

BYLAWS OF

SUTTER BUTTES REGIONAL LAND TRUST

A CALIFORNIA PUBLIC BENEFIT CORPORATION
501c(3)

ARTICLE 1
PURPOSES

1.1 OBJECTIVE AND PURPOSE

The Sutter Buttes Regional Land Trust works to protect the land and natural resources of the Sutter Buttes and the surrounding region for present and future generations.

ARTICLE 2
OFFICES

2.1 PRINCIPAL OFFICE

The principal office of the Land Trust, for the transaction of its business, is located in Sutter County, California.

2.2 CHANGE OF ADDRESS

The county of the Land Trust's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date in an addendum to these Bylaws, and such changes of address shall not be deemed an amendment of these Bylaws.

2.3 OTHER OFFICES

The Land Trust may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 3 DIRECTORS

3.1 QUANTITY

The Land Trust shall have up to fifteen (15) directors, which collectively will be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

3.2 POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law, the activities and affairs of the Land Trust shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

3.3 DUTIES

It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of The Land Trust, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Land Trust;
- c) Supervise all officers, agents and employees of the Land Trust to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their addresses with the Secretary of the Land Trust and notices of meetings mailed or emailed to them at such addresses shall be valid notice thereof.

3.4 TERMS OF OFFICE

Directors shall serve for a term of three years. One third of the number of directors shall be elected each year.

3.5 VACANCIES

- a) Vacancies on the Board of Directors shall exist: On the death, resignation, removal of director, or expiration of term, and;
- b) Whenever the number of authorized directors is increased.

A director may be removed without cause by a majority of the directors then in office.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Vice President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Land Trust would be left without a duly elected director or directors in charge of its affairs, except upon notice to the California Attorney General.

Vacancies on the board may be filled by approval of the board, or if the number of directors then in office is less than a quorum, by:

- a) The unanimous written consent of the directors then in office;
- b) The affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws or;
- c) A sole remaining director.

A person elected to fill a director vacancy, as provided by this section, shall hold office for the un-expired term (1/3 of the directors' terms expire each year) or until his or her death, resignation, or removal from office.

3.6 COMPENSATION

Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the Land Trust in any capacity other than director unless such other compensation is reasonable and is allowable.

3.7 RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- a) Any person currently being compensated by the Land Trust
- b) For services rendered within the previous twelve (12) months, whether as a full-time or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- c) Any close relative, spouse, domestic partner, child, parent and stepparent, in-laws, grandchild, and grandparent, brother, sister, or other family member of insider.

3.8 PLACE OF MEETINGS

Meetings shall be held at the principal office of the Land Trust unless otherwise provided by the board or at such place within or without the State of California, which has been designated from time to time by acknowledgement of the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all directors participating in such meeting can communicate effectively.

3.9 REGULAR AND ANNUAL MEETINGS

- a) Regular meetings of Directors shall be held on the first Thursday of each month at 7:00 PM, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next Thursday.
- b) At the annual meeting of the board, held on the first Thursday of November, the Board of Directors shall elect directors whose term has expired.
- c) The Board of Directors may elect new directors at any board meeting.
- d) Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote for each director position.

3.10 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the board, the President, the Vice President, the Secretary, or by any two directors. Such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Land Trust.

3.11 NOTICE OF MEETINGS

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or email. If sent by mail the notice shall be deemed to be delivered on its deposit in the mail. Such notices shall be addressed to each director at his or her address as shown on the books of the Land Trust. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

3.12 CONTENTS OF NOTICE

Notice of meetings that were cancelled with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

3.13 WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

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 and provided that either before or after the meeting each director not 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 corporate records or made a part of the minutes of the meeting.

3.14 QUORUM FOR MEETINGS

A quorum shall consist of one half plus one of the Directors on the Board at that time. Except as otherwise provided in these Bylaws, or in the Articles of Incorporation of The Land Trust, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, 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.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 11 of this Article.

The directors present at a duly called and held meeting, at which a quorum is initially present, may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting, or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of The Land Trust.

