

**BY LAWS
OF
MORONGO BASIN CONSERVATION ASSOCIATION, INC.**

**A NOT-FOR-PROFIT CORPORATION
INCORPORATED UNDER THE LAWS OF
THE STATE OF CALIFORNIA**

ARTICLE I

NAME

Section 1: The name of this Corporation shall be the Morongo Basin Conservation Association, Inc. hereinafter referred to as the MBCA.

OFFICES

Section 2: The principal office of the Corporation shall be in the unincorporated community of Joshua Tree, in the County of San Bernardino, in the State of California.

The Corporation may also have offices at such other places within or without this state as the Board may from time to time determine or the business of the Corporation may so require.

ARTICLE II - PURPOSES

The purposes for which this Corporation has been organized are as stated in the Certificate of Incorporation which may be amended as required.

1. General Purposes

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Sarah Kennington, President
PO Box 644
Pioneertown, CA 92268

David Fick, Vice President
HC-1 Box 7216
Joshua Tree, CA 92252

Steve Bardwell, Treasurer
PO Box 644
Pioneertown, CA 92268

Marina West, Secretary
PO Box 261
Joshua Tree, CA 92252

2. Specific Purposes

Morongo Basin Conservation Association, Inc.'s objectives are:

- a) To preserve the economic and environmental welfare of the Morongo Basin against exploitation deemed not in the best interest of the residents thereof.
- b) To promote master planning for the entire area known as the Greater Morongo Basin including all of the various communities therein.
- c) To have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of California, including the power to contract, sue and be sued, rent, buy or sell personal or real property, receive contributions and receive property by devise or bequest; provided however that this Corporation shall not in any substantial degree engage in activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III - MEMBERSHIP

Memberships

This corporation shall have no voting members within the meaning of Section 5310 of the California Corporations Code. The corporation may, from time to time, establish nonvoting committees for the purpose of carrying on its activities, but such memberships shall not possess any of the rights of members as specified in Sections 5310 through 5515 of the California Corporations Code.

Membership dues shall be subject to annual review and possible change by the Board of Directors.

ARTICLE IV - DIRECTORS

1. MANAGEMENT OF THE CORPORATION.

The Board of Directors shall consist of at least five Directors who shall manage the Corporation. The authorized number of directors of the MBCA shall be determined by resolution. Each Director shall be at least eighteen years of age.

2. ELECTION AND TERM OF DIRECTORS.

The term office for each Director shall be for three (3) years.

Each year in September, a Nominating Committee consisting of three (3) members shall be chosen by the Board of Directors. They shall provide nominations to the Board for Director positions at least equal to the number of expiring Director terms. The existing Board shall elect the new Directors at their December meeting. New Directors shall be announced at the Annual Meeting each January.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.

The number of Directors may be increased or decreased by a vote of a majority of all of the Directors. No decrease in number of Directors shall shorten the term of any incumbent Director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring unexpectedly may be filled by a vote of the majority of the Directors then in office. -A Director elected to fill an unexpected vacancy shall be elected to hold office for the unexpired term of his/her predecessor.

5. REMOVAL OF DIRECTORS.

The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

The Board may by resolution declare vacant the office of a director who fails to attend 3 consecutive Board meetings during any calendar year.

Directors may be removed without cause by a majority of Directors then in office.

6. RESIGNATION.

A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective. No Director may resign if the Corporation will be left without a duly elected Director or Directors in charge of its affairs except by notice to the Attorney General.

7. QUORUM OF DIRECTORS.

A majority of the entire Board of Directors shall constitute a quorum for the transaction of business or any specified item of business.

8. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote.

9. PLACE AND TIME OF BOARD MEETINGS.

The board may hold its regular meetings at times and locations as it may from time to time determine. Special meetings of the Board of Directors may be called at any time and for any purpose whatsoever by the President or two (2) or more of the Directors.

10. REGULAR ANNUAL MEETING.

A regular annual meeting of the Board of Directors and membership shall be held at a time and location to be determined.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

Special meetings of the Board of Directors shall be held upon notice to the Directors and may be called by the President upon three days notice to each Director personally, by phone, or by electronic means. Special meetings shall be called by the President or by the request of two Directors.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

12. CONDUCT OF MEETINGS.

At all meetings of the Board of Directors the President, or in his/her absence, the Vice President, shall preside. In the absence of the President and Vice President, the majority of Board Members present shall, by majority vote, elect a Chairperson to run the Board meeting.

13. EXECUTIVE AND OTHER COMMITTEES.

The Board of Directors, by motions adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, each consisting of at least one (1) Director. Each such committee shall serve at the pleasure of the Board of Directors.

ARTICLE V - OFFICERS

1. OFFICES, ELECTION, TERM.

The officers of the Board of Directors of the MBCA shall be: President, Vice President, Secretary, and Treasurer. The officers shall hold office for one year and until their successors are elected.

2. REMOVAL OR RESIGNATION.

Any officer elected by the Board may be removed by the Board with or without cause. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president, treasurer, and secretary.

3. PRESIDENT.

The president shall be the chief executive officer of the Corporation; s/he shall preside at all meetings of the members and of the Board of Directors; s/he shall have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the board are carried into effect.

4. VICE-PRESIDENT.

During the absence or disability of the president, the vice-president shall have all the powers and functions of the president. The vice-president shall perform such other duties as the board shall prescribe.

5. TREASURER.

The Treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the Board of Directors may elect; s/he shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, when countersigned by the President or other authorized officer; s/he shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by the President or other authorized officer; s/he shall at all reasonable times exhibit his/her books and accounts to any Director or member of the Corporation.

At the end of each corporate year, s/he shall have an audit of the accounts of the Corporation made by a committee appointed by the president, and shall present such audit in writing at the annual meeting of the board, at which time s/he shall also present an annual report setting forth in full the financial conditions of the Corporation.

6. SECRETARY.

The Secretary shall keep full minutes of all meetings of the members and the Board of Directors, shall attend to all correspondence of the MBCA and be custodian of all records.

7. SURETIES AND BONDS.

In case the board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and his/her with such surety or sureties as the board may direct, conditioned upon the faithful performance of his/her duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into hands.

ARTICLE VI - CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE VII - AMENDMENTS

These By-Laws may be amended, repealed, or new By-Laws adopted by a two-thirds (2/3) vote of the entire Board of Directors.

ARTICLE VIII- INDEMNITY

The Corporation shall indemnify its Directors, officers, and employees as follows:

Every Director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which s/he

may be made a party, or in which s/he may become involved, by reason of his/her being or having been a Director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of the Corporation, whether or not s/he is a Director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the Director, officer, employee, or agent is adjudicated guilty of willful misfeasance or malfeasance in the performance of his duties. The Corporation shall provide any person who is an officer, Director, employee, or agent of the Corporation or was serving at the request of a Director, officer, employee, or agent of the Corporation the indemnity against expenses of suit, litigation, or other proceedings which is specifically permissible under applicable law.

The foregoing By-Laws were adopted by the Directors of:

Morongo Basin Conservation Association, Inc.

On the **13th** day of **February, 2014.**

President
Sarah Kennington

Secretary
Marina West

Treasurer
Steve Bardwell