

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

Event/Project/Organization

for which funds are requested: Shingle Springs Community ID and Plan

Event/Project Location: Shingle Springs, CA

Name of Organization: Shingle Springs Community Alliance

Address of Organization: Shingle Springs Community Alliance
P.O. Box 1581
Shingle Springs, CA 95682

Website: www.ShingleSpringsCommunityAlliance.com

Name of Contact Person: Lori Parlin

Telephone Number: 530-672-6425

E-mail address: info@shinglespringscommunityalliance.com

Total Amount Requested: \$5,000.00

Organization Name: Shingle Springs Community Alliance

2013 AUG 16 AM 11:34
EL DORADO COUNTY
C.A.O.

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

Mission Statement: The Shingle Springs Community Alliance (SSCA) is a grassroots, community-based organization committed to promoting and preserving the rural quality of living in Shingle Springs. SSCA supports responsible growth that is harmonious with our existing Shingle Springs community.

SSCA is working with the Shingle Springs Community to create the Shingle Springs Community Plan and Community Identity. It is still being determined whether there may be a need to hire a consultant to assist with research or facilitating meetings.

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 SSCA Core Committee is organizing the creation of the Shingle Springs Community Plan and Community Identity. The Board is as follows:
President, Lori Parlin; Vice President, Frank Verdin; Secretary, Vacant; Treasurer, Susan Statti; Member at Large, Stan Stailey. A copy of the bylaws are attached.

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:

100% of the funds will go toward working with the Shingle Springs community to update the 1977 Shingle Springs Area Plan. The updated Plan will become the Shingle Springs Community Plan and include the Community Identity for Shingle Springs.

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

Updating the 1977 Shingle Springs Area Plan has already begun, and our goal is to have it completed 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):

The target market is all residents, business owners, and interested parties of Shingle Springs. In addition to our email list and road signs, we would like to have funds for a mailer and newspaper advertising.

- 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.**

It has been said at many meetings within El Dorado County that economic development begins with strong communities. The Shingle Springs Community Plan will preserve the rural residential lifestyle that was an integral part of the 1977 Shingle Springs Area Plan. That lifestyle is highly desirable to past, present, and future residents. Tourism and community spirit will benefit from the focus on the historical and rural nature of our Townsite which would include train excursions and bicyclists. Local economic development could be enhanced by the rural character of our core business area and its appeal to shoppers. Agriculture will also be supported due to the inherent compatibility of agriculture and rural lifestyle.

- 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:**

Because of its central location and historical past, Shingle Springs has the potential to become a hub for both the local excursion train and bike trail. Completing the Shingle Springs Area Plan and preserving the rural residential lifestyle will complement and encourage that potential. Local businesses will also benefit from the increased tourism.

- 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:**

Shingle Springs Community Alliance will, as stated in El Dorado County Cultural and Community Development Program 2013-14 II. POLICY STATEMENT 2., include the El Dorado County seal, indicating sponsorship and/or support on all printed promotional materials,

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

No sponsorships.

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

No matching funds.

HISTORY OF EVENT/PROJECT/ORGANIZATION

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

The Shingle Springs Community Alliance was formed in July 2012 and started working on its Community Identity and Plan in November 2012.

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

The Shingle Springs Community Alliance has held 3 community wide meetings this year. Each meeting had between 150 and 300 attendees. We expect to have similar or increased attendance at future community meetings.

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
None	\$0
Total:	\$0

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

Type	Amount
None	\$0
Total:	\$0

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:

Hours of volunteer time to research and update 1977 Shingle Springs Area Plan = 45 hours

Hours of volunteer time by Core Committee to organize communitywide meeting = 50 hours (create presentation, practice presentation, create advertisement flyers, signs, and email, organize volunteers to distribute flyers)

Hours of volunteer time by community members = 60 hours (15 volunteers distributing flyers for an average of 4 hours each)

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>
Mailer to Shingle Springs community	\$1,600	community
Flyers and road signs - Meeting 1	\$250	community
Ads in newspapers - Meeting 1	\$1,614	community
Facility rental for meeting - Meeting 1	\$400	community
Flyers and road signs - Meeting 2	\$250	community
Ads in newspapers - Meeting 2	\$1,614	community
Facility rental for meeting - Meeting 2	\$400	community
Consultant for research/facilitation	Up to \$5,000	community

