

BYLAWS OF
BELL CANYON COMMUNITY CENTER, INC.

Table of Contents (By Chapter and Section Heading)

Chapter 1	Office
Chapter 2	Directors Section 200 Number of Directors Section 201 Election of Directors Section 202 Resignation/Removal of Directors Section 203 Filling Director Vacancies Section 204 Meetings of the Board of Directors Section 205 Required Vote of Directors Section 206 Written Consent of Directors Section 207 Inspection Rights of Directors
Chapter 3	Officers Section 300 Officers and Duties Section 301 Appointment and Removal of Officers
Chapter 4	Indemnification
Chapter 5	Shareholders Section 500 Annual Meeting of Shareholders Section 501 Special Meetings of Shareholders Section 502 Notice of Meeting of Shareholders Section 503 Record Date Section 504 Persons Entitled to Vote Shares Section 505 Shareholder's Proxies Section 506 Quorum for Meeting of Shareholders Section 507 Adjourned Meeting of Shareholders Section 508 Validating Meeting of Shareholders Section 509 Cumulative Voting for Directors Section 510 Voting By Ballot Section 511 Written Consent of Shareholders Section 512 Inspection Rights of Shareholders Section 513 Persons Entitled to Attend
Chapter 6	Shares
Chapter 7	Records Section 700 Minute Book Section 701 Share Register Section 702 Preparation of Budget and Review of Statements Section 703 Review of Accounts / Reserve Accounts Section 704 Access to Records Section 705 Limitation of Authority (amendment of 12/10/09)
Chapter 8	Amendment
Certifications by Incorporator and Secretary	

BYLAWS OF
BELL CANYON COMMUNITY CENTER, INC.

CHAPTER 1. OFFICE

100. Office The location of the principal executive office of the corporation is 30 Hackamore Lane, Unit #16, Bell Canyon, California 91307.

CHAPTER 2. DIRECTORS

200. Number of Directors The authorized number of directors of the corporation is five (5).

201. Election of Directors At each annual meeting of shareholders, directors shall be elected to hold office until the next annual meeting. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

202. Resignation and Removal of Directors (a) Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary or the board of directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. The board of directors may declare vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony.

(b) Any or all of the directors may be removed without cause if such removal is approved by a majority of the outstanding shares, except that no director may be removed (unless the entire board is removed) when the votes cast against removal, or not consenting in writing to such removal, would be sufficient to elect such director if voted cumulatively at an election at which the same total number of votes were cast (or, if such action is taken by written consent, all shares entitled to vote were voted) and the entire number of directors authorized at the time of the director's most recent election were then being elected.

(c) Any reduction of the authorized number of directors does not remove any director prior to the expiration of such director's term of office.

203. Filling Director Vacancies (a) Except for a vacancy created by the removal of a director, vacancies on the board of directors may be filled by appointment by the board of directors. A vacancy on the board of directors created by the removal of a director may be filled only by the shareholders, except that a vacancy created by the board of directors declaring the office of a director vacant pursuant to Section 202(a) of these bylaws may be filled by the board of directors.

(b) The shareholders may elect a director to fill any vacancy not filled by the board of directors.

(c) If the number of directors then in office is less than a quorum, vacancies on the board of directors may be filled 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 Section 203 of these bylaws or (3) a sole remaining director.

204. Meetings of the Board of Directors (a) Meetings of the board of directors shall be held at the principal executive office of the corporation unless another place is stated in the notice of the meeting. As used in these bylaws, a "meeting" of the board of directors includes any congregation of a majority of the members of the board at the same time and place to hear, discuss, or deliberate upon any item of business scheduled to be heard by the board, except those matters that may be discussed in executive session.

(b) Regular meetings of the board of directors shall be held at the principal executive office of the corporation at 6:00 pm on the first Thursday in each calendar quarter.

(c) A special meeting of the board of directors may be called by the president, any vice president, the secretary or any two directors. An emergency special meeting of the board may be called if there are circumstances that could not have been reasonably foreseen which require the immediate attention and possible action by the board, and which of necessity make it impracticable to provide notice as required by this Section 204.

