

BYLAWS OF THE SOUTH NACIMIENTO ROAD ASSOCIATION, INC.

ARTICLE I - NAME & LOCATION

The name of this association shall be SOUTH NACIMIENTO ROAD ASSOCIATION, INC., a non-profit corporation ("SNRA") with its principal office located at 4242 Allen Road, Paso Robles, CA 93446. The principle place of operation of SNRA shall be that area bounded on the south by the county road known as Chimney Rock Road, bordered on the north by the lake, on the east by Tri-Counties Club and on the west by Cal-Shasta Club and Rancho Del Lago and referred to hereafter as the "subject area."

ARTICLE II - PURPOSE

To maintain, update and repair all main access roads in the SNRA area. These roads are: Running Deer Road from the main gate at Chimney Rock Road to the lower crossing of Town Creek; Cow Camp Loop; Gage Irving Road from the emergency gate at Chimney Rock Road to the Cal-Shasta Club gate; Allen Road from Gage Irving Road to the Tri-Counties Club gate; and South Shore Road from Gage Irving Road to the cattle guard at Rancho Del Lago property boundary. A map of the bounded area is attached hereto as Exhibit A.

ARTICLE III - BASIC POLICY

Section 1. This organization shall not enter into membership with other organizations, but may cooperate with other organizations to achieve common goals. No individual member or representative of this organization shall make commitments that bind this organization. Only the Board of Directors, by a majority vote, may make such commitments.

Section 2. An annual budget shall be prepared by the Board of Directors and submitted to the SNRA members for approval each October.

- a. Repairs will be undertaken according to priorities established by the Road Committee and approved by the Board of Directors.
- b. The Board of Directors will use the best value option for all budgeted items approved by the membership. After approval by the Board, work will not be started on the proposed repairs until all money necessary for completion has been assembled in advance. In the event a special Board meeting needs to be called for a particular repair, the Board of Directors has the authority to approve work if it is considered to be of an urgent nature and time does not permit waiting for the next regularly scheduled Board meeting.

ARTICLE IV - MEMBERSHIP AND ASSESSMENTS

Section 1 . Members

- a. Every individual member of Tri-Counties, Cal-Shasta, South Shore Village clubs, and every individual owning property in Running Deer Ranch, and any other private property owner within subject area are eligible for membership in this association.

- b. Running Deer Ranch boundaries are considered to be the main gate at Chimney Rock Road and the centerline Town Creek, including the Gage Irving upper Emergency bypass road to its centerline point and the right of way from Gage Irving Gate. Members in good standing of SNRA have the right to use Running Deer Road, from the Running Deer Main Gate to Town Creek, as authorized by "Easement of Grant Deed", Document #1997-018098, granted to South Nacimiento Road Association recorded April 11, 1997. An easement as described and noted as Parcel 3 in Book 1687, Page 384 of Official Records recorded September 11, 1972.
- c. Members with annual assessments paid in full will be considered Members in Good Standing.
- d. Private property owners will be billed one assessment per Assessor's Parcel Number (APN).
- e. Owners with multiple APN's, who pay full multiple assessments fees, each have one vote per APN and are a Member in Good Standing. A reduced assessment is available, by application, for undeveloped property. Applications for reduced assessment for undeveloped property must be submitted yearly.
- f. Membership in SNRA is automatically terminated upon sale of property located with the subject area or termination of membership in one of the Clubs, whichever is applicable.
- g. A member of SNRA is not personally liable for the debts, liabilities or other obligation of SNRA except for their annual assessments.

Section 2. Assessments Fees and Contributions

- a. Annual assessment fees shall be determined by the Board of Directors each year and are payable by April 30th for the year assessed. Individuals owning property in Running Deer Ranch shall pay 1/3 of the annual assessment. This assessment is separate from all other association assessments.
- b. An annual budget shall be prepared by the Board of Directors and submitted to the SNRA members for approval each October.
- c. Statements will be sent annually to each club or organization for their collective membership assessments and individually to each private property owner as applicable.
- d. Collected assessments will only be used for road maintenance, update, repair and administrative expenses.
- e. Any club or organization, such as Tri-Counties, Cal-Shasta Club and South Shore Village Clubs and Running Deer Ranch, which collects assessments from their members/owners, shall forward them to the SNRA Treasurer.
- f. Owners of Private Property located with subject areas shall forward their assessments directly to the SNRA Treasurer.

