

MINUTES OF SPECIAL MEETING HELD ON AUGUST 18, 1947.

Murphys, California
August 18, 1947

A special meeting of the Board of Directors of The Calaveras Water Users Association was duly called and held on this 18th day of August, 1947, at the office of the Association in Murphys, California. All of the directors of the Association, namely, Elmer H. Saunders, Wm. L. Redding, Frank A. Grenitta, Lawrence J. Oneto, Andrew L. Cademartori, Elvin M. Mitchler, and C. F. Fisk, admitted due notice of the meeting and expressly consented to the holding of said special meeting and the transaction of any and all business that may be brought before the meeting, and were present.

Virgil M. Airola, Attorney for the association, and M. H. Manuel, a former director of the Association, were also present.

The Secretary reported that the membership of the Association at this time consisted of the total number of 193 members who were eligible to vote at the annual meeting thereof and to otherwise transact the business of the Association and on motion duly made, seconded and unanimously carried it was ordered, resolved and directed that the minutes of this meeting show that the total number of the members of the Association eligible to vote and take part in transacting the business of this Association is 193 members at this date.

The Secretary further reported that the resolution heretofore passed by the directors on July 25, 1947, amending Article Third of the Articles of Incorporation of this Association so as to change the principal place of business of this Association from Angels Camp, California, to Murphys, California, was duly submitted to the members of this Association for their written consent and approval thereof and that a majority and more of the members of this Association had expressly consented in writing to such amendment and thereupon and on motion duly made, seconded and unanimously carried it

was and is hereby ordered that the form of the written consent so signed by a majority and more of the members of this Association be spread upon the minutes reading in words and figures as follows, to-wit:

"WRITTEN CONSENT OF MEMBERS TO AMENDMENT OF ARTICLES OF INCORPORATION OF THE CALAVERAS WATER USERS ASSOCIATION.

WHEREAS, at a regular meeting of the Board of Directors of The Calaveras Water Users Association, a California Corporation, duly held at the principal office of said corporation, on the 25th day of July, 1947, at which meeting a quorum of the members of said Board of Directors was at all times present and acting, an amendment of the Articles of Incorporation of said corporation was adopted and approved by resolution of said Board of Directors amending article third of said articles of incorporation to read as follows:

'Third: That the place where its principal business is to be transacted is Murphys, Calaveras County, California, and that a majority of the undersigned are citizens and residents of the State of California!

NOW, THEREFORE, each of the undersigned members of The Calaveras Water Users Association, a California Corporation, does hereby adopt, approve and consent to the foregoing amendment of said Articles of Incorporation and does hereby consent that article third of said articles of said incorporation be amended to read as hereinabove set forth.

IN WITNESS WHEREOF each of the undersigned has hereunto signed his name and, following his name, the date of signing, the number of membership certificates owned by each of the undersigned in said corporation being one on the date entitling the undersigned to vote upon or consent to the amendment of said articles of incorporation!"

The Secretary further reported that the actual number of the members of this association who signed the foregoing written consent was 120 and on motion duly made, seconded and carried it was ordered, resolved and directed that the minutes of this Association show that the number of members of this Association who have duly signed and executed a written consent in the form and language above shown is 120 and that by reason thereof the Articles of Incorporation of this Association are now duly amended in the manner and respect as above set forth in said form of written consent hereinabove shown.

On motion duly made, seconded and unanimously carried it was further ordered, resolved and directed that the Secretary and President of this Association cause to be filed in the Office of the Secre-

tery of State of the State of California a certificate showing the amendment of said Articles of Incorporation in the form and manner required by law and as directed in the resolution heretofore adopted by this Board of Directors on July 25, 1947.