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:

President

Applicant Organization: Shingle Springs Community Alliance

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**

Financial Statement

SSCA Accounting 1/5/13 - 7/31/13				
Date	Description	Credit	Debit	Balance
1/15/2013	Donation	\$ 90.00		\$ 90.00
3/6/2013	Donation	\$ 120.00		\$ 210.00
3/7/2013	Expense		\$ 13.98	\$ 196.02
3/11/2013	Expense		\$ 60.00	\$ 136.02
3/14/2013	Fundraiser Sales	\$ 468.00		\$ 604.02
3/17/2013	Expense		\$ 45.32	\$ 558.70
3/14/2013	Expense		\$ 40.32	\$ 518.38
3/14/2013	Misc. Cash Donations	\$ 640.26		\$ 1,158.64
3/14/2013	Expense		\$ 50.00	\$ 1,108.64
3/14/2013	Expense		\$ 50.00	\$ 1,058.64
3/14/2013	Expense		\$ 20.00	\$ 1,038.64
3/14/2013	Expense		\$ 105.00	\$ 933.64
3/14/2013	Donation	\$ 20.00		\$ 953.64
3/14/2013	Donation	\$ 10.00		\$ 963.64
3/14/2013	Donation	\$ 100.00		\$ 1,063.64
3/14/2013	Donation	\$ 407.65		\$ 1,471.29
3/19/2013	Expense		\$ 24.79	\$ 1,446.50
3/19/2013	Expense		\$ 0.26	\$ 1,446.24
3/25/2013	Expense		\$ 15.00	\$ 1,431.24
3/25/2013	Expense		\$ 10.00	\$ 1,421.24
3/25/2013	Expense		\$ 25.00	\$ 1,396.24
4/7/2013	Expense		\$ 51.84	\$ 1,344.40
3/21/2013	Donation	\$ 20.00		\$ 1,364.40
3/5/2013	Donation	\$ 100.00		\$ 1,464.40
5/21/2013	Credit	\$ 24.79		\$ 1,489.19
5/22/2013	Fundraiser Sales	\$ 116.00		\$ 1,605.19
5/25/2013	Expense		\$ 174.98	\$ 1,430.21
5/25/2013	Expense		\$ 174.98	\$ 1,255.23
5/25/2013	Fundraiser Sales	\$ 20.00		\$ 1,275.23
5/25/2013	Fundraiser Sales	\$ 55.00		\$ 1,330.23
5/25/2013	Donation	\$ 85.00		\$ 1,415.23
5/29/2013	Donation	\$ 100.00		\$ 1,515.23
5/29/2013	Donation	\$ 144.75		\$ 1,659.98
6/2/2013	Donation	\$ 25.00		\$ 1,684.98
6/4/2013	Fundraiser Sales	\$ 17.00		\$ 1,701.98
6/5/2013	Fundraiser Sales	\$ 381.00		\$ 2,082.98
6/5/2013	Fundraiser Sales	\$ 702.00		\$ 2,784.98
6/5/2013	Donation	\$ 702.19		\$ 3,487.17
6/5/2013	Donation	\$ 20.00		\$ 3,507.17
6/5/2013	Donation	\$ 20.00		\$ 3,527.17
6/5/2013	Donation	\$ 50.00		\$ 3,577.17
6/5/2013	Donation	\$ 200.00		\$ 3,777.17
6/5/2013	Donation	\$ 100.00		\$ 3,877.17
6/5/2013	Donation	\$ 100.00		\$ 3,977.17

6/5/2013	Donation	\$ 25.00		\$ 4,002.17
6/5/2013	Donation	\$ 25.00		\$ 4,027.17
6/5/2013	Donation	\$ 250.00		\$ 4,277.17
6/13/2013	Expense		\$ 207.78	\$ 4,069.39
6/15/2013	Expense		\$ 662.66	\$ 3,406.73
6/15/2013	Expense		\$ 260.00	\$ 3,146.73
6/15/2013	Expense		\$ 162.84	\$ 2,983.89
6/8/2013	Donation	\$ 25.00		\$ 3,008.89
6/9/2013	Donation	\$ 100.00		\$ 3,108.89
6/13/2013	Donation	\$ 40.00		\$ 3,148.89
6/10/2013	Donation	\$ 25.00		\$ 3,173.89
6/10/2013	Expense		\$ 2.06	\$ 3,171.83
7/8/2013	Donation	\$ 250.00		\$ 3,421.83
7/9/2013	Donation	\$ 100.00		\$ 3,521.83
7/10/2013	Donation	\$ 96.80		\$ 3,618.63
7/19/2013	Donation	\$ 33.68		\$ 3,652.31
7/20/2013	Fundraiser Sales	\$ 36.00		\$ 3,688.31

