

BY-LAWS
OF
THE GOLD DISCOVERY PARK ASSOCIATION

A California Nonprofit Public Benefit Corporation

26 United States Code § 501(c)(3)

California Revenue and Taxation Code, § 23701

PREAMBLE

These by-laws are promulgated to inform, guide and govern the management, operation and functions of the Gold Discovery Park Association.

ARTICLE I: NAME

The name of this corporation shall be the Gold Discovery Park Association, referred to in these By-laws as “Corporation”, “Association”, or “GDPA”.

ARTICLE II: OFFICE

The principal executive office for the transaction of the business of the GDPA is to be located at Coloma, El Dorado County, California. The Board of Directors (hereinafter “Board”) is granted full power and authority to change the location of the principal executive office. Any such change in location shall be communicated to the associate members and shall be noted by the Recording Secretary in these by-laws. A change in location shall not be considered an amendment to these by-laws.

ARTICLE III: PURPOSE

Section 3.01. General Statement of Purpose. GDPA is a nonprofit public benefit corporation, organized pursuant to the California Nonprofit Public Benefit Corporation Law (California Corporations Code sections 5110 et seq., hereinafter "Code") and is not organized for the private gain of any person. It is exempt from federal taxation pursuant to Title 26, Section 501(c)(3) of the United States Code, and exempt from state taxation pursuant to California Revenue and Taxation Code section 23701. The property of the GDPA is irrevocably dedicated to promoting the educational and interpretive activities of Marshall Gold Discovery State Historic Park. The purposes of the association are (a) to preserve and perpetuate, with accuracy and sensitivity, the history and heritage of California's gold rush era; and (b) to expand and enhance the public's knowledge, awareness and understanding of the personal and collective participation, experience and contribution of the individuals, indigenous peoples and various ethnic, cultural, social, political, military and religious groups involved in and affected by the gold rush.

Section 3.02. Specific Purposes. In addition to its general purpose, the GDPA has been established specifically: (1) To promote the educational and interpretive activities of the State Park system, principally in Marshall Gold Discovery State Historic Park; (2) to produce and make available to park visitors, by sale or free distribution, suitable interpretive and educational literature and materials, including maps, pamphlets, visuals, and recordings; (3) to acquire display materials or objects pertaining to the human history or natural history of the area for the purpose of adding them to the interpretive collections of the State Park system; (4) to develop and maintain a suitable park for Marshall Gold Discovery State Historic Park; (5) to assist financially and otherwise in the establishment and operation of similar cooperating associations in other areas of the State Park system; (6) to assist in the development and improvement of interpretive facilities; (7) to sponsor, support, and assist docent and volunteer programs, environmental educational activities, seminars, lectures, and other

activities that contribute to the educational and interpretive programs of the Marshall Gold Discovery State Historic Park; (8) to plan, organize, and implement fund development programs to support the Marshall Gold Discovery State Historic Park (such as contributions, sponsorships, endowments, grants, partnerships, merchandizing and income generating activities, and fundraising events), and (9) to give all possible aid to the State of California in conserving, developing, and interpreting the State Park system for the benefit of the public.

ARTICLE IV: MEMBERS

Section 4.01. Nonvoting Members. The directors of the corporation shall have sole and exclusive voting rights as to all issues and decisions of the GDPA, including but not limited to the approval of candidates to serve as directors. The corporation shall not have any voting members. However, the Board may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board finds appropriate. No reference to any person as a member shall cause anyone to be a member within the meaning of section 5056 of the Code. Unless otherwise provided herein or in the Code, any action which would otherwise require approval by a “majority of all members” or “approval by the members” shall require only approval of the Board of Directors. All rights which would otherwise vest in members of a public benefit corporation under the California Corporations Code or otherwise by law shall vest in the Board of Directors.

Section 4.02. Associate Members. Nothing in this Article shall be construed as limiting the right of the Corporation to refer to persons associated with it, or who contribute financially to the Corporation, or who participate in any activities or programs of the Corporation as “members” even though such persons are not members as defined in section 5056 of the California Corporations Code. Such persons shall be deemed to be associated persons with respect to the corporation as that term is defined in California Corporations Code section 5332 and no references to associated persons as “members” shall

make any such person a member of this Corporation, as defined in Corporations Code section 5056.

Section 4.03. Qualifications of Associate Members. Associate membership is open to anyone who is interested in furthering the purposes of GDPA and who pay the annual dues associated with the class of membership they wish to hold.

