

**AMENDED AND RESTATED BYLAWS OF
THE SQUAW VALLEY MUTUAL WATER COMPANY**

ARTICLE 1. ORGANIZATION, PURPOSES AND GOALS

1.1 The Squaw Valley Mutual Water Company (the “Company”) was formed in 1950 pursuant to the General Non-Profit Law of the State of California in effect at that time. In 1980, the General Non-Profit Law was reorganized and by operation of law (Corporations Code § 9912(5)), the Company became subject to the new Nonprofit Mutual Benefit Corporation Law (Corporations Code §§ 7110 et seq.). The Company’s purpose and goals are set forth in the Company’s Amended Articles of Incorporation.

ARTICLE 2. MEMBERSHIP

2.1 The Company’s membership shall be restricted to natural or artificial persons (“the Members”), including but not limited to individuals, trusts, firms, companies or other legal arrangements, having the fee title either solely or as joint owners to real property (the “Lot”) located in any subdivision forming part of the following described land:

All of Section 29, the West half and the Northeast quarter of Section 28, the Northeast quarter of the Northwest quarter and the Northwest quarter of the Northeast quarter of Section 32, all in Township 16 North, Range 16 East, M.D.B. & M., Placer County, California.

2.2 No more than one membership may be issued to any one person, except that if the person owns more than one Lot, the person receives a membership for each Lot.

2.3 The Company’s total number of memberships is fixed at 280 and is used in determining all fees, dues, assessments, voting and other actions of the Company. Any action by a Member after the effective date of these Bylaws to legally combine Lots on the County of Placer records does not change the number of memberships, and the membership’s fees, dues and assessments will continue to be computed based upon the person’s original membership number and the Company’s 280 memberships. The same is true of membership by a Homeowners Association, which shall be counted in the total membership count of 280 even if it fails to use water.

2.4 Membership is automatically granted upon the Member’s receiving ownership title to a Lot. Memberships are appurtenant to a Lot. The Member must promptly register Member’s contact and billing information with the Company by webform on the Company’s website, email or postal mail.

2.5 Membership is conditioned upon the Member abiding by the Company’s Amended Articles of Incorporation and these Bylaws. Membership shall continue as long as these conditions are met and shall terminate when they are no longer met.

2.6 Each Member has one vote for the purpose of electing members of the Board of Directors and for all other voting actions by the membership as authorized by these Bylaws or the Board of Directors.

2.7 Water service

2.7.1 Each Member shall have a conditional right to have water delivered by the Company to the Lot that the Member solely or jointly owns; provided that the Member is only entitled to have a pro rata share of the water available to the Company and may require delivery of only such amounts of water as are necessary for reasonable residential and domestic use of said Lot; provided further that the Member is not delinquent in any fees, dues or assessments levied by the Company; provided further that the Member is in compliance with all policies and obligations of the Company. The term “reasonable domestic and residential use” shall include reasonable use for commercial enterprises where Members operate commercial enterprises on their Lots.

2.7.2 Water service will be continuously furnished to each Lot from the date of issuance of the first building permit issued for any construction on the Lot. Upon issuance of said first building permit, the Member will be charged in accordance with the Company’s Policies as defined in Article 7 of these Bylaws, on a pro rata basis, for that portion of the calendar year remaining after issuance of said first building permit for said Lot. In succeeding years, the Member will be charged on a regular basis in accordance with the Policies.

2.7.3 Where the Lot to which water is furnished is jointly owned, all joint owners shall be jointly and severally liable for all Policies, and the Company may collect the full amount from any one joint owner. However, the Company cannot collect more than the total of fees, dues and assessments for service to the jointly owned Lot, and any payment of monies by one joint owner shall be credited against the amount jointly and severally owed.

2.8 Forfeiture of membership

2.8.1 A membership may be forfeited back to the Company if the Member fails to pay any fees, dues, assessments, and penalty charges. A membership may be forfeited for failure to pay after the Company has filed a lien against that Member’s property or membership (that is, a membership will be considered for forfeiture if the Member refuses to pay after filing of the lien). Liens may be enforced by legal action, recording of liens, or both. A membership may also be forfeited for failure to adhere to the Policies as defined in Article 7 of these Bylaws, or for failure to adhere to the requirements imposed by these Bylaws.

