

December 10, 2014; as amended March 16, 2021

BYLAWS OF
THE ESCONDIDO CREEK CONSERVANCY
A CALIFORNIA PUBLIC BENEFIT CORPORATION

Article 1: Offices

SECTION 1 - PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located at 27319 Mountain Meadow Road, Escondido, California 92026

SECTION 2 - CHANGE OF ADDRESS

The county of the corporation'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 resolution of the Board, and such changes of address shall not be deemed an amendment of these Bylaws.

SECTION 3 - OTHER OFFICES

The corporation 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 2: Purposes

SECTION 1 - PURPOSES

The corporation is organized under the Nonprofit Public Benefit Corporation Law of California exclusively for charitable and educational purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954:

The specific purposes of this corporation include, but are not limited to: the preservation and enhancement of open space lands located within the watershed of Escondido Creek and surrounding areas for scientific, educational, recreational, ecological, scenic ,or open space purposes; the establishment and operation of restoration and enhancement programs; the protection and improvement of water quality in Escondido Creek and the surrounding area; and appropriate land use in Escondido Creek and surrounding area that is consistent with the these purposes. These purposes may be accomplished, without limitation, by acquiring real property or partial interests therein, including conservation easements and recording appropriate instruments necessary to protect in perpetuity the physical environment of the area for wildlife, ecological, and aesthetic purposes beneficial to the public interest, by educating and participating in discussions regarding

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the protection of the Escondido Creek watershed and surrounding areas, and by advocating, including testifying at hearings and engaging in litigation.

SECTION 2 - LIMITATIONS

Such purposes for which this corporation is organized are exclusively charitable and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954.

Notwithstanding any other provision of the articles or these Bylaws, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article 3: Directors

SECTION 1 - NUMBER

The corporation shall have at least five (5) but no more than seventeen (17) directors and collectively they shall be known as the Board of Directors. The exact number of directors shall be fixed, within those limits, by resolution adopted by the Board of Directors. The limiting numbers 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.

SECTION 2 - POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 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 this corporation, 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 corporation;
- (c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;

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- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or electronically transmitted to them at such addresses shall be valid notices thereof.

SECTION 4 – ELECTION; TERMS OF OFFICE

In order to establish staggered terms, the first Directors shall be divided as equally as possible into three (3) groups. Each Director shall hold office for a period of three (3) years and until a successor is elected and qualifies; except that with respect to initial Directors, two (2) shall hold office for a one (1) year term, two (2) shall hold office for a two (2) year term, and three (3) shall hold office for a three (3) year term, each until the next applicable annual meeting for election of the Board of Directors as specified in these Bylaws. The Board shall nominate and appoint new Directors by resolution and the appointment shall take place at any board meeting. All newly appointed and existing members shall be limited to serving no more than two (2), three-year terms, for a total of six (6) consecutive years. The Board shall vote to continue the Director's term at the end of the first term by resolution. A Director who has served two consecutive terms may serve another term only once that Director abstains from serving on the board for a minimum of one year. The term of office limit period as to each Director shall begin upon the date of the first meeting at which that Director was appointed. The Board may shorten terms, at time of appointment, to keep staggering consistent.

Option One: The Director shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified unless the director has been removed from office.

SECTION 5 - COMPENSATION

Directors shall serve without compensation except that 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 corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

SECTION 6 - 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 corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director, or

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- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7 - PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation 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 resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of a majority of Directors given either before or after the meeting and filed with the Secretary of the corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. 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 hear one another.

SECTION 8 - REGULAR AND ANNUAL MEETINGS

At least six (6) meetings of the Directors shall be held each year, as established by resolution of the Board or by the President of the Board. The annual meeting shall be the January meeting of each year.

SECTION 9 - SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chair of the Board, the President, the Vice President, the Secretary, or by any two Directors, and 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 corporation.

SECTION 10 - NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) day's notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, or e-mail. If sent by mail or e-mail, the notice shall be deemed to be delivered on its deposit in the mails or on its electronic delivery. Such notices shall be addressed to each Director at his or her address as shown on the books of the corporation. 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.

SECTION 11 - CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

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SECTION 12 - 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 either signs a waiver of notice, or 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.

SECTION 13 - QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Board of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum 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 10 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 this corporation.

