

**SAN LUIS OBISPO COUNTY
RUNNING DEER RANCH COMPANY, INC.
A Non-Profit Entity
BY-LAWS**

ARTICLE I – OBJECTIVES, RESPONSIBILITIES AND ADMINISTRATIVE

Section 1 - Objectives - The primary objective of the San Luis Obispo County Running Deer Ranch Company, Inc., (hereafter called Running Deer Ranch) is the oversight, maintenance and welfare of the Point, as its designated Trustee. The secondary objective is to conduct oversight of the Aluffo Rd right of way easements and ensure that maintenance is performed on the road and the launch ramp.

Section 2 - Responsibilities - The Running Deer Ranch Board of Directors is responsible for acting in the Company's best interest, ensuring the Company is run in a fiscally responsible manner, proposing policies, rules and regulation changes to the General Membership for approval, and ensuring the approved rules, regulations and Point Condition Use Permit (CUP) requirements are complied with. The Board's additional responsibility is to act as the Running Deer Ranch owners' representative and liaison with South Nacimiento Road Association, which maintains oversight over maintenance on Running Deer Rd, Gage Irving Rd, and shares maintenance of the main gate with RDR.

Section 3 - Principle Address - The principle mailing address for the transaction of business for the Company is San Luis Obispo County, Running Deer Ranch Company, Inc., 5050 Aluffo Road, Paso Robles, California 93446

Section 4 - Treasure's Office - The dues, billing and other financial transactions will be presented to the aforementioned San Luis Obispo County Running Deer Ranch Company, Inc., 5050 Aluffo Road, Paso Robles, California 93446

ARTICLE II - MEMBERS

Section 1- Definition of Members - Membership in Running Deer Ranch (Also known as RDR) shall be limited to property owners of the parcels known as Running Deer Ranch #1, #2, #3. These areas include the parcels identified in the tax records as 80-112-:XXX, 80-053-XXX, 80-054-XXX and 80-055-XXX. The membership has also voted to include parcels with APNs 80-056-11, 80-056-017, 80-056-018, included within the confines of Running Deer Ranch but not included in the original RDR #1 or #2 development plan. Members in good standing are further defined as those who have paid their yearly dues. Members in good standing privileges' extend to immediate family members (children and spouse, siblings and spouse, aunts and uncles, first cousins, niece/nephew, grandparents and grandchildren). An owner/member in good standing may designate an immediate family member to act in their behalf by designating that specific member in writing in a letter to the Board. The owners' privileges may not be extended to renters or guests, unless they are accompanied by the owner or an immediate family member.

Section 2 - Number of Members - No limit is established on the number of members, so long as it can be determined that each is a property owner and has paid their yearly dues. Where a parcel grant deed title separately records each individual owner, the individual owners are separately responsible for paying the yearly RDR dues. It is the responsibility of the owner to show the RDR Board the property grant deed title to become a member.

Section 3 - Transfer/Termination - Upon the sale of property, those members terminate membership in the Running Deer Ranch, negating all rights and privileges provided by same. Any member may terminate their rights and privileges in Running Deer Ranch by written request to the Secretary, or by failure to renew their yearly dues, acknowledging they no longer have any right to the Running Deer Ranch Point or privileges.

Section 4 - Assessments, Fees, Dues, Etc. - Since the Running Deer Ranch Company has no legal right to assess its members, no assessments will be made. Fees for locks and keys for gated access to the private roads, and maintenance of Aluffo Rd and launch ramp shall be required. Upon transfers of property, those keys, which have been provided, shall be returned to the Running Deer Ranch. Annual dues pursuant to the amount set at the Annual Membership Meeting, per member, are due from each property owner who is desirous of obtaining membership in the Running Deer Ranch. This establishes identical dues for each "family" in RDR. These dues cover the fiscal year and become payable on April 1st. SNRA is covered by California statute to legally assess parcels for required road maintenance. RDR Board will inform all RDR owners, as their SNRA rep, as to the amount of this yearly assessment and provide collection in conjunction with yearly RDR dues. The RDR Board will ensure RDR owners in good standing will have their SNRA assessment transferred in a timely manner

Section 5 - Annual Meeting - The Company Annual Meeting shall be held once a year, on the Sunday of the three-day weekend of Memorial Day. The Annual Meeting will commence at 9:00 am. The meeting will be chaired by the officers of the Running Deer Ranch Board and will follow Robert's Rules of Order for mass meeting practices. Members entering business into the meeting will be asked to identify themselves and will be required to be in good standing, or have permission to speak by the presiding officer. With respect to Robert's Rules of Order for meetings, the General Meeting will be considered a mass meeting with a quorum to conduct business being those members present, plus any mailed in ballots or correspondence.

Section 6 - Elections - Election of the Board of Directors of the Running Deer Ranch shall be held annually at the Memorial Day Meeting. The term of each Board Member shall be for a two (2) year period with four (4) new Board Members elected on even years and three (3) new Board Members elected on odd years. No Board Member may be elected for more than two (2) terms (4 years) without a one term hiatus, unless elected by a two-thirds majority of the members present. Election of the Board Members shall be accomplished by simple majority of members present.