2.8.2 Before a membership can be declared forfeited; the Board of Directors shall take the following steps:

1. Send a notice of a potential forfeiture of membership by first class mail. This notice shall provide the Member with at least 15 days’ prior notice of the effective date of the forfeiture and the reasons for declaring the membership forfeited.

2. Provide the Member with the opportunity to be heard, orally or in writing, at least five days before the effective date of the forfeiture.

2.8.3 Upon forfeiture of a membership, all membership rights, including the delivery of water, shall cease to be appurtenant to all Lots solely owned by said former Member, but such forfeiture of membership shall not affect any rights appurtenant to Lots which are jointly owned by said former Member unless and until all joint owners of any of said Lots are likewise forfeited of their membership.

2.8.4 If forfeiture of membership is declared to enforce a lien arising because of a charge for which one or more Members are jointly and severally liable, then all such Members who

are jointly and severally liable must be declared forfeit of membership or none may be. Upon such forfeiture of membership of all Members jointly and severally liable on a lien, all membership rights shall cease to be appurtenant on Lots that are (i) jointly owned by said former Members, provided that said former Members constitute all the joint owners of the lot, or lots, in question; and (ii) owned solely by each of said former Members.

2.8.5 Any entity who has been a Member but had its membership declared forfeit may or may not be re-admitted to membership in the reasonable discretion of the Board of Directors.

ARTICLE 3. MEMBER MEETINGS

3.1 The principal meeting of the membership of the Company shall be the Annual Meeting (the “Annual Meeting”), which shall occur at a date, time and place determined by the Board of Directors. Notice of the meeting’s date, time, place and agenda shall be posted on the Company’s website and a prominent and public location within Company boundaries and sent by first class mail or email to all Members and lessees of Members who requested such notice. The notice shall be posted and sent no later than two weeks prior to the meeting to the address given by each Member for the purpose of notice.

3.2 Special member meetings may be called by a vote of the Board of Directors, the President, or five percent or more of the Members. Notice of the meeting’s date, time, place and agenda shall be posted on the Company’s website and a prominent and public location within Company boundaries and sent by first class mail or email to all Members and lessees of Members who requested such notice. The notice shall be posted and sent no later than two weeks prior to the meeting to the address given by each Member for the purpose of notice.

3.3 One-quarter (25%) of the voting power, represented in person or by ballot or by proxy, shall constitute a quorum at a meeting of Members.

3.4 All meetings of Members of the Company shall occur in Olympic Valley, CA and allow for attendance in person, by telephone and by electronic screen communication.

3.5 Actions required at meetings of Members may be taken without a meeting if the Company distributes a written ballot to every Member entitled to vote on the matter no later than four weeks before the votes will be counted. The ballot shall be sent by first class mail or by email to the address given by each Member for the purpose of notice. The ballot shall: (i) describe the proposals to be voted on; (ii) provide an opportunity to specify approval or disapproval of the proposal; (iii) state that when the Member specifies a choice for a matter, the vote shall be counted as the Member requests, and if there is no choice specified on a particular matter, no vote shall be counted on that matter; (iv) state that to count, the actual number of the ballots returned to the Company before the last business day prior to the meeting must represent a quorum; and (v) state that the affirmative vote of the majority of the returned ballots is required for a proposal to pass. Returned ballots are not revocable.

ARTICLE 4. BOARD OF DIRECTORS

4.1 The property and affairs of the Company shall be managed and controlled by the Board of Directors (the “Board”, each member of the Board a “Director”), which shall consist of five persons each of whom must be a Member.

4.2 Members shall elect Directors by vote at the Annual Meeting.

4.3 Directors' terms of office shall be two years, beginning immediately upon their election. Two Directors shall be elected at each even number year's Annual Meeting, and three Directors shall be elected in odd numbered year's Annual Meeting.

4.4 Vacancies on the Board occur when a Director: (i) resigns for any reason, (ii) is no longer eligible to serve because of loss of Company membership, (iii) becomes incapacitated, (iv) is removed for cause, or (v) is absent for two or more meetings of the Board in one year. When a vacancy occurs, the Board shall appoint a replacement from the membership and that appointed Director shall serve out the remainder of the original term.