3.15 MAJORITY ACTION AS BOARD ACTION

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, unless the Articles of Incorporation or Bylaws of The Land Trust, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

3.16 CONDUCT OF MEETINGS

The President of the Board shall preside over the meetings of the Board of Directors, or in his or her absence, by the Vice President of the board or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Land Trust shall act as secretary of all meetings of the board, or in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Assistant to the Land Trust is responsible for recording the regular meeting minutes. Following Executive Sessions, Secretary will record actions and report to Assistant. Meetings shall be governed by Robert's Rule of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of The Land Trust, or with provisions of law.

3.17 ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purpose of the Section only, not "all members of the board" shall include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceeding of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of The Land Trust authorize the directors to act, and such statement shall be prima facie evidence of such action.

3.18 NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Land Trust.

3.19 INDEMNIFICATION BY LAND TRUST OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of the Land Trust has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Land Trust, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by The Land Trust but only to the extent allowed by, and in accordance with the

requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

3.20 INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Land Trust (including a director, officer, employee or other agent of the Land Trust) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Land Trust would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4 ***OFFICERS***

4.1 NUMBER OF OFFICERS

The officers of the Land Trust shall be a President, a Vice-President, a Secretary, a Treasurer and/or, if so determined by the Board, a Chief Financial Officer. The Land Trust may also have, as determined by the Board of Directors, a Chairperson of the Board, a President-Elect, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

4.2 QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as officer of the Land Trust, except the President, who must be a director. Officers shall be elected by the Board of Directors at the annual meeting, which is held the first Thursday of each November. Each officer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

4.3 SUBORDINATE OFFICERS / ADVISORS / AGENTS

The Board of Directors may appoint such other officers, advisors, or agents as it may deem desirable and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

4.4 REMOVAL AND RESIGNATION

The Board of Directors may remove any officer, advisor, and/or agent, either with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Land Trust. Any such resignation shall take effect at the date of receipt of such notice or at any later date

specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Land Trust.

4.5 VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled, as the board shall determine.

4.6 DUTIES OF PRESIDENT

The President shall be the chief executive officer of the Land Trust and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Land Trust and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of The Land Trust, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Land Trust, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

1. Serve as the chair of the Board and Executive Committee;
2. Appoint all committee members and chairs in accordance with these bylaws and subject to policies adopted by the Board, provided that the terms of all committee members and chairs shall expire at the end of the president's term;
3. May appoint a pro tem for any Executive Board Member in case the general member is absent; and
4. Perform other duties incident to the office of president, whether assigned by the Board of Directors, or the governing documents

4.7 DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President 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 other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

4.8 DUTIES OF SECRETARY

The Secretary shall:

- a) Maintain records according to Article 9, Section 1 of these Bylaws.
- b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- c) Be custodian of the records
- d) Exhibit at all reasonable times to any director of the Land Trust, or to his or her agent or attorney, on request therefore, the Bylaws, the membership records, and the minutes of the proceedings of the directors of the Land Trust.
- e) 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 Incorporation of The Land Trust, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

4.9 DUTIES OF TREASURER

The Treasurer of the Board is elected by the Board of Trustees for a term of one year. The Treasurer shall consider and recommend policies and procedures governing all aspects of the Land Trust's budgeting, financing, expenditures, financial reporting, and acquisition and disposal of capital assets. The Treasurer shall have as its principal liaison with the Land Trust as the Finance Chair and Executive Director.

The duties of the Treasurer include:

- a) Making the primary analysis of the proposed budget of the Board of Trustees and recommending the action to be taken thereon by the Board.
- b) Considering and recommending policies and procedures governing all aspects of the Trust's budgeting and financing.
- c) Ensuring an effective system of expenditure and cash control policy is in effect.
- d) Ensuring there are adequate accounting controls and procedures regarding transactions associated with the Trust's related organizations.
- e) Ensuring there is adequate financial reporting to the Board, together with proper interpretations of such reports.
- f) Reviewing and recommending action on all proposals to acquire or dispose of capital assets of the Trust, and determining the impact of such acquisitions or disposals on the financial stability of the Trust.
- g) Reviewing of the Board the overall plans, goals and objectives of the Trust, and judging their feasibility in terms of available and potential financial resources.

4.10 COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by offices of the Land Trust shall be reasonable and given in return for services actually rendered for the benefit of the Land Trust.

