

Amended & Restated Bylaws of the Ebbetts Pass Scenic Byway Association

Article I. NAME

The name of this Association shall be the "Ebbetts Pass Scenic Byway Association," a nonprofit corporation formed for the public benefit, and shall hereafter be referred to as the "Association."

Article II. LOCATION OF PRINCIPLE OFFICE

The principle location for the transaction of the business of the Association is in the community of Hathaway Pines, Calaveras County, California. The records of the Association shall be maintained at the principle location, and shall be available for inspection as prescribed by law.

The mailing address of the Association shall be P.O. Box 2882, Arnold, CA 95223.

The physical location of all records is at 735 Canyon View Drive, Hathaway Pines, CA 95233, the home and office of Treasurer and Acting Executive Director, Michelle Plotnik.

The Board of Directors may change the principle location from one location to another or change the mailing address if deemed necessary.

Article III. PURPOSE

The purpose for which this corporation is formed is as follows:

1. To preserve and enhance the unique scenic, natural, historic, cultural, archeological and recreational resources of the Ebbetts Pass National Scenic Byway;
2. To improve and make more accessible the present and potential scenic and recreational areas and facilities along the Ebbetts Pass National Scenic Byway;
3. To publicize the scenic beauty of the Ebbetts Pass National Scenic Byway, and promote byway-related tourism.

Article IV. WORKING RELATIONSHIPS

The Association shall work in harmony with the residential and business communities along the Byway, the Board of Supervisors of Calaveras & Alpine Counties, and the various departments of County, State and Federal Governments having jurisdiction along the Byway.

Article V. GENERAL MEMBERSHIP

Section 5.1 – Membership: The general membership of the Association shall consist of those individuals, businesses and organizations that support the purpose of the Association as stated herein, and who pay the annual dues for membership from January 1 through December 31. Such annual dues shall be set by the Board of Directors of the Association and may be changed by a majority vote of the Board of Directors

Section 5.2 – Rights of Members: It is the right of the Members to elect the Board of Directors at the Annual Meeting. Each Member of the Association shall be entitled to one vote. No Member shall be entitled to share in the distribution of the assets of the Association upon dissolution of the Association, such assets being irrevocably dedicated to nonprofit purposes.

Section 5.3– Termination of Members: A membership shall automatically be terminated for non-payment of dues during the previous calendar year.

Article VI. BOARD OF DIRECTORS

The Board is the governing body of the Association and it is the responsibility of the Board to direct and carry out the purpose of the Association and to operate the Association under all existing laws pertaining to nonprofit corporations. The Board shall consist of an odd number of members, with a minimum of five (5) and a maximum of nine (9) members.

Section 6.1 – Election and Term of Directors of the Board of Directors: The Directors shall be elected by the General Membership from a slate of nominees and shall serve for two years, with such term beginning at the first meeting following the vote. Directors' terms shall be staggered, with half plus one elected in one year, and the remainder elected the following year. Directors must be paid members in good standing of the Association. Every effort shall be made to elect Board members to represent a cross section of the communities and organizations with an interest in the Byway.

Section 6.2 – Election Procedures: Directors shall be elected by **voice or** written ballot by a majority of the members in attendance at the Annual meeting.

Section 6.3 – Election and Term of Office of Officers of the Board of Directors: Officers of the Association shall be the President, Vice-President, Secretary and Treasurer. Officers shall be elected by the Board of Directors at the first Board meeting following the annual meeting and shall serve for one year. Officers must be members in good standing of the Board of Directors.

Section 6.4 – Resignation and Removal of Directors: Any member of the Board of Directors may resign at any time by giving written notice of such resignation to the remaining members of the Board of Directors. A Director may be removed by a three-fourths vote of the Directors in attendance, if in the judgment of the Board, the best interests of the Association would be served. **A member who misses three (3) meetings in a year without notice shall be considered for removal but may be retained at the sole discretion of the other Directors.**

Section 6.5 – Vacancies: Any vacancy in the Board of Directors may be filled for the unexpired portion of the term by a vote of the remaining members of the Board of Directors. Any Officer or Director of the Board of Directors so elected shall hold office until the next succeeding Annual Meeting of the members of the Association.

Section 6.6 – Notice of Meetings: The Board of Directors shall establish a regular meeting schedule at the beginning of each calendar year, and each Director shall be deemed notified of the meetings upon receipt of this master schedule. The schedule may be changed as necessary or desirable by the Board President upon forty-eight (48) hours notice.

Section 6.7 – Board Communication: All official Board communication shall be by email, unless other arrangements are made with the Executive Director and Secretary of the Board.

Section 6.8 - Nonliability of Directors: The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 6.9 – Indemnification by Corporation of Directors and Officers: The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 6.10 – *Voting*: The action of the majority of the Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors. A telephone or email vote of the Board shall be allowed if the Board is unable to have a quorum for a meeting where a vote is necessary. The results of all votes shall be documented.

Article VII. DUTIES OF THE BOARD OF DIRECTORS

Section 7.1 – The President: The President shall preside at all meetings of members and of the Board of Directors. The President shall have the responsibility to oversee and supervise the affairs of the Association. The President may, with approval of a majority of the other members of the Board of Directors, appoint committees to carry out specific activities and may attend meetings of such committees, except the Nomination Committee. At the Annual Meeting of the members of the Association, the President shall present a report of the activities of the Association during the preceding year.

