

BYLAWS OF UPLAND HERITAGE

ARTICLE I

NAME

The official name of the organization is Upland Heritage.

ARTICLE II

PURPOSE

The purpose for which this organization is formed shall be as provided in the Articles of Incorporation.

ARTICLE III

MEMBERSHIP

Section 1. **Members.** This Corporation shall have only one class of members. The Corporation may, from time to time, issue membership certificates or identity cards, but membership shall not be transferrable.

Section 2. **Dues.** Annual dues shall be determined by the Board of Directors and will be assessed on a per member basis. For purposes of dues assessment, a member will be considered an individual and his/her immediate family. Initial dues shall be payable at the time when a person/family becomes a member. Dues for each new year shall be payable prior to January 1. Timely payment of dues shall be necessary to constitute membership in good standing. The Treasurer shall be responsible for receiving and depositing payments from members, and the Secretary, or his/her Board-approved designee, shall be responsible for maintaining a list of members in good standing.

Section 3. **Annual Meeting of Members.** An annual meeting of the members shall be held in the month of December each year, for the purposes of electing the Board of Directors, and for the transaction of any other business as may come before the meeting. The exact day, time and place of the annual meeting will be determined by the Board, and will be announced to all members in good standing.

Section 4. **Special Meetings of Members.** Special meetings of the members may be called, as necessary, by a majority of the Board.

Section 5. Notice of Meetings. The members may meet at any Board designated place. Written notice of meetings, stating times, dates, and places will be furnished in the Corporation's Quarterly newsletter, or in the Inland Valley Daily Bulletin. Additionally, the Board may notify members of meetings by email, text message, cell phone, telephone, by mail phone, or flyer.

Section 6. Conduct of Meetings. The President shall preside over meetings of the members in good standing, and the Secretary shall keep minutes of such meetings. If the President is not able to preside over the meeting, then the Vice-President will act in the President's place at the meeting.

Section 7. Voting. Each member in good standing, and over the age of eighteen, shall be entitled to one (1) vote on each matter submitted to a vote of the members. Members in good standing may vote in person or by a properly executed written proxy executed by the member and filed with the Secretary. Proxies may be valid for up to one (1) year from the date of execution.

Section 8. Recommendations from General Membership: Any general member in good standing may submit suggestions to the President for consideration and potential placement on the agenda of the Board of Upland Heritage.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Responsibility. Except as otherwise provided by these Bylaws, the powers of the Corporation shall be executed, its property shall be controlled, and its affairs shall be conducted by the Board of Directors.

Section 2. Number. There shall be a Board consisting of no fewer than five (5) and no more than fifteen (15) Directors. The exact number of Directors shall be set from time to time by the Board. Although Board Members may live outside the City of Upland, 2/3's (two thirds) majority of Board Members must be Upland residents.

Section 3. Qualifications and Election of Directors. Directors shall be dues-paying members in good standing. Members of the Board of Directors shall be elected at the annual meeting of members, as specified in Article III, Section 3.

Section 4. Terms of Office. The terms of office for the Executive Board Members (President, Vice President, Secretary and Treasurer) shall be 2 years. The terms of office for regular Board members shall be for one year.

Section 5. Vacancies. Any vacancy on the Board, whether by reason of death, resignation, removal, change in the number of directors, or otherwise, shall be filled by the Board. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor. In the event that the vacancy is due to a change in the number of Directors on the Board, then the appointed Director's term shall expire at the end of the calendar year in which the Director is appointed.

Section 6. Removal. The Board of Directors by affirmative vote of a majority of all Directors may, without specification, cause or notice, suspend or expel a Director.

Section 7. Voting Rights. Each Director shall be entitled to one (1) vote on all matters before the Board, there shall be no voting by proxy.

Section 7.5. November Board Meeting. Attendance at the November Board meeting should be limited to Full Board Members only for the reason of discussing status of Associate Board Members and their potential advancement within the organization.

Section 8. Annual Meeting. After the December annual meeting of the membership, the Board of Directors shall meet to elect Executive Officers (President, Vice President, Secretary, Treasurer), as may be needed at the time.

Section 9. Regular Meetings. Regular meetings of the Board shall be held at such frequency, time and place as the Board shall determine.

Section 10. Special Meetings. Special meetings of the Board for any purpose may be called by the President, Secretary, or any majority of the Directors.

Section 11. Notice of Meetings. Notice of the time, date, and place of any meeting for which notice is required by law or these Bylaws, shall be delivered personally, communicated by email, text message, cell phone, telephone, or sent by mail to each Director at the address as it is shown on such records of the Corporation. Notice of such meetings shall be delivered at least forty-eight (48) hours prior to the meeting time.

Section 12. Quorum. A majority of the Directors shall constitute a quorum at any meeting of the Board. The actions of the majority of the voting power present at any meeting at which a quorum exists, shall be considered the actions of the Board.

Section 13. Actions Without Meeting. Any action required or permitted to be taken by the Board under the provisions of the California Corporations Code, or these Bylaws, may be taken without a meeting, if a majority of Directors consent to such action(s). Actions taken without a meeting of the Board will generally be limited to emergency situations in which a formal meeting is not possible, or not considered necessary, due to the nature of the action.

Section 14. Attendance. The President shall be advised if a Board member must leave a meeting early, or if a Board member will be absent from a Board meeting due to illness, vacation or other reason. If a Board Member has more than 3 unexcused absences from Board meetings, the Board Member can be moved to the level of an Associate Board Member by vote of the Board of Directors.

