

**BYLAWS**  
**OF**  
**PIONEER DENTON ROAD MAINTENANCE ASSOCIATION, INC.**

**ARTICLE I. OFFICES**

Section 1.01. Principal Office. The principal office of the Corporation for its transaction of business shall be located at 14770 Denton Avenue, Truckee, California 96161, or at such other place as the Corporation may designate as set forth in Section 1.02 below.

Section 1.02. Change of Address. The Board of Directors is granted full power and authority to change the principal office of the Corporation from one location to another in the State of California. Any change of address will be noted by the Secretary in these Bylaws, but will not be considered an amendment of these Bylaws.

**ARTICLE II. MEMBERS**

Section 2.01. Classification of Members. The Corporation will have one class of members only, and each member has the voting and other rights described in these Bylaws. Any person may hold more than one membership in the Corporation if such person owns more than one property.

Section 2.02. Eligibility for Membership. Any person, as defined in Corporations Code Section 5065, who is a fee title owner of the following properties, as from time to time modified due to change in ownership of property, as shown on Exhibit "A" attached hereto and incorporated herein by reference, located in an unincorporated area of Nevada County, California in the Town of Truckee, is eligible to be a member of the Corporation, provided that each property shall be entitled to vote as further described at Section 3.11 of these Bylaws.

The term "Property" as used in these Bylaws shall refer an identified property with unitary ownership, which may consist of any parcels identified by separate parcel number.

Section 2.03. Qualification of Members. All persons meeting the property ownership requirements of Section 2.02 are qualified to be members of the Corporation.

Section 2.04. Admission to Membership. A person is admitted to membership automatically upon meeting the conditions described in Sections 2.02 and 2.03 of the Bylaws of the Corporation.

Section 2.05. Application Fee. There is no fee for applying for membership in the Corporation.

Section 2.06. Annual Dues. The annual dues payable to the Corporation by members will be in the amounts determined by resolution of the Board of Directors, provided that the Board of Directors shall determine and assess such dues against each Property described in Section 2.02 and the dues for each like kind Property shall be equal in amount. As used herein "like kind" refers to use and occupancy, e.g. improved, unimproved, single family residential, multi family residential, commercial. Dues are payable for the first year on admission to membership and annually thereafter at the time or times as may be fixed by the Board of Directors. A member may not avoid liability for the dues by resigning from membership, except to the extent the members constituting the owner of any Property described in Section 2.02 agree to withdraw such property from the PIONEER DENTON ROAD MAINTENANCE ASSOCIATION, INC.

Section 2.07. Assessments. Memberships are subject to assessments that may be levied for improvement, maintenance and repair, and annual snow removal costs, for Denton Avenue and Pioneer Road, located in the Lakeview and Donner Heights Subdivisions, Truckee, Nevada County, California, collected as follows. If any member determines there is need for an expenditure for repair, maintenance or improvement, or annual snow removal, for Denton Avenue and Pioneer Road (Lakeview and Donner Heights Subdivisions located at Donner Lake, Truckee, California) and serving the properties described in Section 2.02, the member shall present to the Board of Directors a proposal therefore, accompanied by materials cost and bid of appropriate contractor or tradesman services, if needed. Any repair, maintenance or improvement project, or annual snow removal, estimated to cost in the aggregate in excess of \$2,000.00 shall be supported by not less than two (2) bids from licensed contractors. Upon approval by not less than a sixty percent (60%) vote of the directors, the repair, maintenance, improvement, or snow removal shall be authorized as a specific assessment for the described activity and the cost thereof shall be assessed against each property described in Section 2.02.

Section 2.08. Number of Members. The Corporation may not have more members than the number of persons qualified for membership pursuant to Section 2.03.

Section 2.09. Transferability of Membership. Neither membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise, except as necessitated by transfer of such member's interest in a Property described in Section 2.02.

