

**BYLAWS
OF
MOJAVE DESERT HERITAGE & CULTURAL ASSOCIATION**

ARTICLE I

**Name, Organization and Purpose
Principal office**

Section 1.01. Name. The name of this corporation is MOJAVE DESERT HERITAGE AND CULTURAL ASSOCIATION (hereinafter referred to as the Corporation).

Section 1.02. Organization, Purpose, and Use of Funds. The Corporation is a nonprofit corporation organized under the General Nonprofit Corporation Law of the State of California to research, educate and acquaint the general public with the natural and cultural history of the desert regions of California, Arizona and Nevada through restoration of historically significant buildings and construction of back country trails, publication of educational guide books and historical monographs and periodicals, and other related activities, managed in perpetuity in consort with various government agencies. The activities of the Corporation shall be limited to the activities described in its Articles of Incorporation. No gains, profits or dividends shall be distributed to any of the members of the Corporation; and no part of the net earnings, funds, or assets of the Corporation shall inure to the benefit of any member, private stockholder or individual or any other person, firm or corporation. Furthermore, nothing in this Article 1 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

Section 1.03. Principal Office. The principal office of the Corporation is hereby fixed and located at the Goff's Schoolhouse, 37198 Lanfair Road, Goffs, California 92332-9786. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in the State of California. Any such change shall be noted by the Secretary opposite this section, but shall not be considered an amendment to these Bylaws.

Section 1.04. Political Activities. The Corporation has been formed under California Nonprofit Corporation Law for the charitable purposes described in Section 1.02, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any

political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

ARTICLE II

Membership

Section 2.01. Members. The Corporation shall have no members as defined in Section 5056 of the California Nonprofit Corporation Law. However, the Corporation may refer to persons who make an annual monetary contribution to the Corporation of not less than One Dollar (\$1.00) as “members” even though those persons or entities are not statutory members within the meaning of Section 5056 of the California Nonprofit Corporation Law. The Board of Directors may adopt policies and procedures for the admission of such associate members or other designated members, who shall have no voting rights in the Corporation or any right or interest in any property of the Corporation.

Section 2.02. Termination of Membership. Membership of any associate or other designated member shall terminate upon the resignation or death of such associate or other designated member. Membership of such associate or other designated member may also be terminated or rescinded by majority vote of the Board of Directors for conduct detrimental to the well-being of the Corporation.

Section 2.03. Dues and Assessments. An associate or other designated member's payment will be an annual monetary due, the amount of which is set by majority vote of the Board of Directors, and will be reviewed and potentially revised, on an annual basis. Membership will become invalid upon non-payment of the annual dues after allowing for a grace period of at least 30 days but not more than 60 days.

ARTICLE III

[RESERVED]

ARTICLE IV

Directors

Section 4.01. Powers. Subject to limitation of the Articles of Incorporation, these Bylaws, the California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (“the Board”). The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the

activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 4.02. Number and Qualification of Directors. The authorized number of Directors shall be twelve (12) until changed by amendment of the Articles of Incorporation or by amendment of the Bylaws duly adopted by the Directors amending this Section 4.02.

Section 4.03. Selection and Term of Office. Upon the adoption of these amended and restated Bylaws, the Directors shall be divided into three approximately equal groups and designated by the Board to serve one, two, or three year terms. Thereafter, the term of each Director shall be three years and elected in accordance with its Resolution on Director Elections. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which they were elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. Candidates for election to the Board are not required to be associate members or other designated members as set forth in Article II, Section 2.01 at the time of nomination or election. However, within thirty (30) days of being elected to the Board, each Director must become and maintain their designated status as associate members or other designated members in good standing for the duration of their term, including timely payment of all required dues to maintain such designation(s). Failure of an elected Director to comply with this requirement within the specified timeframe shall constitute a resignation from the Board, effective on the thirty-first (31st) day after notification of such delinquency.

Section 4.04. Vacancies.

4.04.1. Events Causing Vacancy. A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased; or (iii) the Board does not elect, at any meeting at which any Director or Directors are to be elected, the full authorized number of Directors.

4.04.2. Resignation. Any Director of the Corporation may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No Director may resign if the Corporation would then be left without a duly elected Director in charge of its affairs, except upon notice to the California Attorney General.

4.04.3. Removal. The Board may remove for cause any Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under

California Nonprofit Corporation Law, by the vote of the majority of Directors present at a regular meeting or at a special meeting called for that purpose.

The Board may remove any Director who fails to attend three (3) consecutive Board meetings without excuse.

The Board may remove any Director without cause by a majority vote of Directors then in office.

4.04.4. No Removal on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

4.04.5. Election to Fill Vacancies. If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy by electing an additional director as soon as practicable after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers, or (iii) a sole remaining director.

Section 4.05. Organization Meeting. The Board of Directors shall hold at least one regular meeting annually, at a time and place fixed by the Board, for the purposes of election of Directors, election of Officers, including a President, a Vice President, a Secretary, a Treasurer, and any other subordinate Officers, and transaction of other business. Notice of such meetings is hereby dispensed with.

Section 4.06. Regular Meetings. The Board of Directors by resolution may provide for the holding of regular meetings and may fix the time and place of holding such meetings. Notice of regular meetings need not be given.

Section 4.07. Special Meeting. A special meeting of the Board of Directors shall be held whenever called by the President, or the Vice President, or by any two Directors.

Section 4.08. Notice of Meetings.

4.08.1. Manner of Giving. Except when the time and place of a regular meeting is set by the Board by resolution in advance, notice of the time and place of all regular and special meetings shall be given to each Director and Director Emeritus by one of the following methods:

(a) Personal delivery of oral or written notice;

- (b) First-class mail, postage paid;
- (c) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or
- (d) Facsimile, electronic mail ("e-mail"), or other means of electronic transmission if the recipient has consented to accept notices in this manner.