Section 7.2 – The Vice President: If the President is unable to perform his/her duties, the Vice President shall perform the duties and exercise the powers of the President. The Vice President shall perform such other duties as may be assigned to him/her by the Board of Directors.

Section 7.3 – The Secretary: The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors and meetings of the Association. Such minutes shall be open for inspection as prescribed by law.

Section 7.4 – The Treasurer: The Treasurer shall have the responsibility for the safekeeping and accounting of all funds of the Association. The Treasurer shall have the authority to endorse, on behalf of the Association, for collection, checks, notes, and other obligations, and shall deposit same to the credit of the Association at such bank as the Board of Directors may designate. The Treasurer shall make a full and accurate accounting of all monies and obligations received and paid on the account of the Association, and shall present a report of such at Board of Directors meetings. Such reports and records shall be open for inspection as prescribed by law.

Section 7.5 – The Directors: The Directors shall serve as members of the Board of Directors to assist in carrying out the purpose of the Association. Directors may serve as chairs of committees as stated in these Bylaws, and direct other tasks as determined by the Officers of the Board of Directors.

Section 7.6 - Executive Director/Byway Coordinator: - The Association shall designate a member to serve as the Executive Director/Byway Coordinator who will represent the Association with regards to official byway business and be identified as the byway contact in Federal and State databases. The Executive Director/Byway Coordinator shall work closely with the Board President to further the goals of the Association.

Article VIII. COMPENSATION

Members of the Board of Directors shall serve without compensation for their services or for attendance at any meetings of the Association or the Board of Directors. Board members may be reimbursed for reasonable expenses related to Association business.

Article IX. COMMITTEES

The Association shall have a Nomination Committee and such other Committees as may from time to time be designated by resolution of the Board of Directors.

Section 9.1 – The Nomination Committee: The purpose of the Nomination Committee is to conduct and supervise the election of the members of the Board of Directors and to ensure the process complies with the Association Bylaws and all existing laws pertaining to nonprofit corporations.

Section 9.2 - Finance Committee - The purpose of the Finance Committee is to develop the annual budget and review and endorse or modify any committee budgets submitted to the Board for review, approval and incorporation into the annual operating budget.

Section 9.23– Other Committees: The Board of Directors may designate other Committees as may be necessary throughout the year to assist the Board of Directors carry out the purpose of the Association or as stated herein. Other Committees may be chaired by a member of the Board of Directors and may consist of members of the Association who are not members of the Board of Directors. Such committees may include, but not be limited to, Events, Marketing, Special Projects, etc.

Article X. MEETINGS

Section 10.1 – Annual Meeting: The Annual Meeting of the membership of the Association shall be held in October of each year on a date and at a location set by the Board of Directors. The election of the Board of Directors, a report from the President of activities of the Association during the preceding year, an annual report of the finances, and other such business as may be necessary, will be conducted at the Annual Meeting.

Section 10.2 – Board of Directors Meeting: The Board of Directors shall meet on such dates and at locations as may be necessary to carry on the business and purpose of the Association.

Section 10.3 – Special Meetings: The Board of Directors may call for a Special Meeting of the Membership as it determines may be necessary to carry on the business and purpose of the Association that is of importance to the membership as a whole.

Section 10.4 – Quorum: A quorum of the Board of Directors must be present before business can be transacted or motions made or passed. A quorum is a majority of the Board. Every measure placed before the Board of Directors to be voted upon shall require a majority vote of the quorum for passage.

Section 10.5 – Notice of Meetings: The Membership shall be notified by e-mail or mail at their address of record of the date, time and location of the Annual Meeting. Such notice shall be postmarked at least 30 days prior to the meeting. Publishing the date, time, and location of said meetings in the Association newsletter shall be considered sufficient, provided said newsletter is distributed within the required period of time prior to the meetings.

Article XI. FINANCES

Section 11.1 – Banking: All funds of the Association shall be deposited in a financial institution designated by the Board of Directors. The Treasurer and Board President, at a minimum, shall be signatories to the account. The Board of Directors may, at their sole discretion, name other signatories.

Section 11.2 – Fiscal Year: The fiscal year shall be from January 1 to December 31 of each year.

Section 11.3 – Payment of Obligations: Each check written on the account of the Association shall be signed by the Treasurer or, in the event the Treasurer is not available, the President of the Association. The Treasurer or Board President, in the Treasurer's absence, shall have the authority to pay, on behalf of the Association, any

and all expenses and invoices identified in the annual operating budget, or previously approved by the Board of Directors, by check, credit card, electronic payment or other Board approved mechanism.

Article XII. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, 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 liabilities 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 Articles of Incorporation, these Bylaws or provisions of law.

Article XIII. 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.

Article XIV. AMENDMENTS TO THE BYLAWS

The Board of Directors shall have the power to make, alter, amend, and repeal the Bylaws of the Association by affirmative vote of a majority of the Board of Directors.

The proposed amendments shall be provided to the Board of Directors at least thirty days in advance of taking any action.

Article XV. ADOPTION OF BYLAWS

These bylaws were initially approved at a meeting of the Board of Directors of the Ebbetts Pass Scenic Byway Association on September 25, 2006.

Amendments to these bylaws were approved at a meeting of the Board of Directors of the Ebbetts Pass Scenic Byway Association on April 28, 2014.

"I, _____, the secretary of the corporation, certify that the foregoing instrument was duly adopted by the Board of Directors of the corporation as the Amended and Restated Bylaws of the corporation on _____.

Secretary

Date