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By laws 1979

BY-LAWS OF

Fitch Mountain Association

ARTICLE I
MEETINGS

Section 1. PLACE OF MEETINGS.

All meetings of the Trustees shall be held at the office of the corporation in the State of California, as may be designated for that purpose from time to time by the Board of Trustees, or at such other place on Fitch Mountain Rd. County of Sonoma, state of California as shall be designated by the President and approved by the majority of a quorum of the Board of Trustees regularly called.

Section 2. REGULAR MEETINGS OF THE BOARD OF TRUSTEES.

Regular meetings of the Board of Trustees shall be held at 11:00 o'clock A.M. on the first Sunday of each month. If such day is a legal holiday, then the meeting shall be held on the next succeeding day at the same hour.

Section 3. SPECIAL MEETINGS OF THE BOARD OF TRUSTEES

Special meetings of the Board of Trustees for any purpose or purposes whatsoever shall be called at any time by the President or by the Board of Trustees, or by any two(2) members thereof.

SECTION 4 VOTING MEMBERSHIP MEETINGS

Voting membership meetings shall be held every year at 11:00 o'clock A.M. commencing 1 July, 1979 and on the 1st Sunday of every July thereafter, and if such date is a legal holiday, then on the next succeeding day.

SECTION 5. NOTICE OF MEETINGS.

Notice of regular meetings of the Board of Trustees need not be given in writing unless the place or time of such meeting is changed from that set at the last regular meeting.

Notice of special meetings of the Board of Trustees and of Regular Membership meetings shall be given in writing as provided below.

Where notice of meetings must be given in writing, such notice shall be sent to the Trustee (or member) at the address appearing on the books of the corporation, or supplied by him to the corporation for the purpose of notice, not less than seven (7) days before such meeting. Written notice of any meeting shall specify the place, the date, and the hour of meeting, and the general nature of the business to be transacted.

SECTION 6. CONSENT TO BOARD OF TRUSTEES MEETINGS.

The transaction of any meeting of the Board of Trustees, however called and noticed, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Trustees entitled to vote, not present in person, sign a written Waiver of Notice, or a consent to the holding such meeting, or an approval of the Minutes thereof. All such waiver, consents, or approvals shall be filed with the corporate records or made a part of the Minutes of the meeting.

Any action which may be taken at a meeting of the Board of Trustees may be taken without a meeting if authorized by a writing signed by all of the Board of Trustees who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the corporation.

Section 7. QUORUM.

A simple majority of the number of Trustees shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of the Trustees present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act. If, however, such majority shall not be present at any meeting of the Board of Trustees, the Trustees shall have the power to adjourn the meeting from time to time until the requisite number of Trustees shall be present. At such adjourned meeting in which the necessary number of Trustees shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

ARTICLE II
TRUSTEES

Section 1. POWERS.

Subject to the limitation of the Articles of Incorporation, of the By-Laws and of the Laws of the State of California as to action to be authorized or approved by the corporate members, all corporate powers shall be exercised by or under authority of, and the business and affairs of this corporation shall be controlled by, a Board of Trustees.

SECTION 2. NUMBER AND QUALIFICATION.

The authorized number of Trustees of the corporation shall be four, Plus current President of the Association until changed by amendment to the Articles of Incorporation or by an amendment to this Section 2, Article II of the By-Laws adopted by the vote or written assent of the Trustees of the then qualified Trustees of the foundation.

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The authorized number of Trustees of the corporation shall be four, Plus current President of the Association until changed by amendment to the Articles of Incorporation or by an amendment to this Section 2, Article 11 of the By-Laws adopted by the vote or written assent of the Trustees of the then qualified Trustees of the foundation.

The number of Trustees shall at no time be less than three. No person shall be elected as Trustee who is not a member of the Foundation.

SECTION 3. ELECTION AND TENURE OF OFFICE.

The Trustees shall be elected by ballot at the membership meeting every six (6) years to serve for six (6) years, and until their successors are elected and have qualified. Their term of office shall begin immediately after election.

SECTION 4. VACANCIES.

Vacancies in the Board of Trustees may be filled by a vote of the remaining Trustees, and each Trustee so elected shall hold office until his successor is elected at a regular membership meeting or a special meeting called for that purpose. The members may, at any time, elect a Trustee to fill any vacancy not filled by the Trustees, and may elect the additional Trustees at the meeting at which an amendment of the By-laws is voted, authorizing an increase in the number of Trustees.

A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any Trustee, or if the members shall increase the authorized number of Trustees, but shall fail at the meeting at which such increase is authorized, or an adjournment thereof, to elect the additional Trustee so provided for, or in case the members fail at any time to elect the full number of authorized Trustees.

If the Board of Trustees accepts the resignation of a Trustee tendered to take effect at a future date, the Board of the members shall have the power to elect a successor to take office when the resignation shall become effective. No reduction of the number of Trustees shall have the effect of removing any trustee prior to the expiration of his term of office.

For the purposes of the Section 4, any election to the Board of Trustees by the remaining Trustees of the members of the corporation shall require a majority to elect a member to the Board of Trustees.

The members of the Board of Trustees and voting members at inception are and shall be the following named individuals the same as if each of them were members and Trustees at the signing of the Articles of Incorporation:

Section 4A. VOTING

Members of the Board of Trustees shall vote in person or by written proxy.

SECTION 5. REMOVAL OF TRUSTEES.

An individual Trustee may not be removed from office except upon the order of and after hearing by a member of the court of last resort in the State of California.