SECTION 14 - 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 this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a Director has a material financial interest and indemnification of Directors, require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 15 - CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chair chosen by a majority of the Directors present at the meeting. The Secretary

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of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Robert's Rules 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 this corporation, or with provisions of law.

SECTION 16 - 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 purposes of this Section only, "all members of the Board" shall not include any "interested director" as defined in the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by writing shall have the same force and effect as the unanimous vote to 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 this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority. For the purposes of these Bylaws, the term "in writing" includes email communications.

SECTION 17 - VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased.

- (a) **Removal for Cause.** The Board of Directors may declare vacant the office of a Director on the occurrence of any of the following events: (1) The Director has been declared of unsound mind by a final order of a court of competent jurisdiction; or (2) The Director has been convicted of any felony; or (3) The Director has been found by a final order or judgment of any court to have breached any duty under the provisions of the California Nonprofit Public Benefit Corporation Law; or (4) The Director has missed one-half or more of the total number of meetings in any one calendar year. The Board may provide notice to the Director who is subject to removal for failure to attend meetings.
- (b) **Removal Without Cause.** Directors cannot be removed without cause.

Any Director may resign effective upon giving written notice to the Chair of the Board, the 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 corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General of the State of California.

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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 (1) the unanimous written consent of the Directors then in office; (2) 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 (3) a sole remaining Director.

A person elected to fill a vacancy by this Section shall hold office until the expiration of that term, or until his or her death, resignation, or removal from office.

SECTION 18 - NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for any debt, liability, or other obligation of the corporation.

SECTION 19 - INDEMNIFICATION BY CORPORATION 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 this corporation 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 corporation, 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 this corporation but only to the extent allowed by, and accordance with the requirements of, the California Nonprofit Public Benefit Corporation Law.

SECTION 20 - INSURANCE FOR CORPORATE AGENTS

The Corporation shall maintain insurance on behalf of any agent of the corporation (including a Director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (as provided in 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 corporation would have the power to indemnify the agent against such liability under the provisions of the California Nonprofit Public Benefit Corporation Law.

Article 4: Officers

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SECTION 1 - NUMBER OF OFFICERS

The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, a Chair of the Board, 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 Chair of the Board.

SECTION 2 - QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Cumulative voting by Directors for the election of Directors shall not be permitted.

SECTION 3 - SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers 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.

SECTION 4 - REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, 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 corporation. 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 corporation.

SECTION 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.

SECTION 6 - DUTIES OF PRESIDENT

The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers and shall perform all duties incident to that office and such other duties

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as may be required by law, by the Articles of Incorporation of this corporation, 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 Chair of the Board of Directors, the President 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, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 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, or if no Vice President serves on the Board, the Secretary, 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.

SECTION 8 - DUTIES OF SECRETARY

The Secretary shall be custodian of the records of the corporation, and as such shall certify and keep at the principal office of the Corporation the original, or a copy of these Bylaws as amended or otherwise altered to-date. The Secretary shall, 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 this corporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

The Secretary shall ensure:

- That all expenditures of corporate funds are approved by a vote of the majority of the Board of Directors
- That a record of minutes of all meetings of the Directors shall be kept at the principal office of the corporation or at such other place as the Board may determine
- That all notices are duly given in accordance with the provisions of these Bylaws or as required by law
- That at all reasonable times any Director of the corporation, or his or her agent or attorney, may inspect on request, the Bylaws, and the minutes of the proceedings of the Directors of the corporation

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That all resolutions of the Board of Directors are signed by the Secretary, attesting to the authenticity of the document.

SECTION 9 - DUTIES OF TREASURER

Subject to the provision of these Bylaws relating to the "Execution of Instruments, Deposits, and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and ensure the deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall, in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

The duties of the Treasurer shall include:

Bank account maintenance: Selecting banking institutions to maintain the corporation's operational cash and investing excess funds

Financial transaction oversight: Managing access to the corporation's funds and disbursement thereof in any financial transaction; ensuring payment for outstanding bills or debts owed; and developing systems for keeping cash flow manageable

Budgets: Developing the corporation's annual budget, as well as comparing the actual revenues and expenses incurred against the budget

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Financial policies: Overseeing the development and observation of corporation's financial policies

Reports: Keeping the Board regularly informed of key financial events, trends, concerns, and assessment of fiscal health; completing required financial reporting forms in a timely fashion and making these forms available to the Board