Section 2.10. Membership Book. The Corporation will keep a membership book containing the name, address, and class of each member in written form or in any form capable of being converted into written form. The book must also note if a membership has terminated and the date on which property ownership transferred, to the extent reasonably ascertainable. The book will be kept at the principal office of the Corporation and is subject to the rights of inspection required by law and as set forth in Section 2.11 of these Bylaws.

Section 2.11. Inspection Rights of Members – Demand.

(a) Subject to the Corporation's right to set aside a demand for inspection pursuant to Corporations Code Section 6331 and the authority of the court to limit inspection rights pursuant to Corporations Code Section 6332, and unless the Corporation provides a reasonable alternative as permitted by Section 2.11(c) of these Bylaws, a member satisfying the qualifications set forth may do either or both of the following:

(1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five business days prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand must state the purpose for which the list is requested. The membership list will be available on or before the later of (a) 10 business days after the demand is received or after (b) the date specified in the demand as the date as of which the list is to be compiled.

(b) Members Permitted to Exercise Rights of Inspection. The rights of inspection set forth in Section 2.11(a) of these Bylaws may be exercised by the following:

(1) Any member, for a purpose reasonably related to that person's interest as a member;

(2) The authorized number of members for a purpose reasonably related to the members' interest as members; and

(c) Alternative Method of Achieving Purpose. The Corporation, within 10 business days after receiving a demand pursuant to Section 2.11(a) of these Bylaws, may deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.11(a) of these Bylaws will be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to effect the alternative method. Any rejection of the offer must be in writing and indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.11(a) of these Bylaws.

Section 2.12. Non-liability of Members. A member of the Corporation is not personally liable, solely because of membership, for the debts, obligations, or liabilities of the Corporation.

Section 2.13. Termination of Membership – Causes.

(a) The membership and all rights of membership automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member;
- (2) When a membership is issued for a period of time, the expiration of that period;
- (3) The death of a member;
- (4) The dissolution of corporate members;
- (5) The nonpayment of dues or assessments, subject to the limitations set forth in Section 2.13(b) of these Bylaws;
- (6) The termination of all memberships or any class of members on the amendment of these Bylaws permitting the termination, pursuant to Corporations Code Section 5342; and
- (7) The sale or transfer of fee title to the property whereby such member is entitled to membership pursuant to Sections 2.02 and 2.03 of these Bylaws.

(b) Nonpayment of Dues or Assessments. The membership of any member who fails to pay dues or assessments levied with respect to any Property within thirty (30) days of the due date automatically terminates for all members holding membership for such Property at the end of that sixty (60) day period, provided that such members were given (1) 15 days prior written notice of the termination stating the reasons for termination, and (2) a timely opportunity to be heard on the matter of the termination. The notice will be given personally to such members or sent by first class or registered mail to the last address of the members as shown on the records of the Corporation. The opportunity to be heard, at the election of such members, may be oral or in writing and must occur not less than 5 days before the effective date of the termination. The hearing shall be consolidated for all affected members and shall be conducted at the principal office of the Corporation or such other place as may be reasonably convenient to the Board and the Member. The hearing will be presided over by the President of the Corporation, or if any of the affected members is the President, by such other member of the Board of Directors as may be directed by the remaining directors, who will perform the following duties:

- (1) Read the charges against the subject members;
- (2) Require that the charges be verified by the testimony of the person or persons making them;
- (3) Hear any other witnesses against the subject members;
- (4) Allow each of the subject members to cross-examine each witness following the testimony of that witness.
- (5) Allow each of the subject members to make a statement in his or her own behalf; and
- (6) Allow each of the subject members to call witnesses in his or her own behalf;
- (7) Allow the members of the committee conducting the hearing to question the witnesses after they have been questioned by each of the subject members.

The committee conducting the hearing will conduct the hearing in good faith and in a fair and reasonable manner. The committee has the exclusive power and authority to decide that the proposed termination not take place.