4.4 The Board shall have the following duties:

4.4.1 Keep a complete record of all meetings of the Board and acts of the proceedings of the Members ("Minutes") and have them posted to the Company website within 30 days after each meeting.

4.4.2 Call special meetings when deemed necessary.

4.4.3 Appoint and remove Company officers, agents, contractors, or employees; prescribe their duties; fix their compensation; and require from them that their duties be properly performed.

4.4.4 Conduct, manage and control the affairs and business of the Company, and enact rules and regulations not inconsistent with the laws of the State of California.

4.4.5 Incur indebtedness. The terms and amounts of such indebtedness shall be entered in the Minutes and the notes and obligations given the same, signed officially by the President and Secretary, shall be binding on the Company.

4.4.6 Present at the Annual Meeting a statement of the Company's assets and liabilities and its general operating condition. A similar statement shall be presented at any other meeting of the Members when required by the written request of twenty-five or more Members.

4.4.7 Adopt an annual budget on or before the start of each fiscal year of the Company.

4.4.8 Cause an annual review of the financial records and reports of the Company by a certified public accountant. The Company's budget and annual financial report shall be available to Members on the Company's website within 30 days of their adoption by the Board.

4.5 Meetings of the Board

4.5.1 The Board shall have at least three meetings annually, one of which should be immediately prior to the Annual Meeting. Proxies are not allowed at Board meetings.

4.5.2 A majority of the Directors shall constitute a quorum for any meeting.

4.5.3 Regular Meetings: All regular meetings of the Board shall be publicly noticed no less than two weeks prior to the meeting. Notice shall be provided by posting the notice on the Company's website, and in a prominent and public location within Company boundaries and sent by first class mail or email to all Members and lessees of Members who requested such notice. The notice shall contain the meeting's date, time, place and agenda. The agenda will include a "public comment" item that authorizes Members to speak to the Board.

4.5.4 Special meetings: Special meetings of the Board to transact time-critical business can be called by the President or upon ordered by two or more Directors. Notice of such special meetings shall be given to the Directors, and the public in the same manner as regular meetings at least four days prior to meetings.

4.5.6 Private executive sessions: The Board may hold private executive sessions during any regular or special meeting. Executive sessions shall be limited to matters related to litigation, formation of contracts, acquisition of real property or water rights, member discipline, personnel issues, or a Member's payment of that Member's assessments. The Board may prohibit Members from attending any executive session, unless the executive session deals with a fine, penalty, or other form of discipline against a Member. In such a situation, the Board shall allow the Member subject to the fine, penalty or discipline to attend that executive session.

4.5.7 Emergency meetings: An emergency exists if there are circumstances that could not have been foreseen that require immediate attention and for which notice is impractical. These meetings do not require prior public notice. Directors may hold an emergency meeting in person or by email without notice if all Directors consent to the meeting and agree on the course of action. The electronic consents shall be filed in the Minutes. If a motion is set forth by email a unanimous affirmative vote is required for approval.

4.5.8 Electronic Meetings: Directors and Members may also participate in meetings by telephone or electronic screen communication, which constitutes presence at the meeting if the remote attendants can hear one another and communicate concurrently, and Directors can propose, interpose, deliberate, vote on or object to any motion. The notice of a teleconference meeting shall identify at least one physical location so Members may attend and at least one Director, or person designated by the Board, shall be present at that physical location.

4.5.9 Directors shall not be permitted to discuss or take action on any item not on a meeting's agenda unless: (a) an emergency exists as determined by a majority of the Directors; (b) there is a need that immediate action be taken and the matter came to the attention of the Board after the agenda was posted and two-thirds vote of the Directors vote to proceed with the immediate action; or (c) the item was on the agenda of a previous meeting, not exceeding thirty days prior, and was continued to the current meeting.

4.5.10 Directors shall not take action on any item of business outside of a meeting.

4.5.11 All meetings shall be available to in-person attendance except when emergency conditions exist such as during snowstorms, fires and road closures.

ARTICLE 5. OFFICERS

5.1 The Officers of the Company shall be President, Vice President, Secretary and Treasurer, which officers shall be elected by and hold office at the pleasure of the Board.