ARTICLE V - ELECTION OF BOARD OF DIRECTORS AND OFFICERS

Section 1. Each officer and Board member of SNRA must be a member in good standing.

Section 2. The Board of Directors shall consist of three (3) representatives from Cal-Shasta, two (2) from Tri-Counties, one (1) from South Shore Village, two (2) from Running Deer Ranch property owners, and two (2) from other private property owners. These representatives shall be elected or appointed by their respective clubs or entities. Representation is based on a ratio of one (1) representative for each forty (40) members. The number of representatives for an area

may be changed, without an amendment to the By-Laws, by a vote of the Board of Directors, provided the one (1) representative per forty (40) members is maintained.

Section 3. The officers of SNRA shall consist of a President, Vice President, Secretary, and Treasurer. These officers shall be elected in November by the Board of Directors. The officers of SNRA will not have a vote on matters to be determined by the Board of Directors, except for the President who will vote in case of a tie vote.

Section 4. Officers shall serve for a term of 2 years or until their successors are elected. Officers shall assume their duties December 1. Officer vacancies in office shall be filled by calling a special meeting of the Board of Directors.

ARTICLE VI - DUTIES OF OFFICERS

Section 1. The President shall preside at meetings of SNRA members and of the Board of Directors. The President shall be a member ex-officio of all committees and may appoint the chair of standing committees created to carry out the workings of SNRA.

Section 2. The Vice President shall act as aide to the President and in the absence of the President shall perform the duties of the President.

Section 3. The Secretary shall keep an accurate record of the proceedings of all meetings of SNRA and of all meetings of the SNRA Board of Directors. The Secretary shall prepare a summary of all unfinished business for use by the President, and shall keep a current list of the members of the association. The Secretary shall also conduct all necessary correspondence of the SNRA and shall send notice of all SNRA meetings and SNRA Board of Directors meetings to all members.

Section 4. The Treasurer shall receive all moneys of SNRA and shall deposit the same in the name of SNRA in a bank approved by the Board of Directors. The Treasurer shall disburse funds on a timely basis to cover regularly occurring expenses such as telephone and utilities and those expenses that have been previously approved by the Board of Directors and shall present a statement of account at every meeting of the SNRA Board of Directors and at other times when necessary. The fiscal year shall be from September 1 — August 31. The Treasurer shall prepare or have prepared SNRA's tax return and file same as approved by the Board.

Section 5. The Treasurer shall also keep permanent books of account and records as shall be sufficient to establish the items of gross income received, including specifically the number of members and assessments collected from members and disbursements. Such books of account and records shall at all reasonable times be open to inspection by any one of the Board of Directors or member in good standing. The Treasurer shall make a full annual report to the organization upon the close of books for the fiscal year. The Treasurer will also disclose all insurance carriers including limits covered at the October Members Meeting. An independent review and report of the financial records of SNRA shall be required at least every five (5) years, or upon election of a new Treasurer. The SNRA books may also be reviewed from time to time as the Board of Directors deems necessary.

Section 6. When an officer fails to attend two consecutive meetings without adequate excuse or fails to maintain SNRA membership in good standing, the Board of Directors may declare that office vacant. Otherwise, removal of an officer prior to term fulfillment requires approval by the

majority of the SNRA Board of Directors. An officer may resign at any time by providing the Board of Directors with thirty (30) days written notice.

Section 7. Each officer, upon expiration of his term, resignation, or removal shall turn over to the Board of Directors, without delay, all records, books, and other material pertaining to the office.

ARTICLE VII - SNRA MEMBER MEETINGS

Section 1. There shall be an annual meeting of the members of SNRA. The meeting shall be held in October for review of the books of the previous fiscal year and approval of the next year's budget. Special Member meetings may also be called by petition often (10) percent of the members or by a majority vote of the current SNRA Board of Directors present at the meeting so long as a 30 day notice is given to SNRA members.

Section 2. The privilege of making motions, debating and voting shall be limited to SNRA members in good standing at the time the meeting is held.

Section 3. Issues to be voted on at the SNRA Member Meeting will be published in the SNRA Newsletter at least one month prior to the SNRA Member Meeting. All motions shall carry upon a majority vote of the combination of validated absentee mail-in-ballots, validated absentee ballots emailed to an SNRA Representative or Board Director, and SNRA members in good standing present at the meeting. Each member in good standing is allowed one vote per paid assessment. Any property for which the owner has been granted a reduced assessment is not a "paid assessment".

ARTICLE VIII - BOARD OF DIRECTORS MEETINGS

Section 1. The Board of Directors of SNRA shall hold regular meetings in January, March, May, August, and November to transact necessary SNRA business. Special Board meetings may be called by the President at any time deemed necessary. Personal notice by phone, fax, or e-mail is required for all special Board meetings.

Section 2. The order of business shall be as follows:

- (a) Call to order and roll call.
- (b) Approval or correction of the minutes of the last meeting.
- (c) Treasurer's report.
- (d) Special report from the President.
- (e) Reports from Special Committees.
- (f) Old Business.
- (g) New Business,
- (h) Comments,
- (i) Adjournment.

Section 3. Six (6) Board members in good standing shall constitute a quorum. A vote will be carried by the majority of Board members present at the meeting.

Section 4. The Board of Directors shall prepare an annual budget for SNRA member approval at the October SNRA member meeting.

Section 5. The Board of Directors may create standing committees to carry on SNRA work. Chairs of these committees shall give reports as necessary at the Board of Directors meetings.

ARTICLE IX - NON-LIABILITY OF DIRECTORS/INDEMNIFICATION

Section 1. The SNRA Directors and Officers shall not be personally liable for the debts, liabilities or other obligations of SNRA.

Section 2. SNRA shall purchase and maintain Directors and Officers insurance on behalf of any agent of SNRA against any liability arising out of any act done for or on behalf of SNRA.

ARTICLE X - MISCELLANEOUS

Section 1. Liquidation: On the dissolution or winding up of SNRA, its assets remaining after payment of, or provision for payment of, all the debts and liabilities of SNRA, shall be distributed to a nonprofit fund, or corporation that has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code and Section 23701 of the California Revenue and Taxation Code.

Section 2. Bylaw Amendments: The SNRA members may adopt, repeal, or revise these bylaws at any special or regular Member meeting provided that a 30 day notice has been given to all members. Bylaw changes to be voted on at the SNRA Member Meeting will be published in the SNRA Newsletter at least thirty (30) days prior to the SNRA Member Meeting. Modifications of the bylaws requires a two-thirds (2/3) vote of the combination of validated, itemized absentee ballots held by the SNRA Secretary or Board designated alternate and SNRA Members in good standing present at the meeting.

Section 3. "Robert's Rules of Order Newly Revised" shall govern all SNRA meetings in which they are applicable.

October 13, 2019

John Hunter, President

Ken Thomas, Vice President

Chuck Enterline, Secretary

Sue Kennedy, Treasurer

Ron Lininger, Cal-Shasta Rep.

Cindy McGee, Cal-Shasta Rep.

Ken Thomas, Cal-Shasta Rep.

Brent McClurg, South Shore Rep.

John Crass, Running Deer Rep.

Leo Kennedy, Running Deer Rep.

Randy Tognazzini, Tri-Counties Rep.

Faron Goodwin, Tri-Counties Rep.

Russ Johnson, Private Properties Rep.

Bill Barton, Private Properties Rep.

REVISIONS:

June 8, 2008 -Article II, Section 1; Article VII, Section 1; Article VIII, Section 1; Article X, Section 2.

October 13, 2013 -Completely Revised.

