

**CONSTITUTION AND BY-LAWS OF THE  
GERLE CREEK SUMMER HOME TRACT ASSOCIATION, (INC.)**

(As amended June 16, 1984)

CONSTITUTION AND BY-LAWS OF THE  
GERLE CREEK SUMMER HOME TRACT ASSOCIATION, (INC.)

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**GERLE CREEK SUMMER HOME TRACT ASSOCIATION, (INC.)**

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CONSTITUTION AND BY-LAWS OF THE  
GERLE CREEK SUMMER HOME TRACT ASSOCIATION, (INC.)

CONSTITUTION

Article I.

NAME

Section 1. The name of the corporation shall be the GERLE CREEK SUMMER HOME TRACT ASSOCIATION, (INCORPORATED), a nonprofit organization.

Article II.

PLACE OF BUSINESS

Section 1. The place where the principal business of this Association is to be carried on is the home of the current Secretary, State of California.

Article III.

CORPORATE SEAL

Section 1. The Corporate Seal shall consist of a circle having on its circumference the words GERLE CREEK SUMMER HOME TRACT in a circle and within the circle, AT GERLE CREEK, EL DORADO COUNTY.

Article IV.

PURPOSES AND OBJECTIVES

Section 1. The purpose of this Association is to form an organization of lot holder lessees from the United States Forest Service in the GERLE CREEK SUMMER HOME TRACT, located in the EL DORADO NATIONAL FOREST, State of California.

Section 2. The object of this Association shall be to protect the property of its members; to better conditions on the tract by installing a water system; to promote the best interests of the National Forest Service, the Fish and Game Commission and summer home owners of the Gerle Creek area. To do any and all lawful things and acts which the said corporation shall, in its discretion, deem to be to the best interest of said real property and the lessees of parcels of property within said district.

Article V.

MEMBERSHIP

Section 1. One person from each lot in the said GERLE CREEK SUMMER HOME TRACT on which a summer home is erected under permit from the United States Forest Service, may become a regular voting member of this Association by signing the Constitution and By-Laws and paying the pro-rated assessment approved by the members provided for in the By-Laws.

A regular voting member must be current on any assessments levied. Any Assessments in excess of \$400 per lot may be extended over a one-year period. Any other assessments will carry their own time limit. A payment period will be determined by the majority vote.

CONSTITUTION

Article V, Membership, cont.

Section 2. Associate members shall include all members of the families of regular voting members, but an associate member shall not be entitled to vote unless holding a proxy and representing a regular member.

Article VI.

DIRECTORS



- Section 1. The Board of Directors shall consist of six (6) members of the Association who shall be elected at the regular annual membership meeting which shall be held as specified in the By-Laws.
- Section 2. All Directors shall be elected for a term of two (2) years. Each year three (3) Directors shall be elected for a term of two (2) years.
- Section 3. The Directors shall be elected in a manner as determined in the By-Laws of The Association.
- Section 4. The office of any Director who ceases to be a member of this Association shall immediately become vacant without action, upon spreading such fact upon the minutes of the Board of Directors and he shall therefore IPSO-FACTO, cease to be a Director. Or, a vacancy may be declared by the Board in the event of death, failure to serve, or resignation of any member of the Board.
- Section 5. In the event that a vacancy shall occur upon the Board of Directors, a majority of the Directors shall elect a member of this Association to serve the unexpired term created by the vacancy.
- Section 6. The powers, business, property and the affairs of the Association shall be exercised, managed and controlled by the Board of Directors, subject to any or all limitations specified in the By-Laws of the Association and of the California State Civil Code.

#### Article VII.

#### PRINCIPAL OFFICERS

- Section 1. The principal officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer. All must be members of the Board of Directors and all, except the President, shall be elected annually at the organization meeting of the Directors immediately following the annual meeting and election of the Association; and each shall hold office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.
- The President shall be elected by the members of the Association.
- Section 2. Each principal officer shall hold no other office in the Association except that of Director.

Section 3. Any principal officer may be removed from the office he then holds with or without cause by a vote of five (5) or more Directors at the time in office, at any regular or special meeting of the Directors.

## CONSTITUTION

### Article VII, Principal Officers, cont.

Section 4. The Directors by a vote of four (4) or more Directors at the time in office at any regular or special meeting of the Directors will elect from their membership an officer to fill the vacancy created as described in Section 3 of this Article VII.

Section 5. The duties and responsibilities of the principal officers shall be as specified in and accordance with the By-Laws of this Association.

### Article VIII.

## TRANSFER OF PERMIT

Section 1. Any regular voting member who transfers or relinquishes his/her permit for a lot in the GERLE CREEK SUMMER HOME TRACT shall cease to be a member of this Association.

Section 2. All benefits secured from assessments paid the Association by a regular voting member who transfers or relinquishes his/her permit to another, shall accrue to the party to whom the permit is transferred or relinquished.