**BYLAWS OF THE
SHINGLE SPRINGS COMMUNITY ALLIANCE**

**ARTICLE I
NAME and LOCATION**

1.1. The name of this association, which is a nonprofit, grass-roots, community organization, organized under the laws of the State of California, is the SHINGLE SPRINGS COMMUNITY ALLIANCE (hereinafter "Association").

1.2. The principal office of this Association shall be situated in the community of Shingle Springs in the State of California at such specific location as the Board of Directors shall determine from time to time. The Association may also have such other offices as the Board of Directors determines from time to time.

**ARTICLE II
PURPOSE and ACTIVITIES**

2.1 The Association is organized and operated for the following general purposes:

(a) This unincorporated, non-profit, grass-roots, community association (hereinafter, "Association") is organized to preserve and protect the quality of life of Shingle Springs, California as a rural residential community, and to prevent negative social, environmental, and financial impacts to Shingle Springs that would result from incompatible land use development.

(b) Exclusively for the advocacy for, and organization of, the residents of the community of Shingle Springs, California to maintain, preserve and protect the rural residential character and quality of life of the community within the meaning of §501(c) (4) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law, including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such §501(c)(4).

(c) The Association shall not carry on a business with the general public in a manner similar to organizations which are operated for profit. Further, the Association shall not operate primarily as a social club for the benefit, pleasure, or recreation of its members, although social functions for the benefit of members may be carried out if they are incidental to the organization's primary purposes.

2.2 The specific activities of the organization to carry out the stated purpose, shall consist of, but not be limited to, the following:

(a) Building awareness in Shingle Springs of the identity of the community and appreciation for the quality of life of rural living particular to that community.

(b) Identifying the characteristics of development that are consistent and inconsistent with the preservation of Shingle Springs as a rural residential community.

(c) Educating the public about the size, scope, and impacts of proposed land use development.

(d) Disseminating information to the public by mail, the internet and handouts.

(e) Speaking to various citizen groups in El Dorado County.

(f) Establishing and maintaining a website for the group.

(g) Attending hearings at state and county level in order to stay informed of status on proposed development.

(h) Fundraising to accomplish goals and support activities of group, provided that in no event

shall the Association represent that contributions, donations, gifts, grants of cash, money, goods or services are tax-deductible.

- (i) Acting as spokesperson and lead group on behalf of citizens in the community that oppose proposed projects that are inconsistent with rural living and in support of development standards that will protect and enhance the quality of life of Shingle Springs, California.
- (j) Take whatever legal means necessary to prevent detrimental land use development from being built. This will include lobbying local, state and federal elected officials and agency staff, filing administrative appeals, complaints, and lawsuits in State and Federal Courts, and conceptualizing referenda or initiative measures in conjunction with other local citizen organizations.

ARTICLE III MEMBERSHIP

3.1. Membership. The Association shall have no members other than the persons elected or appointed as members of the Board of Directors, who shall be considered to be the members of the Association for the purposes of any statutory provision or rule of law relating to members of a non-stock nonprofit association.

3.2. Associates. The Board of Directors may provide for the creation and recognition of associates of the Association to be known as "Association Affiliates," or other appropriate term in its discretion. Such Association Affiliates will have no authority to act for or incur any liability against the Association, and will have no vote in the Association's affairs.

ARTICLE IV DIRECTORS & OFFICERS

4.1. Powers. Subject to any limitations in the Articles of Association and to the provisions of the California Corporations Code, the affairs of the organization shall be managed and all organization powers shall be exercised by, or under the direction of, the director(s).