(c) Effect of Termination. Any and all rights of a member in the Corporation and in its property cease on the termination of membership. However, termination does not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. The Corporation retains the right to enforce any obligation or obtain damages for its breach.

### **ARTICLE III. MEETINGS OF MEMBERS**

Section 3.01. Place. Meetings of members will be held at the principal office of the corporation or the location within the State of California as may be designated from time to time by resolution of the Board of Directors.

Section 3.02. Regular Meetings. Regular meetings will not be held except for the Annual Meeting described at Section 3.04.

Section 3.03. Special Meetings. Special meetings of members will be called by the Board of Directors or the Chairman of the Board or the President of the Corporation and held at the place within the State of California fixed in Section 3.01 of these Bylaws or at the times and places within the State of California that may be ordered by resolution of the Board of

Directors. The members owning twenty-five percent (25%) or more of the Properties may call special meetings for any lawful purpose.

Section 3.04. Annual Meeting.

(a) The annual meeting of Members shall be held on the first second Saturday of September of each year, at 5:00 p.m., or such other date and time as may from time to time be established by the Board of Directors.

(b) If there is a failure to hold the annual meeting for a period of sixty (60) days after the date designated, any member may apply to the Superior Court of the county in which the corporation's principal executive office is located for an order compelling the corporation to hold the meeting. The memberships represented at the meeting so held, either in person or by proxy, and entitled to vote constitute a quorum for the purpose of such meeting, notwithstanding any provision of the Articles, these Bylaws, or the general Corporation Law to the contrary.

Section 3.05. Notice of Meetings. Written notice of every meeting of members must be either personally delivered or mailed by first class or registered or certified United States mail, postage prepaid, or where the Member has provided written consent, via email, not less than 10 nor more than 90 days before the date of the meeting to each member who is entitled to vote at the meeting as of the record date for notice of the meeting.

If notice is given by mail or other means of written communication, the notice must be addressed to the member at the address appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. If no address appears or was given by the member, notice will be given by publication in any newspaper of general circulation in the county in which the principal office of the Corporation is located. The Secretary of the Corporation, or any transfer agent specially designated by the Secretary for this purpose, will execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a special meeting will be held at a time requested by the person or persons calling the meeting not less than 35 days nor more than 90 days after receipt of the written request from that person or persons by the President or Vice-President or Secretary of the Corporation will be sent to the members forthwith and in any event within 20 days after the request was received.

Notice of meetings may also be given by electronic transmission in accordance with Corp. Code §§ 20 [Electronic Transmission by the Corporation Defined] and 5511(b) [Notice].

No meeting of members may be adjourned for more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting will be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Section 3.06. Contents of Notice. The notice will state the place, date, and time of the meeting. The notice of any meeting at which Directors are to be elected must include the names of all those who are nominees at the time the notice is given to the members.

Section 3.07. Waivers, Consents, and Approvals. The transactions of any meeting of members, 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 but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents, and approvals will be filed with the corporate records or included in the minutes of the meeting.

Section 3.08. Quorum. A quorum at any meeting of members consists of fifty percent (50%) of the voting power, represented in person or by proxy. For purposes of this Bylaw, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

Section 3.09. Loss of Quorum. The members 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 members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Section 3.10. Adjournment for Lack of Quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy. However, no other business may be transacted except as provided in Section 3.09 of these Bylaws.

Section 3.11. Voting of Membership – One Vote Per Property.

(a) Each unimproved Property is entitled to one vote on each matter submitted to a vote of the members. Each improved Property is entitled to two votes.

(b) Properties in which two or more persons have an indivisible interest will be voted as set forth in Section 3.11(c) of these Bylaws relating to the voting of memberships in two or more names.

(c) When a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, or otherwise, or if two or more persons (including proxy holders) have the same fiduciary relationship respecting the same membership, unless the Secretary of the Corporation is given written notice to the contrary

and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting have the following effect: if only one member votes, that act binds all members; if more than one member votes, the act of the majority so voting binds all members. Please note that this majority approval requirement means that if the member votes are evenly split, the action is not approved.

