

6 Reduction of Number

7 (g) A reduction of the authorized number of Directors does
8 not remove any Director prior to the expiration of his term of
9 office.

10 Nonliability of Directors

11 Section 4.13. The Directors shall not be personally liable
12 for the debts, liabilities, or other obligations of the corporation.

13 Indemnity by Corporation for
14 Litigation Expenses of Officer, Director, or Employee

15 Section 4.14. Should any person be sued, either alone or
16 with others, because he is or was a Director, officer, or employee
17 of the corporation, in any proceeding arising out of his alleged
18 misfeasance or nonfeasance in the performance of his duties or out
19 of any alleged wrongful act against the corporation or by the
20 corporation, indemnity for his reasonable expenses, including
21 attorney's fees incurred in the defense of the proceeding, may be
22 assessed against the corporation, its receiver, or its trustee,
23 by the court in the same or separate proceeding if (1) the person
24 sued is successful in whole or in part, or the proceeding against
25 him is settled with the approval of the court; and (2) the court
26 finds that his conduct fairly and equitably merits such indemnity.
27 The amount of such indemnity shall be so much of the expenses, in-
28 cluding attorney's fees incurred in the defense of the proceeding,
29 as the court determines and finds to be reasonable.

30 ARTICLE 5. OFFICERS

31 Number and Titles

32 Section 5.01. The officers of the corporation shall be a
33 President, a Vice President, a Secretary, and a Treasurer. The
34 corporation may also have, at the discretion of the Board of
35 Directors, one or more additional Vice Presidents, and such other
36 officers as may be appointed in accordance with the provisions

1 of Section 5.03 of this article. One person may hold two or more
2 offices, except those of President and Secretary.

3 Qualification, Election, and Term of Office

4 Section 5.02. Any Regular Member of the corporation who
5 holds the office of a Director is qualified to be an officer of
6 the corporation. Officers, other than those appointed pursuant
7 to Section 5.03 or Section 5.05 of this article, shall be elected
8 annually by the Board of Directors at the first regular meeting of
9 the Board following the annual election of Directors, and each
10 officer shall hold office until he resigns or is removed or is
11 otherwise disqualified to serve, or until his successor shall be
12 elected and qualified, whichever occurs first.

13 Subordinate Officers

14 Section 5.03. The Board of Directors may appoint such
15 other officers or agents as it may deem desirable, and such
16 officers shall serve such terms, have such authority, and perform
17 such duties as may be prescribed from time to time by the Board
18 of Directors.

19 Removal and Resignation

20 Section 5.04. Any officer may be removed, either with or
21 without cause, by a majority of the Directors at the time in
22 office, at any regular or special meeting of the Board, and such
23 officer shall be removed should he cease to be qualified for the
24 office as herein required. Any officer may resign at any time by
25 giving written notice to the Board of Directors or to the President
26 or Secretary of the corporation. Any such resignation shall take
27 effect at the date of the receipt of such notice or at any later
28 time specified therein, and, unless otherwise specified therein,
29 the acceptance of such resignation shall not be necessary to make
30 it effective.

31 Vacancies

32 Section 5.05. Any vacancy caused by the death, resignation,
33 removal, disqualification, or otherwise, of any officer shall be
34 filled by the Board of Directors for the unexpired portion of the
35 term. Vacancies occurring in offices of officers appointed at
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1 the discretion of the Board may or may not be filled as the Board
2 shall determine.

3 Duties of President

4 Section 5.06. The President shall be the chief executive
5 officer of the corporation and shall in general, subject to the
6 control of the Board of Directors, supervise and control the
7 affairs of the corporation. He shall perform all duties incident
8 to his office and such other duties as may be required by law, by
9 the Articles of Incorporation of this corporation, or by these
10 Bylaws, or which may be prescribed from time to time by the Board
11 of Directors. He shall preside at all meetings of the members and
12 of the Board of Directors. Except as otherwise expressly provided
13 by law, by the Articles of Incorporation, or by these Bylaws, he
14 shall, in the name of the corporation, execute such deeds, mort-
15 gages, bonds, contracts, checks, or other instruments which may
16 from time to time be authorized by the Board of Directors.

