

**BY-LAWS
OF
ALMANOR PINES NEIGHBORHOOD ASSOCIATION**

ARTICLE I

OFFICES

Section 1. Principal Office:

The principal office for the transaction of the business of the corporation is as may be hereafter fixed and located by the Board of Directors in the County of Plumas, State of California. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in said County.

ARTICLE II

MEMBERSHIP

Section 1. Requirements for Membership:

A. The term "said lots" as used herein shall mean all those residential lots included in the Lake Almanor Pines Subdivision Units No. One and No. Two, as shown on the maps thereof filed in the Office of the County Recorder of Plumas County, California, and of record in Map Book 3, pages 1, 25, 26 and 27 respectively.

B. Eligibility for membership in this corporation shall be limited to persons owning or contracting to purchase one or more of said lots who shall pay the membership fees and assessments hereinafter provided for. No owner shall have more than one membership in the corporation, regardless of the number of lots owned.

C. As to any lot owned in joint tenancy or tenancy in common, the joint or common owners shall designate one of such owners for one membership in the corporation.

Section 2. Termination of Membership.

In the event a member of this corporation ceases to be an owner of a lot in the Lake Almanor Pines Subdivision Units area, or fails to pay the membership fees and assessments, then either such event shall constitute automatic termination as a member of the corporation.

Section 3. Transfer of Membership.

Membership in this corporation is nontransferable and non assignable. Membership in this corporation shall not terminate upon the death of a member, but all rights of such membership shall be vested in the personal representative of such deceased member's estate, provided, however, that if the ownership of the lot, or lots which entitled such deceased member to membership in the corporation was held jointly or in common with another or others who survive, then the membership shall go to the one of such joint or common owners designated to become the member of this corporation.

Section 4. Fees and Assessments.

The initiation fee for membership in this corporation shall be Twenty-five Dollars (\$25.00) for each, person who becomes a member. There will be an annual membership assessment of Twenty Five Dollars (\$25.00) for the fiscal year commencing July 1st and ending June 30th of each year. The annual membership assessment shall become delinquent on September 1 of each year. The initiation fee and the annual assessment may be increased by the vote of the majority of the members at the annual meeting.

Section 5. Meetings of Members.

The annual meeting of the members shall be held at 2:00 P.M., or such other time of day as the Board of Directors may fix in the notice of such meeting, at the principal office of the corporation or at such other place as may be designated by the Board of Directors, on the third Saturday of July of each year, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. Special meetings of the members for any purpose or purposes may be called at any time by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 6. Notice of Meetings.

Notice of each annual and special meeting of the members shall be given to each member entitled to vote thereat, either personally or by prepaid mail addressed to such member at his address appearing on the books of the corporation. Such notices shall be sent not less than ten (10) nor more than thirty (30) days before each meeting, and shall specify the place, day and hour of the meeting and shall state the general nature of the business to be considered at such meeting. The notice of the annual meeting shall designate it as the annual membership meeting.

Section 7. Quorum.

The members holding fifty-one percent (51%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting.

Section 8. Proxies.

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of execution, unless otherwise provided in the proxy.

Section 9. No Cumulative Voting.

Cumulative voting for the election of Directors or otherwise shall not be authorized. The candidates for Directors receiving the highest number of votes are elected.

ARTICLE III

DIRECTORS

Section 1. Number, Qualifications, Vacancies.

The Board of Directors of the corporation shall consist of seven (7) persons. The Directors shall be elected at the annual meeting of the members of the corporation and shall hold office until their successors shall be elected.

Section 2. Powers.

Subject to the limitations of the Articles of Incorporation, of the By-Laws, and of the California General Nonprofit Corporation Law as to action to be authorized or approved by the members, and subject to the duties of Directors as prescribed by the By-Laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit:

First: To appoint and remove all officers, agents and employees of the corporation and to prescribe such powers and duties for officers, agents and employees as may not be inconsistent with law, the Articles of Incorporation, or with the By-Laws.

Second: To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with law, or with the Articles of Incorporation, or the By-Laws, as they may deem best.

Third: To designate a place for the holding of any membership meeting or meetings; to change the principal office of the corporation for the transaction of its business from one location to another in the county of Plumas, State of California.

Fourth: To purchase, lease or otherwise acquire real or personal property on behalf of the corporation.

Fifth: To accept, upon behalf of the corporation, any contribution, gift, or devise for the general purpose or for any special purpose of the corporation.

Sixth: To authorize any officers or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation. Provided, however, that any expenditure over Two Hundred Fifty Dollars (\$250.00), with the exception of general expenses, shall have the prior affirmative vote of the general membership of the corporation.

