

BYLAWS
OF
FRIENDS OF BANNER MOUNTAIN
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE 1 - NAME

The name of this organization is the Friends of Banner Mountain (FBM).

ARTICLE 2 - ADDRESS

The permanent address of this organization is P.O. Box 833, Nevada City, CA 95959.

ARTICLE 3 - PURPOSE

The mission of the FBM is to protect the natural and cultural resources of Banner Mountain and similar areas for the benefit of current and future generations. The FBM seeks to reduce the potential of catastrophic wildfires in the Sierra Nevada foothills; protect the biological diversity and health of forests and waterways; promote conservation of water resources; and preserve the recreational amenities, cultural resources, and historic canals on Banner Mountain and similar areas. In addition, the FBM promotes and supports educational activities that reduce crime, vandalism and wildlife depredation on Banner Mountain and elsewhere in the Sierra Nevada foothills.

ARTICLE 4 - MEMBERS

Section 4.1 – Membership

Membership is available to all adults who support the mission of the FBM, who submit a membership form and who contribute the current membership fee. Membership fees and qualifications shall be determined by the Board of Directors and revised as needed.

The membership year shall be from January 1 to December 31. Complimentary membership for a current year may be offered to new members joining the FBM after September 30. Honorary membership may also be extended for outstanding service to FBM.

Section 4.2 – Member Voting

The FBM shall have no voting members.

ARTICLE 5 – DIRECTORS & OFFICERS

Section 5.1 – Number

The Board of Directors shall consist of at least three (3) and no more than nine (9) members. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and the adoption of a new Bylaw, as provided in these Bylaws.

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Section 5.2 – Terms

Unless re-elected to a new term, each director shall hold office for two years, The term commencing on January 1 of the year and concluding on December 31 of the second year. The terms shall be staggered with half the board being elected every year. However, a director shall continue to serve should no successor be elected and qualify to take his or her place.

Section 5.3 – Board Officers

The Board shall select annually, a President, Vice President, Vice President of Communications, Vice President of Membership, Secretary and Treasurer from its members. The offices of Secretary and Treasurer should be filled by members of the Board of Directors but, if necessary, may be appointed by the President with the approval of the Board. A Board member may hold two offices concurrently except for the offices of President and Vice President or President and Treasurer.

Section 5.4 – Powers

The Board of Directors shall administer the affairs of the FBM, set policy and have the authority to expend funds subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws.

Section 5.5 - Restrictions

Public policy statements on behalf of the FBM shall be made only by, or with concurrence of, a majority of the Board. All meetings of the Board shall be open to the general membership.

Section 5.6- Compensation

The members of the Board of Directors shall receive no compensation for serving on the Board.

Section 5.7 – Offices and Duties of the Board Officers

Section 5.7.1 President

The President shall preside at all meetings of the Board and general membership. Subject to prior approval of the Board, he/she shall exercise supervision and direction in carrying out the policies and programs of the FBM. He/she shall be an ex-officio member of all FBM committees.

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Section 5.7.2 Vice President

The Vice President shall, under the direction of the President, and with the approval of the Board of Directors, perform such duties as are assigned by the President. In the absence of the President, the Vice President shall act as presiding officer at Board or General Meetings.

Section 5.7.3 Vice President – Communications

The Vice President of Communications shall be responsible for communicating major public messages on behalf of the FBM Board of Directors. The Vice President of Communications shall also reply to day-to-day email subscriber inquires and other public questions coming through the FBM's website. Public positions of the FBM and policy statements shall require concurrence of a majority of the Board of Directors.

The Vice President of Communications shall present a summary of electronic communications activity at each Board and general membership meeting. An annual communications summary report will be provided to the Board the 1st quarter of the following year. A copy of the report shall be kept by the Secretary in the FBM archives.

He/she shall be responsible for developing day-to-day electronic communications of relevant news to email system subscribers in the Banner Mountain area. These include bear and mountain lion alerts and wildlife education, wildfire alerts, FireWise education, historic canal updates, drought and water conservation, security issues and other pertinent topics.

The Vice President of Communications shall work closely with the Vice President of Membership to synchronize membership information for the FBM Membership records. In addition, the Vice President of Communications shall work with the FBM Webmaster to establish new website links as needed. All records shall be kept electronically and file backup systems shall be maintained.