(d) The record date for the purpose of determining the members entitled to notice of any meeting of members is 10 days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is 30 days before the date of the meeting of members. The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action is 20 days before that other action.

(e) Cumulative voting is not authorized for the election of directors or for any other purpose.

(f) Members entitled to vote are permitted to vote or act by proxy. Any amendment of this provision creating or expanding proxy rights must be adopted with approval by the members. For purposes of this provision of these Bylaws, "approval by the members" has the same definition set forth in Corporations Code Section 5034 [Approval by or Approval of the Members].

#### Section 3.12. Action without Meeting by Written Ballot – Ballot Requirements.

(a) Subject to the limitations specified in Section 3.12(b) of these Bylaws and any limitations contained in the Articles, any action that may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the Corporation must distribute a written ballot to every member entitled to vote on the matter. The ballot must state the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot is valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(b) Directors may be elected by written ballot, as authorized in the Articles of the Incorporation, except that election of Directors by written ballot is not permitted when the Directors are elected by cumulative voting pursuant to Corporations Code Section 5616.

(c) Ballots will be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 3.05 of these Bylaws and of voting by written ballot set forth in Section 3.12(d) of these Bylaws. All solicitations must indicate the number of responses needed to meet the quorum requirement and, with respect to ballots



other than for the election of Directors, state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

(d) The form of written ballots distributed to 10 or more members must afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by that written ballot. The form must also provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any matter the vote must be cast in accordance with that choice. In any election of Directors, any form of written ballot in which the Directors to be voted on are named as candidates and that is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld may not be voted either for or against the election of a Director.

(e) Any member casting a ballot may revoke the ballot, or substitute another, by a writing received by the Corporation before the time specified on the ballot for its receipt by the Corporation, but may not do so thereafter. The revocation is effective on its receipt by the Secretary of the Corporation.

#### Section 3.13. Conduct of Meetings – Chairman.

(a) The President of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members present in person or by proxy will be Chairman of and preside over the meetings of the members.

(b) The Secretary of the Corporation will act as the secretary of all meetings of members. However, in the Secretary's absence, the Chairman of the meetings of members will appoint another person to act as secretary of the meetings.

(c) The Robert's Rules of Order, as amended from time to time, governs the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the rules governing agenda, motions, and related matters.

### ARTICLE IV. DIRECTORS

Section 4.01. Number. The corporation will have not less than four (4) Directors nor more than nine (9) Directors, as may from time to time be established by the Board of Directors, provided the number shall not be reduced to less than the number of then incumbent Directors. Collectively, the Directors will be known as the "Board of Directors."

Section 4.02. Qualifications. The Directors of the Corporation must be members of the Corporation.

Section 4.03. Terms of Office. Each Director holds office for a term of one (1) year from the date of the Director's election, and until the Director's successor is elected and qualifies under Section 4.02 of these Bylaws. If a Director is removed at a special meeting of the members called and held as prescribed by Section 3.03 of these Bylaws, that Director will hold office until his or her removal and his or her successor is elected and qualifies.

Section 4.04. Election.

(a) The Directors will be elected by written ballot as authorized by Section 3.12 of these Bylaws.

(b) The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors are eligible for reelection, provided they continue to meet the qualifications required by Section 4.02 of these Bylaws, without limitation on the number of terms they may serve.

Section 4.05 Meetings – Call of Meetings.

(a) Meetings of the Board may be called by the Chairman of the Board or the President or any Vice-President or the Secretary or any two Directors.

(b) All meetings of the Board will be held at the principal office of the Corporation as specified in Section 1.01 of these Bylaws or as changed from time to time as provided in Section 1.02 of these Bylaws.

(c) Regular meetings of the Board will be held, without call or notice, at the principal office of the Corporation immediately following each annual meeting of the members of the Corporation], as set forth in Section 3.02 of these Bylaws.

