

BYLAWS OF
THE SOUTH YUBA RECREATION VOLUNTEER ASSOCIATION INC
(A California Nonprofit Public Benefit Corporation)

ARTICLE 1
OFFICES

Section 1.01. Principal Office. The principal office of the Corporation for the transaction of its business is located at P.O Box 1252, Wheatland, CA 95692.

Section 1.02. Change of Address. The Board of Directors may, however, change the principal office from one location to another without an amendment of these Bylaws. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 1.03. Other Offices. The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require as the Board of Directors may, from time to time, designate.

ARTICLE 2
PURPOSES

Section 2.01. Objectives and Purposes. The purpose of this Corporation shall be to support its public and charitable purposes, which shall be charitable, religious, scientific, testing for public safety, literary, or educational purposes, fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals within the meaning of Internal Revenue Code Section 501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under the Internal Revenue Code Section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code Section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

Section 2.02. Limitations. The Corporation shall be subject to the following limitations in its operations and powers:

A. No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation; this Corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

B. All corporate property is irrevocably dedicated to the purposes set forth in the Articles of Incorporation. No part of the net earnings of this Corporation shall inure to the benefit of any of its Directors, trustees, officers, private shareholders or members, or to individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

C. On the winding up and dissolution of this Corporation, after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to such organization or organizations organized and operated exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes, fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3) or corresponding provisions of any future federal internal revenue law and which has established its tax-exempt status under Revenue and Taxation Code Section 23701d or the corresponding section of any future California revenue and tax law, and which satisfies the requirements of California Revenue and Taxation Code Section 214.

D. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code Section 4942 or by corresponding provisions of any later federal tax laws.

E. The Corporation will not engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d) or in corresponding provisions of any later federal tax laws.

F. The Corporation will not retain any excess business holdings as defined in Internal Revenue Code Section 4943(c) or in corresponding provisions of any later federal tax laws.

G. The Corporation will not make investments in a manner that would subject it to tax under Internal Revenue Code Section 4944 or under corresponding provisions of any later federal tax laws.

H. The Corporation will not make any taxable expenditures as defined in Internal Revenue Code Section 4945(d) or in corresponding provisions of any later federal laws.

Section 2.03. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

ARTICLE 3 MEMBERS

Section 3.01. Determination of Members. This Corporation shall make no provisions for voting members, however, 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. Furthermore, all rights which would otherwise vest in the members under law, the Articles of Incorporation or the Bylaws of this Corporation, shall vest in the Board of Directors of this Corporation.

ARTICLE 4 DIRECTORS

Section 4.01. Number. The authorized number of Directors of this Corporation shall be neither less than four (4) nor more than seven (7). The exact number of Directors shall be (13) thirteen until changed, within the limits specified above, by a Bylaw amending this Section 4.01, duly adopted by the Board of Directors. No reduction of the number of Directors authorized in the Articles or the Bylaws of the Corporation shall act to remove any Director prior to the expiration of such Director's term of office. Any increase in the authorized number of Directors shall be deemed to have created vacancies in a number equal to the unfilled positions on the Board of Directors which are created.

Section 4.02. Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation or in these Bylaws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Section 4.03. Duties. A Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. It shall be the duty of the Directors to:

A. 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.

B. Appoint and remove, employ, discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation.

C. Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly.

D. Meet at such times and places as required by these Bylaws.

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

Section 4.04. Terms of Office. Each Director shall be elected or designated as applicable at each annual meeting to hold office for two (2) years or until his/her successor is elected at an annual meeting for election or designation as applicable of the Board of Directors as specified in these Bylaws. However, if Directors are not elected or designated as applicable at an annual meeting, they may be elected or designated as applicable at any special meeting of the Board of Directors, by written ballot or written designation, shall hold office until expiration of the term for which elected or designated and until his or her successor is elected or designated and qualifies.

Section 4.05. Compensation. Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Directors' meetings. In addition, they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 4.03 of this Article. Directors may not be compensated for rendering services to the Corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 4.06 of this Article.

Section 4.06. Restriction Regarding Interested Directors. Notwithstanding any other provision of these Bylaws, not more than forty-nine (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

A. Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full-time or part-time officer or employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

B. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law, or father-in-law of any such interested person.

However, any violation of this Section shall not affect the validity or enforceability of transactions entered into by the Corporation.

Section 4.07. Place of Meeting. Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the Corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the Corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting may be held by conference telephone, video screen communication or other communications equipment, so long as all Directors participating in such meeting can hear one

another and speak to one another concurrently. Participation by telephone or other equipment that meets the criteria of this Section shall constitute the presence of each participating person.

Section 4.08. Annual Meetings.

A. The regular meeting of Directors shall be held annually on the second Tuesday of March of each year at the principal office of the Corporation unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

B. The Directors shall be elected by the remaining members of the Board of Directors. Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each Director shall cast one vote, with voting being by secret ballot only.

