

ARTICLES OF INCORPORATION

I. Name

- A. The name of this corporation is **Donner Summit Area Association, Inc.**
- B. The organization may at its pleasure, by a 2/3 vote of the Resident Membership body, change its name.

Agent

- C. The name and address in the State of California of this corporation's initial agent for service of process is:

Name Daniel Wexler

Address P.O. Box 674 / 5101 Soda Springs Road

City Soda Springs California Zip 95728

- D. The following persons shall serve as the executives of this corporation's Board of Directors:

Tamara Lieberman, President
Daniel Wexler, Vice President
Sara Taillon, Secretary
Alisha Lee, Treasurer

II. Purpose

- A. This corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.
- B. The specific purpose of this corporation is best described by our mission statement and vision:

Mission: *Representing the people of the historic Donner Summit community for the preservation of the area's rugged mountain character and natural resources by providing active coordination for community development issues.*

Vision:

The Donner Summit Area Association members desire to maintain the unique natural beauty and special character of the area for the public benefit, and to assure that the area remains a special place to live, work, and visit.

To this end the Association will proactively develop a long-range conceptual development plan for the Area. This plan will incorporate various elements of land usage, zoning, facilities and enhancements, types of growth, maintenance of natural areas, and any other appropriate desires. The goal of the plan is to provide the greatest possible benefit to the general public.

The Association will function as a conduit for communication between the area residents, owners and visitors and Nevada and Placer County and other appropriate agencies

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which influence the growth and development of the Donner Summit Area. The long range plan developed by the Association will guide the Association's response to proposals for development and growth through regular contact with County Supervisors and attendance at County Supervisor Board meetings the Association will maintain current knowledge of proposals which affect the Donner Summit Area and be able to comment upon these proposals in a timely manner. The Association will also be able to bring proposals and suggestions to the appropriate authorities for consideration.

The Association recognizes that further growth and development is inevitable and desires to influence that growth to assure the highest overall quality of life possible. In particular the Association desires to enhance the attractiveness of Soda Springs and the surrounding area for visitors, residents and businesses. Ensuring a safe, orderly flow of traffic, pedestrians, and bicyclists is a high priority.

C. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

D. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

E. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

III. Membership

This corporation shall have two classes of members. The rights, privileges, preferences, restrictions, and conditions attaching to each class are as follows:

A. Resident Membership shall be the first class of membership.

1. Eligibility for this class of membership is restricted to persons in one or more of the following groups:

a. Owners of property within the Donner Summit area, (as defined in Article III, § B., Mission Statement and Vision), proof thereof being verifiable by official documentation from the Nevada or Placer County Assessor's offices.

b. Permanent residents of the Donner Summit area (as defined in Article III, § B., Mission Statement and Vision), proof of permanent residence being verifiable by any of the following methods:

(1) State-issued identification showing a local address within the defined area,

(2) Proof of U.S. Postal Box rental within the defined area, or

(3) Proof of voter registration within the defined area,

c. Owners of businesses within the Donner Summit area (as defined in Article III, § B., Mission Statement and Vision), proof thereof being verifiable by any state- or county-issued license, permit, or certification showing a business address within the defined area, such as a Seller's Permit, Food/Beverage License, or Business License. Each verified business shall be entitled to one membership of this class, though individual employees may qualify for individual Resident or Supporting memberships.

2. Each membership of this class shall be entitled to one vote per membership in board elections and in any other matter presented to members for voting.

3. Members of this class shall be eligible to serve on the Board of Directors.

4. The fee for this class of membership shall be \$20 (twenty dollars) per year. The Board may, at its discretion, adjust this fee.

B. Supporting Membership shall be the other class of membership.

1. Eligibility for this class of membership is open to any individual who wishes to contribute to the goals of this corporation but who is not eligible for Resident Membership.

2. Individual members of this class shall not have the right to vote in board elections or in any other matter presented to members for voting, except as noted in Article IV, §B.4 below.

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3. Individual members of this class shall not be eligible to serve on the Board of Directors, except as noted in Article IV, §B.4 below.

4. The entire class of Supporting Members shall share an indivisible interest in a single Resident Membership, with the same rights and/or restrictions outlined in Article IV, §A.

a. Provisions for obtaining a representative for this at-large Resident Member shall be made at the discretion of the Board, provided that those methods do not conflict with any other provision in these Articles. The chosen representative must be a Supporting member in good standing.

b. The term of office for such representative shall be one year.

c. Such representative shall be eligible to serve on the Board of Directors during the term of representation.

d. The fee for this at-large Resident Member shall be waived.

