

BYLAWS OF  
Lakeside's River Park Conservancy  
As April 23, 2012  
Article I.  
Name and Principal Office

1.01 Name. The name of this corporation is Lakeside's River Park Conservancy. It is incorporated under the California Nonprofit Public Benefit Laws and it is a qualified tax exempt organization under Section 501(c)(3) of the Internal Revenue Code.

1.02 Principal Office. The corporation's principal office is 12108 Industry Road, Post Office Box 2239, Lakeside, CA 92040.

Article II.  
Membership

2.01 No Membership. The corporation shall have no members within the meaning of California Corporations Code Section 5056. Any action that would otherwise require member approval shall only require approval of the Board of Directors ("Board") and all rights that would otherwise vest in corporate members shall vest in the Board.

Article III  
Mission Statement

3.01 Mission Statement. Our mission is to preserve and restore the biological integrity and beauty of the San Diego River while integrating recreational, educational, cultural and historical opportunities for youth, seniors, families and citizens of East San Diego County.

Article IV  
Board of Directors

4.01 Number of Directors. The Board of Directors shall at all times consist of at least nine (9) but no more than twenty-five (25) members, with the exact number to be determined from time to time by the Directors until changed by an amendment of the Articles of Incorporation or by an amendment to these Bylaws. The number may be changed by the vote or written assent of a majority of the directors then in office.

4.02 Quorum. Except as otherwise provided in these Bylaws, a majority of the authorized number of Directors established under Section 4.01 shall constitute a quorum. However, in the event a vacancy or vacancies on the Board of Directors prevents this majority, a majority of the Directors remaining in office shall constitute a quorum, provided such majority shall constitute either one fifth of the authorized number of Directors or at least two Directors, whichever is larger. Except as the Articles of Incorporation, these Bylaws and the California Nonprofit Public Benefit Corporation Law may provide, the 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 the act of the Board of

Directors. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

4.03 General Powers of Directors. Subject to limitations of the Articles of Incorporation and these Bylaws and of pertinent restrictions of the California Corporations Code, all the activities and affairs of the corporation shall be exercised by or under the direction of the Board of Directors. The Board may delegate such of its powers or activities as it deems appropriate to the corporation's Executive Director or to committees of the Board, but the Board of Directors itself shall retain ultimate direction of the corporation. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select, and remove all the officers, agents and employees of the corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation, and in their discretion require from them security for faithful service;

(b) To make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the Articles of Incorporation and generally to conduct, manage, and control the activities and affairs of the corporation and to make rules and regulations not inconsistent with law, with the Articles of Incorporation, or with these Bylaws, as they may deem best;

(c) To adopt, make, and use a corporate seal and to alter the form of the 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 execute and deliver, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities; and

(e) To the extent permitted by the exempt status of the organization, to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may legally engage.

4.04 Election and Term of Office. Except as provided below for the initial terms of the first directors, the term of each director of this corporation shall be three (3) years or until a successor is elected. Successors for, or re-election of, directors whose terms of office are then expiring shall be elected at the annual meeting of the Board of Directors in the year such term expires based upon a list of nominations presented by the Nominating Committee to the Board of Directors at least thirty (30) days prior to such annual meeting. In addition, nominations for the office of director may be made by any member of the Board of Directors at the time of the annual meeting. If any annual meeting is not held, or the Directors are not elected at that meeting, the Directors may be elected at any special meeting of Directors held for that purpose. Those directors whose term is

expiring and who are not relected may, at the discretion of the remaining directors, be invited to join a non-voting Board of Overseers.

4.05 Vacancies. Subject to the provisions of Corp. Code § 5226, any Director may resign effective on giving written notice to the Chair of the Board, the President, or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is to take effect at some future time, a successor may be selected before that time, to take office when the resignation becomes effective. Vacancies in the Board of Directors may also result from death, incapacity, removal, if the authorized number of Directors is increased, or otherwise. Vacancies in the Board of Directors shall be filled in the same manner as the Director or Directors whose office is vacant was selected. However, vacancies may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been named and qualified. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under the California Nonprofit Public Benefit Corporation Law, as provided in California Corporations Code Sections 5230 et seq. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

4.06 Removal of Directors. A Director may be removed from office if a majority of the Directors determine that any of the following has been found to have occurred in respect of a Director:

- (a) The Director misses three (3) or more consecutive board meetings or six (6) meetings in a calendar year, without advance notice to the Board or without just cause;
- (b) The Director becomes physically incapacitated or his or her inability to serve is established in the minds of a majority of the Board;
- (c) A conflict of interest is found to exist between the Director and the corporation;
- (d) The Director is found to have engaged in activities that are directly contrary to the interests of the corporation; or
- (e) The Director is found to be engaged in the misrepresentation of the corporation and its policies to outside third parties, either willfully, or on a repeated basis.