(d) Notice of all special meetings of the board of directors shall be given. A notice need not include the purpose or agenda for the meeting. The notice may be in writing and mailed to members of the board at least four (4) days before the meeting. The notice also may be delivered personally or by telephone or telegraph, including a voice message system or other system or technology designed to record and communicate messages, facsimile, electronic mail or other electronic means, at least 48 hours before the meeting. Notice shall be posted in a prominent place or places within the community center located at 30 Hackamore Lane in Bell Canyon, California at least four (4) days before a special meeting except for an emergency meeting.

(e) Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(f) Members of the board of directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting by this means constitutes presence in person at such meeting.

(g) A majority of the authorized number of directors constitutes a

quorum of the board of directors for the transaction of business.

(h) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be posted in a prominent place or places within the community center located at 30 Hackamore Lane in Bell Canyon, California and shall be given, prior to the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

(i) Any member of the Bell Canyon Association, a California nonprofit mutual benefit corporation, may attend meetings of the board of directors of the corporation, except when the board adjourns to executive session to consider litigation, matters relating to the formation of contracts with third parties, or personnel matters. Any matters discussed in executive session shall be generally noted in the minutes of the board.

205. Required Vote of Directors (a) 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. A meeting at which a quorum 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 such meeting.

(b) Notwithstanding paragraph (a), the following matters require the affirmative approval of the majority of the authorized number of the directors: adoption, amendment or repeal of bylaws; declaration of dividends; issuance of stock; appointment of chairman of the board or president.

206. Written Consent of Directors Any action required or permitted to be taken by the board of directors at an emergency special meeting may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

207. Inspection Rights of Directors Every director shall, pursuant to and in accordance with California Corporations Code Section 1602, 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 and of its subsidiary corporations, domestic and foreign. Such inspection by a director may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

CHAPTER 3. OFFICERS

300. Officers and Duties (a) The officers of the corporation are the President, the Secretary and the Treasurer; in addition, the board of directors may determine from time to time whether the corporation shall have an officer known as "Chairperson of the Board." The board of directors may by resolution establish additional offices and prescribe the duties thereof.

(b) The president is the chief executive officer and general manager of the corporation. The president shall, subject to the control of the board of directors, have general supervision, direction and control of the business affairs of the corporation and of its officers, employees and agents, including the right to employ, discharge and prescribe the duties and compensation of all officers, employees and agents of the corporation, except where such matters are prescribed in the bylaws or by the board of directors. The president shall preside at all meetings of the shareholders and of the board of directors; provided, that if the corporation has a Chairperson of the Board, that officer shall preside at such meetings. The president is authorized to sign all contracts, notes, conveyances and other papers, documents and instruments in writing in the name of the corporation.

(c) The board of directors may by resolution authorize the appointment of one or more vice presidents to perform, under the direction of the president, duties and responsibilities in the management of the corporation or in particular areas of its management. In the event of the disability of the president, the duties of the president shall be exercised by the person designated by the board of directors, or in the absence of such designation, by the senior vice president, if there be one, or if there is no vice president by the secretary.

(d) The secretary shall keep or cause to be kept the minute book of the corporation as prescribed by these bylaws. The secretary shall keep or cause to be kept the share register of the corporation as prescribed by these bylaws or, if the corporation has a transfer agent, shall be responsible that the transfer agent keeps the share register. The secretary shall sign in the name of the corporation, either alone or with one or more other officers, all documents authorized or required to be signed by the secretary. If the corporation has a corporate seal, the secretary shall keep the seal and shall affix the seal to stock certificates and to other documents as appropriate or desired. The board of directors may by resolution authorize one or more assistant secretaries to perform, under the direction of the secretary, some or all the duties of the secretary.

(e) The treasurer is the chief financial officer of the corporation, and, where appropriate, may be designated by the alternate title "chief financial officer". The treasurer is responsible for the receipt, maintaining and disbursement of all funds of the corporation and for the safekeeping of all securities of the corporation. The treasurer shall prepare or cause to be prepared annually, or more often if so directed by the board of directors or president, financial statements of the corporation. the board of directors may by resolution authorize one or more assistant treasurers to perform, under the direction of the treasurer, some or all the duties of the treasurer.

301. Appointment and Removal of Officers (a) The president, secretary and treasurer shall be appointed by the board of directors. Other officers shall be appointed as prescribed in the resolution of the board of directors establishing the office.

(b) Any officer appointed by the board of directors may be removed from office at any time by the board of directors, with or without cause or

prior notice. Any officer not appointed by the board of directors may be removed from office at any time by the officer by whom appointed or by the board of directors, with or without cause or prior notice.

(c) When authorized by the board of directors, any officer may be appointed for a specified term under a contract of employment. Notwithstanding that such officer is appointed for a specified term or under a contract of employment, any such officer may be removed from office at any time pursuant to paragraph (b) and shall have no claim against the corporation on account of such removal other than for such monetary compensation as the officer may be entitled to under the terms of the contract of employment.

(d) Any officer may resign at any time upon written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Such resignation is effective upon receipt of the written notice by the corporation unless the notice prescribes a later effective date or unless the notice prescribes a condition to the effectiveness of the resignation.

CHAPTER 4. INDEMNIFICATION

400. Indemnification of Directors, Officers and Employees (a) The corporation may indemnify a director, officer, agent or employee under the provisions of Section 317 of the Corporations Code, or pursuant to any contract entered into with any employee who is not an officer or director.

(b) Expenses incurred in defending any proceeding may be advanced by the corporation as authorized in Section 317 of the Corporations Code prior to the final disposition of such proceeding, upon receipt of an undertaking by or on behalf of the director, officer, agent or employee to repay such amount unless it shall be determined ultimately that the director, officer, agent or employee is entitled to be indemnified.

(c) The corporation may purchase and maintain insurance on behalf of any director, officer, agent or employee of the corporation against any liability asserted against or incurred by the director, officer, agent or employee in such capacity or arising out of the director's, officer's, agent's or employee's status as such, whether or not the corporation would have the power to indemnify the director, officer, agent or employee against such liability under the provisions of Section 317 of the Corporations Code.

CHAPTER 5. SHAREHOLDERS

500. Annual Meeting of Shareholders (a) An annual meeting of shareholders shall be held during the second calendar quarter following the end of the corporation's fiscal year. The exact date and time of such annual meeting shall be fixed by resolution of the board of directors. The annual meeting shall be held at the principal executive office of the corporation unless the board of directors by resolution prescribes a different place.

(b) At the annual meeting of shareholders the total authorized number of directors shall be elected. Any other proper business may be transacted

at the annual meeting of shareholders except as limited by the notice requirements of subdivisions (a) and (f) of Section 601 of the Corporations Code.

501. Special Meetings of Shareholders Special meetings of the shareholders may be called by the board of directors, the president or the holders of shares entitled to cast not less than 10 percent of the votes at the meeting.

502. Notice of Meeting of Shareholders Written notice of meetings of shareholders shall be given as required by Section 601 of the Corporations Code. Notice of meetings of shareholders shall be posted in a prominent place or places within the community center located at 30 Hackamore Lane in Bell Canyon, California at least four (4) days before the meeting.

503. Record Date (a) In order that the corporation may determine the shareholders entitled to notice of any meeting or to vote or entitled to receive; payment of any dividend or other distribution or allotment of any rights or entitled to exercise any rights in respect of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than 60 nor less than 10 days prior to the date of such meeting nor more than 60 days prior to any other action.

(b) If no record date is fixed by the board, the date shall be the date required by Section 701 of the Corporations Code.

504. Persons Entitled to Vote Shares The persons entitled to vote shares shall be determined in accordance with Section 702 of the Corporations Code.

505. Shareholder's Proxies (a) Every person entitled to vote shares may authorize another person or persons to act by written proxy with respect to such shares.

