



Clarksville Region Historical Society
9045 Orchid Shade Drive
El Dorado Hills, CA 95762
530-677-5533
www.edhhistory.org

Hal Erpenbeck
President

August 16, 2013

Betty January
Vice President

Pat Thomsen
Secretary

Chief Administrative Office
Attn: Economic Development
330 Fair Lane Drive
Placerville, CA 95667

Fran Thomson
Asst. Secretary

John Thomsen
Treasurer

Dear Sir or Madam:

John Thomson
Asst. Treasurer

Attached please find the Cultural and Community Development Application for our organization.

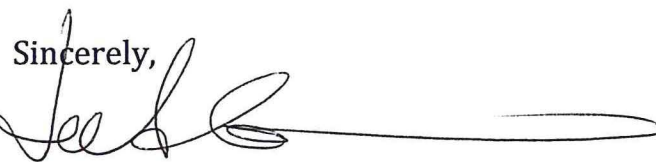
Janette Rogers-Booth
Director

We believe that our project of securely fencing the Old Clarksville Cemetery will preserve and highlight the County's unique history. We also believe that an attractive setting will attract visitors to the cemetery and so benefit the county economically.

Paul Rogers-Booth
Director

Please feel free to contact our President, Hal Erpenbeck, at the address above, if you have any questions regarding our application.

Thank you very much.

Sincerely,


John E. Thomson
Assistant Treasurer

2013 AUG 16 AM 11:35
EL DORADO COUNTY
C.A.O.

**Cultural and Community Development Application
FY 2013-14**

**Event/Project/Organization
for which funds are requested:**

Clarksville Region Historical Society, a 501(c)(3) organization, seeks funds with which to build a wrought iron fence and ornamental gate that will enclose the Old Clarksville Cemetery in El Dorado Hills.

Event/Project Location:

The cemetery is located at the end of Joerger Cutoff Road, and overlooks El Dorado Hills Town Center..

Name of Organization:

Clarksville Region Historical Society (CRHS)

Address of Organization:

9045 Orchid Shade Drive, El Dorado Hills, CA 95762

Website:

EHDHistory.org

Name of Contact Person:

Hal Erpenbeck, President

Telephone Number:

530-677-5533

E-mail address:

hal.erpenbeck@gmail.com

Total Amount Requested:

\$5,000.00

1. Briefly describe the event/project/organization for which funds are being requested:

Old Clarksville Cemetery, a pioneer cemetery which was established in the 1840s, is currently protected only by a dilapidated barbed wire fence on three sides of the property. As the result of tours of the cemetery offered during the last three Clarksville days, the cemetery has become an attraction to those who want to visit old cemeteries. The staff of the California Visitors Center in El Dorado Hills Town center reports that they get two or three inquiries about the cemetery each week. CRHS is concerned that the lack of a substantial fence around the cemetery may cause vandalism and theft.

Therefore CRHS proposes to erect a six foot wrought iron fence around the cemetery to secure the cemetery and to discourage such vandalism. In addition, such a sturdy fence and a planned lockable ornamental gate will enhance the visual attraction of the cemetery. The presence of a fence will also encourage visitors during the cemetery hours and attract cemetery tourists from the central California region and beyond.

2. If the request is being made for a specific event/project, please briefly describe the operating organization responsible for the event/project. If the organization has a managing board, please describe the make-up of the board and provide your board bylaws.

The Clarksville Region Historical Society (CRHS) was organized in 2006 by a group of citizens in the Clarksville area, now known as El Dorado Hills, California. CRHS was incorporated as a California nonprofit public benefit corporation on September 7, 2006, with California corporate number 2927584.

The Federal Tax Identification Number (TIN) of CRHS is 16-1770435.

The primary objectives and purposes of CRHS are: (1) To identify and preserve documents, artifacts, records, and other objects of historical interest related to historic Clarksville and the surrounding region for its residents and the public; (2) To educate the public and increase public awareness of the historical significance of historic Clarksville and the surrounding region; (3) To enlist public support for the historical preservation and display of documents, artifacts, records, and other objects of historical interest related to historic Clarksville and the surrounding region.

CRHS has been determined by the Internal Revenue Service to be a public charity exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. CRHS has been also determined by the California Franchise Tax Board to be exempt from California Franchise Tax under section 23701d of the California Revenue and Taxation Code.

CRHS is registered as a public charity with the California Registry of Charitable Trusts, file Number CT0135732.

A copy of the CRHS Bylaws is attached hereto as Exhibit 7.

3. Briefly describe how Cultural and Community Development funds will be used, if awarded, and what percentage of the funds will go towards the actual event/project:

All funds awarded will be used to erect the wrought iron fence and ornamental gate where there is now barbed wire fencing.

The cemetery property is next to that of the Lakehills Covenant Church. The church has already erected a six-foot wrought iron fence on the property line where the church property abuts that of the cemetery. So 490 feet of the 1,100 feet of the cemetery perimeter is already fenced with a wrought iron fence, leaving 610 feet of fence to be erected. The balance of the fence to be erected by CRHS will be the same style as the existing wrought iron fence. Please see the Exhibits for a location map and a map of the cemetery showing the existing fences and gate.

CRHS has received a bid of \$25.00 per linear foot for a six-foot wrought iron fence to put up the remaining fence. That works out to \$15,250.00 for the fence. Please see the Exhibits for photos of the details of the wrought iron fence.

CRHS has received a bid for \$1,000.00 for the to fabrication and installation of a decorative gate and an archway with the cemetery name. Please see the Exhibits for a photo of an example of the type of gate that is contemplated.

4. When will the event/project/program occur, and when would Cultural and Community Development funds be used, if awarded:

CRHS hopes to raise the \$16,250.00 necessary to erect the fence and gate in time to have the fence and gate erected by the end of 2013.

5. What is the target market for the advertising/promotional efforts and how will this target market be reached (pleased include details as to any advertising that will take place in and outside of the County and to encourage attendance from outside the County):

Cemeteries are a viable object of and growing category of niche tourism, i.e., a type of attraction that can draw tourists on the merits of its culture and historical value, or cultural heritage.

There is historical precedent of cemeteries as tourist destinations, and increasingly so. As older cemeteries run out of burial space, some of them are reinventing themselves as travel and tourism destinations.

An example of cemetery tourism is the Old City Cemetery in Sacramento. The cemetery attracts a great number of visitors and is a popular tourist attraction. Dr. Bob LaPerriere, who is an expert on cemetery preservation and who is also on the Board of Directors of the Old City Cemetery, is advising CRHS in its efforts to upgrade the Clarksville Cemetery and to promote Clarksville Cemetery as a tourist destination. A key factor in promoting visits to the cemetery is its establishment in the 1840s and its connection to era of the Gold Rush.

Also, CRHS's signature annual event is Clarksville Day, which is held every Spring. The first two Clarksville Days were held in 2007 and 2008 at the El Dorado Hills Library. Starting in 2009, the event was held in the old ghost town of Clarksville. This popular event grew in popularity and the last

Clarksville Day in 2012 drew an estimated 4,500 visitors to the event. An integral part of Clarksville Day was a tour of the Old Clarksville Cemetery. This tour was very well received.

CRHS will use its membership in the Conference of California Historical Societies to publicize the Cemetery. The Conference was founded in 1954 as a federation of historical societies, museums, libraries, and other history-oriented groups and individuals. The Conference helps historians, and others who are interested in history, to connect and share information—joining efforts to preserve records, artifacts, sites, and buildings. Through its website and publications, the Conference is a link among its various member societies are doing, [links](#) to historical and local resources.

CRHS will also seek to participate in any cooperative advertising available.

6. The Board of Supervisors wishes to encourage tourism, agriculture, and economic development in the County by supporting promotional, community, and cultural activities through the use of Cultural and Community Development funds. Please describe how the event/organization will support tourism, agriculture, community spirit, culture, and/or economic development.

Based on the experience of CRHS in putting on Clarksville day, the community of El Dorado Hills is to a great extent unaware of the history of the area. Many El Dorado Hills residents feel that the only nearby history is to be found at Gold Discovery Park in Coloma or Main Street in Placerville. CRHS volunteers were gratified by the complimentary remarks made by local citizens when they visited Clarksville Day, which emphasized the rich history of El Dorado Hills. Many attendees were pleased to find that they live in a community with so much history.

The knowledge that their community contains Old Clarksville cemetery, a cemetery which dates back to the 1840s and the Gold Rush, will no doubt give those who live in El Dorado Hills a sense of community. CRHS also hopes that the cemetery will become an attraction to which local residents come and bring their friends, giving the locals a chance to show off the history of their community.

7. What goal is expected to be achieved from the use of Cultural and Community Development funds, if awarded (please detail expected increased tourism, overnight stays, economic impact, etc.), and how will this be measured:

El Dorado County Visitors Authority lists about twenty pioneer cemeteries existent in the county, the presence of which is not obvious. There are another eighty pioneer cemeteries in the county, not all of which are accessible. The Clarksville Cemetery, located as it is on the hill overlooking Town Center, is easily seen from Highway 50. The addition of the fence and ornamental gate will increase the visibility of the cemetery and attract visitors.

The Clarksville Cemetery is in essence a "gateway" historical feature, the presence of which could lead visitors to seek out the other pioneer cemeteries in the county. It is a goal of CRHS to leverage the high visibility of the Clarksville Cemetery to drive cemetery tourism to the other pioneer cemeteries in the county. This could be accomplished by working with the Pioneer Cemeteries Commission, the Visitors Authority, and the California Visitors Center in Town Center, to develop a cemetery interpretive program for each of the cemeteries that allow visitors, with an overall program to link the cemeteries

together in a county cemetery tour. The scattered locations of the cemeteries would encourage tourists to stay overnight in one of the local hotels, and also patronize local restaurants and shops.

8. How will El Dorado County, as a sponsor of the event/project/organization, be recognized in promotional materials and at the event/project/organization:

The county would be recognized as a contributor to the project on all literature and promotional materials

9. Please provide any information on sponsorships for this event/project/organization:

CRHS has pledged \$1,500.00 toward the cost of the fence. El Dorado Hills Foundation has given a grant of \$500.00. The Native Sons of the Golden West has declared its intention to help out in any way to the project.

10. If Cultural and Community Development funds are awarded, will the amount be matched (either full or partial) and by what organization:

CRHS has pledged \$1,500.00 toward the cost of the fence.

HISTORY OF EVENT/PROJECT/ORGANIZATION

1. How long has this event/project/organization been in operation:

The Clarksville/Mormon Tavern Cemetery dates from the establishment of the old Mormon Tavern on the original Sacramento-Placerville freight and stage roads. The earliest date associated with the Tavern is the late 1840s; an historical marker telling of it is placed on the little road to the cemetery near the PG&E substation. The Tavern was allegedly begun by a Mormon named Mr. Morgan, but in the 1850 census it was owned by another Mormon, Asahel Lathrop. Lathrop was one of the first pioneers into the Salt Lake Valley in 1847; he later continued on to California. The original Tavern was remodeled for use as a family home by the Joergers in the late 1800s and was burned down in the late 1960s to make way for the construction of Highway 50. There are photos showing the original Tavern, some taken from the cemetery.

Today's Highway 50 cuts through the hill at the actual site of the Mormon Tavern, but the cemetery remains at the former elevation and overlooks the present Town Center at the El Dorado Hills/Latrobe Road exit. Just to the east is where the little town of Clarksville formerly thrived. In the close vicinity were several other inns and taverns (and their accompanying cemeteries) —Railroad House, at Clarksville (whose cemetery is now claimed by the Jess Tong family); Metropolitan House (Richmond/Hall Cemetery near White Rock Road/Silva Valley Parkway; the Halfway House

(Sacramento County); White Rock Station, etc. During the first years of California's gold rush, this area was heavily traveled by teamsters and immigrants alike.

Within Clarksville/Mormon Tavern Cemetery, which is described in probate records as a Public Cemetery, but now is shut off from public access, are buried one of the two brothers for whom Clarksville was named. Luther Brown Clark died October 1, 1875, and was "buried in the old Mormon Tavern cemetery." Also known to be buried in the cemetery is Lewis Holdridge, an 1850 pioneer who owned the Duroc Hotel near Cameron Park. Mr. Holdridge died January 9, 1876 and was "conveyed to his last resting place at the Mormon Tavern Cemetery" on January 11th. Most of the people buried at Clarksville were from the eastern U. S. or overseas, Gold Rush emigrants, but there are also many of the early California-born residents.

Perhaps the most important person interred here is Samuel E. Kyburz (1842-1917), who served in Company D, 2nd California Cavalry in the Civil War. He came to California with his parents, Samuel and Rebecca Kyburz, in 1846. They had originally been members of the Donner Party, but separated near what is now Salt Lake City and arrived in California before the winter snows halted the rest of the party. Father Samuel was an associate of John Sutter for many years. Other members of this family are also interred in the Clarksville family plot.

2. What is the overall attendance (past and future anticipated) of the event/project/organization:

Until 2009, the cemetery was only visited by families of those buried in the cemetery as an occasional visitor.

In 2009, CRHS began holding its annual Clarksville Day, along what was the Lincoln Highway (now White Rock Road) in the old town of Clarksville. One of the attractions was a tour of the Old Clarksville Cemetery. The last year CRHS held Clarksville Day was in 2012, where the estimated number of visitors was 4,500 people. A number of those visitors went on the cemetery tour. No Clarksville Day was held in 2013 due to the construction of the Silva Valley Interchange on Highway 50.

The number of future visits by tourists and locals depends on the publicity garnered through the efforts of CRHS, Pioneer Cemeteries Commission, the Visitors Authority, and the California Visitors Center in Town Center.

3. Have Cultural and Community Development funds been received for this purpose in the past? If so, how much and when? If funds were received, please attach the Post-Event Report for this event.

No.

BUDGET FOR EVENT/PROJECT

Please detail all revenue and expenditures associated with the event/project/organization for which funds are being requested (only include guaranteed funds, i.e. not the funds being requested that have not yet been approved).

Additionally, for private non-profit and public organizations, please include a copy of the most recently completed financial statement and a copy of the budget for the event or organization for which funds are requested.

Revenue for event/project:

1. Funding/Contributions:

Source	Amount
El Dorado Hills Foundation	500.00
CRHS	1,500.00
Parker Development, El Dorado Hills Firefighters, and Waste Management, collectively	1,800.00
Clarksville Civil War Memorial Donations	60.00
Total:	\$3,860.00

2. Other earnings (i.e. admission fee, retained earnings, sale of products, etc.):

Type	Amount
None	
Total:	

3. Describe any in-kind assistance/match funds you expect to receive from individuals, businesses or other community groups in support of this event/project/organization, which have not be confirmed or detailed above:

CRHS has set aside \$1,500 for the fence. Vice President Betty January is in the process of contacting various potential donors and grantors to ask for donations and grants. The Native Sons of the Golden West have demonstrated an interest in the project, and their membership has pledged to help in its preservation, though no specific amounts have yet been pledged.

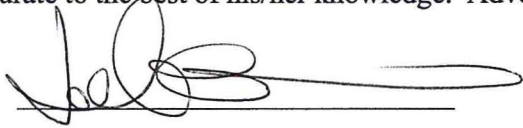
Expenditures

- 1. Expenditures for advertising and promotions (should correlate with revenue sources stated above):**

<u>Expenditures</u> Item or service	<u>Cost:</u>	<u>Funded By</u>
None as yet		
Total:		

SUBMITTAL

The undersigned, declares that he/she has carefully examined the El Dorado County Cultural and Community Development Program and fully understands its contents and implications, and if funds are awarded the proposer will contract with the County to furnish the services as specified, in accordance with this grant application attached. The undersigned further attests that all information contained in this application is accurate to the best of his/her knowledge. Advertising funds are awarded, that proposer

Signature: 

Title: ASST. TREASURER

Applicant Organization: CLARKSVILLE REGION HISTORICAL SOCIETY

Date: August 16, 2013

Return Grant Application No Later than August 16, 2013 at 5:00 PM to:

**Chief Administrative Office
Attn: Economic Development
330 Fair Lane
Placerville, CA 95667**

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EXHIBITS

Exhibit 1. Location map of Old Clarksville Cemetery.

Exhibit 2. Detail map of Old Clarksville Cemetery.

Exhibit 3. Representative current photos of Old Clarksville cemetery.

Exhibit 4. Existing wrought iron fence at Old Clarksville Cemetery.

Exhibit 5. Conceptual photo of an ornamental gate and arch of the style contemplated.

Exhibit 6. Clarksville Region Historical Society Financial Statements

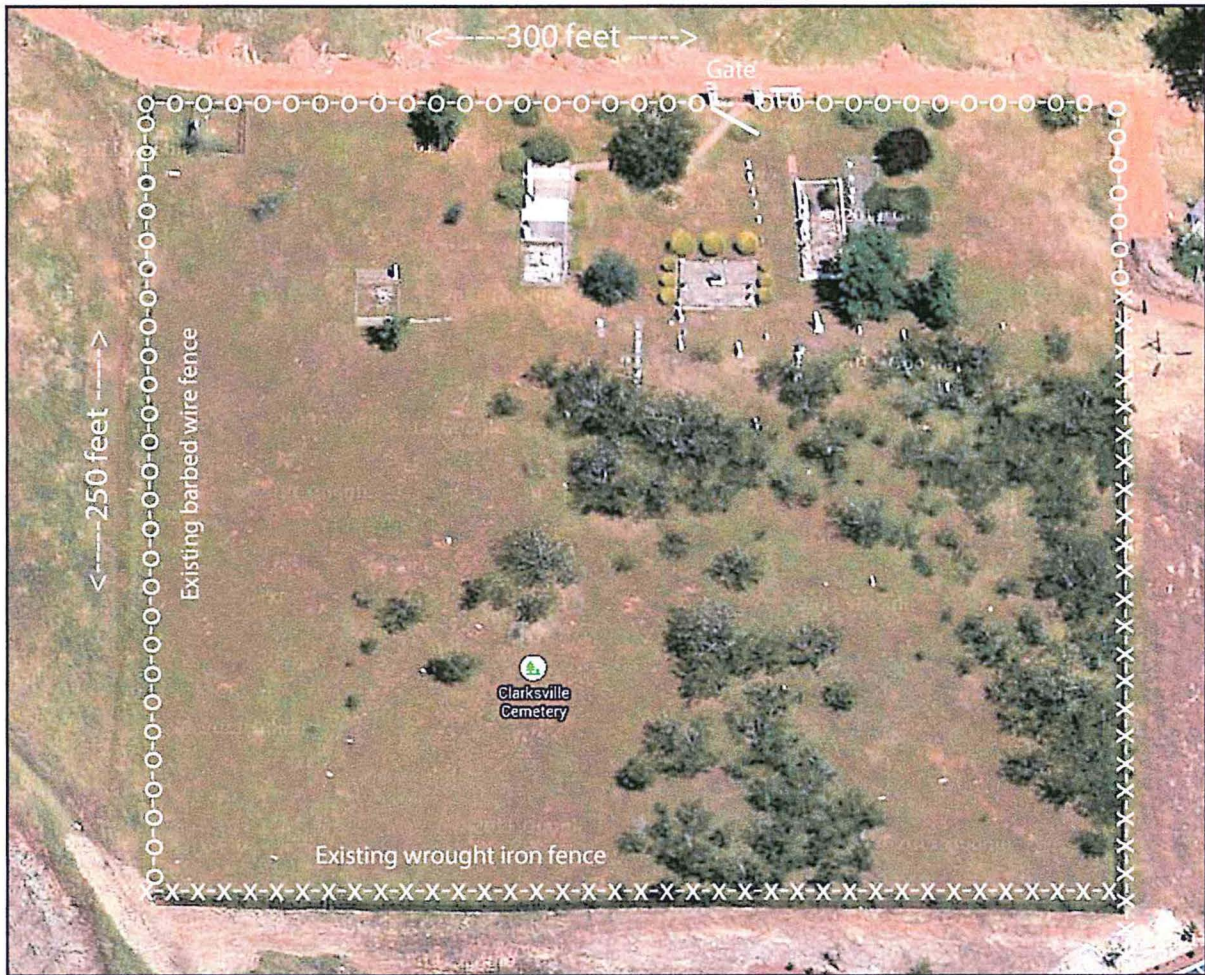
Exhibit 7. Clarksville Region Historical Society Bylaws.

Exhibit 1



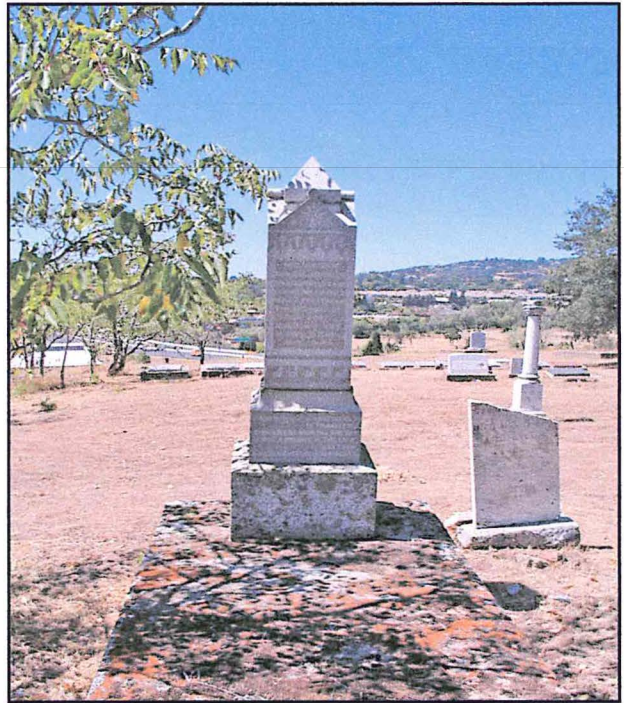
Location map of Old Clarksville Cemetery.

Exhibit 2



Detail map of Old Clarksville Cemetery showing existing fencing and gate.

Exhibit 3



Representative headstones.



Existing gate and barbed wire fencing.

Exhibit 4



Existing wrought iron fencing installed by Lakehills Covenant Church,
the style of which will be duplicated with the new fencing.



Photo of an ornamental gate and arch of the style contemplated

Exhibit 6

Clarksville Region Historical Society
Financial Statements
July 31, 2013

Income Statement - Seven Months

<u>Revenue</u>	
Income from Dues	\$1,021.00
Donations	3,568.68
Total Revenue	<u>4,589.68</u>
<u>Expenses</u>	
Memorial Day Event	1,745.71
Insurance	425.00
Other Expenses	350.48
Total Expenses	<u>2,521.19</u>
Net Income (Loss)	<u>\$2,068.49</u>

Balance Sheet - July 31, 2013

<u>Assets</u>	
Cash	\$7,268.89
Event and Display Equipment	500.00
Total Assets	<u>\$7,768.89</u>
<u>Liabilities</u>	
Clarksville Cemetery Reserve	<u>\$1,500.00</u>
Total Liabilities	1,500.00
Net Assets	6,268.68
Total Liabilities and Net Assets	<u>\$7,768.68</u>

Exhibit 7

Bylaws of Clarksville Region Historical Society

BYLAWS OF
CLARKSVILLE REGION HISTORICAL SOCIETY
A CALIFORNIA PUBLIC BENEFIT CORPORATION
AS AMENDED OCTOBER 1, 2008

ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal location of the corporation for the transaction of its business is located in El Dorado County, California. The office of the corporation is that of its agent for service of process as registered with the California Secretary of State.

SECTION 2. CHANGE OF ADDRESS

The address of the corporation's agent for service of process may be changed only by an action of the board of directors and the filing of such a change with the California Secretary of State.

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, and with the approval of the membership, designate.

ARTICLE 2
PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

(a) The primary objectives and purposes of this corporation shall be:

(1) To identify and preserve documents, artifacts, records, and other objects of historical interest related to historic Clarksville and the surrounding region for its residents and the public.

(2) To educate the public and increase public awareness of the historical significance of historic Clarksville and the surrounding region.

(3) To enlist public support for the historical preservation and display of documents, artifacts, records, and other objects of historical interest related to historic Clarksville and the surrounding region.

(b) The general purposes and powers of this corporation are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of this corporation.