At least thirty (30) days before the Board of Directors meets to determine whether a Director should be removed, the Director subject to such removal shall be provided with written notice of such proposed action, which notice shall advise the Director of the allegations against him or her and the basis for such allegations, that the Director may be present at the meeting, and that the Director will be given an opportunity to present to the Board any contrary evidence, statements of witnesses, or explanation he or she may have

in opposition to his or her removal from the Board of Directors. An action to remove a Director shall be made by a two-thirds (2/3) affirmative vote of all the Directors. An action to remove a Director shall be come effective ten (10) days after the vote to remove a Director.

4.07 Regular Meetings, Notice. Regular meetings of the Board shall be held monthly at such time and place as fixed by the Board of Directors. Notice of the time and place of any meeting of the Board of Directors shall be given personally to each Director or mailed to each Director, either by U.S. mail, by electronic mail or by facsimile transmission, at least four (4) days before the date of the meeting at the address of such Director appearing on the books of the corporation. The notice shall also include a description of the purpose of a meeting of the Board of Directors and significant issues intended to be discussed and/or acted upon.

4.08 Special Meetings, Notice. Special meetings of the Board of Directors may be called at any time by order of the Chair, the Vice Chair, the Secretary, or three or more of the Directors. Special meetings of the Board may be held either at the principal office of the corporation or at the place designated in the notice of the meeting. Special meetings of the Board shall be held on 4 days notice by first class mail or a 48-hour notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means. Any notice shall be addressed or delivered to each Director at the Director's address as it is shown on the records of the corporation or as may have been given to the corporation by the Director for the purpose of such notice or, if the address is not shown on the records or is not readily ascertainable, then at the place at which the meetings of the Directors are regularly held.

4.09 Annual Meetings. The Board of Directors shall hold an annual meeting in February of each year at same place and time as for its regular meetings, unless otherwise fixed by the Board of Directors, for the purposes of election of Directors and officers and the transaction of other business. The Board of Directors may change the annual meeting date from time to time. Notice of the annual meeting shall be given in accordance with Section 4.07.

4.10 Waiver of Notice, Consent, Approval. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, are valid as though conducted at a meeting duly held after regular call and notice, if a quorum is present and if either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to the holding of the meeting or an approval of the minutes thereof. Such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meetings.

4.11 Action Without a Meeting. An action by the Board of Directors may be taken without a meeting if all Members of the Board individually or collectively consent in writing to that action. Such written consent or consents may be transmitted to the Secretary of the Corporation via electronic mail or facsimile. Such written consent or

consents shall be filed with the corporate records and made a part of the minutes of the Board.

4.12 Participation in Meetings by Means of Conference Telephone Permitted. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment, so long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken, and the corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the Board meeting, and that all statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

4.13 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' 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 such time and place is fixed at the meeting adjourned; provided, however, 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.

4.14 Voting. At the request of any one or more Directors at any Board meeting, voting shall be by secret written ballot to be counted by two (2) Directors to be appointed by the Chair, the Chair may act as one of the two Directors conducting the counting. There shall be no voting by proxy. All actions of the Board shall require the affirmative vote or consent of the number of Directors as provided in Section 4.02.

4.15 Compensation. The Directors shall receive no compensation for services as Directors, but may be reimbursed by resolution of the Board of Directors for reasonable and necessary expenses incurred in the performance of their duties. Nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity, such as in the capacity of an officer, agent, employee, or otherwise, and receiving reasonable compensation therefore, as set by the Board of Directors..

#### 4.16 Committees.

(a) The standing Committees of the Board shall be

- (i) The Executive Committee. The Executive Committee shall consist of the Chair, the Vice-Chair, the Secretary, and the Treasurer. In addition, if the number of directors in office at the time of the annual meeting (including those reappointed at that meeting) exceeds eleven, then the Executive Committee shall include a member-at-large chosen by the Board of Directors at the annual meeting. The Executive Committee shall consider and prepare

items for presentation to the Board of Directors and shall act as an advisory group to the Executive Director.

