

By-Laws

of

Mt. Ralston Properties Association, Inc.

Twin Bridges, California 95735

Article I

Name and Purpose

The name of this organization is "Mt. Ralston Properties Association, Incorporated." Incorporated as a non-profit association in the State of California on September 12, 1973. The purpose of this organization is primarily to develop, distribute, deliver and furnish water services as described in the Articles of Incorporation, #688977, endorsed and filed on September 12, 1973 and revised and filed on July 12, 1977.

Article II

Membership

Section 1. Eligibility. Any person, family or multiple family who owns property in Ralston Trail Subdivision, Mt. Ralston Subdivision, or Mt. Ralston Subdivision Addition No.1, or on *Tori Way*, located in El Dorado County, California, shall be eligible for membership in this organization.

Section 2. Qualification. Any eligible person, family or multiple family who shall pay the membership and assessment fees shall become a member.

Section 3. Duties. Each applicant for membership shall pay the accumulated dues and assessments at the time of applying for membership, and thereafter shall pay any dues or assessments imposed in accordance with these by-laws, in order to remain in good standing.

Section 4. Privileges. Each member shall be notified of and shall be entitled to attend all meetings of the members. One member from each water recipient shall be entitled to vote at all meetings of the Association. Each member in good standing shall be entitled to service from the water collection and supply system. When desiring service from the water system those owners of empty lots who elected not to pay annual dues and assessments previously must pay the amount stipulated by the members prior to their connection.

Section 5. Special fees, dues and assessments. Special fees, dues and assessments may be imposed on commercial properties within the water service area upon recommendations of the Water Board and approval of the Directors.

## Article III

### Meetings

Section 1. Annual Meetings. The annual meeting of the members shall be held in the month of September of each year.

Section 2. Special Meetings. A special meeting of the members may be held at any time on call of the Chairman of the Board or President, upon written request of any four directors, or upon written request by 10 members or 5% of the membership, whichever is less.

Section 3. Time and place of meetings. The President shall specify the time and place of all meetings of members and cause notice thereof to be mailed to all members not less than ten (10) nor more than ninety (90) days before the date set, provided that if he shall fail to set the time and place for any annual meeting by the first day of the month of September in which the meeting is to be held, or if he should fail to set a time and place for an special meeting not less than thirty (30) nor more than ninety (90) days after receipt of the request therefore is delivered to him or to the Secretary, the Secretary shall set a time and place for the meeting and cause the notice thereof to be mailed to the members.

Section 4. Quorum. Two officers, three directors and fifteen voting members in good standing shall constitute a quorum for the transaction of business. When the quorum consists of less than one-third of the membership, the only matters which may be acted upon at a regular meeting attended by less than one-third of the voting power are matters set forth in the Notice of the Meeting.

Section 5. Voting. For the purpose of voting, there shall be one vote per water service line or undeveloped lot entitled to a water service line. Officers and directors shall be elected by mailed ballot or by attendance at the annual meeting in such a manner as the Board of Directors shall determine.

## Article IV

### Board of Directors

Section 1. Composition and powers. The affairs and business of the Association shall be managed and directed by a Board of Directors, consisting of nine persons elected by the members. Officers of the Association shall be appointed by the Board of Directors. No person who is not a member in good standing of this Association may be an officer or director.

Section 2. Term of Office. The directors shall be elected for a three (3) year term, September to September, with three Directors being replaced each year. The Water Board Director is appointed by the Directors for an unspecified term.

Section 3. Vacancies. Should any vacancy occur in the membership of the Board of Directors by death, resignation or removal from office, the remaining directors may elect some qualified person to fill the vacancy for the unexpired term.

Section 4. Removal. Any member of the Board of Directors may be removed from office by a resolution to that effect duly adopted by a majority vote of the members in attendance at a special meeting called to vote upon such resolution.

Section 5. Meetings. Meetings of the Board of Directors may be called at any time at the call of the Chairman of the Board, the President, any Vice President, the Secretary or two directors. The President shall fix the time and place of such meetings and shall give at least four days notice by mail or twenty-four hours notice by telephone or personal communication. Five board members shall constitute a quorum for the transaction of business.

## Article V

### Officers

Section 1. Officers, duties and powers. The Association shall have a Chairman of the Board or President or both, a Secretary, a chief Financial Officer and 3 such other officers with such titles and duties as shall be stated in the by-laws or determined by the Board. The duties and powers shall be those which are customarily imposed upon and exercised by officers with similar titles in like organizations.

Section 2. Term of Office. The officers shall be appointed by the Board for such terms and on such conditions as the Board shall establish.

Section 3. Vacancies. In the event of the death, resignation or removal of an officer of the Association, the Board of Directors shall appoint a successor to fill the vacancy until the next annual meeting.

### Committees

The Board may appoint such committees as it deems desirable, and the Board shall designate the functions of all such committees.

## Article VII

### Records

Section 1. Records of the minutes of meetings shall be maintained by the Secretary of this Association.

Section 2. The Association shall keep correct and complete books and records of account to be maintained by the Treasurer, including a register of members in good standing.

Section 3. All books and records of the Association may be inspected by a member or his agent or attorney for any proper purpose at any reasonable time.

## Article VIII

### Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December.

Article IX

Contracts. Checks. Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer unless the indebtedness exceeds \$500. In that case two officers shall approve and sign the payment.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Treasurer may select after obtaining the Directors' approval.

Article X

Amendments

These by-laws may be amended in all manners permitted by law, including by ballot as well as by vote at meetings of the membership, provided that written notice of the proposed amendment, including the full text thereof, shall have been mailed to each member as provided by law or by these by-laws. Amendments may be adopted by the Board of Directors, without the approval of the membership, when the rights of the membership are not effected by the amendment.

Article XI

Any action which may be taken by the membership, including the election and removal of a director, may be taken by written ballot as provided bylaw.

Certificate of Secretary

I, the undersigned, certify that I am the presently elected and acting secretary of Mt. Ralston Properties Association, Inc., a California non-profit corporation, and the above by-laws, consisting of 5 pages, are the by-laws of this corporation as adopted by the Board of Directors and the membership.

Dated:

Executed at \_\_\_\_\_, California

Secretary