Section 4.09. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, the President, the Vice-President, the Secretary, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

Section 4.10. Notice of Meetings. Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally, by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director, facsimile, electronic mail, or other electronic means. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. Such notices shall be addressed to each Director at his or her address as shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. 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 4.11. Contents of Notice. Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 4.12. Waiver of Notice and Consent to Holding Meetings. The transactions of any meeting of the Board, however, called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present; and provided that a Director who was not notified did not protest lack of notice prior to or at commencement of the meeting; and that either before or after the meeting

each Director not present, signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes of the meeting. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.13. Quorum for Meetings. A quorum shall consist of a majority of the Board of Directors. 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 at any meeting at which a quorum 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 to another time and place or to the time fixed for the next regular meeting of the Board. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 4.10 of this Article. 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 4.14. 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, approval of contracts or transactions in which a Director has a material financial interest (Section 5233), approval of certain transactions between corporations having common directorships (Section 5234), and indemnification of Directors (Section 5238), require a greater percentage or different voting rules for approval of a matter by the Board.

Section 4.15. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or, if no such person has been so designated or, in his or her absence, the President of the Corporation or, in his or her absence, by the Vice-President of the Corporation or, in the absence of each of these persons, by a Chairman chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by Roberts' Rules of Order 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 4.16. Action by Unanimous Written Consent Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision

of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this Corporation authorize the Directors to so act and such statement shall be prima facie evidence of such authority.

Section 4.17. Vacancies. Vacancies on the Board of Directors shall exist: (1) On the death, resignation, or removal of any Director; (2) the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (3) whenever the number of authorized Directors is increased. The Board of Directors may declare vacant the office of a Director who has died, been declared of unsound mind by a final order of court, convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board may be filled by a majority of Directors then in office, whether or not less than a quorum is present, or by a sole remaining Director. A person elected to fill a vacancy as provided in this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office. Any Director may be removed, with or without cause, by a vote of the majority of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in these Bylaws.

Section 4.18. Resignations. Any Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director in charge of its affairs, except upon notice to the Attorney General.

Section 4.19. Nonliability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE 5

OFFICERS

Section 5.01. Number of Officers. The officers of this Corporation shall be a President, a Vice-President, a Secretary, and a Chief-Financial Officer who shall be designated the Treasurer. The Corporation may also have, as determined by the Board of Directors, a Chairman of the Board, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board.

Section 5.02. Qualification, Election, and Term of Office. Any person may serve as officer of this Corporation at the pleasure of the Board of Directors. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 5.03. 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 5.04. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

Section 5.05. Vacancies. Any vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices or officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 5.06. Duties of President. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office 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 prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairman of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. 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 5.07. Duties of Vice-President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting, 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 5.08. Duties of Secretary. The Secretary shall:

A. Certify and keep at the principal office of the Corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

B. Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable,

meetings of committees of Directors, recording therein the time and place of the meeting, whether the meeting was regular or special, how the meeting was called, how notice of the meeting was given, the names of those present or represented at the meeting, and the proceedings of the meeting.

C. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

D. Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or by these Bylaws.

E. Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the Directors of the Corporation.

F. 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 5.09. Duties of Treasurer. Subject to the provisions of these Bylaws relating to the "execution of Instruments, Deposits, and Funds," the Treasurer shall:

A. 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.

B. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

C. 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.

D. 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.

E. 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 therefore.

F. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

G. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

H. 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.

Section 5.10. Compensation. The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Corporation, provided, however, that such compensation paid a Director for serving as an officer of this Corporation shall only be allowed if permitted under the provisions of Sections 4.06 and 2.02 of these Bylaws. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered the Corporation which relate to the performance of the charitable purpose of this Corporation. As required by Government Code Section 12586 and the applicable provisions of federal law, the Board of Directors shall review the compensation of the president, treasurer, and such other officers of the Corporation as the Board of Directors determines appropriate and whenever a modification in compensation is proposed. The review shall include an evaluation of the performance of the officers and an analysis of appropriate comparability data.

ARTICLE 6 COMMITTEES

Section 6.01. Executive Committee. The Board of Directors may, by a vote of a majority of a quorum of Directors, designate two (2) or more Directors, plus any alternate committee 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 that no Executive Committee shall have the authority to:

- A. Fill vacancies on the Board or on any committee which has the authority of the Board.
- B. Fix compensation of the Directors for serving on the Board or on any committee.
- C. Amend or repeal Bylaws or adopt new Bylaws for the Corporation.
- D. Amend or repeal any resolution of the Board unless such resolution expressly authorizes amendment or repeal by the committee.
- E. Create executive committees or appoint members to executive committees.
- F. Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- G. Approve any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section

5233(d) of the California Nonprofit Public Benefit Corporation Law.

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 not below two (2), the number of its members, and fill vacancies therein from the members of the Board. Executive committees shall meet and act only in the manner prescribed for meetings and actions of the full Board of Directors. 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.

Section 6.02. Audit Committee. The Corporation shall have an audit committee consisting of at least one Director, and may include nonvoting advisors. Directors who are employees or officers of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation (other than for service as a Director) may not serve on the audit committee. The audit committee shall perform the duties and adhere to the guidelines set forth in the Corporation's audit committee charter as amended from time to time by the Board of Directors. Such duties include, but are not limited to:

- A. Assisting the Board of Directors in choosing an independent auditor and recommending termination of the auditor, if necessary;
- B. Negotiating the auditor's compensation;
- C. Conferring with the auditor regarding the Corporation's financial affairs; and
- D. Reviewing and accepting or rejecting the audit.