4.2. Number. The Board of Directors shall consist of no less than five (5) members, including all officers. There shall be an odd number of the Board at all times. If vacancies reduce the number of Directors to less than five (5) or create an even number of Directors, the Board will appoint replacements as necessary, by a vote of the majority of Directors present at a meeting or voting by proxy. A majority of Board members present at a meeting or voting by proxy may establish committees, appointing an odd number of members to each and specifying each committee's responsibilities.

4.3. Election and Tenure of Office. The non-executive directors shall be invited to serve in their office and hold office until they resign or are removed by the board.

4.4. Vacancies. A vacancy on the board of directors shall exist in the case of death, resignation, or removal of any director or in case the authorized number of directors is increased. Any director may resign effective upon written notice to the board.

4.5. Removal. Any of the directors may be removed without cause if such removal is approved by a majority of the directors.

4.6. Compensation. No salary or other form of compensation shall be paid to directors for their services but, by resolution, the board of directors may allow members to be reimbursed for any reasonable expenses incurred on behalf of the Association, however expenses in excess of the sum of Twenty-five dollars (\$25.00) shall be subject to prior approval by the board before the expense is incurred.

4.7. Officers. Officers shall consist of a President, Vice-President, Secretary, Treasurer, and a member at large. The Term of office is one year. Officers may be elected to multiple sequential terms.

ARTICLE V. MEETINGS & VOTING

5.1. Place of Meetings. All meetings of the board of directors shall be held at the principal executive office of the organization or at such other place as may be determined by the director(s).

5.2. Regular Meetings. Regular meetings shall be held at least quarterly pursuant to a schedule established annually by the board of directors. Once the schedule is established, no notice shall be required to conduct regular meetings.

5.3. Special Meetings. Special meetings of the board of directors may be called by the director(s) with proper notice by telephone or email given to all members of the board at least 24 hours in advance of the meeting, which notice shall include the purpose of the meeting and any action proposed to be taken.

5.4. Action Without Meeting. Any action that may be taken at any regular or special meeting of the board of directors, may be taken without a meeting and without prior consent, if notice is given in writing, setting forth the action so taken.

5.5 Quorum. A quorum shall be required at any meeting in order to conduct Association business. A quorum shall consist of more than fifty percent (50%) of the Board members then in office, present or voting by proxy. Any board member may assign his/her proxy in writing to a temporary alternate. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

A majority of the directors present at a meeting may adjourn any meeting to another time and place, whether or not a quorum is present at the meetings.

5.6. Voting. Meetings shall be conducted according to the spirit of Roberts Rules of Order. No action shall be taken on any item not listed in the agenda for the meeting posted on the internet and emailed to the members of the board of directors at least twenty-four (24) hours in advance of the meeting. Proposals may not be presented for a vote until after there has been a motion, a second and the matter is open for discussion. Motions pass by a simple majority vote of the members present.

5.6. 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, subject to the provisions of Section 310 (relating to the approval of contracts and transactions in which a director has a material financial interest); the provisions of Section 311 (designation of committee); and Section 317 (e) (indemnification of directors) of the California Corporations Code.

ARTICLE VI ORGANIZATION RECORDS AND REPORTS

6.1 The organization shall keep minutes of all meetings of the board and all bookkeeping and tax records in an organized manner for inspection of the board of directors.

ARTICLE VII INDEMNIFICATION AND INSURANCE OF ORGANIZATION DIRECTORS & OFFICERS

7.1. Indemnification. The director(s) and officers of the organization shall be indemnified by the Association to the fullest extent not prohibited by the California Associations Code.

7.2. Insurance. The organization shall have the power to purchase and maintain insurance on behalf of any agent (as defined in Section 317 of the California Associations Code) against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the foundation would have the power to indemnify the agent against such liability under the provisions of Section 317 of the California Associations Code.

ARTICLE VIII PROHIBITED ACTIVITIES

8.1. Actions Jeopardizing Tax Status. This Association shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under §501 (c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

8.2. Lobbying and Political Activities. The Association may devote a substantial part of its activities for lobbying purposes (including the publishing or distribution of statements) or otherwise attempting to influence legislation. However, the Association may participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office only to an insubstantial degree.

8.3. Private Inurement. No part of the net income or net assets of the Association shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons. However, the Association is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

8.4. Non-Discrimination. In the conduct of all aspects of its activities, the Association shall not discriminate on the grounds of race, color, national origin or gender.