(d) Special meetings of the Board may be called by the President or any Vice-President or the Secretary or any two Directors. Special meetings may be held on four days notice by first class mail, postage prepaid, or on 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means.

Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

(e) Fifty percent (50%) of the authorized number of Directors, but not less than three (3), constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

(f) Except as otherwise provided in the Articles, in these Bylaws, or by law, 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 provided, however, that any meeting at which a quorum was 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, or such greater number as is required by the law, the Articles, or these Bylaws.

(g) Any Director selected by the Directors then present will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

(h) A majority of the Directors present at the meeting, 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 the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment

Section 4.06. Action without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors.

Section 4.07. Removal of Directors – Removal for Cause.

(a) The Board 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 court.
- (2) The Director has been convicted of a felony.
- (3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Corporations Code Section 5230 [Duties and

Liabilities; Compensation; Obligations of Trustees] et seq. on directors who perform functions with respect to assets held in charitable trust.

(b) Any or all of the Directors may be removed without cause if, where the Corporation has fewer than 50 members, removal is approved by a majority of all members pursuant to Corporations Code Section 5033 [Approval by or Approval of a Majority of all Members]; or where the Corporation has more than 50 members, removal is approved by the members within the meaning of Section 5034 of the Corporations Code [Approval by or Approval of the Members].

Section 4.08. Resignation of Director. Any Director may resign effective on giving written notice to the Chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the Corporation. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 4.09. Vacancies in the Board – Causes.

(a) Vacancies on the Board of Directors occur (1) on the death, resignation, or removal of any Director; (2) whenever the number of authorized Directors is increased; and (3) on the failure of the members in any election to elect the full number of authorized Directors.

(b) Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 4.07 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, 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 as provided in Section 4.07(d) of these Bylaws; or (3) a sole remaining Director.

(c) Vacancies created by removal of Directors may only be filled by the approval of the members within the meaning of Corporations Code Section 5034. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

## **ARTICLE V. OFFICERS**

Section 5.01. Number and Titles. The officers of the Corporation shall be a President, a Secretary, a Chief Financial Officer, and those other officers with such titles and duties as stated in these Bylaws or determined by the Board and as may be necessary to enable it to sign instruments. The President is the general manager and chief executive officer of the Corporation. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

Section 5.02. Appointment and Resignation. The officers will be chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an office under any contract of employment. Any officer may resign at any time on 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.

## **ARTICLE VI. CORPORATE RECORDS, REPORTS, AND SEAL**

Section 6.01. Keeping Records. The Corporation must keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation must also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

Section 6.02. Annual Report. The Board will cause an annual report to be sent to the members not later than 120 days after the close of the Corporation's fiscal year. The report must contain all the information required by Corporations Code Section 6321(a) [Annual Report] and be accompanied by any report of independent accountants. If there is no report of independent accountants, the annual report shall include a certificate of an authorized officer of the Corporation that the statements were prepared without audit from the books and records of the Corporation. The annual report must be furnished to all Directors.

Section 6.03. Annual Statement of Certain Transactions and Indemnifications. The Corporation must furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 6322(d) and (e) [Annual Report of Transactions with Interested Persons and of Indemnifications], if that transaction or indemnification took place. The annual statement must be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

Section 6.04. Corporate Seal. The Board of Directors of the Corporation shall adopt a corporate seal which shall consist of two concentric circles and contain the words "PIONEER DENTON ROAD MAINTENANCE ASSOCIATION, INC.", together with its date of incorporation. The Secretary of the Corporation shall have custody of the seal and affix it in appropriate cases to all corporate documents. Failure to affix the seal does not, however, affect the validity of any instrument.

Section 6.05. Amendment. These Bylaws may be amended by vote of not less than sixty percent (60%) of the Members owning improved Properties and 60 percent (60%) of the Members owning unimproved Properties.