5. The fee for this class of membership shall be \$10 (ten dollars) per year. The Board may, at its discretion, adjust this fee.

C. Membership in this organization is valid for one year.

D. No individual or business may hold more than one membership, and no fractional memberships may be held.

E. Two or more individuals may have an indivisible interest in a single membership, but all stakeholders in such membership shall share a single vote, if that membership is eligible to vote. The following example shall serve to illustrate the intent of this clause: A ski club that collectively owns a single property within the defined area would be eligible for a single Resident Membership, whether or not any of the members qualified individually. Each member of the ski club would be eligible for individual Supporting memberships, and some members of the ski club may be eligible for individual Resident memberships if they individually qualified under of the provisions of Article IV, § A.).

IV. Meetings

A. The annual membership meeting of this organization shall be held once a year with no less than six months between such meetings.

B. Annual meetings of this organization shall be held at any location deemed by the Board to be suitable for the conduct of the meeting. The exact location of the meeting shall be included in the notification to members.

C. The Secretary shall cause every member in good standing to receive, at his address (physical or otherwise) as it appears in the membership roll book in this organization, a notice telling the time and place of such annual meeting. Notice of such annual meeting shall be sent to members at their addresses as they appear in the membership roll book at least thirty (30) days before the scheduled date set for such annual meeting.

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D. The presence of not less than twelve Resident Members shall constitute a quorum and shall be necessary to conduct the business of this organization. A quorum as herein before set forth shall be required at any adjourned meeting; but a lesser number may adjourn the meeting for a period of not more than two weeks and the secretary shall cause a notice of this postponed meeting to be sent to all those members who were not present at the meeting originally called.

E. Special meetings of this organization may be called by the Board of Directors when they deem it necessary for the best interest of the organization. Notices of such meeting shall be sent to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, and the business to be transacted at such meeting. . At the request of twenty-five (25%) percent of the members of the organization, the Board shall cause a special meeting to be called but such request must be made in writing at least ten (15) days before the requested scheduled date.

F. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

V. Voting

A. At all meetings, except for the election of directors, all votes shall be by show of hands. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

B. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

C. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

D. At the discretion of the Board of Directors, a provision may be made for collecting votes by proxy. Such provision shall only apply to the collection of votes, and all votes made by proxy shall be otherwise treated in the same way as votes made in person.

VI. Board of Directors

A. The business of this organization shall be managed by a Board of Directors consisting of no less than eight and no more than fifteen members.

B. Only those eligible for Resident Membership shall be eligible for election to the board, except as noted in Article IV, § B.4.

C. The directors for the ensuing year shall be chosen at the annual meeting of this organization and they shall serve for a term of one year.

D. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

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E. Five members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly at a location deemed appropriate for the conduct of the meeting.

F. Each director shall have one vote and such voting may not be done by proxy.

G. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

H. If necessary to maintain the minimum number of directors, vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year. If a vacancy occurs with the minimum numbers of directors remaining, then the seat shall remain empty until the next regular election.

I. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

VII. Officers

A. The Board of Directors shall select from among their members a president, vice president, treasurer, and secretary.

B. The President shall preside at all membership meetings. He shall by virtue of his office be Chairman of the Board of Directors. He shall present at each annual meeting of the organization an annual report of the work of the organization. He shall appoint all committees, temporary or permanent. He shall see that all books, reports and certificates required by law are properly kept or filed. He shall be one of the officers who may sign the checks or drafts of the organization. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

C. The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

D. The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his duty to file any certificate required by any statute, federal or state. He shall give and serve all notices to members of this organization. He shall be the official custodian of the records and seal of this organization. He may be one of the officers required to sign the checks and drafts of the organization. He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization. He shall submit to the Board of Directors any communications that shall be addressed to him as Secretary of the organization. He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

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E. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$500 (five hundred dollars) and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He shall exercise all duties incident to the office of Treasurer.

F. No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer. Persons acting at the request of the Board of Directors may receive reimbursement of expenditures incurred while conducting the business of the organization.

VIII. Salaries

The Board of Directors shall hire and fix the compensation of any and all employees that they in their discretion may determine to be necessary for the conduct of the business of the organization.

IX. Committees

A. All committees of this organization shall be appointed as needed by the Board of Directors and chaired by a Board member.

B. The term of office for the committee members shall be for a period of one year or less, if sooner terminated by the action of the Board of Directors

C. Committee chairpersons shall be appointed by the Board of Directors.

X. Amendments

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than two thirds of the Resident membership body.