Finance Committee: Serving as Chair of the corporation's Finance Committee, if such a committee is constituted by the Board of Directors under its authority as specified in Article 4, Section 2 of these Bylaws

The Treasurer shall ensure:

- Receipts are given for monies due and payable to the corporation from any source whatsoever
- Disbursement of the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements
- Keeping and maintenance of adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses
- Exhibiting at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefore
- Rendering to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation
- Preparation and certification, of the financial statements to be included in any required reports

SECTION 10 - COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the corporation, provided, however, that such compensation paid a Director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 3, Section 6 of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

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Article 5: Committees

SECTION 1 - EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of Directors, designate the officers and other Directors to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, 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 fixing of compensation of the Directors for serving on the Board or on any committee
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws
- (d) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable
- (e) The appointment of committees of the Board or the members thereof
- (f) The expenditure of corporate funds except as approved by the Board of Directors
- (g) The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in the California Nonprofit Public Benefit Corporation Law

By a majority vote of its Directors then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below four (4) the number of its members, and fill vacancies therein from the Directors. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2 - OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act only in an advisory capacity to the Board.

SECTION 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

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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 time for special meetings of committees may also be fixed by the Board of Directors. 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: Execution of Instruments, Deposits, and Funds

SECTION 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 corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, 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 corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2 - CHECKS AND NOTES

Except as otherwise required by law, or if approved by a vote of the Board of Directors, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by at least one officer and countersigned by a second officer except that checks for or less can be signed by just one officer.

SECTION 3 - DEPOSITS

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

SECTION 4 - GIFTS

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

Article 7: Corporate Records, Reports, and Seal

SECTION 1 - MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of Directors 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;

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- (b) 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;
- (c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by Directors of the corporation at all reasonable times during office hours.

SECTION 2 - DIRECTOR'S 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 corporation.

SECTION 3 - 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.

SECTION 4 - ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year
- (e) Any information required by Section 7 of this Article

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

SECTION 5 - ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

This corporation shall mail or deliver to all Directors a statement within one hundred twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances

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of any indemnification or transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest: (1) any Director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or (2) any holder of more than ten percent (10%) of the voting power of the corporation, its parent or subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than fifty thousand dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

Article 8: Fiscal Year

SECTION 1 - FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Article 9: Amendment of Bylaws

SECTION 1 - AMENDMENT

These By-Laws may be amended by the Board of Directors by a two-thirds vote of its members present and voting at any regular or special meeting, provided, however, that written notice of the proposed meeting and including the proposed amendment were provided in accordance with the notice provisions set forth in these Bylaws.

Article 10: Amendment of Articles of Incorporation

SECTION 1 - AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

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

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SECTION 2 - AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

SECTION 3 - CERTAIN AMENDMENTS

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

Article 11: Prohibition Against Sharing Corporate Profits and Assets

SECTION 1 - PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation 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 corporation. On such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

Article 12: Members


SECTION 1 - PROHIBITION OF MEMBERS

Per the authority of California Corporations Code S5310(a), this Corporation shall not have any members as that term is defined in 55056 of the California Corporations Code. Pursuant to the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

December 10, 2014; as amended March 16, 2021


Written Consent of Directors Adopting Bylaws

We, the undersigned, are all of the persons elected to serve on the Board of Directors of The Escondido Creek Conservancy, a California nonprofit corporation, and, pursuant to the authority granted to the Directors by these Bylaws consent to, and hereby do, adopt the foregoing Bylaws, consisting of 18 pages as the Bylaws of this corporation.


Kevin Barnard, President



Jon Dummer, Vice President

Dated: December 10, 2014


Ron Forster, Secretary


Richard Murphy, Treasurer


Tim Costanzo, Member


Jerry Harmon, Member


Leonard Wittwer, Member


Steve Barker, Member


Betsy Keithly, Member


Brent Alspach, Member


Jeff Swenerton, Member

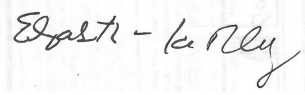

Greg McBain, Member

December 10, 2014; as amended March 16, 2021

Certificate

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: March 16, 2021

A handwritten signature in cursive script, appearing to read "Betsy Keithley", is written on a light-colored, textured background.

Betsy Keithley, Secretary