(b) No proxy shall be valid after the expiration of 11 months from the date thereof unless otherwise provided in the proxy. Every proxy continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto, except as otherwise provided in this paragraph or in paragraph (c). Such revocation may be effected by a writing delivered to the corporation stating that the proxy is revoked or by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or as to any meeting by attendance at such meeting and voting in person by the person executing the proxy. The dates contained on the forms of proxy presumptively determine the order of execution, regardless of the postmark dates on the envelopes in which they are mailed.

(c) A proxy is not revoked by the death or incapacity of the maker unless, before the vote is counted, written notice of such death or incapacity is received by the corporation.

(d) A proxy may be made irrevocable under the circumstances set forth in subdivision (e) of Section 705 of the Corporations Code.

506. Quorum for Meeting of Shareholders (a) A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a

quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented and voting at the meeting (which shares voting affirmatively also constitute at least a majority of the required quorum) shall be the act of the shareholders, unless the vote of a majority or higher percentage of all outstanding shares is required by law or by the articles of incorporation and except as provided in paragraphs (b) and (c).

(b) The shareholders present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum.

(c) In the absence of a quorum, any meeting of shareholders may be adjourned from time to time by the vote of a majority of the shares represented either in person or by proxy, but no other business may be transacted, except as provided in paragraph (b).

507. Adjourned Meeting of Shareholders When a shareholder's meeting is adjourned to another time or place, except as otherwise provided by this bylaw, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 45 days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

508. Validating Meeting of Shareholders The transactions of any meeting of shareholders, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by law to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of shareholders need be specified in any written waiver of notice, consent to holding of the meeting or approval of the minutes thereof, except as required by subdivision (f) of Section 601 of the Corporations Code.

509. Cumulative Voting for Directors (a) Every shareholder complying with paragraph (b) and entitled to vote at any election of directors may cumulate such shareholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to

which the shareholder's shares are normally entitled, or distribute the shareholder's votes on the same principle among as many candidates as the shareholder thinks fit.

(b) No shareholder shall be entitled to cumulate votes (i.e., cast for any candidate a number of votes greater than the number of votes which such shareholder normally is entitled to cast) unless such candidate or candidates' names have been placed in nomination prior to the voting and the shareholder has given notice at the meeting prior to the voting of the shareholder's intention to cumulate the shareholder's votes. If any one shareholder has given such notice, all shareholders may cumulate their votes for candidates in nomination.

(c) In any election of directors, the candidates receiving the highest number of votes of the shares entitled to be voted for them up to the number of directors to be elected by such shares are elected.

510. Voting by Ballot Elections for directors need not be by ballot unless a shareholder demands election by ballot at the meeting and before the voting begins.

511. Written Consent of Shareholders Any action which may be taken at any annual or special meeting of shareholders may be taken without a meeting and without prior notice in accordance with Section 603 of the Corporations Code.

512. Inspection Rights of Shareholders The shareholders' rights of inspection shall be determined pursuant to Sections 1600 and 1601 of the Corporations Code.

513. Persons Entitled to Attend Any member of the Bell Canyon Association, a California nonprofit mutual benefit corporation, may attend meetings of the shareholders of the corporation.

CHAPTER 6. SHARES

600. Share Certificate; Signatures (a) The share certificates of the corporation shall be in a form approved by the board of directors.

(b) The share certificates shall be signed in the name of the corporation by the president and secretary.

CHAPTER 7. RECORDS

700. Minute Book The corporation shall keep or cause to be kept a minute book which shall contain:

(a) The record of all meetings of the board of directors including date, place, those attending and the proceedings thereof, a copy of the notice of meeting and when and how given, written waivers of notice of meeting, written consents to holding meeting, written approvals of minutes of meeting, and unanimous written consents to action of the board of directors without a meeting, and similarly as to meetings of committees of the board of directors and as to meetings or written consents of the incorporator or

incorporators of the corporation prior to the appointment of the initial board of directors.

