

**BYLAWS OF INDIAN CAMP RANCH HOMEOWNERS ASSOCIATION,
AN UNINCORPORATED ASSOCIATION**

ARTICLE 1. OFFICES

Principal Office

Section 1.01. The principal office of the Association for the transaction of its business is located at the office of Hanson Enterprises, 412 Main Street, Templeton, California 93465

ARTICLE 2. MEMBERS

Classes of Membership and Rights

Section 2.01. The Association shall have one (1) class of members only, and the membership, voting, and other rights, interests, and privileges of each member shall be equal.

Qualifications

Section 2.02. In order to qualify for membership, a member shall be the owner of real property described in the Articles of Association of the Unincorporated Association known as Indian Camp Ranch Homeowners Association.

Dues

Section 2.03. All members shall pay annual dues or assessments in such amount as shall be determined from time to time by resolution of the Board of Directors. The dues and assessments paid to the Association become the property of the Association. The initial annual dues are \$4.00 dollars per acre plus \$400.00 hundred dollars which starts when any construction on a house is begun. Any additional structures do not increase the \$400.00 hundred dollar fee.

The first annual dues and assessments shall begin three years from the date of recording of the Restrictions.

Nonpayment of Dues or Assessments

Section 2.04. The membership of any member who fails to pay his dues or assessments when they become due and within sixty (60) days thereafter, shall automatically terminate at the end of such sixty (60) day period provided he was given written notice delivered to him personally or by United States mail within thirty (30) days before the due date that such dues or assessments were due and payable as of said due date. In the event that such written notice is not given as herein required, then such membership shall

automatically terminate for nonpayment of dues or assessments only if they are not fully paid within sixty (60) days after such written notice is eventually given and delivered to the member in person or deposited in the United states mail, postage prepaid, and sent to him at his address as it appears on the books of the Association.

Rights on Termination

Section 2.05. All rights and interests of a member in the Association shall cease upon termination of membership.

Reinstatement

Section 2.06. Any member whose membership is terminated may have his membership reinstated on such terms as the Board of Directors may deem appropriate by filing a written request therefore with the Board.

Suspension and Expulsion

Section 2.07. No member of this Association shall be suspended, fined, censured, or expelled for any reason and his membership shall not terminate except for nonpayment of dues or assessments or as a violation of the Archaeological standards as set forth in these Restrictions as Article 1, Section 3.

Right to Inspect Records

Section 2.08. All records of this Association shall be open to inspection on the written demand of any member at any reasonable time for a purpose reasonably related to his interests as such.

ARTICLE 3. MEETINGS OF MEMBERS

Place

Section 3.01. Meetings of members shall be held at the principal office of the Association as may be designated from time to time by the Board of Directors.

Regular Meetings

Section 3.02. Members shall meet at least annually and Directors shall be elected at the regular annual meeting which shall be held in October.

Special Meetings

Section 3.03. Special meetings of members shall be called by the President or Secretary of the Association and held at such times and places as may be ordered by resolution of the Board of Directors.

Notice

Section 3.04. Written notice of the time and place of meetings shall be delivered to each member by United States mail, postage prepaid, at least seven days prior to such meeting.

Consent of Absentees

Section 3.05. The transactions of any meeting of members, however called and noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum, as hereinafter defined, is present or if, either before or after the meeting, each of the persons entitled to vote but not present signs a written waiver of notice, or a written proxy, or a consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, proxies, consents, or approvals shall be filed with the Association's records or made a part of the minutes of the meeting.

Quorum

Section 3.06. A quorum shall consist of the presence in person or by written proxy of those owners holding fifty (50%) percent acreage of Indian Camp Ranch.

Loss of Quorum

Section 3.07. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Voting

Section 3.08. Voting shall be by voice vote, providing, however, that election of Directors may be by secret ballot. Members shall be permitted to vote or act by proxy. Cumulative voting shall not be authorized.

Conduct of Meetings

Section 3.09. Meetings of members shall be presided over by the President of the Association or, in his absence, by the Vice President, or, in the absence of both, by a chairman chosen by a majority of the members present. The Secretary of the Association shall act as Secretary of all meetings of members, provided that in his absence the presiding officer shall appoint another person to act as Secretary of the meeting.

ARTICLE 4. DIRECTORS

Qualifications

Section 4.01. Any Member of this Association is qualified to be a Director hereof.

Section 4.02. Directors, other than those named in the Articles, shall be elected by the members present in person or by written proxy and voting at the regular meeting of members held each year, provided a quorum is present, or, if no quorum is present, at the next succeeding regular or special meeting at which a quorum is present, and the candidates receiving the highest number of votes up to the number of Directors to be elected are elected.

Terms of Office

Section 4.03. Directors shall serve a term of 24 months from the time they are elected. At every annual election of Directors new directors shall be elected to fill any expired term. Directors may serve consecutive terms with out limitation.

Section 4.04. It shall be the duty of the Directors:

(a) To perform any and all duties imposed on them collectively or individually by law, by the Articles of this Association, or by these Bylaws.

(b) To employ such officers, agents, and employees as may be authorized from time to time by the vote or written consent of a majority of the members of the Association or by action of the Board.

(c) To supervise all officers, agents, and employees of this Association to assure that their duties are properly performed.

(d) To register their addresses with the Secretary of the Association, and notices of meetings mailed or telegraphed to them as such addresses shall be valid notices thereof.

Compensation

Section 4.05. Directors shall serve without compensation.

Removal

Section 4.06. The entire Board of Directors, or any individual Director, may be removed from office at any time by the vote of a majority of the members of the Association. If any or all

Directors are so removed, new Directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed Directors. If new Directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 4.07 hereof.

Vacancies

Section 4.07.

(a) Vacancies in the Board of Directors shall exist (1) on the death, resignation, or removal of any Director; (2) whenever the number of Directors authorized by the Articles is increased by an amendment of the Articles; and (3) on failure of the members in any election to elect the full number of Directors authorized.

(b) The Board of Directors by majority vote may declare vacant the office of a Director (1) if he is declared of unsound mind by an order of court, or finally convicted of a felony; or (2) if within sixty (60) days after notice of his election he does not accept the office either in writing and by not attending the first meeting of the Board of Directors after being notified.

(c) Vacancies caused by the death, resignation, or disability of a Director or Directors, or by his or their removal as provided in these Bylaws, or by an amendment of the Articles increasing the number of Directors authorized, shall be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director.

(d) A majority of the members of the Association may elect a Director at any time to fill any vacancy not filled by the Directors as provided in Paragraph © of this section. Should the offices of all Directors become vacant and there is consequently no Director left to fill vacancies, the vacancies shall be filled by a majority of the members present at a regular or special meeting of members called for that purpose, provided a quorum is present or whether or not a quorum is present.

(e) Persons elected to fill vacancies as in this section provided shall hold office for the unexpired terms of their predecessors, or until their removal or resignation as in these Bylaws provided.

Meetings of the Board

Section 4.08.

(a) Meetings shall be held at the principal office of the Association unless otherwise provided by the Board.

(b) The Board shall meet regularly at such time and place as may be designated by resolution of the Board of Directors.

(c) Special meetings of the Board may be called by the President, or, if he is absent or is unable or refuses to act, by the Vice President or by any two Directors, and such meetings shall be held at the place designated by the person or persons calling the meeting and, in the absence of such designation, at the principal office of the Association.

(d) Written notice of the time and place of meetings shall be delivered personally to each Director or sent to him by United States mail, postage prepaid, or by telegram, at least seven (7) days prior to such meeting, provided, however, that notice of all regular meetings is hereby dispensed with. If sent by mail or telegram, the notice shall be addressed to the Director at his address as shown on the books of the Association and shall be deemed given at the time it is deposited in the mail or delivered to the telegraph company.

(e) 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 or provided that either before or after the meeting each Director present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the Association's records or made a part of the minutes of the meeting.

(f) Three Directors shall constitute a quorum for the transaction of business.

(g) In the absence of a quorum, no business shall be transacted, and the only motion which the chair shall entertain is a motion to adjourn, provided, however, that a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

(h) Meetings of Directors shall be presided over by the President of the Association, or, in his absence, by the Vice President, or, in the absence of both, by a chairman chosen by a majority of the Directors present. The Secretary of the Association, or in his absence any Director appointed by the presiding officer, shall act as Secretary of the Board of Directors.

(i) Meetings of Directors shall be governed by **Robert's Rules of Order**, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of this Association, or with law.

(j) 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, and hence of the Association, unless the Articles of these Bylaws require a greater number or otherwise provide.

ARTICLE 5. OFFICERS

Number and Titles

Section 5.01. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The Association may also have, at the discretion of the Board of Directors, such other officers or Archaeologists as the Board of Directors may from time to time appoint.

Qualifications

Section 5.02. Any Member of this Association is qualified to be an officer hereof. The Board may appoint an Archaeologist who is not a member in addition to the elected Directors to bring the total number of Directors to six (6).

Election

Section 5.03. The President, Vice President, Secretary, Treasurer and one more member of the Association plus an Archaeologist who may or may not be a member of the Association shall be appointed by the Declarant from among Members of the Association.

Terms of Office

Section 5.04. The officers shall serve until the election of their successors.

Compensation

Section 5.05. Officers shall serve without compensation.

