

**BYLAWS  
OF THE  
SIERRA GOLD PARKS FOUNDATION  
(formerly South Yuba River Park Association)**

A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION

**ARTICLE I OFFICES**

**Section 1.** The corporation's principal office is fixed and located at 10787 East Empire Street, Grass Valley, California 95945.

The Board of Directors (herein called the "board") is granted full power and authority to change said principal office from one location to another. Any such change shall be noted in the bylaws opposite this section, or this section may be amended to state the new location.

**ARTICLE II OBJECTIVES**

**Section 1.** The objectives of this corporation are: (1) to promote the educational and interpretive activities of the State Park System, principally in Empire Mine State Historic Park, Malakoff Diggins State Historic Park and South Yuba River State Park; (2) to produce and make available to park visitors, by sale or free distribution, suitable interpretive and educational literature and materials, including books, maps, pamphlets, visuals, and recordings; (3) to acquire and display materials or objects pertaining to the cultural history of the area for the purpose of adding them to the interpretive collections of the State Park System; (4) to develop and maintain a suitable parks library; (5) to assist in development and improvement of interpretive facilities; (6) to assist financially and otherwise in the establishment and operation of similar cooperative associations in other areas of the State Park System; and (7) to give all possible aid to the State of California in conserving, developing, and interpreting the areas of the State Park System for the benefit of the public.

**ARTICLE III MEMBERSHIP**

**Section 1. MEMBERS** The corporation shall have no members. Any action which would otherwise require approval by majority of the members or approval by the members shall require only approval by the board. All rights which would otherwise vest in members shall vest in the directors.

**Section 2. ASSOCIATES** Nothing in this article shall be construed as limiting the right of the corporation to refer to such persons associated with it as "members," even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The corporation may confer by amendment of its articles, or of these bylaws, some or all of the rights of a member, as set forth in the California Nonprofit Law, on any person or persons who do not have the right to vote for the election of directors, or on a disposition of substantially all of the assets of the corporation, or on a merger or a dissolution or on changes to the corporation's articles or bylaws, but no such person shall be a member within the meaning of said Section 5056.

**ARTICLES IV DIRECTORS**

**Section 1. POWERS** Subject to limitations of the articles and these bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board. The board may delegate management of the activities of the corporation to any person or persons, a management company, or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the

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board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the board shall have the following powers enumerated in these bylaws:

(a) To select and remove all other officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the articles, or these bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and activities of the corporation, and to make such rules and regulations therefor not inconsistent with law, the articles, or these bylaws, as they may deem best.

(c) To adopt, make, and use a corporate seal, and to alter the form of such seal from time to time, as they may deem best.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

**Section 2. NUMBER OF DIRECTORS** The authorized number of directors shall be at least five but no more than fifteen until changed by amendment to these bylaws. The exact number of directors shall be determined by the board of directors.

**Section 3. SELECTION AND TERM OF OFFICE** Directors shall serve a term of two (2) years. No director, however, shall serve for more than three (3) consecutive terms. Vacancies resulting from term expiration shall be filled at the annual election. If a director leaves either by choice or through termination by the board prior to term expiration, that vacancy will be filled as specified in Article IV Section 4, below.

(a) **NOMINATING COMMITTEE** The President shall appoint a committee to select qualified candidates for election to the Board of Directors at least 60 days prior to the date of any such election. The committee shall make its report at least 30 days prior to the election, and the secretary shall forward to each member, with the notice of meeting, a list of candidates nominated.

(b) At the meeting to elect directors, any member present may place a name in nomination.

**Section 4. VACANCIES** Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective on giving written notice to the chairperson of the board, the president, the secretary, or the board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

When a vacancy exists the board shall establish a nominating committee to recommend candidates to the board for the filling of vacancies. The committee will establish criteria, subject to the board's approval, for qualifying candidates to the board.