Members of the audit committee shall not receive compensation for their service on the audit committee in excess of that provided to Directors for their service on the Board of Directors. The Corporation acknowledges the provisions of California Government Code Section 12586, which provides that a nonprofit public benefit corporation that receives or accrues gross revenue of two million dollars (\$2,000,000) or more for the year is required to obtain an annual audit from an independent certified public accountant.

Section 6.03 Other Committees. The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

Section 6.04. Meetings and Action of Committees. Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of

committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 7 INDEMNIFICATION

Section 7.01. Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses,” as used in this bylaw, shall have the same meaning as in that Section of the Corporations Code.

On written request to the Board of Directors by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board of Directors shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) has been met, and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, then the Court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other persons is opposed by the Corporation

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by these bylaws shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE 8 INSURANCE FOR CORPORATION

Section 8.01. Insurance. The Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer’s, Director’s, employee’s, or agent’s status as such.

ARTICLE 9 CONFLICTS AND DIRECTORS

Section 9.01. Contracts with Directors. No Director of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors are Directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation, unless (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board of Directors prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose without counting the votes of the interested Directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

Section 9.02 Loans. This Corporation shall not lend any money or property to or guarantee the obligation of any Director or officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a Director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by the Corporation.

ARTICLE 10 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 10.01. 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.

Section 10.02. Checks and Notes. Except as otherwise specifically provided 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 and countersigned by the President of the Corporation.

Section 10.03. 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 10.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable purposes of this Corporation.

ARTICLE 11 CORPORATE RECORDS, REPORTS, AND SEAL

Section 11.01. Maintenance of Corporate Records. The Corporation shall keep at its principal office in the State of California:

A. Minutes of all meetings of Directors and committees of the Board indicating the time and place of such meetings, whether the meeting was regular or special, how the meeting was called, how notice of the meeting was given, and the names of those present or represented at the meeting, and the proceedings of the meeting.

B. 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.

C. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by any member of the Board of Directors of the Corporation at all reasonable times during office hours.

Section 11.02. Corporate Seal. The Board of Directors may adopt, use, and alter a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 11.03. Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

Section 11.04 Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 11.05. Annual Report. The Board shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation, which report shall contain the following information in appropriate detail:

A. The assets and liabilities, including the trust funds, of the Corporation as of the fiscal year.

B. The principal changes in assets and liabilities, including trust funds, during the fiscal year.

C. The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year.

D. The expenses or disbursements of the Corporation, for both unrestricted and restricted for particular purposes, during the fiscal year.

E. Any information required by Section 11.01 of this Article.

F. An independent accountants' report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

The requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year; provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors and to any member who requests it in writing. If the Board of Directors approves, the Corporation may send the report and any accompanying material sent pursuant to this Section by electronic transmission.

Section 11.06. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report or as a separate document if no annual report is issued, the Corporation shall within 120 days after the end of the Corporation's fiscal year annually prepare and mail, deliver, or send by electronic transmission to each Director a statement of any transaction or indemnification of the following kind:

A. Any transaction (1) in which the Corporation was a party, (2) in which an "interested person" had a direct or indirect material financial interest, and (3) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either any Director or officer of the Corporation, its parent or subsidiary (but mere common directorship shall not be considered such an interest); or any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

B. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation under Section 7.01 of these bylaws.

ARTICLE 12 FISCAL YEAR

Section 12.01. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December of each year.

ARTICLE 13
BYLAWS

Section 13.01. 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 by approval of the Board of Directors.

ARTICLE 14
AMENDMENT OF ARTICLES

Section 14.01. Amendment of Articles. Any amendment of the Articles of Incorporation may be adopted by Approval of the Board.

Section 14.02. Certain Amendments. Notwithstanding the above Section of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and 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 either statement after the Corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 15
PROHIBIT AGAINST SHARING CORPORATE PROFIT AND ASSETS

Section 15.01. Prohibition Against Sharing Corporate Profit Assets. No Director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the Corporation in effecting any of its charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

ARTICLE 16
PRIVATE FOUNDATION

Section 16.01. Private Foundation Requirements. This Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Codes Section 4942, shall not engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d), shall not retain any excess business holdings as defined in Internal revenue Code Section 4943(c), shall not make any investments in a manner as to subject it to tax under Internal Revenue Code Section 4944, and shall not make any taxable expenditures as defined in Internal Revenue Code Section 4945(d)

CERTIFICATE OF SECRETARY

I _____, certify that I am the duly elected and acting Secretary of THE SOUTH YUBA RECERATION VOLUNTEER ASSOCATION INC, a California nonprofit public benefit corporation; that these bylaws, consisting of 17 pages, are the bylaws of this Corporation as adopted by the Board of Directors on _____, 2009; and that these bylaws have not been amended or modified since that date.

Dated: _____, 2009.

Secretary

Directors

Directors

Directors