

**Blue Mountain Community Renewal Council, Inc.**  
*A California Non-profit Corporation*

**CORPORATE BYLAWS**

**Originally adopted July 27, 2000**

**Amended December 15, 2001**

**Amended February 27, 2003**

**BYLAWS**  
**of**  
**Blue Mountain Community Renewal Council, Inc.**

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**BYLAWS**  
**of**  
**Blue Mountain Community Renewal Council, Inc.**

**Section One — NAME AND PURPOSE**

A. Name of the Corporation

The name of this corporation is the Blue Mountain Community Renewal Council, Inc.

B. Purpose of the Corporation

The Corporation has been formed for charitable and public purposes to facilitate, guide and support community development projects to establish a high degree of health, well-being, economic security and environmental integrity in the Glencoe, Rail Road Flat, West Point and Wilseyville, California communities, including, but not limited to, results such as:

- Facilitate and guide the Blue Mountain Community Renewal Council (BMCRC) project organizations to obtain grant funding and/or other financial support;
- Monitor active BMCRC projects status and assist where needed to break down barriers to success;
- Provide resources to Project Organizations, including, but not limited to: Strategic Planning, Management Expertise, Political Advocacy, Advertising and Promotion, Technical Expertise, Statistical Data, and other assistance or information deemed necessary for each BMCRC project;
- Continually update the catalog of Pending BMCRC Projects;
- As projects are completed, help prioritize pending projects, obtain consensus to initiate new projects, and establish new Project Organizations.

Additionally, the Corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes. The Corporation shall hold, and may exercise, all such powers conferred upon a nonprofit corporation by the laws of the State of California. The Corporation shall exercise all powers as may be necessary, or expedient, for the administration of the affairs and attainment of the purposes of the Corporation. However, in no event shall the Corporation engage in activities which are precluded by California laws or the United States Internal Revenue Code Section 501(c)(3).

**Section Two — OFFICES**

A. Executive Offices

The principal executive office of the corporation shall be located in one of the Calaveras County California communities mentioned in Section One item B above. The Board of Directors may change the location of this office from one location to another. Any such change shall be noted in these bylaws by the Board Secretary, opposite this section, or this section may be amended to state the new location.

B. Other offices

Other offices may be established at any place or places specified by the Board of Directors.

**Section Three — MEMBERS**

Except to the extent of the limited powers specifically set forth in Section Four herein below with respect to the General Assembly of Community Volunteers, this corporation shall have no voting members within the meaning of the Nonprofit Corporation Law.

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**Section Four — ANNUAL MEETING AND GENERAL ASSEMBLY OF COMMUNITY VOLUNTEERS**

A. Annual Meeting

The corporation will have an annual meeting in April that will include an annual report to the community and a general assembly of project volunteers and directors. The annual meeting may be combined with other celebrations or educational events determined by the Board of Directors. During odd numbered years, elections to select Directors shall be held at the annual meeting.

B. General Assembly

All residents within the eleven (11) mile radius of the communities of West Point, Glencoe, Rail Road Flat and Wilseyville who are at least sixteen (16) years of age and have volunteered at least forty (40) hours in Blue Mountain Community Renewal Council (BMCRC) sponsored projects or as a Director during the previous twenty-four (24) months are qualified to be General Assembly members and shall be entitled to vote for Directors.

In all other matters the *Project Volunteers* may provide advice to the Board of Directors through various means such as, but not limited to consensus, position papers, policy recommendations, polls, surveys, public comment at *Board Meetings* and other such means as may be appropriate.

C. Election of Directors at Annual Meeting

In January of an election year, The Secretary shall accumulate a list of qualified Project Volunteers eligible to vote for Director. Qualified Project Volunteers will be sent a letter asking if they wish to serve as a Board Member by the Secretary. The list of qualified Project Volunteers interested in becoming Board Members shall be accumulated by the Secretary and provided to the Nominating Committee.

In February, a Nominating Committee shall be selected by the Board of Directors. Board Members shall indicate their interest in serving on the Board for another term to the Nominating Committee.

In March, the Nominating Committee shall submit a slate of nominees to the Board of Directors, based upon the stated interest of qualified Project Volunteers and current Board members for approval. Also the Secretary shall send a letter to the General Assembly members listing the slate of nominees, date and time of the election and indicating their right to vote in the election.

In April, the annual meeting will take place. General Assembly Members shall vote from the slate of nominees to fill expired terms of the Board of Directors. Board Directors are chosen by majority vote tallied by the Nominating Committee. Proxy votes are not allowed.