Section 7 - Rights and Privileges - All owners/members in good standing shall have voting privileges and be able to serve as board members or officers in the Company. Owners in good standing may also designate an immediate family member (in writing to the Board) to vote in their behalf or nominate them to act in their behalf as a Board member. Members in good standing shall be permitted the use of the Point property (easement granted to the Running Deer Ranch) for picnicking, etc., subject to the easement Conditional Use Permit and Point rules and regulations. RDR Owners

must annually sign and return the Point Conditional Use Permit (CUP), sent with the yearly dues notice, to receive Point keys.

ARTICLE ID - DIRECTORS

Section 1 - Management - All Company powers shall be exercised by, or under the authority of, and the business and affairs of the Company shall be controlled by, the Board of Directors. Election of the Board of Directors shall be performed via general meeting by majority vote of the members in good standing present. The Board of Directors shall be comprised of seven (7) members of the Company. The officers shall be elected for the ranks of the Board, and shall consist of the President, Vice President, Secretary and Treasurer. Non-elected RDR SNRA Representatives (2), approved by the Board, will also serve on the Board in an advisory capacity, but will not have voting rights on the RDR Board. They do have voting right on the SNRA Board as RDR representatives.

Section 2 - Removal - A Director may be removed prior to term expiration by a vote of two-thirds of the members in good standing at a General Membership Meeting.

Section 3 - Meetings - Meeting of the Board of Directors may be called by any Director; however, notification of the Board Meetings shall be coordinated and provided by the Secretary to all Board Members. The Board of Directors Meetings are open to all members in good standing, as well as invitees of the Board members. In general, Board Meetings will be held within the confines of Running Deer Ranch. Each Director, Officer, Committee Chairman is expected to provide a report for each Board Meeting. Attendance at the Board Meetings shall be made public at the General Meeting, such that the members are aware of the Director's participation.

Section 4 - Committees - The Board of Directors may create any such committee as it deems desirable to carry out the workings of the Board. At least one Director shall be appointed to any committee formed and the Director shall be responsible to the Board and Membership for that committee's actions. Such committees as roads; gate, point, fire, etc., are anticipated.

Section 5 - Quorum - A quorum of four (4) Directors is required at any Board Meeting to transact business. Should a situation occur requiring timely action/response, telephone or email concurrence on a course of action by four (4) Board Members shall suffice, with notification provided to the remaining Board Members.

Section 6 - Filling a vacancy - The vacancy of a member of the Board of Directors within 10 months of the last Annual Meeting shall be filled by an affirmative majority vote of the remaining Board of Directors. Any vacancy after 10 months of the last Annual Meeting shall be filled by an election at the next Annual Meeting. Nominees for the Board of Directors may be submitted by any member in good standing of Running Deer Ranch.

ARTICLE IV - DIRECTORS

Section 1 – President - The President of the Company shall be elected for a period of one (1) year by a vote of the majority of the Board of Directors. The President shall not serve more than two (2) terms successively. A Board member may be elected to an office following a one-year hiatus from that office. The President shall preside at all Board Meetings and General Membership Meetings and shall provide a detailed report to the general membership annually. The President shall provide the Secretary, for maintenance, all legal documents relative to the Company.

Section 2 - Vice President - The Vice President shall be elected annually by the Board Members for a period of one (1) year. Similar restrictions are imposed on the Vice President as those of the President. The Vice President shall perform the duties of the President in the event of his or her absence or disability.

Section 3- Secretary - The Secretary shall be elected by the Board Members for a term of two (2) years. Similar restrictions apply to the Secretary as those of the President. The Secretary shall be responsible for the minutes of the Board Meetings, General Membership Meetings, Company correspondence and publishing the newsletter.

Section 4 - Treasurer - The Treasurer shall be elected by the Board Members for a term of two (2) years. Similar restrictions apply to the Treasurer as those of the President. The Treasurer shall receive and disburse all funds and maintain a record of receipts and disbursements of such funds. The Treasurer shall provide a financial report at all Board Meetings and a detailed report at the Memorial Day Annual Meeting. The Treasurer shall be responsible for providing projected budget for the upcoming year at the same Memorial Day Meeting. An independent review of the financial report shall be required annually, for presentation at the General Membership Meeting. The Treasurer will ensure money allocations in the budget shall be in accordance with the RDR Financial and Budget Procedures addendum. Treasurer is also responsible to maintain the Company's status with the State of California (file proper paperwork and pay fees) and ensure the Company's tax returns are filed in a timely manner.

Section 5 - Past President - At the completion of the President's term, he/she shall serve one additional year on the Board of Directors, sitting as the "Past President" The "Past President" will serve in an advisory capacity only and will not have voting privileges. The Past President will not be counted as one of the seven elected Board Members.

If a President is elected and serves for one year only, and at the end of that year has one year remaining of their elected two-year term, or if the "past president" is elected to serve another two-year term, the "past president" would then have voting privileges as a member of the Board of Directors and be counted as one of the seven members that comprise the Board of Directors

Section 6 - Removal of Officers - Removal of Officers prior to term fulfillment shall require a vote of four (4) Board Members.