Section 5.7.4 Vice President – Membership

The Vice President of Membership shall be responsible for recruiting members and all administrative duties associated with FBM membership, including keeping complete membership records for the FBM. All records shall be kept electronically and file backup systems shall be maintained.

The Vice President of Membership shall work closely with the Treasurer to coordinate receipt of payments and communications with FBM members. The Vice President of Membership shall also coordinate with the Vice President of Communications to synchronize membership information for the FBM membership records.

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The Vice President of Membership shall present a summary membership report at each Board and general membership meeting. An annual paper record shall also be provided to the Secretary to be kept with the FBM archives.

Section 5.7.5 Secretary

The Secretary shall keep the original or notarized copies, of the Articles of Incorporation, these Bylaws, and any amendments to either document to date.

The Secretary shall also be responsible for keeping complete records of all proceedings of the FBM including the Treasurer's reports, meeting minutes and annual Membership list and the annual Communications report for each year. All records may be kept electronically but a paper record shall also be maintained. Meeting minutes shall include the time and place of the meeting, type of meeting, those attending, major motions passed by the Board, and the proceedings of the meeting.

The Secretary shall ensure that notices of upcoming meetings of the Board and Membership are posted at least seven (7) days before the meeting.

Section 5.7.6 Treasurer

The Treasurer shall be responsible for all monies received and disbursed and for all records and journals associated with such funds. The Treasurer shall present a summary financial report at each Board and general membership meeting. The Treasurer shall work closely with the Vice President of Membership to coordinate receipt of payments and communications with FBM members. The Treasurer shall also prepare an annual fiscal report covering all financial activities for the period January 1 to December 31 to be provided to the Board within the 1st quarter of the following year. The Treasurer shall provide a copy of the financial reports to the Secretary to be kept with the other FBM records. All checks issued by the FBM shall be signed by the Treasurer, or designate, and be approved by the President by email.

ARTICLE 6 – ACTIVITIES OF THE BOARD

Section 6.1 – Fiscal year

The fiscal year of the FBM shall be the calendar year, January 1 through December 31.

Section 6.2 - Audits

An audit committee shall audit the books and financial records of the FBM annually. An oral report will be provided to the Board of Directors by the end of the 1st quarter and a written report will be provided to the Secretary to be placed in the FBM archives. An oral report will

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also be presented to the membership at the annual meeting. A written report will be made available upon request.

A special audit shall be made by the committee at any time that a change occurs in the office of the Treasurer.

Section 6.3 – Removal

Any Director may be removed by majority vote (51%) of the Board of Directors for failure to carry out the duties of Board members as prescribed by these bylaws, conduct detrimental to the FBM, or for lack of support of the stated purposes of the FBM. Any Board member proposed to be removed is entitled to seven (7) business days' notice of the meeting at which the removal shall be considered and may address the Board of Directors at such a meeting.

ARTICLE 7 – MEETINGS

Section 7.1 – Board of Directors' Meetings

The Board of Directors shall meet at least quarterly; meetings shall also be held at the call of the President or at the request of any two (2) members of the Board. Unless circumstances require an emergency meeting, notice of the meeting should be provided at least seven (7) days prior to the meeting. The meeting notice shall contain the reason for the meeting, date, time, place and agenda. For special meetings a reason for the special meeting must be made at the time of the request. The reason for the special meeting shall be the only meeting topic.

Section 7.2 Membership Meetings

A general Membership Meeting shall be held annually. General, special or emergency membership meetings shall be held at the call of the Board of Directors.

Section 7.3 – Meeting Format

All meetings of the FBM Board of Directors, the annual Membership Meeting and special meetings shall be conducted according to an informal version Robert's Rules of Order format adopted by the Board.

Section 7.4 – Quorum

The quorum for Board of Director and Committee Meetings shall be 51% of the current Directors or committee members respectively. If there is no quorum, those present may select a new meeting date and then adjourn. No business shall be conducted if there is no quorum other than setting a new meeting date.

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Section 7.5 – Proxy Vote

Proxy voting is not allowed.

ARTICLE 8 – COMMITTEES

The President may, with the consent of the Board, appoint and dissolve committees. Meetings and actions of committees shall be governed by, noticed, held and minuted 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. The President shall be an ex-officio member of all committees.

ARTICLE 9 – AMMENDMENTS

Amendments

These Bylaws may be amended by fifty-one (51) percent of the vote cast by the Board of Directors.