

BYLAWS
of
Idyllwild Community Recreation Council
a California Public Benefit Corporation

Revised **5/4/07**

ARTICLE I
OFFICES

SECTION I: PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business is located in County of Riverside, California at:

Idyllwild Town Hall
25925 Cedar Street
Idyllwild, CA 92549

SECTION 2: CHANGE OF ADDRESS

The county of the corporation's principal office cannot be changed. The Board of Directors may however change the principal office from one location to another within CSA 36 of the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

Dated: _____
Dated: _____
Dated: _____

ARTICLE II
PURPOSES

SECTION 1: OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be to create, support, coordinate and enhance recreational and educational activities and programs for "Hill" residents of all ages by utilizing all available community resources.

ARTICLE III
DIRECTORS

SECTION I: NUMBER

The Corporation shall have seven (7) or more directors, **with the Chairperson voting only in the event of a tie**, and the exact number is to be fixed by approval of the Board of Directors in the manner provided in these Bylaws and collectively they shall be known as the Board of Directors.

SECTION 2: RESIDENCE

The Directors of the Corporation shall be residents or property owner's of the CSA 36 County of Riverside, California.

SECTION 3: NOMINATING AND ELECTING DIRECTORS

Any person qualified to be a Director and/or serve as an Officer under **SECTION II** of these Bylaws may be nominated by any Hill resident, including current ICRC Board Directors. Existing Board Directors will vote for those nominated, the method of nomination to be authorized by the Board. The Directors shall be elected at a regular meeting of the Board of Directors as prescribed in ARTICLE VII of these Bylaws. The candidates receiving the highest number of votes by existing Directors are elected for a term of two (2) years. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided that they continue to meet the qualifications required by ARTICLE III, SECTION II of these Bylaws. Elections shall take place at the June Meeting of the Corporation.

SECTION 4: OFFICERS

Each Director may hold the following offices for two year terms:

- Chairperson or Co-Chairs
- Treasurer
- Secretary

The terms are renewable at the vote of the Board of Directors. Other Officers, their titles and duties shall be determined by the Board as may be necessary. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer shall serve concurrently as the Chairperson. The Officers and Board Members of the Corporation shall be chosen by and shall serve at the pleasure of the Board of Directors.

SECTION 5: DUTIES OF OFFICERS

CHAIRPERSON

The Chairperson, subject to the control of the Board of Directors, shall have supervision, direction and control of the business and affairs of the Corporation. Such officer shall preside at all meetings of the Board of Directors. Such officer shall perform all duties incident to the office of Chairperson and other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed or required from time to time by the Board of Directors.

CO-CHAIRPERSON

In the absence of the Chairperson, ~~acting as a co-chair, or in the event of his inability or refusal to act,~~ the Co-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 upon the Chairperson. The ~~Vice~~ Co-Chairperson shall have such other powers and perform such other duties as may be prescribed by law or as may be prescribed or required from time to time by the Board of Directors.

SECRETARY

The Secretary shall keep or cause to be kept at the principal office of the Corporation or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary shall perform other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

TREASURER

The Treasurer of the Corporation shall keep or cause to be kept, and maintain in written form adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. An annual audit of financial records shall be completed in June of each year and be presented to the Corporation. The Treasurer shall deposit all monies and other valuables in the name of and to the credit of the Corporation with such depositaries as may be designated by the Board of Directors. The Treasurer shall disburse the Funds of the corporation as ordered by the Board of Directors, and shall render to the Chairperson and the directors, upon request, an account of the financial condition of the Corporation. The Treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or by these Bylaws.

SECTION 6: COMPENSATION

The Directors shall serve without compensation. In addition, they may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in SECTION 5 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity unless such compensation is reasonable and is within the market rate.

SECTION 7: REMOVAL OF DIRECTORS

The **majority** of **the** Board of Directors may declare vacant the office of a Director upon the occurrence of any of the following events:

1. The Director has been declared of unsound mind by a final order of the court.
2. The Director is convicted of a felony.
3. The Director has three or more unexcused absences, as determined by the remaining Directors and documented in the minutes of the meetings.
4. Fails to support and further the ~~Goals and Mission of the Corporation~~ **objectives and purposes as stated in ARTICLE 2.**

Except as provided in the Articles, any Director may be removed without cause if such removal is approved by the Board of Directors within the meaning of Section 5032 of the Corporations Code. Any Officer, or Board of Director may resign at any time effective upon giving written notice to the Chairperson of the Board of Directors, the Secretary of the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such a resignation. Any Officer, or Board Director may resign at any time without prejudice to the rights, if any, of the Corporation under any contract to which the Officer or Director is party. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director shall not resign ~~were~~ **where** the Corporation would then be left without a duly elected Director or Directors in charge of the affairs.