(ii) The Nominations Committee. The Nominations Committee shall consist of the Secretary and two members chosen by the Board of Directors. Appointments to this Committee shall be made at the monthly meeting five months before the annual meeting and the term shall be one year. The Nominations Committee shall prepare a list of candidates for the offices of Chair, Vice-Chair, Secretary, and Treasurer for the annual election and shall conduct the election as prescribed in 5.02.

(iii) Compensation Committee. The Committee shall have five members appointed by the Chair. If the Board has fewer than twelve members, then the Committee shall have three members appointed by the Chair. If the Treasurer is not appointed to the Committee then the Treasurer shall be a non-voting member of the Committee. The Committee shall be constituted annually no later than the August Board meeting.

The Committee shall:

- Oversee the performance evaluation of the Executive Director for the previous 12 months.
- Receive information from the Treasurer and the Executive Director concerning projected finances for the coming year, including but not limited to projections of the cost of benefits (mandatory and optional) and available sources of compensation monies identified by source (grant).
- Bring forward to the October Board meeting each year
  1. A report on the money available for salary increases for the following calendar year (“the pool”) and any restrictions on those monies
  2. A recommendation as to any pay and/or benefit adjustments from the pool for the Executive Director for the following calendar year

In closed session, the Board shall discuss and may amend or reject any recommendations.

The Board shall approve any recommendations for adjustments no later than the November Board meeting each year.

Salary monies remaining the pool shall be distributed by the Executive Director among members of the staff. The money may be distributed as salary or as bonuses or a combination. The Executive Director shall submit a written report to the Board as an information item describing the distribution of those monies.

(b) The Board of Directors may by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more additional committees consisting of two (2) or more directors to serve at the pleasure of the Board of Directors. Appointments to such committees shall be by majority vote of the directors then in office. Each committee, to the extent provided in the resolution of the Board of Directors shall have all the authority of the Board of Directors, except with respect to:

- (1) The approval of any action for which the California Nonprofit Public Benefit Corporation Law requires Board of Directors approval;
- (2) The filling of vacancies on the Board of Directors or on any committee;
- (3) The fixing of compensation of the corporate Directors, officers, or employees;
- (4) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (5) The amendment or repeal of any resolution of the Board of Directors, which by its express terms is not so amendable or repealable;
- (6) The appointment of other committees of the Board of Directors or the members thereof;
- (7) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- (8) The approval of any self-dealing transaction, as these transactions are defined in Corp. Code § 5233.

(c) A committee exercising the authority of the Board of Directors shall not include as members persons who are not directors. However, the Board of Directors may create other committees that do not exercise the authority of the Board of Directors and these other committees may include persons who are not directors. The chair of each committee shall be a Director who shall have skills relevant to the work of the committee. The Board of Directors shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board of Directors or committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provision of this Article IV applicable to meetings and actions of the Board of Directors. Minutes shall be kept of each meeting of each committee and filed by the Secretary in the corporate records.

#### 4.17 Standard of Care.

(a) General. A Director shall perform the duties of a Director, including duties of a member of any committee established by the Board of Directors on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of this corporation and with such care, including reasonable care, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by (i) one or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented, (ii) counsel, independent accountants or other persons as to matters which the Director believes to be within such a person's professional or expert competence; or (iii) a committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, provided the Director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted. As provided in Section 4.18, a person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

(b) Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents, and to inspect the physical properties of the corporation, for a purpose reasonably related to that person's interest as a Director.

(c) The Board of Directors has adopted a conflict of interest policy consistent with its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, which includes provisions concerning prohibited and self-dealing transactions, and which is in effect. The Board of Directors may amend the conflict of interest policy as it may, from time to time, determine to be appropriate.

#### 4.18 Nonliability of Directors and Certain Officers.

(a) Volunteer Directors. Pursuant to Section 5239 of the Nonprofit Public Benefit Corporation Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer Director or volunteer Chair, Vice Chair, Secretary or Treasurer of this Corporation caused by the Director's or officer's negligent act or omission in the performance of that person's duties as a Director or officer, if all the following conditions are met:

- (i) The act or omission was within the scope of the Director's or officer's duties;
- (ii) The act or omission was performed in good faith;
- (iii) The act or omission was not reckless, wanton, intentional, or grossly negligent;



- (iv) The Corporation has complied with the requirements of subsection (b) below.

This limitation on the personal liability of a volunteer Director or officer does not limit the liability of the Corporation for any damages caused by acts or omissions of a volunteer Director or volunteer officer, nor does it eliminate the liability of a Director or officer provided in Section 5233 or 5237 of the Nonprofit Public Benefit Corporation Law of the State of California in any action or proceeding brought by the Attorney General.