In subsequent years after 2003, the number of Directors to be elected will vary in accordance with the term limits of two or four years as described in Section Five C- Tenure and Appointment of Directors.

**Section Five — DIRECTORS**

A. Powers of the Directors

The Board of Directors is responsible for policy and oversight of the corporation. This includes the power to make policy decisions, choose the people who will carry out these policies, and all other actions authorized of California non-profit corporations that are necessary to oversee and carry out the purposes of the Corporation.

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**B. Number and Qualifications of the Directors**

It is the intent of the Corporation that the composition of the Board of Directors shall represent a diversity of knowledge, skills and experience, to enable the Board to make informed, wellbalanced decisions on the economic viability and social impact of its activities. Each Director shall be at least eighteen (18) years of age. No more than 30% of the total Directors will reside outside of an eleven (11) mile radius of the communities of Glencoe, Rail Road Flat, West Point and Wilseyville in Calaveras County, California. The initial number of Board members is twelve. There shall be no fewer than nine (9) and no more than fifteen (15) seated voting members of the Corporation's Board of Directors.

**C. Tenure and Appointment of Directors**

Directors will be elected at the Annual Meeting in odd numbered years. Directors can serve no more than three (3) consecutive terms on the Board of Directors. Directors Elect will draw lots for length of terms at the May regular meeting. Lots shall be drawn to establish seven (7) Directors with two (2) year terms and eight (8) Directors with four (4) year terms.

The Board discussion results on selecting appointees shall be in open session. Appointees will fill out the original term of the vacated Director.

**D. Meetings of the Directors**

There shall be at least four (4) quarterly meetings of the Board of Directors annually. An annual General Assembly meeting, which may also serve as one of the four (4) quarterly meetings, will be held in April of each year. Additional Board of Directors meetings may be called by the Chairperson, or any two members of the Board of Directors, with at least 72 hour mailed notice to each member of the Board of Directors. Whenever possible, meetings shall have more ample notice to members of the Board of Directors than the minimum 72 hours required. All Board Meetings will be at the principle location of the corporation or any other location in the Calaveras County communities of Glencoe, Rail Road Flat, West Point and Wilseyville agreed to by a majority of Board members. Board of Directors meetings and operations will adhere to the intent and requirements of the California open meeting law known as the Brown Act.

A quorum of the Board of Directors shall be at least four (4) voting members present at the meeting. Proxies cannot be used to establish a quorum. The Board shall strive to make strategic and corporate policy decisions by consensus of all board members present at a duly noticed meeting. A sixty-six (66) percent majority of Board members present at a duly noticed meeting with a quorum established is required to approve Corporate strategic or policy items. A simple majority of Board members present with a quorum established shall be sufficient to carry a motion dealing with operational items or issues interpreting but not determining policies. Board member proxies can be voted on any item before a duly established quorum of the Board. Action without a meeting and by written consent of seventy-five (75) percent of all Board of Directors is permitted.

**E. Director Vacancies**

Board vacancies caused by resignation, removal, death, or any other cause may be filled by vote of a majority of the remaining directors. Upon a Board seat being vacated, the Board at their discretion may select and recruit to fill the remaining term of the vacant seat. If the Board seat becomes vacant after December of an odd-numbered year, nomination for the seat will be part of the regular General Assembly appointment process in Section Four.

**F. Resignation or Death of Directors**

A Board of Directors member may resign for any reason and at any time by providing written notice to the Secretary of the Board of Directors. A Board seat is considered a vacancy immediately after the death or resignation of a Board member.

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G. Removal of Directors

A Board of Directors member may be removed by a sixty-six percent (66%) majority vote of Board members at a duly noticed meeting with a quorum established for conduct that is detrimental to the best interests of the Corporation.

A BMCRC director's absence from a duly noticed Board meeting is considered unexcused if no communication, either written or verbal, is provided the Board regarding the necessity of the director's absence from the noticed Board meeting. After three consecutive unexcused absences from duly noticed Board meetings, a director may be removed by a simple majority vote of Board members at a duly noticed meeting with a quorum established.

H. Compensation of Directors

Board of Directors shall not be compensated for serving as a director.

I. Liability of Directors

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

J. Indemnification

The corporation is authorized to provide indemnification of directors, and agents, (as defined in Section 317 of the Corporations Code of the State of California) for breach of duty to this Corporation and its members through Bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code of the State of California, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code of the State of California.