ARTICLE III OFFICERS

Section 1. OFFICERS

The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board of Trustees, a chairman of the board, one or more additional vice-presidents, one or more assistant secretaries; one or more assistant-treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices, except those of President and Secretary.

SECTION 2. ELECTION

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this article shall be chosen every one year by the Board of Trustees, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

SECTION 3 SUBORDINATE OFFICERS, ETC.

The Board of Trustees may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By - Laws or as the Board of Trustees may from time to time determine.

Section 4 REMOVAL AND RESIGNATION.

Any officer may be removed, either with or without cause, by a majority of the Trustees at the time in office, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Trustees, by any officer upon whom such power of removal may be conferred by the Board of Trustees.

Any officer may resign at any time by giving written notice to the Board of Trustees, or to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5 . VACANCIES.

A vacancy in any office because of death, resignation, the manner prescribed in the By-Laws for regular appointments to such office.

Section 6. CHAIRMAN OF THE BOARD.

The chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Trustees, and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Trustees or prescribed by the B y-Laws.

Section 7. PRESIDENT.

Subject to such supervisory powers, if any, as may be given by the Board of Trustees to the Chairman of the Board, if there be such an officer, the President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Trustees, have general supervision, direction and control of the business and officers of the corporation. He shall preside at all meetings of the members of the corporation and in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Trustees. He shall be ex officio a member of all the standing committees, including the executive committees, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Trustees or the By-Laws.

Section 8. VICE PRESIDENT

In the absence or disability of the President, the Vice-Presidents in order of their rank as fixed by the Board of Trustees, or if not ranked, the Vice-President designated by the Board of Trustees, shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to, all the restrictions upon, the President. The Vice-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Trustees or the By-Laws.

Section 9. Secretary.

The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Trustees may order, of all meeting of Trustees and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Trustees' and membership meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office of the corporation, a book showing the names of the members and members of the Board of Trustees and the addresses at which said members and Board of Trustees have elected to receive mail.

The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Trustees required by the By-Laws or by law to be given, and he shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees of the By-Laws.

Section 10. CORRESPONDING SECRETARY.

The Corresponding Secretary shall attend to the correspondence of the corporation, keep a file of the correspondence and a roster of members and trustees, and assist the Secretary in sending all notices.

Section 11. TREASURER

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transaction of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all reasonable times be open to inspection by any Trustee.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Trustees. He shall disburse the funds of the corporation as may be ordered by the Board of Trustees, shall render to the President and Trustees, whenever they request it, an account of all his transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees of the By-Laws.

Section 12. REMUNERATION OF OFFICERS.

The Board of Trustees may allow the officers and agents, but not Trustees, a suitable compensation for services rendered based upon the services performed and the norm of payment for such services in the Heladsburg area;

ARTICLE IV EXECUTIVE AND OTHER COMMITTEES

Section 1. EXECUTIVE COMMITTEE.

The Executive Committee shall consist of the President, The Vice-President, the Secretary and such others as are appointed by the President.

The function of the Executive Committee is for the purpose of making recommendations to the Board of Trustees.

Section 2. OTHER COMMITTEES.

The Board of Trustees may appoint such other committees as may be necessary from time to time, consisting of such number of its members and with such powers as it may designate, consistent with the Articles of Incorporation and By-Laws and General Corporation Laws of the State of California. Such committees shall hold office at the pleasure of the Board.

ARTICLE V
MEMBERSHIP

The corporation shall have one class of membership, each of whom shall be entitled to one vote.

Section 1. ACTIVE MEMBERS.

Any property owner or resident of Fitch Mountain. Dues are three (3) dollars per annum.

ARTICLE VI
CORPORATE RECORDS AND REPORTS

Section 1. RECORD.

The corporation shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board of Trustees from time to time.

Section 2. INSPECTION OF BOOKS AND RECORDS

All books and records of the corporation shall be open to inspection of the Trustees and voting members.

Section 3. CERTIFICATION AND INSPECTION OF BY-LAWS

The original or a copy of these by-laws as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the Trustees and voting members of the corporation.

Section 4. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Trustees.

Section 5. CONTRACTS, ETC. - HOW EXECUTED.

The Board of Trustees, except as in the By-Laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Trustees, 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 for any purpose or to any amount.

SECTION 6. ANNUAL REPORT

The Trustees shall cause to be sent to the members, not later than one hundred twenty (120) days after the close of the fiscal or calendar year, a balance sheet as of the closing date of such year, together with a statement of income and expenditures for such year. These financial statements shall be certified to by the President, Secretary, Treasurer, or a public accountant.

ARTICLE VII
CORPORATE SEAL

The corporate seal shall be circular in form and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word California.

ARTICLE VIII
AMENDMENTS TO ARTICLE
OR BY LAWS

Section 1. CONSENT REQUIREMENT

New By - Law is adopted, it shall be copied in the Book of By-Laws, with the original By-Laws, in the appropriate place. If any By-Law is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

Section 2. RECORD OF AMENDMENTS.

Whenever an amendment or new ByLaw is adopted, it shall be copied in the Book of By-Laws, with the original By-Laws, in the appropriate place. If any By-Law is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said bood.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being all of the persons appointed in the Articles of Incorporation to act as the first Board of Trustees of the Foundation hereby assent to the foregoing By-Laws and adopt same as the By-Laws of said corporation.

IN WITNESS WHEREOF, we have herunto set our hands the

day of MAY 1979.

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TRUSTEES

Ernest P. Anderson

John Nelson

R. D. Shell

Stephen Lohman