(b) Requirement to Obtain Liability Insurance.

In order to obtain the full benefit of the limitation of liability set forth in subsection (a) above, the Corporation and the Directors shall make all reasonable efforts in good faith to obtain liability insurance in the form of a general liability policy for the Corporation or a director's and officer's liability policy to cover any damages caused by any such acts or omissions of the volunteer Director or officer. Board members will share the costs of any director's and officer's liability policy equally among themselves.

(c) Paid Directors and Officers. Any officer who receives compensation by the Corporation for acting in his or her capacity as a an officer, as the case may be, shall have no liability based upon any alleged failure to discharge such person's obligations as an officer , including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated, (i) so long as such compensated officer complies with provisions of Section 4.18 (a) of these Bylaws, and (ii) except as provided in Section 5233 of the Nonprofit Public Benefit Corporation Law of the State of California.

4.19 Indemnity for Litigation. The corporation hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, officer, employee, volunteer, or other agent (as defined in Section 5238 of the Nonprofit Public Benefit Corporation Law of the State of California) of the Corporation, to the full extent allowed under the provisions of said Section 5238 relating to the power of a Corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable, or, if required by said Section 5238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable. The Board of Directors may elect to purchase and maintain insurance on behalf of the agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agents status as such whether or not the corporation would have the power to indemnify the agent against such liability under said Section 5238, except insurance to indemnify any agent for a violation of Section 5233 of the Nonprofit Public Benefit Corporation Law of the State of California.

4.20 Interested Persons. Pursuant to Section 5227 of the Nonprofit Public Benefit Corporation Law of the State of California, no more than forty-nine percent (49%) of the Directors serving on the Board may be "interested persons". For the purposes of this section, "interested persons" means either (i) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months whether as a full-time or part-time employee, independent contractor, or officer; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. The provisions of this Section 4.20 shall not affect the validity or enforceability of any transaction entered into by the Corporation.

## Article V Officers

5.01 Officers. The officers of this corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer who will serve as Chief Financial Officer, and such other officers as the Board of Directors may appoint. When the duties do not conflict, one person may hold more than one of these offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or Chair of the Board. Officers shall serve at the pleasure of the Board of Directors.

### 5.02 Election.

(

### 5.02 Election.

(a) The Board of Directors shall elect all officers of the corporation annually, who shall serve at the pleasure of the Board of Directors. A Director who is elected as ~~an officer~~ President, Vice-President or Secretary may be elected to serve for additional consecutive terms in that office, provided that such terms shall not exceed three consecutive years ~~in an office~~.

### (b) Nomination and Election

- (i) At least 30 days prior to the annual meeting, the Nominations Committee shall present to the Board of Directors a list of candidates for the offices of Chair, Vice-Chair, Secretary, and Treasurer for the following year. Each nominee shall agree orally (if present) or in writing to the nomination. The list shall include at least one nominee for each office.
- (ii) At the annual meeting, candidates on the Nominations Committee list shall be deemed nominated. Further nominations for each office may be made from the floor and will require a first, a second, and the written or oral (if the nominee is present) consent of the nominee.
- (iii) If there is only one nominee for an office, that nominee shall be declared elected. If there is more than one nominee, the Secretary shall conduct a secret written ballot and the nominee receiving a plurality of the vote shall be elected. If the Secretary is a candidate for the office, then another member of the nominations committee shall conduct the election. Ballots shall be

retained at the Conservancy office for two weeks following the election for inspection by any Board member.

(c) If any annual meeting is not held, or the officers are not appointed at that meeting, the officers may be appointed at any special meeting of Directors held for that purpose.

(d) Officers' terms shall commence at the end of the meeting at which they are elected and expire at the end of the meeting at which their successors are elected.

5.03 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to that office, provided that the vacancies shall be filled as they occur and not on an annual basis.

5.04 Removal, Resignation. Any officer may be removed, either with or without cause, by the Directors at any regular or special meeting of the Board of Directors. Any officer may resign at any time, without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party, by giving written notice to the Board of Directors, or to the Chair, or to the Secretary of the Corporation. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

5.05 Compensation. By resolution of the Board of Directors, the officers of this Corporation, subject to the provisions of these Bylaws, may be paid a reasonable allowance for salaries and other compensation for personal service actually rendered to the Corporation. No officer shall be prevented from receiving this compensation because the Officer is also a Director of the Corporation.