17 Duties of Vice President

18 Section 5.07. In the absence of the President, or in the
19 event of his inability or refusal to act, the Vice President or
20 where more than one: the Vice Presidents, in order of their rank
21 as fixed by the Board of Directors or, if not ranked, the Vice
22 President designated by the Board of Directors shall perform all
23 the duties of the President, and when so acting shall have all
24 the powers of, and be subject to all the restrictions on, the
25 President. The Vice Presidents shall have such other powers and
26 perform such other duties as may be prescribed by law, by the
27 Articles of Incorporation, or by these Bylaws, or as may be pre-
28 scribed by the Board of Directors.

29 Duties of Secretary

30 Section 5.08. The Secretary shall:

31 Certify Bylaws

32 (a) Certify and keep at the principal office of the corpor-
33 ation the original, or copy, of these Bylaws as amended or other-
34 wise altered to date.

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Keep Minutes of Meetings

(b) Keep at the principal office of the corporation or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Directors and members, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, notice thereof given, the names of those present at the meetings of Directors, the number of members present at meetings of members, and the proceedings thereof.

Give Notices

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be Custodian of Records

(d) Be custodian of the records of the corporation.

Keep Membership Book

(e) Keep at the principal office of the corporation a membership book containing the name and address of each member, and, in any case where membership has been terminated, he shall record such fact in the book together with the date on which the membership ceased.

Exhibit Records to Directors

(f) Exhibit at all reasonable times to any Director of the corporation, or to his agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the Directors and of the members of the corporation.

Perform Other Duties

(g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors.

Duties of Treasurer

Section 5.09. Subject to the provisions of Article 7 of these Bylaws, the Treasurer shall:

Have Custody of and Deposit Funds

(a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such

1 funds in the name of the corporation in such commercial banks or
2 savings and loan associations as shall be selected by the Board.

3 Receive Funds

4 (b) Receive, and give receipt for, moneys due and payable
5 to the corporation from any source whatever.

6 Disburse Funds

7 (c) Disburse or cause to be disbursed the funds of the
8 corporation as may be directed by the Board of Directors, taking
9 proper vouchers for such disbursements.

10 Maintain Accounts

11 (d) Keep and maintain adequate and correct accounts of the
12 corporation's properties and business transactions, including
13 accounts of its assets, liabilities, receipts, disbursements, gains,
14 and losses.

15 Exhibit Records to Directors

16 (e) Exhibit at all reasonable times the books of account
17 and financial records to any Director of the corporation, or to
18 his agent or attorney, on request therefor.

19 Render Reports

20 (f) Render to the President and Directors, whenever he or
21 they request it an account of any or all of his transactions as
22 Treasurer and of the financial condition of the corporation.

23 Prepare Financial Statement

24 (g) Prepare, or cause to be prepared, and certify the
25 financial statements to be included in the annual report to members.

26 Give Bond

27 (h) Give a bond for the faithful discharge of his duties in
28 such sum and with such surety or sureties as the Board of Directors
29 shall determine.

30 Perform Other Duties

31 (i) In general, perform all duties incident to the office
32 of Treasurer and such other duties as may be required by law, by
33 the Articles of Incorporation of this corporation, or by these By-
34 laws, or which may be assigned to him from time to time by the
35 Board of Directors.

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Compensation

Section 5.10. Officers of the corporation shall serve without compensation.