(b) The record of all meetings of the shareholders including date, place, shareholders and numbers of shares present in person or by proxy, proxies used, and the proceedings thereof, a copy of the notice of meeting and when and how given, any affidavit as to the mailing or giving of notice, written waivers of notice of meeting, written consents to the holding of the meeting written approvals of the minutes of the meeting, written consents of shareholders to action without a meeting, and a copy of the notice to shareholders of corporate action approved by shareholders without a meeting by less than unanimous written consent.

(c) A copy of the articles of incorporation and all amendments thereof and a copy of all certificates filed with the Secretary of State.

(d) A copy of the bylaws as amended, duly certified by the secretary.

(e) A copy of each Notice of Issuance filed with the Commissioner of Corporations together with the receipt issued by the Commissioner of Corporations and any affidavit or declaration of mailing of the Notice, and each permit of or qualification by the Commissioner of Corporations to issue shares or consent to transfer shares.

701. Share Register The corporation shall keep or cause to be kept a share register which shall contain a record of each share certificate issued, including the certificate number, the date, the number of shares, the name and address of the shareholder, and any shareholder changes of address. The share register shall also record each transfer of a share certificate, the date thereof, the number or numbers of each share certificate issued upon the transfer and the numbers of shares for each such certificate, and shall retain the share certificate canceled upon the transfer. If the corporation has a transfer agent, the share register shall be maintained by the transfer agent and the corporation shall cause the transfer agent to furnish the corporation at least annually a list of shareholders with names, addresses, share certificate numbers and numbers of shares held.

702. Preparation of Budget and Review of Statements The board shall cause to be prepared the following documents:

(a) A pro forma operating budget, which shall include all of the following:

- (1) The estimated revenue and expenses on an accrual basis.
- (2) A summary of the corporation's reserves based upon the most recent review or study conducted pursuant to Section 703, which shall include all of the following:
 - (A) The current estimated replacement cost, estimated remaining life, and estimated useful life of each major component of the corporation's assets.
 - (B) As of the end of the fiscal year for which the study is prepared:
 - (i) The current estimate of the amount of

cash reserves necessary to repair, replace, restore, or maintain the major components.

(ii) The current amount of accumulated cash reserves actually set aside to repair, replace, restore, or maintain major components.

(C) The percentage that the amount determined for purposes of clause (ii) of subparagraph (B) is of the amount determined for purposes of clause (i) of subparagraph (B).

(3) A statement regarding the amount of any additional capital which the board has determined or anticipates will be required to repair, replace, or restore any major component or to provide adequate reserves therefor.

(4) A general statement addressing the procedures used for the calculation and establishment of those reserves to defray the future repair, replacement, or additions to the major components.

To the extent provided by law, the summary of the corporation's reserves shall not be admissible in evidence to show improper financial management of the corporation, provided that other relevant and competent evidence of the financial condition of the corporation is not made inadmissible by this provision. A copy of the operating budget shall be annually distributed to the shareholders not less than 45 days nor more than 60 days prior to the beginning of the corporation's fiscal year.

(b) A review of the financial statement of the corporation shall be prepared in accordance with generally accepted accounting principles by a licensee of the California State Board of Accountancy for any fiscal year in which the gross income of the corporation exceeds seventy-five thousand dollars (\$75,000). A copy of the review of the financial statement shall be distributed to the shareholders within 120 days after the close of each fiscal year.

703. Review of Accounts / Reserve Accounts (a) The board shall do all of the following:

- (1) Review a current reconciliation of the corporation's operating accounts on at least a quarterly basis.
- (2) Review a current reconciliation of the corporation's reserve accounts on at least a quarterly basis.
- (3) Review, on at least a quarterly basis, the current year's actual reserve revenues and expenses compared to the current year's budget.
- (4) Review the latest account statements prepared by the financial institutions where the corporation has its operating and reserve accounts.
- (5) Review an income and expense statement for the corporation's operating and reserve accounts on at least a quarterly basis.

(b) The signatures of at least two persons, who shall be members of the corporation's board of directors, or one officer who is not a member of the board of directors and a member of the board of directors, shall be required for the withdrawal of moneys from the corporation's reserve

accounts.