5.06 Inability to Act. In the case of absence or inability to act of any officer of the Corporation and of any person authorized by these Bylaws to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of the officer to any other officer, or any Director or other person whom the Board may select.

5.07 Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Directors, and exercise and perform those other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Bylaws. If the Corporation does not have a President, then the Chair shall also serve as the President and shall have general supervision, direction and control of the business and affairs of the corporation. The Chair shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The Chair in the service of the office of President may, at the discretion of the Board of Directors, be paid compensation and may receive reimbursement for reasonable expenses, as may be fixed or determined by resolution of the Board.

5.08 President. Subject to those supervisory powers, if any, as may be given by the Board of Directors to the Chair of the Board, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have

general supervision, direction and control of the activities and Officers of the Corporation. In the absence of the Chair of the Board, or if there is none, the President shall preside at all meetings of the Board of Directors. The President shall be ex-officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of a President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

5.9. Vice President. In the absence or disability of the President, the Vice Chair or Vice President designated by the Board of Directors, 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 Chair or Vice President shall have other powers and perform other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws. The Vice Chair may be paid compensation and shall receive reimbursement for reasonable expenses, as may be fixed or determined by resolution of the Board of Directors.

5.10 Secretary. The Secretary shall keep, or cause to be kept, a book of minutes and other Corporation records at the principal office of the Corporation or at such other place as the Board of Directors may order. Such records shall include the minutes of all meetings of the Board and its committees. Such minutes shall include the time and place of holding meetings, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present at the Board and committees' meetings, and the proceedings of the meetings. The Secretary shall keep, or cause to be kept, at the principal office in the State of California and the original and a copy of the corporation's Articles of Incorporation, Bylaws, and Corporate Conflict of Interest Policy, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have other powers and perform other duties as prescribed by the Board.

5.11 Treasurer and Chief Financial Officer. The Treasurer shall be 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 reasonable times be open to inspection by any Director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with depositories designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation on checks of the corporation signed by any two of the Chair, Treasurer, Secretary, or a designated Director; except that any check of less than five hundred dollars (\$500.00) may be paid in accordance with the procedures established by resolution of the Board of Directors. The Treasurer shall render a statement of accounts and transactions of the corporation whenever required by the Board of Directors or the Chair and shall make a complete annual statement of the corporation, which statement shall be prepared by a recognized public or certified public accountant to be selected by the Board of Directors after receipt of a recommendation from the Finance and Audit Committee. The Treasurer shall have

such other powers and perform such other duties as may be prescribed from time-to-time by the Board of Directors.

Article VI  
Transactions

6.01. Endorsement of Documents; Contracts. Subject to the California Public Benefit Nonprofit Corporation Law, the Articles, and the Bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Article VII.  
Fiscal Year

7.01 Fiscal Year. The Fiscal year of this corporation shall be from January 1 to December 31 of each year.

Article VIII.  
Amendment of Bylaws, Construction

8.01 Amending Bylaws. These Bylaws may be amended or repealed by a majority vote of the Board of Directors of this Corporation as provided in these Bylaws. Proposed amendments to these Bylaws must be submitted in writing to the Directors at least one week in advance of the Board meeting at which the proposed amendments will be considered for adoption. Whenever an amendment to or new Bylaws are adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book of Minutes. Unless the context otherwise requires, the general provisions, rules of 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.

ARTICLE IX  
Corporate Records and Reports

9.01 Records. The corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records, and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board of Directors from time to time.

9.02 Certification and Inspection of Bylaws. The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the Directors of the Corporation at all reasonable times during office hours.

ARTICLE X  
Dissolution

10.01 Dissolution. On dissolution of this corporation, the Board of Directors shall cause the assets herein to be distributed to another corporation with purposes similar to those identified in the Articles of Incorporation and these Bylaws.

CERTIFICATION OF SECRETARY

I, the undersigned, do hereby certify:

That I am the Secretary of –Lakeside’s River Park Conservancy, a non-profit corporation, incorporated under the laws of the State of California; and  
That the foregoing Amended and Restated Bylaws, comprising 12 pages (including this page) constitute the Bylaws of said corporation as duly adopted by the Board of Directors of the Corporation by a majority vote on January 25, 2010.

IN WITNESS WHEREOF, I have subscribed my name on this April 23, 2012

Secretary

\_\_\_\_\_  
Betty McMillen, Secretary

April 23, 2012  
\_\_\_\_\_  
Date