October 13, 2019 – Article III, Sec. 2 (b); Article VII, Section 3; Article X, Section 2.

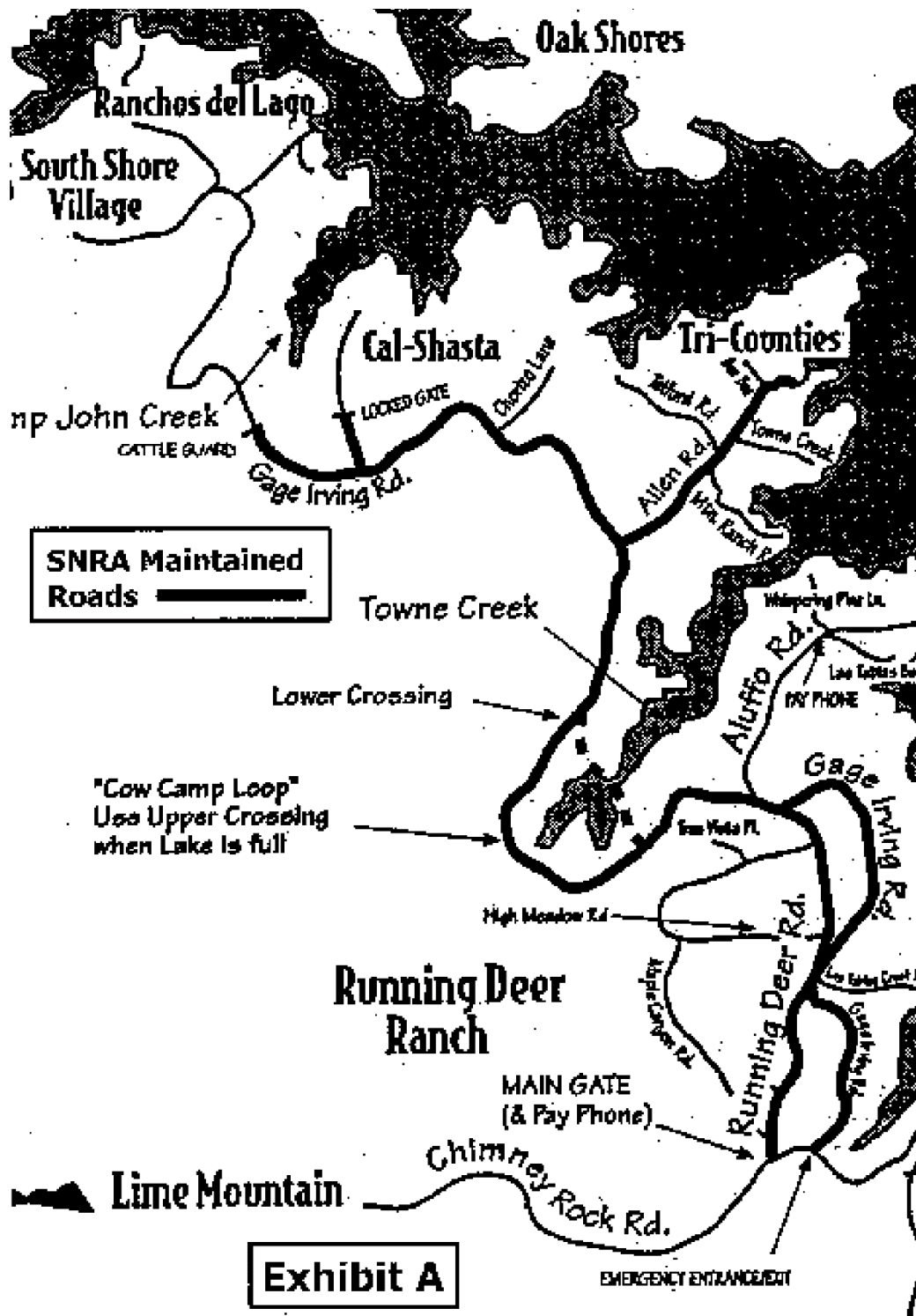


Exhibit A