**CERTIFICATE OF SECRETARY**

I hereby certify that I am the duly elected and acting Secretary of PIONEER DENTON ROAD MAINTENANCE ASSOCIATION, INC., and that the foregoing Bylaws, comprising 14 pages, constitute the Bylaws of this Corporation as duly adopted at a meeting of the Board of Directors held on \_\_\_\_\_, 2008.

Dated: \_\_\_\_\_, 2008

\_\_\_\_\_  
\_\_\_\_\_, Secretary

**EXHIBIT "A"**

**Membership List / Homeowner's Names and Addresses**

**EXHIBIT "A"**

**Membership List / Homeowner's Names and Addresses**



First Name	Last Name	Address	City	State	Zip	Local Address	p/n/\$
Ron / Faye	Abbes	436 Marion Lane	Danville	Ca.	94526	14700 Denton	p
Laurie	Acton	1000 Embassy Circle	Reno	Nv.	89523	10114 Patty Ln	h
Timothy/Kathleen	Adami	P.O. Box 10168	Truckee	Ca.	96162	14665 Denton	h
James	Allen	2685 Margaret Dr.	Reno	Nv.	89506	14418 Denton	p
Wesley/Jeanie	Anderson	841 Eureka Ave.	Davis	Ca	95616	14365 Denton	h
Brian/Lauren	Ayala	2671 Wright St.	Sacramento	CA	95821	14884 Pioneer	p
Renee & Tony	Balderas	P.O. Box 31	Sierraville	CA	96126	14580 Denton	p
Richard & Alice	Baumsteiger	2050 Galvez Ave.	San Francisco	Ca.	94124	14601 Reed, 1447	p
Michael/Barbara	Blackie	1065 Quicksilver Dr.	Prescott	Az.	86303	14926 Denton	p
Vic& Chris	Bowers	14375 Denton Ave	Truckee	Ca.	96161	14375 Denton	p
Brian	Brabec	3153 Grasmere Circle	Roseville	CA	95661	14845 Denton	p
Carol Lewis	c/o Carol Clare	3639 W. Banff Ln	Phoenix	Az.	85053	14544 Denton	p
John/Cori	Caviglia	PO Box 699	Millbrae	Ca.	94030	14769 Denton	p
John/Maggie	Chiarenza	4 Maple Hill Dr.	San Rafael	Ca.	94903	14871 Denton	h
Genie	Churchill	4007 Howard St.	Fair Oaks	Ca	95628		p
Sheila & Mark	Cooley/ Fagan	178 Division St	East Greenwich	RI	2818	14782 Denton	p
Leslie/Kris	Cooley/Jensen	2020 8th Ave.	Sacramento	Ca.	95818	14770 Denton	h
Joan/Espie	Crittenden/Herrada	P.O. Box 2577	Olympic Valley	Ca	96146	14844 Denton	h
Ben	Damonte	12945 Old Virginia Rd	Reno	Nv.	89521	14558,14565 Der	h
Dennis/Dayle	Daniels	1240 So. Tuxedo	Stockton	Ca	95204	next to Hanna	p
Mahnaz	Dashti	3038 Rosemont Dr.	Sacramento	Ca.	95826	14514 Denton	p
Craig & Emily	Dennett	2055 Ajay Dr.	Roseville	CA	95678	14614 Denton Ave	p
Christopher D.	Deroulet	P.O. Box 10045	Truckee	Ca.	96162	14355 Denton	p
Rochelle	Dineen	180 Montgomery Street,	San Francisco	CA	94104	(Virginia Miller's o	h
William	Doty	352 Winslow Street	Crockett	Ca.	94525	14456 Denton Ave	h
Vickee & John	Drury	211 Tiburon Ct.	Walnut Creek	CA	94596		h
Anna	Eddlemon	6028 Turquoise Dr.	Rocklin	CA	95677	14925 Pioneer	p
Shanna	Entin	10128 Patty Lane	Truckee	CA	96161	Patty Lane	h
Court	Farrel	P.O. Box 9332	Truckee	CA	96162	14825 Denton	h
Hilda and Robert	Gagnon	16 Del Rey Cr.	Salinas	Ca.	93901	14734 Donner Pa	h
Virginia	Gann	1919 7th St	Hughson	CA	95326	14785 Denton	p
Dick	Ginn	PO Box 9026	Truckee	Ca.	96162	14615 Denton	h
Keith	Goebel	914 W. 6th St.	Benicia	Ca.	94510	14535 Denton	h
Robert/Edna	Hanna	585 Richards Way	Sparks	Nv.	89431	14650 Denton	h
Amy Welles	Hodge	5 Crown Valley CT	Darville	Ca.	94506	14405 Denton Ave	h
Ken & Stephanie	Hunkins	P.O. Box 678	Wilton	CA	95693	14660 Denton	h