SECTION 8: VACANCIES IN THE BOARD

Vacancies on the Board of Directors shall exist upon the death, resignation or removal of any Director; whenever the number of Directors authorized is increased; and/or upon the failure of the Members in any election to elect the full number of Directors authorized. Except as otherwise provided in the Articles of these Bylaws, vacancies on the Board of Directors may be fill by a majority of the Directors then in office, ~~whether or not less than a quorum~~, or by a **the** sole remaining Director.

ARTICLE 4 MEETINGS

SECTION 1: REGULAR MEETINGS

Regular meetings of the Directors shall be held at the 4th 1st Thursday of the month as decided, or a date deemed appropriate. An agenda will be prepared in advance of all meetings. In the absence of the Chairperson or ~~Vice~~ Co-Chairperson any Director selected by the Board of Directors shall preside at the Board meeting. The Secretary of the Corporation or in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting. Any action which under any provision of the California General Corporation Law may be taken at a meeting of the Directors except approval of an agreement for merger or consolidation of the Corporation with other Corporations, may be taken without a meeting, if all members of the Board of Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes ~~so~~ of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

SECTION 2: ATTENDEES

Hill residents may attend **regular meetings** of the Corporation. Any resident **or property owner** of CSA 36 may submit an agenda item for discussion by the Corporation by contacting the Chairperson or Co-Chairperson, with such request and item in writing, a week prior to an established meeting date. Presentation shall be limited to five minutes. Residents of CSA 36 representing the same group or special interest shall have one opportunity per meeting as a group to provide input unless the Directors agree by a majority vote to include additional comments.

SECTION 3: SPECIAL MEETINGS

A special meeting of the board may be called by the Chairperson, the Co-Chair or the Secretary of Corporation. Special meetings shall be held upon four days notice to all Directors by First-Class postage paid mail, or upon 48 hours notice if delivered personally by telephone or email. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at the meeting's commencement, the lack of such notice to such Director. All such waivers, consents and approvals shall be filed with the Corporate records or made a part of the minutes of the meetings.

ARTICLE 5 QUORUM

SECTION 1: QUORUM

A majority of the authorized number (7) or more of the residing Directors shall constitute a quorum of the Board of Directors for the transaction of business except as hereinafter provided.

SECTION 2: ACTION

except as otherwise provided in the Articles of these Bylaws, or by law, every act or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors. ~~provided, however, that~~ **Furthermore, any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors in the absence of Directors initially present, those present may continue to transact business.** Any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law of the Articles of these Bylaws.

SECTION 3: POSTPONEMENT

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned to another time and place, notice shall be given to the Directors who were not present at the time of the adjournment.

ARTICLE 6 COMMITTEES

SECTION 1: EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- a) The filing of vacancies on the board or on any committee which has the authority of the board.
- b) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- c) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repeal able.
- d) The appointment of committees of the board or the members thereof.

SECTION 2: OTHER COMMITTEES

Any full resident of CSA 36 may serve on a ICRC committee led by a Director.

SECTION 3: GUIDELINES

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but now below two (2) the number of its members and fill vacancies therein. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1: The Corporation shall keep adequate and correct records of accounts and minutes of the proceedings of its Board and committees of the Board. The minutes, other books and records shall be kept either in written form or in any other form capable of being converted into written form.

SECTION 2: The Board shall cause an annual report to be prepared no later than 120 days after the close of the Corporation's fiscal year of June. The report shall contain all the information required by Section 6321(a) of the Corporation Code and shall be accompanied

by any report thereon of independent accountants. If a report of independent accountants cannot reasonably be provided, a certificate of an authorized Officer of the Corporation that such statements were prepared without an audit from the books and records of the Corporation shall be provided. A copy of the annual report shall be furnished to all Directors.

SECTION 3: The Corporation shall cause an annual statement to be prepared of any transaction of indemnification described in Sections 6322(d) and 6322(e) of the Corporations Code, if such transaction or indemnification took place such annual statement shall be affixed to the annual report described in Article VIII, Section 2 of these Bylaws.

SECTION 4: The Board of Directors may adopt a corporate seal which shall be in the form of two concentric circles, with the name of the Corporation between the two circles and the date and state of incorporation within the inner circle. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to Corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE 8 AMENDMENTS

Amendments to the Bylaws may be made by the vote of a majority of the Board of Directors, provided, however, that no amendment to the Bylaws shall ever be made which will in any way remove the corporation from the class of a not-for-profit corporation of the State of California, or remove it from the tax exempt provisions of the laws and statutes of said State and/or of the United States of America; provided, further, that no amendment to the Bylaws shall be made or become effective unless a written notice of the calling of said meeting stating the time, place, and purpose of amending the Bylaws be given by mail or email at least ten (10) days prior to the holding of said meeting to amend the Bylaws.

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 below.

Dated:

, Secretary