Section 3. Meeting and Voting Rights.

Immediately following each annual meeting of members, the Board of Directors shall hold its annual meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such annual meeting is hereby dispensed with.

Special meetings of the Board of Directors may be called at any time and held at any place as shall be determined by the President or Secretary or a majority of all of the Directors. Notice of time and place shall be given in writing no less than three (3) days prior to the date of the meeting. Each duly qualified Director shall be entitled to one vote, and a majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 4. Vacancies.

Any vacancy occurring in the Board of Directors, for any reason, shall be filled by the Board of Directors. Any Director elected to fill a vacancy shall be elected for the balance of the corporation's fiscal year.

Section 5. Compensation.

Officers and Directors shall not receive any stated compensation for their services, but by resolution of the Board of Directors, it may allow expenses to be paid to an officer for services rendered in behalf of the corporation.

Section 6. Tenure of Office.

The Directors shall be elected on the basis of one year, two-year and three-year terms. All Directors shall be members in good standing of the corporation.

ARTICLE IV

OFFICERS

Section 1. Officers.

The officers of the corporation shall be a president, one or more vice presidents (the number to be determined by the Board of Directors), a secretary and a treasurer, all of whom shall be elected members of the Board of Directors. The corporation may also have, at the discretion of the Board of Directors, one or more assistant secretaries, one or more assistant treasurers, and such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine.

Section 2. Election.

The officers of the corporation, except such subordinate officers as may be appointed in accordance with the provisions of Section I of this Article, shall be chosen annually by the Board of Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Removal and Resignation.

Any officer elected or appointed by the Board of Directors may be removed by a majority of the Directors at the time in office whenever in their judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the rights, if any, of the officer so removed.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the same manner prescribed in the By-Laws for regular appointments to such office.

Section 5. President.

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 business and officers of the corporation. He shall preside at all meetings and shall be ex officio a member of all standing committees. He shall sign all documents and co-sign all checks drawn by the corporation.

Section 6. Vice Presidents.

In the absence or disability of the president, the vice presidents, in order of their rank as fixed 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 upon, the president.

Section 7. Secretary.

The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Directors and members, and shall take all minutes of meetings of the members and Board of Directors. The secretary shall co-sign all official documents of the corporation with the president. The secretary shall give notice of all the meetings of the Board of Directors and members required by the By-Laws or by Law to be given.

Section 8. Treasurer.

The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts and disbursements. All funds of the corporation shall be deposited in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The treasurer shall co-sign all checks drawn by the corporation along with the president, and shall have such other powers as may be prescribed by the Board of Directors or the By-Laws.

Section 9. Corresponding Secretary

The Corresponding Secretary maintains communications with those outside the Board of Directors. The main duties are to help the Secretary with the required mailing and notifications to members choosing not to receive notices electronically. Duties also include communications with all outside entities such as Fire Department, Newspapers and Realty Offices.

Section 10. Welcoming Committee Chair

The welcoming committee will keep and maintain a master list and map of all the property owners in the Lake Almanor Pines Subdivision, maintain a list of all properties for sale and make contact with the listing agent, provide information about the community, association, website and all governing documents, Greet new property owners with a welcoming packet and explain our mission statement and related documents and personally invite the new owners to the next Annual Meeting.

ARTICLE V

PERSONAL LIABILITY AND PROPERTY INTEREST

Section 1. Liability of Members and Directors.

No member or Director of the corporation shall be personally liable to its creditors or for any indebtedness or liability, and any and all creditors shall look only to its assets for payment.

Section 2. Property Interest Upon Termination of Membership.

If any member shall cease to be such, any interest he shall have in and to the property, assets and privileges of the corporation shall cease and revert to the corporation and such cessation of membership shall operate as a release and assignment to the corporation of all the right, title and interest of such member in and to the property, assets and privileges of the corporation; provided, however, that any cessation of membership shall not affect any indebtedness of the corporation to such member.

ARTICLE VI

MISCELLANEOUS

Section 1. Records.

The corporation shall keep correct and complete books and records of accounts and proceedings of the corporation and shall keep at the principal office a record giving the names and addresses of the members. All books and records may be inspected by any member or his agent for any proper purpose at any reasonable time.

Section 2. Rights of Members:

Each member shall have equal rights to the full use and benefit of all facilities owned, established and operated by the corporation.

ARTICLE VII

AMENDMENTS TO BY-LAWS

Section 1. Adoption of Amendments to By-Laws.

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted at any annual meeting of members by the affirmative vote of a majority of the members of the corporation.