The board shall elect director(s) to fill the vacancy(s) on the board via secret ballot by a 2/3 majority of the total number of seated directors. Each director so elected shall hold office until the expiration of the term of the replaced officer.

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A vacancy or vacancies in the board shall be deemed to exist in case of death, resignation, expiration of term limits, or removal by the board of any director, or if the authorized number of directors is increased.

The board may declare vacant the office of a director who has been declared of unsound mind by a final order of the court, or convicted of a felony, or found by a final order of judgement of any court to have breached any duty arising under Section IV Article 3 of the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of directors shall have the effect of removing any director prior to expiration of the director's term of office.

**Section 5. PLACE OF MEETING** Meetings of the board shall be held at any place within or without the State of California which has been designated from time to time by the board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

**Section 6. ANNUAL MEETING** The board shall hold an annual meeting for the purpose of organization, election of directors and officers, and transaction of other business. Annual meetings of the board shall be held without call or notice on a day and time in March set by the board. All directors shall be elected via secret ballot by a 2/3 majority of the total number of seated directors. If any elected director(s) is not reelected to the board, that position(s) shall be declared vacant and filled as described in Article IV Section 4.

**Section 7. REGULAR MEETINGS** Regular meetings of the board shall be held without call or notice on such dates and at such times as may be fixed by the board.

**Section 8. SPECIAL MEETINGS** Special meetings of the board for any purpose or purposes may be called at any time by the chairperson of the board, the president, any vice president, the secretary, or any two directors.

Special meetings of the board shall be held on two days' notice by first class mail or eight hours' notice given personally or by telephone, email, text or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address, telephone number, email address or mobile phone number as it is shown on the records of the corporation or as may have been given to the corporation by the director for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place at which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any notice by email or text shall be deemed to have been given when transmitted by the person giving the notice to the email address or mobile phone number, respectively, of the recipient as shown on the records of the corporation. Oral notice shall be deemed to have been given at the time it is communicated in person or by telephone or wireless, to the recipient, or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

**Section 9.** A majority of the directors constitutes a quorum of the board for transaction of business, except to adjourn as provided in Section 12 of this article. 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 shall be regarded as the act of the board, unless a greater number is required by law or by these articles, except as provided in the next

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sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. In the absence of the President and the Vice President, a majority of the directors present may elect a director to preside at a meeting.

**Section 10. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE** Members of the board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

**Section 11. WAIVER OF NOTICE** Notice of a meeting need not be given to any director who signs a waiver of notice, or a written consent of holding the meeting, or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records, or made a part of the minutes of the meetings.

**Section 12. ADJOURNMENT** A majority of the directors present, whether or not a quorum is present, may adjourn any director's meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

**Section 13. ACTION WITHOUT MEETING** Any action required or permitted to be taken by the board may be taken without a meeting if all members of the board shall individually or collectively consent in writing (including, without limitation, via email or text) to such an action. Such consent or consents shall have the same effect as a unanimous vote of the board and shall be filed with the minutes of the proceedings of the board.

**Section 14. RIGHTS OF INSPECTION** 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 of which such person is a director.

**Section 15. COMMITTEES** The board may appoint one or more committees, each consisting of one or more directors, and delegate to such committees any of the authority of the board, except with respect to:

- (a) Approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) Filling of vacancies on the board or on any committee;
- (c) Fixing of compensation of the directors for serving on the board or on any committee;
- (d) Amendment or repeal of bylaws or the adoption of new bylaws;
- (e) Amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable;
- (f) Appointment of other committees of the board or the members thereof; and

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(g) Approval of any self-dealing transaction, as such transactions are defined in Section 5233 (a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an executive committee or by such other name as the board shall specify. The board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee.

The board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. Unless the board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this article applicable to meetings and actions of the board. Minutes shall be kept of each meeting of the committee.

**Section 16. FEES AND COMPENSATION** Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the board.

**ARTICLE V OFFICERS**

**Section 1. OFFICERS** The officers of the corporation shall be a president, a secretary, and a treasurer. The corporation may also have, at the discretion of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this article. 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 chairperson of the board.