ARTICLE 3
DIRECTORS

SECTION 1. NUMBER

The corporation shall have nine (9) directors made up of the nine elected officers set forth in Article 4, Section 1, and collectively they shall be known as the board of directors. The number of officers and directors may be changed by amendment of these bylaws, or by repeal of these bylaws and adoption of new bylaws, as provided in these bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation, and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;

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

(d) Meet at such times and places as required by these bylaws;

(e) Register their addresses with the secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Each director shall hold office as long as he or she is a duly elected officer of the corporation.

SECTION 5. COMPENSATION

Directors shall serve without any compensation. However, they shall be allowed reasonable reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, the term "interested persons" means either:

(a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF BOARD MEETINGS

Board meetings shall be held only in the County of El Dorado within the State of California.

Any board meeting, regular or special, may be held by conference telephone, electronic video screen com-

munication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- (a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- (b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- (c) The corporation adopts and implements some means of verifying (1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and (2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

SECTION 8. REGULAR BOARD MEETINGS

Regular meetings of the board of directors shall be held at least once a calendar quarter.

SECTION 9. SPECIAL BOARD MEETINGS

Special meetings of the board of directors may be called by the president, the vice president, the secretary, or by any two directors, and such meetings shall be held at the place within El Dorado County in the State of California, designated by the person or persons calling the meeting.

SECTION 10. NOTICE OF BOARD MEETINGS

(a) Regular meetings of the board may be held only if the date, time and place of the meeting are announced in a reasonable manner in advance to, and open to, all members.

(b) Special emergency meetings of the board may be held without notice; however, the emergency meeting shall be open to all members. An emergency is defined for the purposes of this section as business of such importance and urgency that it must be transacted immediately, leaving insufficient time to notify all members. In such a case, the President shall report briefly on the transactions of the emergency meeting at the next membership meeting, and the minutes of the emergency meeting will be incorporated in the minutes of the next regular board meeting.

(c) Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notices of meetings shall specify the place, day, and hour of the meeting. The proposed agenda of any board meeting must be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING BOARD MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or

approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR BOARD MEETINGS

A quorum shall consist of five (5) directors.

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

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this corporation.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 15. CONDUCT OF BOARD MEETINGS

Meetings of the board of directors shall be presided over by the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, 9th Edition, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT BOARD MEETING

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing, the term "in writing" to include electronic mail transmissions, to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. 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 the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. VACANCIES

Vacancies on the board of directors shall exist upon the death, resignation, or removal of any officer.

SECTION 18. NONLIABILITY OF DIRECTORS

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

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

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

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

SECTION 20. INSURANCE FOR CORPORATE AGENTS

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

ARTICLE 4 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a president, a vice president, a secretary, a chief financial officer who shall be designated the treasurer, two directors-at-large, an assistant secretary, an assistant treasurer, and the immediate past president. No more than one office may be held by the same person at the same time.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any member in good standing may serve as an officer of this corporation. Each officer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. REMOVAL AND RESIGNATION

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

Any officer may resign effective upon giving written notice to the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No officer may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the attorney general.

SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. A vacancy in the office of immediate past president shall be filled only by another past president or by a Founding Member.

Vacancies may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these bylaws, or (3) a sole remaining director. However, vacancies created by the removal of an officer may be filled only by the approval of the members. The members of this corporation may elect a director at any time to fill any vacancy not filled by the directors.

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

Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation.

SECTION 6. DUTIES OF PRESIDENT

The president shall be the chief executive officer of the corporation and shall, subject to the consent of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, he or she shall preside at all meetings of the board of directors. The president shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

SECTION 8. DUTIES OF SECRETARY

The secretary shall:

Certify and keep at the principal office of the corporation, or at such other place as the board may determine, the original, or a copy of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation, or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

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

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these bylaws.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 9. DUTIES OF TREASURER

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

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation,

or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 10. DUTIES OF DIRECTOR-AT-LARGE

A director-at-large shall perform such duties as may be prescribed by the president or the board of directors. Directors-at-large shall represent the collective interests of the membership, especially in matters of policy.

SECTION 11. DUTIES OF ASSISTANT SECRETARY

The assistant secretary shall:

Keep at the principal office of the corporation, or at such other place as the board may determine, a membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.

Administer the enrolment of new members and the annual membership renewal process of the organization.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the membership book.

Perform the duties of the secretary when the secretary is unable to perform his or her duties.

In general, perform all duties incident to the office of assistant secretary and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 12. DUTIES OF ASSISTANT TREASURER

The assistant treasurer shall:

Prepare and file the government filings and reports that are required of the organization.

Act as the agent for service for the organization.

Render to the president and directors, whenever requested, an account of any or all of his or her actions as assistant treasurer.

Perform the duties of the treasurer when the treasurer is unable to perform his or her duties.

In general, perform all duties incident to the office of assistant treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 13. DUTIES OF IMMEDIATE PAST PRESIDENT

The immediate past president provides advice and continuity of leadership within the corporation.