Section 4.04. Classes of Associate Members. The Board of Directors may establish classes of membership with differing annual dues and/or privileges. Those privileges do not include the right to vote on corporate decisions as prohibited in section 4.01.

Section 4.05. Communication with Associate Members. The Board will endeavor to have broad and effective communication with the associate members and, to that end, will provide current information of GDPA activities and issues to associate members on the GDPA website. Important GDPA information may also be communicated to associate members by one or more of the following mechanisms:

- A. A direct mailing to the associate member;
- B. Electronic notification, such as email or facsimile (i.e. FAX);
- C. Announcement in the association newsletter.

Section 4.06. Annual Dues of Associate Members. All annual membership dues shall be due and payable each year on January 1 in an amount to be fixed by the Board prior to January 1. All memberships are valid through December 31.

Section 4.07. Meetings of Associate Members. Meetings of associate members may be held at times and places designated by the Board. Two or

more associate members shall constitute a quorum for the transaction of any business at the meeting. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be required for the transaction of business.

ARTICLE V: BOARD OF DIRECTORS

Section 5.01 General Corporate Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation or these By-Laws, the Directors shall formulate the policies of the Association and shall direct its activities.

Section 5.02. Specific Powers. Without prejudice to the general powers and subject to the same limitations, the Directors shall have the power to:

A. Appoint and remove, at the pleasure of the Board, all corporate officers, agents and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these By-laws; fix their compensation; and require from them security for faithful service.

B. Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of the Board; and

C. Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

Section 5.03. Number and Qualifications.

A. Number of Directors. The number of Directors shall not exceed 15. Directors shall be residents of the State of California and members of the Association. Directors may not be employees of the Department of Parks and Recreation. Only one member of a household may serve as a Director at any one time.

B. Competitor Prohibited from Serving. No Person, entity, business, or concessionaire that is in direct or implied competition for the products and services provided by the association shall serve as a Director on the GDPA Board of Directors. The term "products and services" includes items of a similar nature to those sold in the Gold Rush Mercantile.

C. Restriction on Interested Persons as Directors. No more than 49 percent of the persons serving on the Board may be "interested persons." An "interested person" is (a) any person compensated by GDPA for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by GDPA.

D. Conflict of Interest. No Director should profit financially by reason of their membership on the Board of Directors. Directors must therefore refrain from (and abstain from voting upon) all actions that impair, or provide a reasonable perception of impairing, independence or judgments of the affected director. Directors shall report to the President of the Board all conflicts or potential conflicts of interest. Directors must execute a disclosure statement on a

form provided by the Board of Directors when first assuming a position on the Board.

If a conflict should be disclosed to the President by a director, a committee, selected and appointed by the President, shall make final recommendations to the Board in all matters involving the conflict of interest. Among others, those recommendations may relate to the Director's continued service on the Board or identification of Board actions in which the Director in question must recuse themselves. Depending on the circumstances or nature of the alleged conflict, the committee may recommend that no further action is considered necessary. The Board of Directors shall be kept apprised of all conflicts and approve by majority vote the recommended resolution of the conflict.

Section 5.04. Selection and Term of Office. Directors shall be elected by the Board to hold office for a term of two (2) years.

Section 5.05. Vacancies.

A. Causes. A vacancy on the Board shall be deemed to exist on the occurrence of the following: (1) The death, resignation, or removal of any Director; (2) the absence by a Director of three or more consecutive meetings; (3) the vote of the Board to remove a Director, with or without cause; (4) an increase in the maximum number of Directors provided in these by-laws; (5) the failure of the Board to appoint the number of Directors needed to fill all vacancies; and (6) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a statutory duty of acting reasonably and in good faith as set forth in Chapter 2, Article 3 of the Code (sections 5230-5239).

B. Resignations. Any Director may resign their seat on the Board at any time by giving written notice to either the President or Directors. Resignation shall

be effective upon receipt of notice unless designated otherwise. The Directors may elect a successor to take office when the resignation becomes effective and to serve a new 2-year term. No Director may resign when GDPA would then be left without a duly elected Director in charge of its affairs.

C. Nominations by Associate Members. The associate members may recommend persons to serve as Director or Directors at any time to fill a vacancy. Associate members may also recommend themselves to serve as a director and are encouraged to do so. Recommendations by members will be on application forms provided to the members by the Board, or available to members on the Board's website.