**Section 2. ELECTION** The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this article, shall be chosen annually by, and shall serve at the pleasure of, the board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

**Section 3. SUBORDINATE OFFICERS** The board may elect, and may empower the president to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such periods, have such authority, and perform such duties as are provided in these bylaws or as the board may from time to time determine.

**Section 4. REMOVAL AND RESIGNATION** Any officers may be removed, either with or without cause, by the board at any time, or, except in the case of an officer chosen by the board, by any officer upon whom such power of removal may be conferred by the board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein, and, unless

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otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5. VACANCIES** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur, and not on an annual basis.

**Section 6. PRESIDENT** The president is the general manager and chief executive officer of the corporation, and has, subject to the control of the board, general supervision, direction, and control of the business and officers of the corporation. The president shall preside at all meetings of the board. The president has the general powers and duties of management usually vested in the office of president and general manager of a corporation, and such other powers and duties as may be prescribed by the board.

**Section 7. VICE PRESIDENT** In the absence or disability of the president, the vice president, if any is appointed, shall perform all the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed for him/her respectively by the board.

**Section 8. SECRETARY** The secretary shall keep or cause to be kept, at the principal office of or such other place as the board may order, a book of minutes of all meetings of the board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the board and committee meetings, and the proceedings thereof. The secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's articles and bylaws, as amended to date.

The secretary shall give, or cause to be given, notice of all meetings of the board and any committees thereof required by these bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board.

**Section 9. TREASURER** The treasurer is the chief financial officer of the corporation, and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director.

The treasurer shall deposit all funds and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board. The treasurer shall disburse the funds of the corporation as may be ordered by the board, shall render to the president and the directors, whenever they request it, an account of all transactions as treasurer and of financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board.

**ARTICLE VI OTHER PROVISIONS**

**Section 1. ENDORSEMENTS OF DOCUMENTS; CONTRACTS** Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof, executed or entered into between the corporation and any other person, when signed by the president, or any vice president and the secretary, any assistant secretary, the treasurer, or any assistant treasurer of the corporation shall be valid and binding on the corporation in the

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absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the board, and, unless so authorized by the board, 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 for any purpose or amount.

**Section 2. CONSTRUCTION AND DEFINITIONS** Unless the context otherwise requires, the general provisions, rules, construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws.

**Section 3. AMENDMENTS** These bylaws may be amended or repealed by approval of a majority of the elected directors on the board.

**ARTICLE VII INDEMNIFICATION**

**Section 1. RIGHT OF INDEMNIFICATION** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237 (a) of the California Corporations Code, including persons formerly occupying such positions, against all expenses, judgements, 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 these bylaws, shall have the same meaning as in Section 7237 (a) of the California Corporations Code.

**Section 2. APPROVAL OF IDEMNITY** On written request to the board by any person seeking indemnification under Section 7237 (b) or Section 7237 (c) of the California Corporations Code, the board shall promptly determine under Section 7237 (e) of the California Corporation Code whether the applicable standard of conduct set forth in Section 7237 (b) or Section 7237 (c) has been met, and, if so, the board shall authorize indemnification.

**Section 3. ADVANCEMENT OF EXPENSES** To the fullest extent permitted by law, and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Section 1 and 2 of this article, and of these bylaws, in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceedings, 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 determined that the person is entitled to be indemnified by the corporation for those expenses.

**ARTICLE VIII INSURANCE**

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity, or arising out of the officer’s, director’s, employee’s, or agent’s status as such.

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**CERTIFICATE**

I certify that I am the secretary of SIERRA GOLD PARKS FOUNDATION, a California nonprofit mutual benefit corporation, and that the above bylaws, consisting of seven pages, were adopted on November 26, 2019.

BY: \_\_\_\_\_  
TITLE Secretary  
DATE \_\_\_\_\_, 2019 \_\_\_\_\_