ARTICLE 5 COMMITTEES

5.1 EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of the directors, designate two (2) or more of its members (who also may be serving as officers of the Land Trust) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in management of the business and affairs of the Land Trust, except with respect to:

- a) The filling of vacancies on the board or on any committee, which has the authority of the board.
- b) The amendment or repeal of the Bylaws or the adoption of new Bylaws.
- c) The amendment or repeal of any resolution of the board, which by its express terms is neither so amendable nor able to repeal.
- d) The appointment of committees of the board or the members thereof.
- e) The approval of any transaction to which the Land Trust is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the board may at any time revoke, or modify, the authority so delegated, increase or decrease, but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report to the board from time to time as the board may require.

5.2 OTHER COMMITTEES

The Land Trust shall have other committees as may from time to time be designated by the President or the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as “advisory” committees.

5.3 MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also fix the time for special meetings of committees. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

**ARTICLE 6
MEMBERSHIP**

6.1 VOTING RIGHTS

- a) Any person may become a donating member of the Sutter Buttes Regional Land Trust. Levels of the membership, their benefits and limitations, are determined by the membership policy of the organization. This policy shall be reviewed annually or as determined by the Board of Directors.
- b) Membership conveys no voting rights.

**ARTICLE 7
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

7.1 EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Land Trust to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Land Trust, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Land Trust by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

7.2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks may be signed by the Treasurer, the President or the Vice President. All other financial documents, such as promissory notes, orders for the payment of money, certificates of deposit, and other evidence of indebtedness of the Land Trust shall be signed by the Treasurer and countersigned by the President of the Land Trust.

7.3 DEPOSITS

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

7.4 GIFTS

The Board of Directors may accept on behalf of the Land Trust any contribution, gift, bequest, or devise for the charitable or public purposes of the Land Trust.

ARTICLE 8

**PROHIBITION AGAINST SHARING CORPORATE PROFITS
AND ASSETS**

No member, director, officer, employee, or other person connected with the Land Trust, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Land Trust, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Land Trust in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Land Trust. The assets of the Land Trust, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of The Land Trust and not otherwise.

**ARTICLE 9
CORPORATE RECORDS, REPORTS, AND SEAL**

9.1 MAINTENANCE OF CORPORATE RECORDS

The Land Trust shall keep at its principal office, or at safe storage facility in compliance with the records management policy, in the State of California:

- a) The original of the Land Trust's Articles of Incorporation and Bylaws as amended to date.
- b) Minutes of all meetings of directors, members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- c) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- d) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.
- e) All land trust records shall be open to inspection by the members, if any, of the Land Trust at all reasonable times during office hours.

9.2 CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Land Trust. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

9.3 DIRECTORS INSPECTION RIGHTS

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 Land Trust.

9.4 RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

ARTICLE 10 FISCAL YEAR

10.1 FISCAL YEAR OF THE LAND TRUST

The fiscal year of the Land Trust shall begin on January 1 and end on the December 31 in each year.

ARTICLE 11 AMENDMENT OF BYLAWS

11.1 AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a majority of the Directors at a regular or special notice meeting.

ARTICLE 12 AMENDMENT OF ARTICLES OF INCORPORATION

12.1 AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the Land Trust, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

12.2 CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, the Land Trust shall not amend its Articles of Incorporation to alter any statement that appears in the original Articles of Incorporation of the names and addresses of the first directors of The Land Trust, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Land Trust has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

WRITTEN CONSENT OF DIRECTORS ADOPTING THESE BYLAWS

We, the undersigned, are all of the directors of the Land Trust, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of eighteen (16) pages, as the Bylaws of the Land Trust.

Dated _____

Director _____
Kathy Larsen, President

Director _____
Margit Sands, Secretary

Director _____
Laura Lush, Vice President

Director _____
Joe Bouchard, Finance Chair

Director _____
Babs Cotter

Director _____
Rick Geddes

Director _____
Mike Hubbartt

Director _____
Alyssa Lindman

Director _____
Karen Morrison

Director _____
Julie Stark

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Land Trust named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Land Trust

Dated: _____

Witness (print name):

Position:

Signature: