

BY-LAWS FOR THE REGULATION, EXCEPT
AS OTHERWISE PROVIDED BY STATUTE OR
ITS ARTICLES OF INCORPORATION

OF

WILSONIA VILLAGE

as amended August 8 1998

ARTICLE I - MEMBERSHIP AND FEES

Section 1. a) All persons shall be deemed eligible to membership in this corporation whose name(s) appear on real property deeds covering property in Section 5, Township 14, Range 28 M. D. B. & M. or who hold shares in that portion thereof commonly known as "The Masonic Tract".

b) Also eligible are immediate family members of those qualifying under Section I (a).

(c) Also eligible are co-owner(s) of property held on record by a person qualifying under Section I (a).

(d) Also eligible are person(s) designated by a property owner qualifying under Section I (a). as a regular user of said property.

(e) Membership shall carry the privileges of this organization to a member's family and to his or her guests, subject always to the rules and regulations laid down by the Board of Directors, except that no person shall be permitted to exercise a vote in the business of this corporation unless he or she shall first qualify for membership under this article. Notwithstanding the provisions of this section, votes in the business of this organization will be limited to one per deeded property (properties), cabin and/or lots and may be cast by any person qualifying under this Section.

Section 2. The annual dues and membership fees of this corporation shall be set annually by the Board of Directors of this corporation. Payment by or for a deeded property owner(s) will qualify him (her/them) and all others qualifying because of him under Section I to the privileges and rights of this organization for a twelve month period. Dues or fees as herein provided will be billed and payable each September for the following calendar year.

Section 3. Any member who disposes of his property in Wilsonia shall thereby forfeit his membership in this organization, provided, however, in the case of the death of husband or wife, the said membership shall become the property of the survivor.

Section 4. A membership list of members and their addresses shall be kept by the secretary of this corporation. Notice shall be sent or mailed to -members according to their last known address on the roll for which provision is hereby made.

ARTICLE II - GOVERNING BODY

Section I. The governing body of this club shall be a Board of Directors consisting of seven members who shall be elected from the membership of this organization by that membership at its annual meeting to serve without compensation. Three of said directors shall be elected for terms of three years, two shall be elected for terms of two years, and two shall be elected for terms of one year. At the expiration of the terms of members of the first Board elected under this Article and Section, the successors to these directors shall each be elected for terms of three years or until the successor of each has been elected as herein provided.

Section 2. In the event a vacancy or vacancies shall occur on the Board of Directors for any reason other the expiration of a regular term, such a vacancy or vacancies shall be filled by the remaining Directors from the membership of this organization and the person or persons appointed shall hold office until the expiration of the then current term.

Section 3. The Board of Directors shall exercise all corporate powers of this corporation. Any action taken by the Board of Directors shall be consistent with these By-laws, the Corporate Articles, and applicable laws of the State of California.

ARTICLE III - OFFICERS

Section 1. The officers of this corporation shall be a president, vice president, a secretary, and a treasurer who shall be elected by the Board of Directors from their number at their first meeting after the annual membership meeting, and who shall hold office for one year or until their successors are elected.

Section 2. Each of said officers shall have the authority and duties customarily associated with his office, together with such other authority and duties as shall be delegated by the membership.

a) The president shall preside over all meetings of the Club and Board of Directors, shall appoint all committees and order meetings at times and places which in his judgment seem best and shall perform such other duties and exercise such other powers as are proscribed for in these By-laws.

b) The vice-president shall act as president in the event of the absence or disability of the president.

c) The Secretary shall keep a record of all meetings of the organization and of the Board of Directors in a neat and legible manner in books provided for that purpose; shall serve all notices required by the By-Laws and by the Articles of Incorporation of this corporation; shall maintain appropriate records of membership in the corporation, shall render a report on these subjects at the request of the president; and perform such other duties that are necessary and usual for a secretary of an organization of this kind.

d) The Treasurer shall keep a proper record of all financial transactions of the corporation and render a report on these transactions and the financial status of the corporation at each Board Meeting and at such other times as the Board of Directors or president may request; and shall also, at the annual meeting, render an accurate and concise report of the past year's financial transactions. As the custodian of the funds of the Corporation, the Treasurer shall receive and disperse all moneys in the name of Wilsonia Village Inc., depositing such funds in a bank designated by the Board of Directors; and paying all obligations which have been approved by the Board of Directors; shall sign all checks; and shall effect a proper audit of the books of the Corporation prior to the annual meeting. It shall also be the duty of the Treasurer to do such other acts and duties that are necessary and usual on the part of a treasurer of an association of this kind.

Section 3. In the event that a vacancy or vacancies shall occur in any office during the regular term of office, such vacancy or vacancies shall be filled by the Board of Directors from its members and the person or persons appointed shall hold office until the expiration of the then current term.

ARTICLE IV - MEETINGS

Section 1. The annual meeting of the WILSONIA VILLAGE shall be held in July or August of each year at the Wilsonia Clubhouse in Kings Canyon National Park or at any other place designated by the president with at least ten days written notice to the members of record.

Section 2. The elections of the Board of Directors at the annual meeting shall be by ballot and a majority vote of all present and voting shall constitute an election.

Section 3. Special meetings of the Board may be held on reasonable notice by the president at any convenient place designated by the president. Special meetings of the membership for any purpose may be called at any time by the president of the Board of Directors and shall be called within two weeks after receipt of a written request from at least ten percent of the membership, which request must specify the purpose for which the special meeting is being requested.

Section 4. The president, or in his absence, the vice-president, or in the absence of the latter, a chairman chosen by the majority of the membership present, shall preside at meetings. In the absence of the elected secretary, the chairman may appoint any member to act as secretary of the meeting.

BOARD OF DIRECTORS MEETINGS

Section 1. Meetings of the board of directors shall be held on the call of the president throughout the year as needed. The president shall call a meeting of the Board upon the request of any four directors. Notice of meetings of the Board shall be given each director by telephone, or mail, or in person, at least seven days prior to the date set for the hearing.

Section 2. The Board of Directors shall have the power to make, alter, amend, or abrogate rules and regulations governing the conduct of members and all others while in the clubhouse or on club property, regulate hours for use of the clubhouse and club grounds, admit new members who are eligible under property ownership qualification, employ and discharge labor and servants and do all other acts consistent with the powers and duties of governing bodies of a club in the fullest sense which are not inconsistent with or in violation of any provision of these By-laws.

Section 3. A majority of the members of the Board shall constitute a quorum for transaction of business at any Board of Directors meeting. If less than a quorum is present, those present shall have the authority only to adjourn until such time as may be deemed proper.

ARTICLE V - COMMITTEES

Section 1. There shall be the following permanent committees:

a) Rental committee, which shall be responsible for the renting of the clubhouse and for seeing that care is used with the facilities when rented.

b) Finance committee, which shall audit the books of the corporation between the .it of July and the annual meeting, and shall make financial recommendations.

c) Social Committee, which shall be responsible for recommending periodic social or other activities to the Board of Directors.

Section 2. The chairman of each permanent committee shall be appointed by the Board of Directors and the chairman so appointed shall select the members of the committee. A nominating committee shall be appointed by the Board of Directors not later than the 1st day of July of each year. Said nominating committee shall consist of not less than three members who will report their deliberations and nominees at the annual meeting of this corporation.

ARTICLE VI - BY-LAWS

Section 1. By-Laws may be adopted, amended, altered, or repealed in the manner outlined in ARTICLE IX of the ARTICLES OF INCORPORATION.

ARTICLE VII - MISCELLANEOUS

Section 1. The records of this corporation shall consist of its Articles of Incorporation, By-Laws and amendments thereof, Minutes of all meetings of the membership and Board of Directors, a Register of members and guests, and such other records as shall be designated from time to time by the Board of Directors.

Section 2. The Board of Directors will appoint an Historian. The Historian will secure and preserve records from Wilsonia Board Meetings, functions, activities, and other matters the Historian deems worthy. At the end of each year, the Secretary will provide to the Historian a copy of the minutes of the previous year's meetings. At the end of each year, the Treasurer will provide the Historian a copy of the financial records from the previous year's business. The Historian will be responsible for the safe keeping of said records.