ARTICLE V - MISCELLANEOUS

Section 1 - Terms - These terms apply to RDR Bylaws, Rules and Regulations, and the Conditional Use Permit

- "Board" Board of Directors of this Company.
- "Company" San Luis Obispo County Running Deer Ranch, CO., Inc. A non- profit entity
- "Members" Participating owners/members in good standing and their immediate family members as defined in Article II, Section 2.
- "Designee" An immediate family member, as defined in Article II, section 2 may be designated by the owner of the parcel to represent him/her in voting matters pertaining to Running Deer Ranch. Designation must be in writing to the Board.
- "Renter" A person who pays rent for the temporary possession or use of a house, land or other property on RDR. The owner's privileges for the Point do not extend to Renters.
- "Guest" A person/visitor entertained at the home of an owner/member in good standing.

Section 2 - Liquidation - Upon liquidation of this Company, voluntarily or involuntarily, after payment of its obligations, the remaining assets shall be converted to cash and distributed into equal shares to all members in good standing at the time of liquidation.

Section 3 - By-Laws, Rules & Regulations and Conditional Use Permit Amendments - The members may vote to adopt, amend, repeal or revise the Rules & Regulations or Conditional Use Permit, provided the total votes received equal or exceed 50% plus 1 of the RDR members in good standing who submitted votes. The By-Laws may be changed with a 2/3rds majority of the votes received from members in good standing The proposed changes will be sent out by the RDR Board to all members in writing not less than one month before a special or regular Annual Meeting. Votes must be received prior to the convening of the meeting. The votes will be counted and the results announced at the meeting. Votes can be accepted by mail or e-mail prior to the meeting.

The Board of Directors may recommend changes in the By-Laws, Rules & Regulations or Conditional Use Permit to the general membership.

Any member in good standing, with a second from another member in good standing, may propose amendments to the Board of Directors at any regular Board Meeting. The submission of this request can be accomplished either in person or in writing. All amendments must be submitted to the Board of Directors at least 45 days before the general membership meeting in order to allow a 30-day notice to the general membership prior to voting. A Board meeting must occur between 75 days and 45 days before the general membership meeting.

All properly submitted proposed amendments, except those that would violate the Grant Deed of Easement, which is the Board's responsibility to protect, will be presented to the membership. The Board may indicate to the membership whether or not they endorse, oppose or remain neutral on the proposed amendment.

Section 4- Easements - RDR #1 owners (regardless of their RDR, Inc standing) have permanent right of way access to easements on Aluffo Rd and the water at the launch ramp, as stipulated in their property Grant Deed Title. They do not have access to the Point unless they are RDR members in good standing. Running Deer Ranch Company, as Trustee of the Point, has the same permanent right of way access to Aluffo Rd and the launch ramp as long as their Grant Deed Easement remains in effect. RDR #2 and #3 owners do not have stipulations in their property Grant Deed Title granting them permanent access to the Aluffo Rd and water easements. They are afforded that right only through RDR membership in good standing. Persons who are not RDR members in good standing and NOT RDR #1 owners do not have legal access to these easements. Right to use the easements have been granted by RDR to Running Deer Ranch #2 and #3 owners for members in good standing for use of the Point and the launch ramp. An easement is in existence around the launching ramp. Since the ramp is actually closer to the side away from the Point, no docking, boat parking or day use is permitted on the left side (when viewed looking towards the Lake, i.e., the Town Creek side) of the ramp.

Section 5 - Conduct - All RDR owners/members are responsible for the conduct of their family members and guests in accordance with the RDR Rules and Regulations, the Point Condition Use Permit, and RDR Dock Rules (if appropriate), Those violating approved rules are subject to having their RDR privileges suspended or permanently revoked by the Board, forfeiting all RDR rights and privileges. If such action is to be considered by the Board, the owner will be notified of impending action. If required, a special Board meeting will be set up, requesting the owner/member be present, at which final determination of action will be made.

Section 6 - Projects - Long-range projects shall be approved by the General Membership.

Section 7 - Robert's Rules of Order - "Robert's Rules of Order Newly Revised" shall govern all Running Deer Ranch Co. Inc. meetings in which they are applicable.

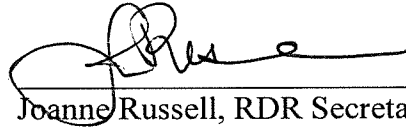
**CERTIFICATION OF SECRETARY OF SAN LUIS OBISPO COUNTY RUNNING
DEER RANCH COMPANY, INC. A CALIFORNIA NON-PROFIT CORPORATION**

I hereby certify that I am the duly elected and acting Secretary of this Company and that the foregoing By-Laws, comprising of seven (7) pages, constitute the By-Laws of the Company as duly adopted by a vote of the General Membership of the Company validated by the Board of Directors on 30 May, 2021.

DATED: 30, MAY, 2021



By: Jerry Reese, RDR President



Joanne Russell, RDR Secretary

Last Revised: Oct 6, 2013 (signed Jan 18, 2014)