ARTICLE 5 COMMITTEES

SECTION 1. COMMITTEES

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

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of direc-

tors and its members, except that the time for regular meetings of committees may be fixed by resolution of the board of directors or by the committee. The time for special meetings of committees may also be fixed by the board of directors. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

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

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation which are for over Five Hundred Dollars (\$500.00) shall be signed by the treasurer and countersigned by the president of the corporation.

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS

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

ARTICLE 7 CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at the respective residences of their respective custodians in El Dorado County in the State of California:

- (a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A record of its members, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times.

SECTION 2. CORPORATE SEAL

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept by the corporate secretary. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

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

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

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

SECTION 6. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
 - (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
 - (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
 - (e) Any information required by Section 7 of this Article.
- The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an audit committee appointed by the board of directors that such statements were examined by them and found to be properly prepared and correct.

If this corporation receives Twenty-Five Thousand Dollars (\$25,000), or more, in gross revenues or re-

ceipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of the audit committee, as specified by the above provisions of this Section relating to the annual report.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

- (a) Any director or officer of the corporation, or its parent or its subsidiary (a mere common directorship shall not be considered a material financial interest); or
- (b) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000.00) or which was one of a number of transactions with the same persons involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000.00).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

ARTICLE 8 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

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

ARTICLE 9 CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal

Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. DEFINITIONS

(a) Interested Person.

Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- (2) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3. CONFLICT OF INTEREST AVOIDANCE PRODEDURES

(a) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. COMPENSATION APPROVAL POLICIES

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

(a) the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.

(b) all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensa-

tion arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

(1) is not the person who is the subject of compensation arrangement, or a family member of such person;

(2) is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement

(3) does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement

(4) has no material financial interest affected by the compensation arrangement; and

(5) does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

(c) the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

(1) compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources

(2) the availability of similar services in the geographic area of this organization

(3) current compensation surveys compiled by independent firms

(4) actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

(d) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

(1) the terms of the compensation arrangement and the date it was approved

(2) the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member

(3) the comparability data obtained and relied upon and how the data was obtained.

(4) If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.

(5) If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.

(6) any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if

so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).

(7) The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

SECTION 6. ANNUAL STATEMENTS

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. PERIODIC REVIEWS

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

SECTION 8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 10 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

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

- (a) Subject to the power of members, if any, to change or repeal these bylaws under Section 5150 of the Corporations Code, by approval of the board of directors unless the bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation

has admitted any members, then a bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or

- (b) By approval of the members, if any, of this corporation.

ARTICLE 11 AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES

Amendment of the articles of incorporation may be adopted by the approval of the board of directors and by the approval of the members of this corporation.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding the above sections of this Article, this corporation shall not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 12 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the board of directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this corporation and not otherwise.

ARTICLE 13 MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

(a) Regular Membership. The membership of the corporation shall consist of regular members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation or bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions, and conditions.

(b) Life Membership. Life membership shall consist of a regular membership that is not required to pay annual dues. Any regular member may become a life member by application to the board of directors and by contributing at least one thousand dollars (\$1,000.00) in a single irrevocable donation to the organization. Upon

approval of the board and the acceptance of the donation, the member will be exempt from the requirement to pay annual dues to the organization in the future. Life membership confers no special rights or obligations of membership other than the honorific designation of "Life Member" signifying the member's exemption from paying annual membership dues.

(c) Honorary Membership. Any person who, in the opinion of the Board, has made an outstanding contribution toward the promotion or the attainment of the purposes, objectives, or interests of the corporation may be designated as an Honorary Member of the corporation. Provided, however, that Honorary Members may not vote or hold office.

(d) Honoric and Commendatory Designations. From time to time the board may confer an honorific or a commendatory designation upon a member who has made an outstanding contribution toward the promotion or the attainment of the purposes, objectives, or interests of the corporation. Provided, however, that such designation shall not confer any additional rights or obligations of membership.

SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in this corporation are as follows:

- (a) An interest in the history of the Clarksville Region, and
- (b) A desire to further the purposes of the Clarksville Region Historical Society

Persons in attendance at the inception and organization of the Clarkesville Region Historical Society at the El Dorado Hills Library on August 29, 2006, shall be considered Founding Members.

SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership upon:

- (a) The completion and acceptance of a membership application, and
- (b) The payment of membership dues and initiation fees, if any.
- (c) The provisions of this section shall not apply to Honorary Members.

SECTION 4. FEES, DUES, AND ASSESSMENTS

(a) The board of directors may propose that a fee shall be charged for making application for membership in the corporation, but the amount of, and the imposition of, such a fee must be approved by a vote of the membership.

(b) An annual membership fee shall be charged for membership in the corporation, and the amount of such membership dues shall be recommended by a resolution of the board of directors and must be approved by a vote of the membership in conjunction with the annual election of officers. Any change in the membership dues shall take effect on January 1 of the year following approval. This subsection shall not apply to Life Members or Honorary Members.

