

**BYLAWS
OF
FRIENDS OF THE HIGH LAKES
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**ARTICLE 1
NAME**

The name of this corporation is Friends of The High Lakes

**ARTICLE 2
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The mailing address of the Corporation for the transaction of its business is P.O. Box 2837, Paradise, CA, 95967, located in Butte County, California. The Corporation does not have a physical situs, but conducts business within the County of Butte and at various locations in Northern California.

**ARTICLE 3
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The primary objectives and purposes of this Corporation shall be:

- Friends of The High Lakes is a grass-roots organization comprised of individuals, local businesses, recreational clubs, and user groups who love to recreate in The High Lakes Ares in the Lassen National Forest. Friends is comprised of a growing number of outdoor recreationalists, who consider themselves to be environmentalists and conservationists rather than preservationists.
- We believe that public lands should be FOR the people to use and enjoy. That includes the pursuit of whatever activities people choose, such as fishing, camping, hiking, exploring, picnicking, hunting, rock hounding, geocaching, etc. while using a motorized vehicle.
- Rather than managing the land, the public agencies are choosing to close it.
- We need to get involved to assure that these lands remain open for our use.

- This is the vehicle to bring together those who responsibly use the land and wish to improve recreational opportunities through support and volunteerism while caring for the environment.
- To qualify and be more competitive when seeking to acquire grant funding to help provide such services to area users and in this way mitigate the financial impact to the Lassen National Forest, with volunteerism and work.
- To receive gifts of funds for general and specific purposes.

ARTICLE 4 DIRECTORS

SECTION 1. NUMBER

The Corporation shall have a minimum of five (5) and a maximum of nine (9) Directors and collectively they shall be known as the Board of Directors. The Board of Directors shall consist of members of Friends of The High Lakes. The number and requirement that the Directors be members may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, 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:

- (1) 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;
- (2) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties, of all officers, agents and employees of the Corporation;
- (3) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (4) Meet at such times and places as required by these Bylaws;

- (5) Register their addresses with the Secretary of the Corporation and notices of meetings mailed, emailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

The term of office for each Director shall run until such time as resignation or replacement by the Board of Directors.

SECTION 5. PLACE OF MEETINGS

Meetings shall be held at a location chosen by the Corporation unless otherwise provided in these Bylaws or at such place within the Butte County, which has been designated from time to time by resolution of the Board of Directors.

SECTION 6. REGULAR AND ANNUAL MEETINGS

Regular meetings of the Board of Directors shall be held, as deemed necessary by the Chairperson upon proper notification to the Directors and the membership. There shall be at a minimum, an annual meeting at which the Board of Directors is reaffirmed or new officers elected.

SECTION 7. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board of Directors, or by any four Directors, and such meetings shall be held at a place, within the County of Butte, designated by the person or persons calling the meeting.

SECTION 8. NOTICE OF MEETINGS

Noticing of meetings shall be done in compliance with Govt. Codes 54954.2 and 54956 (Brown Act). Regular meetings shall be noticed at least seventy-two (72) hours in advance of the meeting. Special meetings shall be noticed at least twenty-four (24) hours in advance of the meeting. The public is invited to attend all meetings unless a closed session is specified.

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 9. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting, and a brief general description of items. Notice of meetings placed on the main page of the Friends of the High Lakes' website (www.friendsofthehighlakes.com) shall be considered legal notice.

SECTION 10. QUORUM FOR MEETINGS

A quorum shall consist of a majority of then currently serving Directors. A Director may give his/her written proxy to another Director prior to a given meeting, in writing, either via email, US mail or in person. Such a proxy may be used to vote on matters before the Board of Directors for a given meeting.

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 of Directors 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 of Directors.

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 11. 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 12. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the Vice Chairperson or, in his or her absence, by the Director chosen a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

The provisions of the Brown Act (Gov. Code §54950 et seq.) shall apply to the conduct of meetings of the Corporation. Meetings shall be governed by Robert's Rules of Order, 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 2. QUALIFICATION AND TERM OF OFFICE

Officers shall be elected or reaffirmed annually to coincide with the reorganization of the Board or until he or she resigns or is removed or is otherwise disqualified to serve, whichever occurs first. Directors may be relieved of their duties or removed for cause upon action of the Board of Directors, and shall be notified in writing of said action.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

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 accordance with these Bylaws and applicable law.

SECTION 5. DUTIES OF CHAIRPERSON OF THE BOARD

The Chairperson shall supervise and manage/direct the affairs of the Corporation. He or she shall perform all duties incident to his or her position as Chairperson and such other duties as may be required by law, by the Articles of Incorporation or the Bylaws, or which may be prescribed from time to time by the Board of Directors. The Chairperson shall preside at all meetings of the Board. 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 6. DUTIES OF VICE CHAIRPERSON OF THE BOARD

In the absence of the Chairperson, or in the event of his or her inability to or refusal to act, the Vice Chairperson shall perform all the duties of the Chairperson and when so acting shall have all the powers of, and be subject to all the restrictions of the Chairperson. The Vice Chairperson 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 7. DUTIES OF SECRETARY

The Board of Directors shall elect from among the Board of Directors the Secretary of the Corporation. The Secretary shall:

- (1) Certify and keep the original, or a copy of these Bylaws as amended or otherwise altered to date.

SECTION 13. NON-LIABILITY OF DIRECTORS

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

SECTION 14. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a Director, officer 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 15. 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 5 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer who shall be elected by the Board of Directors and from among the existing Board of Directors. The office of Secretary and Treasurer may be held by the same person. However, neither the Secretary nor the Treasurer may serve concurrently as the Chairperson or Vice Chairperson of the Board.

- (2) Keep 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.
- (3) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (4) Be custodian of the records and all duly executed documents.
- (5) Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request thereof, the Bylaws, and the minutes of the proceedings of the Directors of the Corporation.
- (6) 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 8. DUTIES OF TREASURER

The Board of Directors shall elect from the Board of Directors the Treasurer of the Corporation. Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- (1) 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.
- (2) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- (3) 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.
- (4) 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.
- (5) 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 thereof.
- (6) Render to the Board of Directors, at least once annually, and whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

- (7) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (8) 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.

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 (majority vote of Board of Directors) 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 shall be signed by the Treasurer.

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. Limitations on gifts to individual Directors shall comply with the Political Reform Act and the Fair Political Practices Commission.

ARTICLE 7 CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Secretary of the Corporation shall keep minutes of all meetings of directors, committees of the board and, 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. The Secretary shall also keep the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation upon reasonable request.

The Treasurer shall keep 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.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right upon reasonable request to inspect and copy all books, records and documents of the Corporation.

SECTION 3. 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, if this Corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the corporation.

**ARTICLE 8
FISCAL YEAR**

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on January 1 and end on the December 31 in each year.

**ARTICLE 9
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:

- (1) 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 (2) of this Section; or
- (2) By approval of the members, if any, of this Corporation.

**ARTICLE 10
AMENDMENT OF ARTICLES**

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the Corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the Corporation, 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 3. 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 11 MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

If this Corporation makes no provision for members, then, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this Corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are a majority of the persons currently named as Directors of the Friends of The High Lakes, a California Nonprofit Public Benefit Corporation, and, pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of eleven (11) pages, as the Bylaws of this Corporation.

Dated: August 24, 2015

Louis Johnson, Chairperson

Dan Foshee, Director

Nick Repanich, Vice Chairperson

Gary Gambill, Director

Torey Feldhaus, Director

Gary McElroy, Director

Jim Earl, Director

Jeremy Wilson, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Dated: August 24, 2015



Traci Brenneman, Secretary & Treasurer