8.5. Conflicts of Interest. A conflict of interest occurs when a person under a duty to promote the interests of the Association (a "fiduciary") is in a position to promote a competing interest instead. Fiduciaries include all Association employees, directors or officers, and members of any

Association committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of the Association and work to the detriment of the Association.

8.6. Typical Conflict Situations. Conflicts of interest are likely to arise whenever: a) a fiduciary has a personal interest in a vendor of goods or services to the Association; or b) Association employees are loaned to other organizations, or the employees of another organization are loaned to this Association.

8.7. Discharging Conflicts of Interest. All conflicts of interest must be disclosed to the Board of Directors. After disclosure is made, the individual with a conflicting interest must not participate in judging the merits of that interest. That is, such individual must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict. When these are done, the conflict of interest has been properly discharged.

8.8. Preventing Conflict Situations. The Association, through the Board of Directors, shall encourage all fiduciaries to prevent conflicts of interest where possible.

(a) Fiduciaries should refuse to enter into self-dealing relationships with the Association as a vendor.

(b) Fiduciaries should not accept anything but gifts of insubstantial value from vendors.

(c) The lending of employees to, or acceptance of loaned employees from, other organizations should be avoided. If done, however, a clearly drafted contract defining wages, responsibilities, indemnification and conditions of employment is required.

8.9. Litigation. The Association shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors.

ARTICLE IX OTHER FINANCIAL MATTERS

9.1. Property of the Association. The title to all property of the Association, both real and personal, shall be vested in the Association.

9.2. Disposition Upon Dissolution. Upon the dissolution or winding up of the Association, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the Association remaining after payment, or provision for payment, of all debts and liabilities of this Association, shall be distributed to a nonprofit fund, association, or Association which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Association, as may be determined by the Board of Directors of this Association in its sole discretion, and which has established its tax exempt status under §501(c)(4) of the Internal Revenue Code of 1986, as amended.

9.3. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or render it pecuniarily liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officer, the President, either alone or with the Secretary or any Assistant Secretary, may execute the same in the name of, and on behalf of, the Association, and any such officer may affix the corporate seal (if any) of the Association thereto.

9.4. Voting Stock Owned by the Association. The Board of Directors may by resolution provide for the designation of the person who shall have full power and authority on behalf of the Association to vote either in person or by proxy at any meeting of the security holders of any Association or other entity in which this Association may hold voting stock or other securities, and may further provide that at any such meeting such person may possess and exercise all of the rights and powers incident to the ownership of such voting securities which, as the owner thereof, this Association might have possessed and exercised if present. The Board of Directors may revoke any such powers as granted at its pleasure.

9.5. Financial Accounts. The Association may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for Association purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer(s) or agent(s) of the Association, and in such manner, as is determined by the Board of Directors from time to time.

9.6. Appointment and Employment of Advisors. The Board may from time to time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the Association's purposes. The Board is authorized to employ such persons, including an executive officer, attorneys, accountants, agents and assistants as in its opinion are needed for the administration of the Association and to pay reasonable compensation for services and expenses thereof.

9.7. Financial Statements and Reports. An independent auditor appointed or approved by the Board shall at such time as the Board determines prepare for the Association as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or for which funds were used or distributed, and such other additional reports or information as may be ordered from time to time by the Board. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the Association. The auditor's charges and expenses shall be proper expenses of administration.

9.8. Limitations on Debt. No debt shall be incurred by the Association beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the Association unless authorized by the Board of Directors. [Specifically, without limitation, no loan shall be made to any officer or director of the Association. Any director or officer who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.]

9.9. Liability of Directors and Officers. No director or officer of the Association shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Association's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

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ARTICLE X
AMENDMENT OF BYLAWS

10.1 The directors may adopt, amend or repeal any bylaw by a two-thirds majority vote.

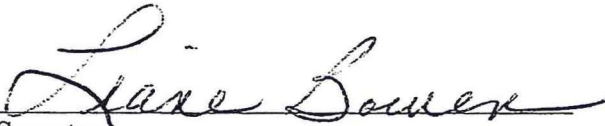
CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the organization named in the title thereto and that such Bylaws were duly adopted by the director(s) of the organization on the date set forth below.

Dated: March 25, 2013



President



Secretary