(c) Memberships shall be nonassessable.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 6. MEMBERSHIP BOOK

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 of termination of such membership. Such book shall be kept by the assistant secretary or other person designated by the board and shall be available for inspection by any direc-

tor or member of the corporation at any reasonable time.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member and expressly approved by the board of directors.

SECTION 7. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 9. TERMINATION OF MEMBERSHIP

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

(3) If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency. The provisions of this subsection shall not apply to life members or honorary members.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

(1) A notice shall be sent by first-class or registered mail to the last 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 fifteen (15) days before the proposed effective date of the expulsion.

(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the board of directors in accordance with the quorum and voting rules set forth in these bylaws applicable to the meetings of the board. 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.

(3) Following the hearing, the board of directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the board shall be final.

(4) If this corporation has provided for the payment of dues by members, 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 10. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

SECTION 11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these bylaws, if any amendment of the articles of incorporation or of the bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 14 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held only at such places as may be designated from time to time by resolution of the board of directors and within El Dorado County in the State of California.

SECTION 2. ANNUAL MEETINGS

The members shall meet annually each year in November for the purpose of electing officers and transacting other business as may come before the meeting. Cumulative voting for the election of officers shall not be permitted. Officers shall be elected by a majority of the votes cast by secret written ballot. Votes shall be counted by an election tally committee appointed by the board. No member of the tally committee shall be a current officer, director, or candidate. Each voting member shall cast one vote, with voting being by secret ballot only. If no candidate receives a majority of votes for an office, a runoff election shall be held at the next regular membership meeting in the same manner as the regular election. The annual meeting of members for the purpose of electing officers shall be deemed a regular meeting and any reference in these bylaws to regular meetings of the membership refers to this annual meeting.

SECTION 3. REGULAR MEETINGS

Regular meetings of the membership shall generally be held once a month unless additional meetings are deemed necessary or desirable by the President or the Board.

(a) The order of business at regular meetings shall consist of any or all of the following: introduction of guests, committee reports, old business, new business, announcements, and adjournment. The business portion of a membership meeting shall be limited to one half hour unless the time of the business portion is extended by approval of a majority of the members present.

(b) The business portions of regular meetings shall be followed by educational and informative programs that further the purposes of the corporation as set forth in Article 2 of these bylaws.

(c) No regular membership meeting shall be held in the month of December.

SECTION 4. SPECIAL MEETINGS OF MEMBERS

(a) Persons Who May Call Special Meetings of Members. Special meetings of the members shall be called by the board of directors or the president of the corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

SECTION 4. NOTICE OF MEETINGS

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

(b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail or other means of written or electronic communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal 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 electronic or written communication.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the chairperson of the board, president, vice president, or secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person, and if, either before or after the meeting, each of the persons entitled to vote, 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 thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this

section, the waiver of notice or consent shall state the general nature of the proposal.

(f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

1. Removal of directors without cause;
2. Filling of vacancies on the board by members;
3. Amending the articles of incorporation; and
4. An election to voluntarily wind up and dissolve the corporation.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of the voting members of the corporation that are present.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these bylaws require a greater number.

SECTION 7. VOTING RIGHTS

Each regular member and Life Member is entitled to one vote on each matter submitted to a vote by the members. Honorary Members are not entitled to vote. Voting at duly held meetings shall be by voice vote. Election of officers, however, shall be by secret written ballot.

SECTION 8. PROXY VOTING

Membership voting by proxy is not allowed. No provision in this or other sections of these bylaws shall be construed to permit any member to vote or act by proxy.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members, present in person. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her

absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order (9th Edition), as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with any provision of law.

SECTION 10. REASONABLE NOMINATION AND ELECTION PROCEDURES

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of officers by members. Such procedures shall be reasonable given the nature, size, and operations of the corporation, and shall include:

(a) A reasonable means of nominating persons for election as officers.

(b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.

(c) A reasonable opportunity for all nominees to solicit votes.

(d) A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election to the board and the payment with such request of the reasonable costs of reproduction and mailing (including postage), the corporation shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporation's option, the right to do either of the following:

(1) inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or

(2) obtain from the secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of officers, in written or electronic form, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

If the corporation distributes any written election material soliciting votes for any nominee for officer at the corporation's expense, it shall make available, at the corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Generally, any person who is qualified to be elected as an officer shall be nominated at the annual meeting of members held for the purpose of electing officers by any member present at the meeting in person. However, if the corporation has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5221 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election as officers or to the board of directors.

If this corporation has five thousand (5,000) or more members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law shall be followed by this corporation in nominating and electing persons as officers or to the board of directors.

SECTION 11. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

SECTION 12. RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

SECTION 13. SPECIAL EVENTS NOT MEETINGS

From time to time the board of directors may organize special events of an educational and informative nature for the membership in furtherance of the purposes of the corporation as set forth in Article 2 of these bylaws. Such special events may include trips, tours, excursions, fund-raisers, and those events shall not be considered regular or special membership meetings.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation and that such bylaws were duly adopted by the members of the Clarksville Region Historical Society on October 1, 2008.

Frances C. Thomson
Corporate Secretary

Date

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