The Secretary further reported that the matter of amending the By-Laws of this association as directed by the Directors of this Association on July 25, 1947, was duly submitted to the members of this Association and that a majority and more of the members of this Association duly assented in writing to the amendments of Articles V, VI, VII, XIII, XV, XVII, and XVIII of the By-Laws of this Association by signing and executing a written assent to said amendments reading in words and figures as follows, to-wit:

"MEMBERS' WRITTEN ASSENT TO AMENDMENTS OF BY-LAWS OF THE
CALAVERAS WATER USERS ASSOCIATION.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being the holders of membership certificates entitled to exercise a majority of the voting power of The Calaveras Water Users Association, a California Corporation, and each holding a membership certificate therein, do hereby assent to the amendment of articles V, VI, VII, XIII, XV, XVII and XVIII, of the By-Laws of The Calaveras Water Users Association to read in the language hereinafter set forth, and we hereby adopt the same as and for the By-Laws of said corporation, reading as follows, to-wit:

AMENDMENTS OF BY-LAWS OF THE CALAVERAS WATER USERS ASSOCIATIONS.

"ARTICLE V. VACANCIES.

Vacancies in the Board of Directors shall be filled by the other Directors in office and such person shall hold office until his successor is elected and qualified. Any Director or officer may be removed from office by a two-thirds (2/3) vote of the members present at any regular meeting or at any special meeting called for that purpose.

"ARTICLE VI. POWER OF DIRECTORS.

The Directors shall have power:

1. To call special meetings of the Association when they deem it necessary. And they shall call a meeting at any time upon the written request of one-third (1/3) of the members of the Association.
2. To appoint and remove at pleasure all officers, agents and employees of the Association and to fix the compensation of all such officers, agents and employees except that of the President, Vice-President and Secretary-Treasurer.
3. To conduct, manage and control the affairs and business of the Association and to make rules and regulations not inconsistent with these By-Laws for the guidance of officers and the management of the affairs of the Association.
4. To incur indebtedness to an amount as shall be deemed advisable by the Board of Directors. The terms and amount of such indebtedness shall be entered on the minutes of the Board and the note or obligation, if any, given for the same shall be signed officially by the President and Secretary and be binding on the Association.

ARTICLE VII. DUTIES OF THE DIRECTORS.

It shall be the duty of the Directors:

1. To cause to be kept a complete record and minutes of the acts and proceedings of the Association and to present a full statement at the annual meeting of the Association showing in detail the assets and liabilities of the Association, and generally the condition of its affairs.
2. To accumulate from time to time any excess or surplus assessments, fees or charges for water service or other services rendered to its members by the Association and to use and expend the same in making improvements, acquisitions or extensions to the facilities of the association used for rendering said water service or other services to the end that when further improvements, acquisitions or extensions are not necessary or required in the opinion of the Board of Directors the said assessments, fees, or charges shall be established at such an amount as shall be sufficient, as near as can be ascertained, to pay all maintenance and operating costs on a non-profit basis.
3. To cause to be issued to the members certificates of membership.

ARTICLE XIII. - MEETINGS.

1. The Association shall meet annually in regular session and meetings shall be held at Murphys, in the County of Calaveras, State of California, on the last Friday in August of each year, and shall be called by a printed or typewritten notice signed by the President and Secretary and mailed to each of the members of the Association at least seven (7) days prior to the date set for the meeting of the association, and shall specify the hour and place of meeting.

2. No meeting of the association shall be competent to transact business unless a quorum of all the members of the Association are present, but a less number may adjourn from day to day or until such time as may be deemed proper. Fifteen members shall constitute a quorum.

3. The Board of Directors shall meet in regular session on the last Friday of each month at such hour and at such place as may be designated or selected by the Board of Directors as the regular meeting place of said Board, and notice of such meeting is hereby dispensed with.

4. The President or Four (4) of the Directors may call, or cause to be called, special meetings of the Board of Directors at any time, and notice shall be given of such called meeting by leaving a written or printed notice at, or mailing the same to the last known place of business or residence of such directors at least two (2) days before the holding of such meeting, or by telephoning to each member of the Board of Directors at least forty-eight (48) hours prior to said meeting; provided, however, that whenever all of the Directors are present at any meeting however called, or consent in writing that such meeting be held, the proceedings thereat shall be as valid as though previous written or telephone notice had been given.