Removal

Section 5.06. Any or all officers may be removed from office at any time by the vote of a majority of the Directors of the Association. In the case of the removal of any officer, a new officer shall be elected to serve the unexpired portion of the term of his predecessor at the meeting at which the officer is removed.

Vacancies

Section 5.07.

(a) Vacancies in the office of President, Vice President, Secretary, or Treasurer shall exist on the death, resignation, or removal of such officer or on the failure of the Directors in any

election to fill the office.

(b) The Board of Directors may declare vacant the office of President/ Vice President, Secretary, or Treasurer if any such officer is declared of unsound mind by order of court, is finally convicted of a felony, or if, within sixty (60) days after notice of his election, he does not accept the office in writing and by not attending a meeting of the Board of Directors after being notified.

(c) Vacancies caused by the death, resignation, or disability of an officer as in this section provided, shall be filled by the Directors at the next regular or special meeting at which a quorum is present following the vacancy.

(d) Officers elected to fill vacancies as in this section provided shall hold office for the unexpired terms of their predecessors, or until their removal or resignation as in these Bylaws provided.

Duties of President

Section 5.08. The President shall be the chief executive officer of the Association and shall in general, subject to the control of the Board of Directors, supervise and control the affairs of the Association. He shall perform all duties incident to his office and such other duties as may be required by law, by the Articles of this Association, or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors or by the members.

Duties of Vice President

Section 5.09. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. He shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of this Association, or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors or by the members.

Duties of Secretary

Section 5.10. The Secretary shall:

(a) Certify and keep at the principal office of the Association the original, or a copy, of its Bylaws as amended or otherwise altered to date, and keep at said office the original, or a copy, of the Articles as amended to date.

(b) Keep at the principal office of the Association a book of minutes of all meetings of the Directors and members, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, notice thereof given, the names of those present at Directors' meetings, the number of members present at Members' meetings, and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as may be required by law.

(d) Be custodian of the records of the Association.

(e) Keep at the principal office of the Association a membership book containing the name and address of each member, and, in any case where membership has been terminated, record such fact in the book, together with the manner of termination and the date on which the membership ceased.

(f) Exhibit at all reasonable times to any Director or elected officer of the Association, or to his agent or attorney, on request therefor, the Articles, the Bylaws, the membership book, and the minutes of the proceedings of Directors' and Members' meetings.

(h) 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 this Association, or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors or by the Members.

Duties of Treasurer

Section 5.11. Subject to the provisions of these Bylaws, the Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Receive, and give receipt for, moneys due and payable to the Association from any source whatever.

(c) Disburse or cause to be disbursed the funds of the Association 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 Association'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 or elected officer of the Association, or to his agent or attorney, on request therefor.

(f) Exhibit at all reasonable times to any member, his agent, or attorney, on written demand therefor for a purpose reasonably related to the interests of such member, the books of account and financial records of the Association, and shall exhibit said records at any time when required by the demand of ten (10) percent or more of the members.

(g) Render to the President and Directors whenever he or they request it, an account of any or all of his transactions as Treasurer and of the financial condition of the Association.

(h) Prepare, or cause to be prepared, and certify the financial statements to be included in the annual report to members.

(i) If required by the Board of Directors or by the members, give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

(j) 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 this Association, or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors.

ARTICLE 6. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Execution of Instruments

Section 6.01. The Board of Directors, except as otherwise expressly provided in the Articles of this Association or in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances, provided, however, that such contract or delivery is expressly authorized by the Articles or Bylaws.

Checks and Notes

Section 6.02. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, by the Articles of this Association, or by these Bylaws, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Association shall be signed by the

Treasurer and counter signed by the President of the Association.

Deposits

Section 6.03. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE 7. BYLAWS Adoption, Amendment, and Repeal

Section 7.01. These Bylaws shall become effective on their being signed by the Declarant as named in the Articles, or on their adoption by the vote or written consent of a majority of the members of this Association, and they may be amended or repealed on whole or in part, and new Bylaws adopted by the vote or written consent of a majority of the Members of the Association.

Certification and Inspection

Section 7.02. The original, or a copy, of the Bylaws, as amended or otherwise altered to date, certified by the Secretary of the Association, shall be recorded and kept in a book which shall be kept in the principal office of the Association, and such book shall be open to inspection by the Members at all reasonable times during office hours.

ARTICLE 8. DUES, CHARGES OR ASSESSMENTS

Section 8.01. The power of the Board of Directors of this Association to increase the present dues in Section 2.03 or to fix and levy new dues, charges and assessments, shall be limited in that any determination by the Board shall be subject to the approval of members owning not less than two-thirds of the area of land embraced within Indian Camp Ranch.

Section 8.02. This Article 8 may not be altered or repealed, in whole or in part, by a vote representing less than members owning two-thirds of the area of land embraced within Indian Camp Ranch.

Dated: August // , 1993