Section 15. Spouses. A husband and wife shall not both serve simultaneously as elected officers (President, Vice President, Secretary or Treasurer) of the Board of Directors.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of an Executive Board including a President, Vice-President, Secretary, and Treasurer. The Board may establish such other offices as it shall deem necessary.

Section 2. Election. The officers of the Corporation shall be elected by the Board as provided by Article IV, Section 8. A vacancy in any office because of death, resignation or removal, may be filled, for the unexpired term, at any meeting of the Board.

Section 3. President. The President shall preside at all meetings of the Board or the Members. Such other duties and powers of the President may, from time to time, be conferred by the Board.

Section 4. Vice-President. The Vice-President shall preside at meetings in the absence or incapacity of the President, and shall have such other duties and powers as conferred by the Board.

Section 5. Secretary. The Secretary shall keep or cause to be kept a book of minutes of all meetings of the Board or the members, and shall have such other duties and powers as conferred by the Board.

Section 6. Treasurer. The Treasurer shall be the Chief Financial Officer of the Corporation, and shall keep or cause to be kept a record of business transactions of the Corporation. The Treasurer will be responsible for maintaining all monies of the Corporation, which shall be deposited in the name and to the credit of the Corporation with such depositories as designated by the Board. The funds of the Corporation shall be disbursed upon check or draft of the Corporation, properly executed by two duly authorized Directors of the Corporation. When requested by the President or the Board, the Treasurer shall render an account of the financial condition of the Corporation. The Treasurer shall have such other duties and powers as conferred by the Board. The position of Treasurer shall be bonded.

Section 7. Associate Board Members. The position of Associate Board Member is created to bring potential new members into the organization. Each candidate for Associate Board Member shall be subject to acceptance by a vote of the Board of Directors. Associate Board Members shall serve for a minimum of one year prior to becoming eligible for candidacy to the Board of Directors. Associate Board Members shall have no voting rights at Board meetings. Service as an Associate Board Member is not required to become a Board Member, nor does becoming an Associate Board Member guarantee becoming a full Board Member.

ARTICLE VI

COMMITTEES

Section 1. Committees of the Board. Committees of the Board shall be used from time to time. Each committee may consist of members in good standing, with such duties and powers as designated by the Board. Except as provided by the Board, such committees shall be advisory only, and subject to the control of the Board.

Section 2. Appointment. The committee chairperson and members of each committee shall be appointed annually by the Board.

Section 3. Quorum. A majority of the members of a committee shall constitute a quorum at any meeting of that committee.

Section 4. Vacancies. Vacancies in any committee shall be filled for the unexpired term of the member.

Section 5. Committee Actions. Prior to implementation, the recommendations and actions of any committee shall be subject to acceptance by the President and/or the Board of Directors of Upland Heritage.

ARTICLE VII

GENERAL PROVISIONS

Section 1. Conflict of Interest. In the exercise of voting rights by members of the Board, no individual shall vote on any issue, motion, or resolution which directly or indirectly inures to his/her benefit financially, except that such individual may be counted in order to qualify a quorum and except as the Board may otherwise direct, may participate in the discussion of such issue, motion or resolution, if he/she first discloses his/her interest.

Section 2. Indemnification. This Corporation may indemnify any Director, officer, employee, or agent of the Corporation for liability incurred by such person in the exercise of his duties with respect to this Corporation, to the extent permitted by Section 5237 of the California Corporations Code, or any successor statute.

Section 3. Fiscal Year. The fiscal year of this Corporation shall end on the 31st day of December of each year.

Section 4. Official Logo. The Official Logo of Upland Heritage shall be subject to acceptance by a vote of the Board of Directors. Only the Official Logo shall be used on business cards, stationary, advertising, the website and other appropriate official business of Upland Heritage. Board members' personal information on these items shall be limited to name, primary phone number, and email address. Inclusion of Upland Heritage's official logo and mailing address (Post Office Box), is required.

Section 5. Business Cards. Upland Heritage business cards shall only be for use by full board members and for the purpose of official business of the organization. The Board members' personal information on Upland Heritage business cards shall be limited to name, primary phone number, and email address. Prominent inclusion of Upland Heritage's official logo and mailing address (Post Office Box), is required.

Section 6. Availability of Bylaws. Upon request, the Bylaws shall be available to any member of Upland Heritage who is in good standing.

Section 7. Service Area. The service area of Upland Heritage includes the City of Upland, the City of Rancho Cucamonga, San Antonio Heights, and adjoining areas of San Bernardino County.

ARTICLE VIII

AMENDMENTS

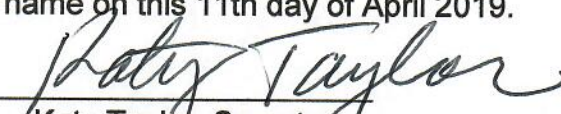
These Bylaws and the Articles of Incorporation may be amended or repealed, or new Bylaws or the Articles of Incorporation may be adopted, by a vote of the Board of Directors at any duly held meeting thereof, or by written ballot.

CERTIFICATE OF SECRETARY

I the undersigned, do hereby certify:

1. That I am a duly elected and acting Secretary of Upland Heritage, a California non-profit corporation.
2. That the foregoing Bylaws, comprising eight (8) pages, constitute the Bylaws of said Corporation as duly adopted by the Board of Directors of said Corporation at a meeting held on April 11, 2019.

IN WITNESS HEREOF, I hereby inscribe my name on this 11th day of April 2019.


Katy Taylor, Secretary