Section 3. New permittees may become members of this Association upon the following terms and conditions: (a) That they are permittees of the United States Forest Service for a lot in the GERLE CREEK SUMMER HOME TRACT in the EL DORADO NATIONAL FOREST. (b) That they sign the Constitution and By-Laws; provided, however, that the signature to a copy shall be taken as a signature to the original Constitution and By-Laws. (c) That they pay into the treasury of this Association THE ASSESSMENT AS PROVIDED IN ARTICLE V OF THE BY-LAWS and an amount equal to the total amount of assessments levied upon each of the members of the said Association for the original installation of any and all projects from which they would benefit provided, however, that this will not apply to those who have acquired equities through transfer or relinquishment as stated in Section 2 of this Article VIII; and, provided further, that nothing in this

Article VIII shall be construed to relieve a transferee from the payment of any assessments which may be levied after the transfer of the permit.

Section 4. Any non-member lessee of the GERLE CREEK SUMMER HOME TRACT may not derive any benefits from this Association.

#### Article IX.

#### AMENDMENTS

Section 1. Amendments may be made to this Constitution only by vote of two-thirds of the regular voting members of the Association at any regular annual meeting or a special meeting called specifically for that purpose. Members may vote at such meeting either in person or by proxy, but each member shall be entitled to only one vote.

Section 2. A proposal for an amendment to this Constitution and the setting of a time and Place for voting on such amendments shall be made either by: (a) a vote of five (5) or more Directors holding office in this Association or, by (b) an initiative petition of twenty-five (25) percent of the membership of the Association to the Board of Directors who shall within twenty (20) days of the receipt of such petition set the time and place of the Constitution election which shall be held within thirty (30) days thereafter.

#### CONSTITUTION

#### Article IX, Amendments, cont.

Section 3. A copy of each constitutional amendment proposal shall be mailed to the Association members by the Secretary at least ten (10) days before each election specified in Section 1 of this Article IX.



CONSTITUTION AND BY-LAWS OF THE  
GERLE CREEK SUMMER HOME TRACT ASSOCIATION, (INC.)

BY-LAWS

Article I.

MEETINGS

Section 1.     Annual Meetings. The annual meeting of the members of this Association shall be held at GERLE CREEK SUMMER HOME TRACT the fourth (4<sup>th</sup>) Saturday in June at 1:00 p.m. in the open area west of Lot 31, behind Lot 33, or as designated by written notice approved by the President.

Section 2.     Special Meetings. Special meetings shall be held at such times and at such places as may be designated by the Board of Directors.

Section 3.     Notices to Members. Written notice of all meetings of all members of the Association shall be sent to the last known address of each member, by the Secretary, at least ten (10) days before the date of such meeting. Notices covering special meetings shall state the purpose for which said meetings are called. No business shall be transacted at a special meeting except as stated in the notice calling such meeting, unless the members in good standing present at such meeting give their unanimous consent thereto. No member shall be considered in good standing who is delinquent in the payment of any assessment.

Section 4.     Adjourned Meetings. Any meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the majority vote of those present; but in the absence of a quorum, no other business may be transacted at such meeting.

Section 5.     Directors' Meetings. There shall be regular meetings of the Board of Directors at such places and times as the Board may determine. Additional meetings of the Directors may be called by the President or, in his/her absence, by the Vice-President or by any three (3) Directors. Meetings of the Directors will also be called at the request of the SUPERVISOR of the EL DORADO NATIONAL FOREST.

Section 6.     Quorum. At any membership meeting of this Association, a majority of the

members present, either in person or represented by written proxies, shall constitute a quorum. At Directors' meetings, four (4) Directors present in person shall constitute a quorum.

## Article II.

### ELECTION OF DIRECTORS AND PRESIDENT

Section 1. Nominations. Nominations for the office of Director and President shall be made by a nominating committee of at least three (3) regular voting members of this Association appointed by the President. The regular voting members shall be notified of the candidates chosen by the nominating committee thirty (30) days in advance of the election. Nominations when duly seconded may be made from the floor by any member present in person.

Section 2. Election. The election shall be conducted and votes counted by the chairman of the nominating committee or, in his absence, by a regular voting member of the committee appointed for this purpose by the President.

### BY-LAWS

#### Article II, Election of Directors and President, cont.

Section 3. Election by Majority Vote. Each regular voting member present in person or by written proxy is entitled to one vote. Any candidate holding a majority vote of those voting shall be elected to the office for which he was nominated. The President shall be elected by a secret ballot. Election to the office of President automatically makes him a member of the Board of Directors.