K. Expense Reimbursement

Directors may be individually reimbursed for travel and minor out of pocket expenses for activities approved by the Board of Directors and for the purposes of conducting corporate business and at reasonable rates approved by the Board of Directors.

**Section Six — OFFICERS**

A. Eligibility, Length of Term

The BMCRC officers of Chairperson, Vice-Chairperson, Secretary and Treasurer shall reside within an eleven (11) mile radius of a BMCRC community. Officers will be elected by the Board of Directors annually. Board officers may be re-elected for up to three (3) consecutive terms; no director shall hold the same office of the Board of Directors for more than three (3) terms. Officer vacancies shall be filled by the Board. Appointed Officers shall serve out the term of the replaced Officer.

B. Chairperson of the Board

The Chairperson shall preside over Board meetings and generally manage the Board meeting schedule for the year. The Chairperson is an ex officio member of all corporate committees. The Chairperson shall also perform other duties as assigned by the Board of Directors. The Chairperson uses his or her discretion in running the affairs of the Board including binding the corporation to contracts and debt appropriate to, and consistent with, implementing the Board's policies. All such agreements made by the Chairperson shall be consistent with Board approved policies and reasonable business practices. The Chairperson may not hold other offices of the Board.

C. Vice-Chairperson of the Board

In the absence of the Chairperson, the Vice-Chairperson shall preside over Board meetings and have the same discretion and responsibility in running the affairs of the Board. The Vice-Chairperson shall be responsible for overseeing the annual Board member selection process and logistics for the annual May meeting, and perform

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other duties as assigned by the Board. The Vice-Chairperson shall automatically succeed into the Chairperson position at the resignation or removal of the Chairperson. The Vice-Chairperson may not hold another office of the Board

**D. Secretary**

The Secretary shall be responsible for giving notice of director's meetings, receiving and sending corporate correspondence, and keeping minutes of Director's meetings. The Secretary shall also be responsible for filing reports and statements as required by local and state law, certifying corporate documents, and performing other duties as assigned by the Board of Directors. The Secretary may not hold another office of the Board.

**E. Treasurer**

The Treasurer shall be responsible for accounting of corporate funds and other corporate valuables. The Treasurer shall assure that the corporation keeps accounts of receipts, expenditures and deposits and renders accounts on request of the Board. The Treasurer shall not make disbursements without Board approval. The Treasurer shall also provide corporate financial status reports at each regular Board meeting, and an annual financial report and projections at the annual General Assembly meeting in May of each year. The Treasurer will be responsible for performing other duties as assigned by the Board of Directors. The Treasurer may not hold another office of the Board.

**F. Other Officers**

The Board of Directors may establish other offices as needed to carry out specific delegated responsibilities. The length and duties of these offices will be spelled out at the time they are created by the Board of Directors.

**G. Removal of Officers**

An officer of the Board of Directors may be removed by a sixty-six (66%) majority vote of Board members at a duly noticed meeting with a quorum for conduct that is detrimental to the best interest of the corporation.

A Board of Directors officer's absence from a duly noticed Board meeting is considered unexcused if no communication, either written or verbal, is provided the Board regarding the necessity of the officer's absence from the noticed Board meeting. After three consecutive unexcused absences from duly noticed Board meetings an officer may be removed by a simple majority vote of Board members at a duly noticed meeting with a quorum established.

**H. Resignation or Death of Officers**

An officer of the Board of Directors may resign for any reason and at any time by providing written notice to the Secretary of the Board of Directors. The death of an officer shall be considered vacancy.

**I. Vacancies of Officers**

Board of Directors officer vacancies caused by resignation, removal, death, or any other cause will be filled by succession as described in section Four, item A above. If there are more than six (6) months before the next General Assembly meeting in which a new Board will be selected, the vacated Secretary position shall be appointed by the Board of Directors until the next annual meeting appointments.

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J. Officers Routine Reporting Requirements

All Board officers will provide a quarterly report to the full Board at the first regularly scheduled and duly noticed Board meeting of each quarter. The quarterly report from officers will cover each of their areas of responsibility, and will include, but not be limited to addressing the officers' accomplishments for the past quarter, projections for the coming quarter, strategic opportunities recommended and the general status of, and concerns with, current operations.

**Section Seven — COMMITTEES**

The Board of Directors, by resolution adopted by a majority of the Board, may appoint an Executive Committee consisting of at least the four (4) Board Officers who shall exercise such powers and functions of the Board as provided in the resolution of the Board establishing such a committee. The Board of Directors will retain the power to dissolve the committee at any time, the power to limit areas in which the committee may act, and the power to veto any Executive Committee strategic decisions or decisions determining corporate policy.