ARTICLE XV. - AMENDMENTS.

By-Laws of the Association may be adopted, amended, or repealed by the vote of members entitled to exercise a majority of the voting power of the Association or by the written assent of such members. Subject to the right of members to adopt, amend or repeal By-Laws, By-Laws other than a By-Law or Amendment thereof changing the authorized number of directors, may be adopted, amended or repealed by the Board of Directors.

ARTICLE XVII. - EXPULSION.

If the conduct of any member has been injurious to the Association the Board of Directors shall after citing said member, with seven day's notice of hearing, have full power to expel said member, and he shall be and is expelled after being so declared but said member shall have the right to appeal to the Association, at its first regular meeting thereafter, from the action of said Board of Directors, and ask that he be reinstated. If the Association, by a majority vote of those present, disapprove of the action of the Board, he shall be reinstated.

ARTICLE XVIII. - DEATH AND RESIGNATION.

The death of a member terminates his membership in the Association, but the Board may provide for the mode and manner of succession of a deceased member's membership and the transfer of his membership certificate, provided that no transfer of membership certificates shall be binding upon the Association unless the person to whom such membership certificate is transferred shall make application for membership in the Association in the usual manner.

IN WITNESS WHEREOF we have hereunto set our signatures on the respective dates hereinafter set forth.

The Secretary further reported that the number of the members of this Association which signed and executed a written assent to the amendments of the By-Laws of this Association as above set forth was 120 and that the total number of the members of this Association entitled to vote and express themselves upon the question of adopting, or assenting to, said above mentioned amendments was 193 and since it appeared that more than a majority of the members of this Association had given their written assent to said amendments of the By-Laws of this Association as above mentioned it was on motion duly made, seconded and unanimously carried, ordered, resolved and directed that the minutes of this meeting show that the By-Laws of this Association have been and are now amended to read as above shown and that the Secretary of this Association cause a certificate to that effect to be attached to a copy of said amendments and filed in the office of the County Clerk of Calaveras County, California, in whose office there was heretofore filed a copy of the original By-Laws of this Association.

On motion duly made, seconded and unanimously carried the following resolution was passed and adopted:

BE IT RESOLVED that the present Directors of this Association are Elmer H. Saunders, Wm. L. Redding, Frank A. Grenitta, Elvin M. Mitchler, Andrew L. Cademartori, Lawrence J. Oneto and C. F. Fisk and that Elmer H. Saunders is the President thereof and that Wm. L. Redding is the Secretary thereof and that Elvin Mitchler is the Vice President thereof;

AND BE IT FURTHER RESOLVED that the election and/or appointment heretofore of said above named directors and officers of The Calaveras Water Users Association be hereby approved, ratified and confirmed and established of record in the minutes of Board of Directors of the Association;

AND BE IT FURTHER RESOLVED that all of the acts, matter and things heretofore done, executed, rendered and preformed as and for and on behalf of said The Calaveras Water Users Association by the said directors and officers above named and any and all persons who have heretofore acted as directors and/or officers thereof be, and the same are, hereby ratified, approved and confirmed and declared valid and binding on The Calaveras Water Users Association.

On motion duly made, seconded and unanimously carried the following resolution was passed and adopted;

BE IT RESOLVED that the terms of office now had and held by the present members, respectively, of the Board of Directors of The Calaveras Water Users Association be established of record and are as follows; 1. Elmer H. Saunders for the term ending in August, 1949; 2. Wm. L. Redding for the term ending in August, 1949; 3. Elvin M. Mitchler for the term ending in August, 1949; 4. Andrew L. Cademartori for the term ending in August, 1948; 5. Lawrence J. Oneto for the term ending in August, 1948; 6. C. F. Fisk for the term ending in August, 1948; 7. Frank A. Grenitta for the term ending in August, 1947.

The Secretary was directed to send out notices of the Annual Meeting of the members of the Association to be held at Murphys, California, in the N.S.G.W. Hall, in accordance with the newly amended By-Laws of the Association now in effect.