Section 4. Challenge of Vote. Any regular voting member present may challenge the vote in any election contest, in which case the presiding officer will direct the Secretary to call the roll of members and record the vote of each. The person holding the written proxy of any regular voting member not present shall vote in the place of that member. The presiding officer will appoint a committee of three (3) members present to assist the Secretary in tabulating the vote and together they shall judge and announce the result of the election.

Section 5. Recording of Results of Election. The result of the election shall be recorded in the minutes of the meeting of the Association.

Article III.

POWERS AND RESPONSIBILITIES OF DIRECTORS

Section 1. It is hereby expressly declared that the Directors shall have the following powers, subject to the limitations contained in Article VI, Section 6, of the Constitution of this Association to wit:

First. To select and remove all agents or employees of the Association, prescribe the duties and responsibilities for them, consistent with these By-Laws, fix their compensation, and require from them security for faithful service.

Second. To prescribe the form of the Certificate of Membership and to change this form as may be desired from time to time.

Third. To prescribe such rules regulating the affairs, benefits and activities of the Association, including the use of water as in their judgment, from time to time, may be found necessary or proper, provided such rules shall not be in conflict with the rules and regulations of the United States Forest Service.

Fourth. To borrow money, to incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered therefore, in the Corporation name, promissory notes, bonds, debentures, deeds of trust, mortgages, contracts, or other evidence of debt and securities therefore, provided the TOTAL debt of all kinds shall not exceed Five Hundred (\$500) Dollars shall be incurred in the name of the Corporation unless and until the Directors are authorized to do so by a vote of at least two-thirds of the regular voting members at any annual or special meeting of the membership where a quorum either in person or proxy is present.

BY-LAWS

Article III, Powers and Responsibilities of Directors, cont.

Section 1, cont.

Fifth. The Directors shall select a bank as a depository for all funds of the Association and shall cause all such funds to be deposited therein. Such funds shall be withdrawn therefrom only upon the joint signatures of the President and the Treasurer, or by such other joint signatures as the Board of Directors, by resolution, shall provide; provided that no Directors shall receive any salary from the funds of the Association. The Directors may authorize the payment of any out-of-pocket expenses incurred only for Association purposes or business affairs of the Association by any member or officer of the Association.

Sixth. To appoint an executive committee and other committees and to delegate to any of these committees any of the powers and authority of the Board in the management of the business and affairs of the Association, except the power to adopt amendments to or to repeal By-Laws. An auditing committee of three (3) members of the Association shall be appointed annually to audit all accounts of the Association.

Seventh.Organization Meeting. Immediately following, or during a recess of, each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby waived.

Eighth. No member of the GERLE CREEK SUMMER HOME TRACT ASSOCIATION shall have the right to obligate the Association financially or contractually without the voted consent of the GERLE CREEK SUMMER HOME TRACT ASSOCIATION Board of Directors or by vote of membership consent at annual or special meeting.

(Amended June 16, 1984)

#### Article IV.

##### DUTIES OF PRINCIPAL OFFICERS

Section 1. President. The President shall be the chief executive officer of the Association and shall supervise the work of the Association and direct the work of it's officers. He/she shall preside at all meetings of the regular voting



members of this Association, and at all meetings of the Board of Directors. He/she shall be ex-officio member of all standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors.

Section 2. Vice-President. The Vice-President shall perform all of the duties of the President in the absence of the President or in the event of his/her inability to act.

#### BY-LAWS

##### Article IV, Duties of Principal Officers, cont.

Section 3. Secretary. The Secretary shall keep or cause to be kept a book of Directors and members, a record of all meetings, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, and he/she shall keep the Seal of the Corporation in safe custody, and shall have such powers and perform such other duties as may be prescribed by the Board of Directors.

Section 4. Treasurer. The Treasurer shall keep and maintain or cause to be kept and maintained , accurate and correct accounts of the funds and other properties of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer shall deposit all monies and other valuables in the name of, and to the credit of, the Corporation with such depositories as may be designated by the Directors. He/she shall disburse the funds of the Corporation only as may be ordered by the Board of Directors and in the manner prescribed in Article III, Section 1, of these By-Laws. He/she shall render to the President and Directors, whenever they require it, an account of all his/her transactions as Treasurer, and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Directors. The accounting work of the Treasurer may be performed by the Secretary if duly authorized by the Directors. He/she shall advise the President of members delinquent as of August 31 each year.

(Amended June 16, 1984)

Article V.

ASSESSMENTS

Section 1. Assessments. No assessment shall be levied on the members of this Association unless authorized by a resolution of the Board of Directors and then only for the following purposes, to wit:

First. A pro-rata assessment shall be levied on the members to construct and maintain a water supply and distribution system, to which each member shall be entitled a connection to the system; provided, that if the members by a majority vote at a membership meetings of the Association voted to issue bonds or other certificates of indebtedness and the funds required for the initial cost of the water system can be secured by the sale of said securities at such time as final plans have been approved, then the assessments for constructing the water system shall be levied periodically so as to amortize such debt until it shall be fully paid.