ARTICLE 6. COMMITTEES

Executive Committee

Section 6.01. The Board of Directors, by a majority vote of its members, may designate three (3) or more of its number to constitute a Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except the power to adopt, amend, or repeal the Bylaws, and provided that the designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed on it or him by law, by the Articles of Incorporation of this corporation, or by these Bylaws. By a majority vote of its members, the Board may at any time modify or revoke any or all of the authority so delegated, increase or decrease but not below three (3) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall establish rules and regulations for its meetings and meet at such times as it deems necessary, provided that a reasonable notice of all meetings of the Committee shall be given to its members, and no act of the Committee shall be valid unless approved by the vote or written consent of a majority of its members. The Committee shall keep regular minutes of its proceedings and report the same to the Board from time to time as the Board may require.

Ad Hoc Committees

Section 6.02. Ad Hoc Committees for specific purposes or activities may be designated from time to time by resolution of the Board of Directors. Chairmen of such Committees shall be appointed by their respective Chairman in such number as the Chairmen deem advisable, unless otherwise provided by the Board in its resolution designating any such Committee. Committee Chairman and members shall be Regular Members of the corporation.

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1 ARTICLE 7. EXECUTION OF
2 INSTRUMENTS, DEPOSITS AND FUNDS

3 Execution of Instruments

4 Section 7.01. The Board of Directors, except as otherwise
5 provided in these Bylaws, may by resolution authorize any officer
6 or agent of the corporation to enter into any contract or execute
7 and deliver any instrument in the name of and on behalf of the
8 corporation, and such authority may be general or confined to
9 specific instances. Unless so authorized, no officer, agent, or
10 employee shall have any power or authority to bind the corporation
11 by any contract or engagement or to pledge its credit or to render
12 it liable pecuniarily for any purpose or in any amount.

13 Checks and Notes

14 Section 7.02. Except as otherwise specifically determined
15 by resolution of the Board of Directors, as provided in Section
16 7.01, or as otherwise required by law, checks, drafts, promissory
17 notes, orders for the payment of money, and other evidences of
18 indebtedness of the corporation shall be signed by any two officers.

19 Deposits

20 Section 7.03. All funds of the corporation shall be depos-
21 ited to the credit of the corporation in such federally insured com-
22 mercial banks or savings and loan associations as the Board may select.

23 ARTICLE 8. CORPORATE
24 RECORDS, REPORTS, AND SEAL

25 Minutes of Meetings

26 Section 8.01. The corporation shall keep at its principal
27 office, or at such other place as the Board of Directors may order,
28 a book of minutes of all meetings of Directors and of all meetings
29 of members, with the time and place of holding, whether regular or
30 special, and, if special, how authorized, the notice given, the
31 names of those present at Directors' meetings, the number of members
32 present at members' meetings, and the proceedings thereof.

33 Books of Account

34 Section 8.02. The corporation shall keep and maintain
35 adequate and correct accounts of its properties and business trans-
36 actions, including accounts of its assets, liabilities, receipts,
disbursements, gains, and losses.

1 Records Available to Assessor

2 Section 8.03. On request of an assessor, the corporation
3 shall make available at its principal office in California or at
4 a place mutually acceptable to the assessor and to the corporation
5 a true copy of business records relevant to the amount, cost, and
6 value of property, subject to local assessment, which it owns,
7 claims, possesses, or controls within the county.

8 Inspection of Records by Directors

9 Section 8.04. The books of account shall at all reasonable
10 times be open to inspection by any Director. Every Director shall
11 have the absolute right at any reasonable time to inspect all books,
12 records, documents of every kind, and the physical properties of
13 the corporation. Such inspection may be made in person or by agent
14 or attorney, and the right of inspection includes the right to make
15 extracts.

16 Inspection of Records by Members

17 Section 8.05. The books of account, and the minutes of
18 meetings of the Directors, members, and Committees shall be open
19 to inspection on the written demand of any Regular Member at any
20 reasonable time, for a purpose reasonably related to the interests
21 of the member, and shall be exhibited at any time when required by
22 the demand, in writing or made orally at a meeting, of ten (10)
23 percent or more of the Regular Members of the corporation. Such
24 inspection may be made in person or by agent or attorney, and the
25 right of inspection includes the right to make extracts. Demand
26 of inspection other than at a members' meeting shall be made in
27 writing on the President, Secretary, or Assistant Secretary of the
28 corporation.

29 Annual Report and Financial Statement

30 Section 8.06. The Board of Directors shall cause to be pre-
31 pared and submitted to the Regular Members a written annual report
32 including a financial statement.

33 Corporate Seal

34 Section 8.07. The Board of Directors may adopt, use, and at
35 will alter, a corporate seal. Such seal, if adopted, shall be
36 affixed to all corporate instruments, but failure to affix it shall

1 not affect the validity of any such instrument.

2 ARTICLE 9. BYLAWS

3 Effective Date of Bylaws

4 Section 9.01. These Bylaws shall become effective immediate-
5 ly on their adoption. Amendments to these Bylaws shall become
6 effective immediately on their adoption unless the Board of Di-
7 rectors or members, in adopting them as hereinafter provided,
8 provide that they are to become effective at a later date.

9 Amendment

10 Section 9.02. Subject to any provision of law applicable
11 to the amendment of Bylaws of nonprofit corporations, these Bylaws,
12 or any of them, may be altered, amended, or repealed and new By-
13 laws adopted by the vote or written assent of a majority of the
14 Regular Members entitled to vote, or the vote of a majority of a
15 quorum at a meeting duly called and noticed for the purpose in
16 accordance with Section 3.04 hereof.

17 Certification and Inspection

18 Section 9.03. The original, or a copy, of the Bylaws as
19 amended or otherwise altered to date, certified by the Secretary
20 of the corporation, shall be recorded and kept in a book which
21 shall be kept in the principal office of the corporation, and
22 such book shall be open to inspection by the members at all rea-
23 sonable times during office hours.

24 ARTICLE 10. PROHIBITION AGAINST
25 SHARING CORPORATE PROFITS AND ASSETS

26 Section 10.01. No member, Director, officer, employee, or
27 other person connected with this corporation, or any other private
28 individual, shall receive at any time any of the net earnings or
29 pecuniary profit from the operations of the corporation, provided,
30 that this provision shall not prevent payment to any such person
31 of reasonable compensation for services rendered to or for the
32 corporation in effecting any of its purposes as shall be fixed by
33 resolutions of the Board of Directors. Upon the winding up of
34 the affairs of the corporation, whether voluntary or involuntary,
35 the assets of the corporation, after all debts have been satis-
36 fied, shall be distributed to Regular Members of the corporation

1 who have been Regular Members for at least five (5) years prior
2 to the winding up, in such amounts as shall be determined by the
3 Board of Directors of the corporation.

4 ARTICLE 11. CONSTRUCTION

5 Section 11.01. As used in these Bylaws:

6 (a) The present tense includes the past and the future
7 tenses, and the future tense includes the present.

8 (b) The masculine gender includes the feminine and
9 neuter.

10 (c) The singular number includes the plural, and the
11 plural number includes the singular.

12 (d) The word "shall" is mandatory and the word "may" is
13 permissive.

14 (e) The words "Directors" and "Board" have the meaning
15 stated in Section 4.02 of these Bylaws.

16 Certificate of Secretary of Corporation
17 Authenticating Adoption of Bylaws

18 CERTIFICATE

19 I, EDWARD E. COLE, hereby certify:

20 That I am the duly elected and acting Secretary of ODD
21 FELLOWS SIERRA RECREATION ASSOCIATION, INC., a California corpor-
22 ation; and

23 That the foregoing Bylaws, consisting of twenty-one (21)
24 pages, constitute the Bylaws of said corporation as duly adopted
25 by the vote of a majority of a quorum at a meeting of Regular
26 Members duly called for the purpose according to the Articles and
27 duly held on May 30, 1976, 1976 at Long Barn,
28 California.

29 DATED: May 30, 1976
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31
32 ODD FELLOWS SIERRA RECREATION
33 ASSOCIATION, INC.

34 By: Edward E. Cole
35 Secretary-Treasurer
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