D. Reduction in the Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that term of office expires.

Section 5.06. Meetings.

A. Regular Meetings. Regular meetings of the Directors shall be held at times and places set by the Board. Special meetings for any purpose may be called at any time by the President or any two (2) Directors.

B. Quorum. A majority of the number of Directors then in office but not less than the greater of (a) two Directors or (b) twenty percent (20%) of the number of Directors then in office shall constitute a quorum for the transaction of any business except adjournment. Except as otherwise provided in these By-laws or in sections 5212 (appointment of committees), 5233 (requirements for the approval of self-dealing transactions), 5234 (approval of certain contracts), 5235 (fixing compensation), and 5238(e) (approving indemnification of a Director) of the Code, 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 shall be regarded as the act of the Board of Directors. A meeting at which a quorum of Directors is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (section 5211(a)(6) of the Code).

C. Action Without Meeting. Any action required by the Directors may be taken without a meeting if all Directors consent to that action. Such consent shall be documented and filed with the minutes of the proceedings.

D. Notice of Meetings. Notice of the time and place of each meeting of the Board shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile (FAX); (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on GDPA's records. Notices sent by first-class mail shall be deposited in the United States mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone or electronic mail shall be delivered, telephoned or sent, respectively, at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the principal executive office of GDPA. The notice need not specify the purpose of the meeting.

Section 5.07. No Loans By Corporation. GDPA shall not lend any money or property to or guarantee the obligation of any Director or Officer without the approval of the California Attorney General; provided, however, that the

Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of their duties if that Director or Officer would be entitled to reimbursement for such expenses by the Corporation.

Section 5.08. Indemnification. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees and other persons described in Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in these By-laws, shall have the same meaning as in that section of the Code.

On written request to the Board by any person seeking indemnification under Code section 5238(b) or section 5238(c), the Board shall promptly decide under Code section 5238(e) whether the applicable standard of conduct set forth in Code section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these By-laws in defending any proceeding covered by these By-laws shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by GDPA for those Expenses.

Section 5.09. Insurance. GDPA shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees and other agents, to cover any liability asserted against or incurred by an Officer, Director, employee or agent in

such capacity or arising from the Officer's, Director's, employee's or agent's status as such.

ARTICLE VI : OFFICERS

Section 6.01. Officers. The officers of GDPA are President, Vice-President, Recording Secretary, and Treasurer. The Directors may appoint any other officers that the business of GDPA the association may require. Eligibility for election shall be limited to members of the Board.

Section 6.02. Election of Officers. The officers shall be chosen by the Directors at its January meeting and shall serve for a term of one (1) year.

Section 6.03. Resignation of Officers. Any officer may resign their office at any time by giving written notice to the Directors. Resignation shall be effective upon receipt of notice unless designated otherwise. Acceptance of the resignation shall not be necessary to make it effective, unless specified in the notice.

Section 6.04. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these By-laws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 6.05. Responsibilities of Officers:

A. President. The President shall preside at meetings of the membership and Directors and exercise and perform such other powers and duties as may be from time to time assigned by Directors or prescribed by the By-Laws. The President shall, subject to the control of the Directors, generally supervise, direct, and control the business and the officers of the Association. The President shall appoint a Nominations Committee, which will process and review applications or

recommendations to fill vacant positions on the Board of Directors. The President shall have the authority to execute contracts binding the Association, or delegate this authority to the Vice President, Recording Secretary, Treasurer, or Executive Director. The President may authorize the expenditure and co-sign with the Treasurer, checks of the Association for funds necessary for the operation of the Association. The President may also appoint other officers to co-sign checks when either the President and/or the Treasurer are absent or otherwise unable to co-sign.

B. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of the President.

C. Recording Secretary. The Recording Secretary shall keep, or cause to be kept, a book of minutes of all meetings. The Recording Secretary shall keep, or cause to be kept at the GDPA offices, records of GDPA Associate members, showing names, addresses, and the class of membership held by each. The Recording Secretary shall give, or cause to be given, notice of all meetings of the members and Directors required by these By-Laws. The Recording Secretary shall have such other powers and perform such other duties as may be prescribed by the Directors or these By-Laws.

D. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of GDPA, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director during normal business hours. The Treasurer shall deposit all money and other valuables in the name of and to the credit of GDPA with such depositories as may be designated by the Directors. The Treasurer shall disburse the funds of GDPA as may be ordered by the

Directors. The Treasurer shall render to the President and Directors, when they request it, an account of all transactions as Treasurer, and of the financial condition of GDPA and shall have other powers and perform such other duties as may be prescribed by the Directors or by these By-Laws. The Treasurer shall make no disbursements of GDPA funds, other than approved budgeted items, without the authorization of the Directors. All checks drawn on the account(s) of GDPA shall be signed by two of the following: the President, Vice-President, Treasurer, and the Executive Director. If any officer is not physically available to provide a required second signature, the officer may authorize others to sign the officer's name to the GDPA check or checks provided that (a) written authorization of the officer is FAXED or emailed to the GDPA executive office; (b) the authorization is dated, specifies the person who is authorized to sign the name of the officer; (c) the authorization specifies the particular check or checks to be signed, including the date(s), amount(s), and payee(s); and (d) a hard copy of the written authorization (or FAX or email) is maintained in the files of the Treasurer. The Treasurer shall submit an annual financial report of receipts and expenditures to the Department of Parks and Recreation through the Board of Directors as provided in these by-laws. The Directors may require the Treasurer to be bonded, and will pay all fees for that purpose.

E. Ex-Officio. The outgoing President of the Board shall be an ex-officio member of the Board for a term of one year following service as President. The ex-officio shall be permitted to sit as a member of the Board and shall be allowed to take part in the deliberations brought before it and to present and vote on motions, amendments, and resolutions.

ARTICLE VII: COMMITTEES

Section 7.01. Committees of the Board. The Board may create one or more committees, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by the President of the Board with the

concurrence of the Board. The President, with Board concurrence, may appoint one or more Directors as alternate members of any such committee, who may replace any absent director at any meeting.

Section 7.02. Governance and Records of Committees. Meetings and actions of committees of the Board shall be governed by, held and taken in accordance with the provisions of these By-laws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee, provided they are consistent with these By-laws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE VIII. RECORDS AND REPORTS

Section 8.01. Inspection. Every Director and any person designated by the Directors shall have an absolute right at any reasonable time to inspect, copy and make extracts of all Board related books, records, and documents and to inspect the physical properties of GDPA and any of its affiliated programs.

Section 8.02. Maintenance of Articles and By-laws. GDPA shall keep at its principal executive office a copy of the Articles of Incorporation and these By-laws as amended to date. The current Articles and By-laws shall also be posted on the corporate or association website.

Section 8.03. Maintenance and Inspection of Other Corporate Records. Minutes of proceedings of the Board or committees of the Board shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into

written, typed or printed form. The minutes and accounting books and records shall be open to inspection on the request of any Director.

Section 8.04. Inspection of Corporate Records. The State Park system shall be duly authorized to audit the records, review the internal controls of the business operations, and to evaluate the benefits occurring to the State Park System from its cooperation with GDPA.

Section 8.05. Annual Financial Report. Within 120 days of the close of its fiscal year, GDPA through its Treasurer shall provide to the Directors, and to those members who request it in writing, a report containing the following information in reasonable detail: (a) The assets and liabilities, including the trust funds, of GDPA 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 GDPA, both unrestricted and restricted to particular purposes, for the fiscal year; (d) the expenses or disbursements of GDPA during the fiscal year for both general and restricted purposes; (e) any indebtedness by GDPA; (f) the merger, consolidation, or dissolution of any program at GDPA; (g) any conflict of interest during the past year involving a Board member or employee of GDPA and the resolution of such conflict by the Board; (h) the establishment of any new, subsidiary, or operating corporation; (i) any information required by section 6322 of the Code relating to insiders and indemnifications; and (j) any information required by section 6322 of the Code.

ARTICLE IX: RELATIONS WITH STATE DEPARTMENT OF PARKS AND RECREATION

The operations of GDPA in Marshall Gold Discovery State Historic Park are dependent upon execution of a formal contract with the California Department of Parks and Recreation for that purpose. To that end, GDPA will endeavor to maintain a supportive, cooperative, and collegial relationship with the Park and its administrators and employees.

ARTICLE X. AMENDMENTS

Amendments to By-laws. By-laws may be adopted or these By-laws may be amended or repealed by action of a majority of the members of the Board of Directors then in office. A Committee appointed by the President, and concurred in by the Board, may recommend to the Board of Directors the adoption of new By-laws or an amendment or repeal of these By-laws.