(c) (1) The board of directors shall not expend funds designated as reserve funds for any purpose other than the repair, restoration, replacement, or maintenance of, or litigation involving the repair, restoration, replacement, or maintenance of, major components of the corporation's assets and for which the reserve fund was established.

(2) However, the board may authorize the temporary transfer of money from a reserve fund to the corporation's general operating fund to meet short-term cash-flow requirements or other expenses, provided the board has made a written finding, recorded in the board's minutes, explaining the reasons that the transfer is needed, and describing when and how the money will be repaid to the reserve fund. The transferred funds shall be restored to the reserve fund within one year of the date of the initial transfer, except that the board may, upon making a finding supported by documentation that a temporary delay would be in the best interests of the corporation, temporarily delay the restoration. The board shall exercise prudent fiscal management in delaying restoration of these funds and in restoring the expended funds to the reserve account.

(d) When the decision is made to use reserve funds or to temporarily transfer money from the reserve fund to pay for litigation, the corporation shall immediately notify the shareholders of the decision.

(e) At least once every three years the board shall cause a study of the reserve account requirements of the corporation to be conducted if the current replacement value of the major assets of the corporation is equal to or greater than one-half of the gross budget of the corporation for any fiscal year. The board shall review this study annually and shall consider and implement necessary adjustments to the board's analysis of the reserve account requirements as a result of that review. The study required by this subdivision shall at a minimum include:

(1) Identification of the major assets of the corporation which, as of the date of the study, have a remaining useful life of less than 30 years.

(2) Identification of the probable remaining useful life of the assets identified in paragraph (1) as of the date of the study.

(3) An estimate of the cost of repair, replacement, restoration, or maintenance of the assets identified in paragraph (1) during and at the end of their useful life.

(4) An estimate of the total annual contribution necessary to defray the cost to repair, replace, restore, or maintain the assets identified in paragraph (1) during and at the end of their useful life, after subtracting total reserve funds as of the date of the study.

(f) As used in this section, "reserve accounts" means moneys that the board has identified for use to defray the future repair or replacement of, or additions to, the corporation's major assets.

(g) As used in this section, "reserve account requirements" means the estimated funds which the board has determined are required to be available at a specified point in time to repair, replace, or restore the corporation's major assets.

704 Access to Records Any member of Bell Canyon Association, a California nonprofit mutual benefit corporation, shall have access to the corporation's records in accordance with Section 1601 of the California Corporations Code for purposes reasonably related to the member's interests as a member.

705 Limitation of Authority. This corporation shall not enter into any contract, or make any binding commitment of any kind, that is all or part of, or for the purpose of facilitating, any project that will require for completion the expenditure of \$25,000.00 or more without the prior affirmative vote of the shareholder of the corporation taken at a meeting duly called and held or by the shareholder of the corporation taken at a meeting duly called and held or by the shareholder's prior written consent pursuant to Corporation Code 603 and these Bylaws. (By amendment passed 12/10/09)

CHAPTER 8. AMENDMENT

These Bylaws may be amended by the shareholders. These Bylaws may be amended by the board of directors, except that no part of this Chapter 8, Chapter 7 and Section 204 of these Bylaws may be amended except by the shareholders.

CERTIFICATION OF INCORPORATOR

The undersigned, the sole incorporator of BELL CANYON COMMUNITY CENTER, INC., a California corporation, hereby certifies that the foregoing bylaws are the true and correct, duly adopted bylaws of the corporation, that such bylaws were first adopted on _____, 2011, and that such bylaws include all amendments, if any, to the date of this certificate.

Dated: _____, 2011

James Walker

CERTIFICATION OF SECRETARY

The undersigned, secretary of BELL CANYON COMMUNITY CENTER, INC., a California corporation, hereby certifies that the foregoing bylaws are the true and correct, duly adopted bylaws of the corporation, that such bylaws were first adopted on _____, 2011, and that such bylaws include all amendments, if any, to the date of this certificate.

Dated: _____, 2011