Second. Assessments for the upkeep and maintenance of the water system of this Association and creation of a depreciation reserve fund may be levied against each member annually provided no assessment shall exceed Five Hundred (\$500) Dollars total against the Corporation. Assessments greater than Five Hundred (\$500) Dollars shall be authorized only by at least two-thirds vote of the members at any annual or special meeting called for that purpose.

BY-LAWS

Article V, Assessments, cont.

Section 1, cont.

Third. Assessments for services (water system, gate, roads, insurance and office expense such as mailing and phone) for GERLE CREEK SUMMER HOME TRACT and any maintenance thereof, provided such improvements are approved by a

majority vote of the members at any annual or special meeting of the membership. The benefits of all such improvements shall accrue to all members of the Association.

(Amended June 16, 1984)

Section 2. Delinquents. Every assessment will contain a time-payment period as specified by the Board of Directors. Delinquency will be determined by the Board of Directors. No member of this Association shall be considered in good standing who is delinquent in the payment of any assessment.

#### Article VI.

#### RECORDS AND REPORTS

Section 1. Inspection of Records. All records of this Association and the books showing its financial condition shall be open for inspection by any member of the Association and by the Supervisor of the EL DORADO NATIONAL FOREST at any and all times.

Section 2. The Board of Directors, through its officers, shall make a written report available to the membership at each regular annual meeting of the members, showing in detail the assets and liabilities of this Association and generally the condition of its affairs. A copy of this report shall be forwarded to the Supervisor of the EL DORADO NATIONAL FOREST.

Section 3. Organization Reports to Forest Service. In addition to the report specified in Section 2 of this Article VI of the By-Laws, the Directors, through its officers, shall report to the Supervisor of the EL DORADO NATIONAL FOREST the following information: (a) changes in personnel of Directors or officers of the Association as they occur; (b) advice as to membership of committee whose activities relate to those of the Forest Service; (c) all changes in the Constitution or By-Laws of the Association.

#### Article VII.

#### USE OF ASSOCIATION PROPERTY

Section 1. Use of property belonging to the GERLE CREEK SUMMER HOME TRACT ASSOCIATION, (INC.) is restricted to members of the Association and their guests.

Section 2. Use of Water. Subject to the rules and regulations of the Association referred to in Article III, Section 1 of these By-Laws, all members of this Association shall not be denied the use of water on the property for which they hold a permit from the Forest Service in the GERLE CREEK SUMMER HOME TRACT, provided they are not delinquent in the payments of any assessments of this Association.

BY-LAWS

Article VII, Use of Association Property, cont.

Section 3. Use by Others. The water in storage or in the distributing plant belonging to this Association may be used by the Forest Service or other accredited fire fighting agency for the purpose of preventing or fighting fires that occur in the GERLE CREEK SUMMER HOME TRACT or surrounding area, or that threatened the property of the members in said tract.

Article VIII.

ORDER OF BUSINESS

Section 1. The order of business at any membership meeting of the Association shall be As follows:

1. Call to order.
2. Roll call and ascertainment of standing of members.
3. Ascertainment of a quorum.
4. Reading of minutes of last meeting.
5. Unfinished business.
6. Consideration of reports by Secretary, Treasurer and Auditing Committee.
7. Reading of communications.
8. Report of Executive Committee of Directors.
9. Report of special committees.
10. Report of standing committee.
11. Regular business, including offering and discussion of resolutions.
12. Election of Directors.
13. Installation of new officers.
14. Admission of new members.
15. Appointment of committees.
16. Adjournment.

Article IX.

AMENDMENTS TO BY-LAWS

Section 1.     Proposals for Amendments. Proposals for amending the By-Laws of this Association shall be made either by (a) the Board of Directors at any meeting of the Directors, (b) an initiative petition signed by fifteen (15) or more members in good standing and forwarded to the Secretary of the Association, or (c) by a motion made by any member at a regular annual meeting of the Association.

Section 2.     Voting on proposed amendments shall be conducted at annual meetings only when a quorum is present either in person or by proxy authorized in writing, but each member shall be entitled to only one vote, and a majority of the votes cast is necessary for the adoption of any amendment to these By-Laws.

Section 3.     Restriction on Amendments. No amendment to the By-Laws shall be voted on or adopted that is in conflict with the rules and regulations of the United States Forest Service.

CONSTITUTION AND BY-LAWS OF THE  
GERLE CREEK SUMMER HOME TRACT ASSOCIATION, (INC.)

WE, THE UNDERSIGNED MEMBERS OF THE GERLE CREEK SUMMER HOME TRACT ASSOCIATION, (INC.) AGREE TO SUPPORT THE FOREGOING CONSTITUTION AND BY-LAWS:

LOT. NO.       NAME