Gary/Lucy	Judd	2920 Dry Gulch Ct.	Rocklin	Ca.	95677	14425 Denton	h
Glenn	Kaser Jr.	6161 Sunrise Meadows	Reno	Nv.	89509	14844 Donner Pa	p
Alan/Elizabeth	Kennedy	PO Box 624	Belvedere	Ca.	94920	14754 Donner Pa	h
Laurie	Kerrigan	2160 Oakmont Dr.	San Bruno	Ca.	94066	APN17-312-11	h
Scott	Kessler	PO Box 10860	Truckee	Ca.	96162	14870,14741,1481	h
Ben & Kathy	King	P.O.Box 3759	Truckee	Ca.	96160	14525 Denton	p
Joseph/Maggie	Knapp	13022 Erin Dr.	Auburn	Ca.	95603	14625 Denton	p
Mark	Kozar	2315 Manzanita Lane	Reno	Nv.	89509	James Ave.	h
Carla/Ed	Lahr	P.O. Box 11369	Truckee	Ca.	96162	14385 Denton	h
Courtland	Lanning	6228 Fordham Way	Sacramento	Ca.	95831	14814 Donner Pa	h
Jon	Lapachet	19382 Del Rio Dr.	Woodbridge	Ca.	95258	14816 Denton	h
Rose and Joseph	Lecak	10244 Amber Hew Lane	Las Vegas	Nv.	89144	14544 Denton Av	p
Kai-man & Kazuko	Lee	900 Prospect Ave.	Oakland	Ca.	94610	14832 Denton	h
Carol	Lewis	c/o C. Clare, 3639 w Bar	Phoenix	Az.	85053	14544 Denton	h
Susan	Lindstrom	PO Box 3324	Truckee	Ca.	96160	14931,14899 Dent	h
Lawrence/Constance	Locher	4696 Green Valley Ln.	Suisun	Ca.	94585	14585 Denton	h
Virgil/Bruna	Maffei, Trsies. et al	245 Country Club Dr.	So. San Francisco	Ca.	94080	14769 Denton	p
Richard	McCall	42 Summit Dr.	Corte Madre	Ca.	94925	14647 Denton	p
James & Betty	McClaskey	8559 Oakwood Ct.	Fair Oaks	Ca.	95628	14845 Denton	p
Gary & Carol	McIlwain	38127 Ellis Ct.	Fremont	Ca.	94536	14870 Donner Pa	h
Stephen/Janet	Meier	2130 Via Escalera	Los Altos	Ca.	94024	14740 Denton	h
Fred/Karen	Merti	14740 Denton Ave.	Truckee	Ca.	96161	14911 Pioneer	p
Craig/Debra	Metzinger	P.O. Box 99	Weimar	Ca.	95736	14888 Donner Pa	h
Peter & Sandy	Miller	14888 Donner Pass Roa	Truckee	Ca.	96161	14515 Denton	p
Frank/Kathleen	Miranda	4781 Leisure Ct.	Placerville	Ca.	95667	14495 Denton& 14	h
Lt. Col. Henry	Nagao	1121 Covington Rd.	Los Altos	Ca.	94023	14899 Pioneer	h
John	Nance	4409 Whitehoof Wy.	Antioch	Ca.	94509	14914 Denton	p
Norm	Nash	2565 Manzanita Ln.	Reno	Nv.	89509	rents 14825 Farre	h
Judith L.	Neurfield	1972 Fair Way Ct.	Woodbridge	Ca.	95258	#17-330-47	p/h
Jani	Osborne (Jen Palu)	PO Box 8031	Truckee	Ca.	96162	14784 Donner Pa	h
Ron	Osborne	7534 Whimbleton Way	Reno	Nv.	89511	14825 Denton	h
Walter and Cecilia	Oxley	663 Walnut St.	San Jose	Ca.	95110	14600 Denton	p
Jennifer	Palu (Jani Osborne)	1713 Tully Rd.	Hughson	Ca.	95326	14621 Pioneer	p
Stephen/Janet	Payne						
Ray S.	Peterson/Dean	28 Craig Ave.	Piedmont	Ca.	94611	Donner Pass Rd.	h
Eric	Plock	P.O. Box 10019	Truckee	Ca.	96162	14585 Pioneer	h