The Board of Directors, by resolution adopted by a majority of the Board, may appoint standing or ad hoc committees. Board appointed standing or ad hoc committees may also include experts or specialists who are not voting members of the Board of Directors. Other than as described above for an Executive Committee, decisions by standing or ad hoc committees are only recommendations to the Board of Directors and do not authorize or change corporate policy. The Board of Directors will retain the power to dissolve any standing or ad hoc committee at any time and the power to limit areas in which committees may act. When a committee is established the Board will provide the committee with a clear purpose, a brief description of its role, responsibilities, and reporting requirements to the Board.

**Section Eight — FINANCIAL MATTERS**

A. Contracts

All contracts on behalf of the corporation shall be authorized by the Board of Directors. Contracts, or contracting discretion may be approved as part of, and consistent with, Board approval for Corporate operations and programs. Board authorized officer(s) or corporate executives delegated such authority by the directors, may approve contracts or expenses to implement the directors' policies or support routine corporate operations.

B. Loans

No loans shall be made, or debts incurred, in the name of the corporation unless authorized by the Board of Directors.

C. Checks

Corporate checks consistent and appropriate to implementing directors' approved contracts and policies, shall be two signature checks. Signatories may be any combination of any two of the four Board of Directors officers. Under normal circumstances, the Treasurer should be one of the two signatories.

D. Deposits

Corporate funds shall be deposited in banks selected by the Board of Directors. The Treasurer will be responsible for oversight and reporting of all deposits and withdrawals to the Board of Directors.

**Section Nine — FISCAL YEAR**

The fiscal year of the Blue Mountain Community Renewal Council, Incorporated shall be from January 1 through December 31.

**BYLAWS**  
**of**  
**Blue Mountain Community Renewal Council, Inc.**

**Section Ten — CORPORATE SEAL**

A Corporate Seal may be adopted, or changed, by resolution of the Board of Directors.

**Section Eleven — MEETING NOTICE REQUIREMENTS**

Board meetings may be called by the Chairperson or any two (2) Board of Directors members with at least the minimum notice requirements of the California open meeting law known as the Brown Act, as amended, for Board members and the Public. Meeting notice to Directors will be made by postal service or electronic transmission to each of the Board of Directors.

Meeting agendas will be placed for public notice at the West Point Post Office, and at other public places that may from time to time be determined by the Board.

Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these by-laws, a written waiver thereof, signed by the person or persons entitled to said notice, and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent to such notice. In addition, any Director who attends a meeting, in person, or by proxy, without protesting at the commencement of the meeting the lack of proper notice thereof to him or her, or any member of any committee who attends a committee meeting, without protesting, at the commencement of the meeting, such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

**Section Twelve — PROCEDURES FOR AMENDMENTS**

A. Amendments of Articles of Incorporation

The procedure for amending the Corporation's Articles of Incorporation shall be:

- (a) The Board of Directors shall adopt a resolution setting forth the proposed amendment(s) and directing that it be submitted to a vote at a subsequent meeting of the Board of Directors.
- (b) Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director entitled to vote at such meeting within the time and in the manner provided for the giving of notice of meetings.
- (c) At such meeting a vote of the Directors entitled to vote shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of at least sixty-six percent (66%) of the voting shares at a duly noticed meeting with a quorum present.
- (d) Any number of amendments may be submitted to the Directors and voted upon by them, at one meeting.
- (e) All changes in the Articles of Incorporation shall be submitted to the California Secretary of State per State requirements existing at the time of the change.

B. Amendments of Bylaws

The procedure for amending the Corporation's bylaws shall be:

- (a) The Board of Directors shall adopt a resolution setting forth the proposed amendment(s) and directing that it be submitted to a vote at a duly noticed meeting of the Directors.
- (b) Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director entitled to vote at such meeting within the time and in the manner provided for the giving of notice of meetings

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- (c) At such meeting a vote of the Directors entitled to vote shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of at least sixty-six percent (66%) of the Directors with a quorum present.
- (d) Any number of amendments may be submitted to the Directors, and voted upon by them, at one meeting.

Approved by the Blue Mountain Community Renewal Council, Inc., Board of Directors at their meeting of 27 February 2003.

/s/ \_\_\_\_\_

Date: 27 February 2003

John Hall, Secretary