5.1.1 The President shall (i) be the chief executive officer and head of the Company to have general control and management of its business and affairs; (ii) sign all conveyances of real property executed on behalf of the Company and all papers, contracts and documents required by the Board which are proper and necessary to carry on the business of the Company; and (iii) preside at all meetings of Directors and Members.

5.1.2 The Vice President shall be vested with all the powers and shall perform all the duties of President in the President's absence or inability to act. In such acts and in the execution of writing as Vice President, it shall not be necessary to recite the absence or inability of the President to act.

5.1.3 The Secretary shall (i) be the Board's clerk and secretary of meetings of Members; (ii) attend all Board and Member meetings and record all votes and minutes of their proceedings; (iii) give all notices required by law or by order of the President, and all notices required of meetings of Members and Directors when not otherwise legally given; (iv) perform all other duties required by the President or the Board; and (v) attest all deeds of real property and countersign all drafts, promissory notes, and other obligations of the Company. In case of the Secretary's absence, inability, refusal or neglect to give or serve any of the notices required as set forth here, such notices may be served by any person so directed to do so by the President. Upon approval by the Board, the office of the Secretary may be performed by a secretarial service instead of an individual.

5.1.4 The Treasurer shall (i) oversee the receipt and safekeeping of all funds of the Company; (ii) approve the distribution of funds to fulfill the Company's financial obligations except when a disbursement exceeds an amount stipulated by the board, in which case the disbursement will require the concurrence of the President or otherwise performed in pursuance of the order of the Board; (iii) delegate and oversee the full or partial performance of Section 5.1.4 (ii) to third parties subject to the concurrence of the President; (iv) perform all other duties pertaining to the office or which may be required by the Board; and (v) place the Company's financial records and related documents in a secure location, and make them available to the inspection of the Board and any Member during business hours.

5.1.5 The offices of Secretary and Treasurer shall be held by different persons.

ARTICLE 6. AMENDMENTS

6.1 These Bylaws may be amended by approval of a majority plus one of the Board at a lawfully called meeting of the Board, unless such amendment requires the approval of the Members as set forth in Corporations Code 7150, in which case the amendment shall only be adopted after approval of the Members.

ARTICLE 7. POLICIES

7.1 The Board is authorized to determine the policies, procedures, rates, fees, dues and assessments (the "Policies") necessary for the successful operation of the Company. The Board may adopt the Policies by majority vote in accordance with the Company's Amended Articles of Incorporation and Bylaws. Once approved by the Board, the Board will communicate the Policies to the Members.

7.2 The Policies include but are not limited to:

(i) The fee to be paid by a person seeking membership for a property not previously part of the Company.

(ii) The fee to be paid by a person upon the purchase of a Lot that is already part of the Company.

(iii) Fees to be paid by each Member include but are not limited to (a) water usage and distribution; (b) operation, maintenance and administration; (c) assessments to create or add to

operating and capital-improvement reserve funds; (d) assessments to repay indebtedness incurred by the Company; and (e) penalties to be assessed for late payment, including applying liens on the Members' property and/or the discontinuance of water delivery.

(iv) The creation of such programs and the incurrence of charges for same that are required by current or future laws and regulations of California.

7.3 Fees, dues and assessments shall always be applied fairly and, when applicable, equitably among Members and shall only be collected and used for a proper Company purpose. Assessments shall not be levied on Members to expand the system of the Company to service areas not referenced in Article III of the Amended Articles of Incorporation.

ARTICLE 8. ACQUISITION, MERGER, SALE OF ASSETS

8.1 The Company's acquisition by, merger with, or sale of assets and liabilities to a third party must be approved by a two-thirds majority of the Board and a majority of Members voting in a special election called to approve such transaction, which shall be compliant with California law.

ARTICLE 9. INDEMNIFICATION OF AGENTS

9.1 The Company shall have the power and authority to indemnify its agents, as defined in section 7237(a) of the California Corporations Code, to the fullest extent permitted by section 7237 of the California Corporations Code. The Company shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its agents, to cover any liability asserted against or incurred by an agent in such capacity or arising from the agent's status as such.

Approved by the Board of Directors on June 19, 2023



David Stepner
President



Anne Thys
Secretary