h/p

Robert/Jennifer	Rossetti	16 Warmbold Way	Petaluma	CA	94952	14807 Denton Ave	h
Jeanne	Roth et. al.	5108 Romero Wy.	Fair Oaks	Ca.	95628	14782 Denton	p
Linda	Sanford	5720 Shadow Creek Dr	San Ramon	Ca.	95841	14605 Denton	?
George & Andrea	Schoenwald	2260 Oleander Dr.	San Rafael	Ca.	94903	former Gamba lot	p
Kent/Linda	Schroers	1801 Newport Ct.	Tracy	Ca.	95376	14760 Pioneer, 14	h
Francis & Maryann	Schubert	4781 Bamboo Way	Fair Oaks	CA	95628	14665 Reed	h
Joel & Jenn	Sherman	PO Box 9385	Truckee	Ca.	96162	14675, 14575, 147	h
Scott/Peter	Showen/Amsden	2497 Horse Shoe Canyo	Los Angeles	CA	90046	14465 Denton Ave	h
Kori/Keith	Smith	PO Box 1555	Truckee	Ca.	96160	14370 Denton	h
Ronald	Smith	8910 Boyers Chapel Rd.	Sadleville	KY	40370		
Nicole & Barry	Sonne	P.O. Box 10653	Truckee	Ca.	96162	14950 Denton	h
Ricardo & Maria	Spampinato	103 Mulberry Ct.	Hercules	Ca.	94547	14832 Denton	h
Gary	Talbot	PO Box 3360	Truckee	Ca.	96160	14774 Donner Pa:	h
Ron	Tierney	1000 Union Street #404	San Francisco	Ca.	94133	14824 Donner Pa:	h
Jose/Marie	Trevino	1848 Deep Creek Dr.	Sparks	NV.	89431	14494, 14476 Den	p
David & Denise	Van Beek (Peterson)	2734 Buchanan St	San Francisco	Ca.	94123	14621 Pioneer Rd	h
Remi/Palette	Vandamme	1069 Arlington Ln.	San Jose	Ca.	95129	14716 Denton	h
Richard	Velez	3089 Del Paso Blvd.	Sacramento	Ca.	95815	14485 Denton	p
Joseph/Kathleen	Winter	1591 Queens Ave.	Yuba City	Ca.	95993	14935, 14965, 149	p
Karen/Stan	Witt/Wingate	14695 Denton Ave	Truckee	Ca.	96161	14575 Denton	h
Dennis	Wynne	9222 Golden Chain Ave.	Las Vegas	NV.	89117	14545 Denton	p
<b>Totals</b>							