All such notices shall be given or sent to the Director's or Director Emeritus's address, phone number, facsimile number, or e-mail address as shown on the records of the Corporation or as may have been provided to the Corporation by the Director for purposes of notice. Any oral notice given personally or by telephone may be communicated directly to the Director or Director Emeritus or to a person who would reasonably be expected to promptly communicate such notice to the Director or Director Emeritus. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the Director or Director Emeritus, transmitted to the Director or Director Emeritus by the person giving the notice by electronic means, or is delivered to a common carrier for transmission, whichever is earliest.

4.08.2. Time requirements. Notices sent by first class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system, or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

4.08.3. Notice contents. The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the Corporation, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

Section 4.09. Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. Notice of a meeting need not be given to any Director who attends the meeting without protesting before or at the meeting, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or be made a part of the minutes of the meeting.

Section 4.10. Place of Board Meetings. Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in

the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Corporation.

Section 4.11. Meetings by Telephone or Similar Communication Equipment. Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another concurrently and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

Section 4.12. Quorum. A majority of Directors then in office (but in no case less than three (3) Directors) shall be necessary to constitute a quorum for the transaction of business. 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 shall be regarded as the act of the Board of Directors unless a greater number be required by law or by the Articles of Incorporation, or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 4.13. Adjourned Meetings, Notice of Adjournment. The Board of Directors may adjourn any regular, adjourned regular, special or adjourned special meeting to another time and place. Less than quorum may so adjourn. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.14. Conduct of Meetings. The President, or, in their absence, the Vice President, or a chairperson chosen by a majority of the Directors present, shall preside.

Section 4.15. Advisory Committees. The Board may create one or more advisory committees to serve at the pleasure of the Board. At least one appointment to such advisory committees shall be a Director to serve as a liaison to the Board. All other appointments need not, but may be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

Section 4.16. Fees and Compensation. Directors shall receive no compensation or expenses for their services as Directors.

Section 4.17 Non-Liability. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 4.18 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 the action and the number of Directors then in office constitutes a quorum. For the purposes of this Section 4.18 only, "all members of the Board" shall not include any "interested Director" as defined in section 5233 of the California Nonprofit Corporation Law or any "common director" as described in section 5234 of the California Nonprofit Corporation Law if such director abstains in writing from providing consent and the further requirements of section 5211(b) of the California Nonprofit Corporation Law are satisfied. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail, or any other reasonable method satisfactory to the President.

Section 4.19 Directors Emeritus.

4.19.1. Designation. The Board may designate any former Director who has provided extraordinary service as a "Director Emeritus." This designation is solely honorary only and does not confer any voting rights, legal status as a Director, or obligations under California Nonprofit Corporation Law.

4.19.2. Role and Responsibilities. A Director Emeritus shall be an advisor to the Board. A Director Emeritus may attend regular meetings and special meetings of the Board, participate in discussions, and provide counsel on matters related to Board business. However, such Director Emeritus is not a member of the Board and is not counted for purposes of establishing a quorum or for any vote taken by the Board.

4.19.3 Term. The designation as a Director Emeritus shall be for a term as determined by the Board at the time of designation, which may be for a specific period or for life. The Board may revoke the designation at any time.

4.19.4. No Fiduciary Duty. A Director Emeritus shall not have any fiduciary duties, responsibilities, or liabilities of a Director under California Nonprofit Corporation Law. A Director Emeritus shall not be considered a Director for the purposes of any legal or regulatory requirement.

ARTICLE V

Officers

Section 5.01. Officers. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Corporation may have other Officers as may be appointed by the Board of Directors or the President in accordance with Section 5.08, with such duties, powers, titles and privileges as the Board of Directors or the President may fix. One person may hold two or more offices, except that the offices of Secretary or Treasurer may not be combined with the office of the President.

Section 5.02. Election. The Officers shall be elected annually by the Board of Directors in accordance with its Resolution on Officer Elections. Each Officer shall serve at the discretion of the Board for a one year term until their successor is elected, or their earlier resignation, removal, or other disqualification from service. The President may be elected to a maximum of three (3) cumulative terms, however, the Board of Directors may waive this term limit and elect the President for one or more additional one year terms under special circumstances deemed appropriate by a majority vote of the Board of Directors present at a regular meeting or at a special meeting called for that purpose.

Section 5.03. Removal and Resignation. Any Officer may be removed with or without cause by the Board of Directors any time. Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Vacancies caused by death, resignation or removal of any Officer may be filled by appointment by the Board of Directors, or by the President until such appointment by the Board of Directors, for the unexpired portion of the term.

Section 5.04. President. The President shall be the executive officer of the Corporation and exercise and perform such powers and duties as may from time to time be assigned to them by the Board of Directors or prescribed by these Bylaws. The President shall preside at all meetings of the Board of Directors.

Section 5.05. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time be assigned to them by the Board of Directors or prescribed by these Bylaws.

Section 5.06. Secretary. The Secretary shall keep at the principal office of the Corporation a book of minutes in written form which shall contain a record of all actions

by the Board of Directors or any committee including (i) the time, date, and place of each meeting; (ii) whether a meeting is regular or special, and if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board of Directors or any committee; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board of Director Actions.

The Secretary shall keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date.

Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to their agent or attorney, these Bylaws and the book of minutes.

The Secretary shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board of Directors or these Bylaws.

Section 5.07. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its cash and other assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. Such books of account shall be open to inspection by any Director at all reasonable times.

The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors and shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board of Directors, and shall render, or caused to be rendered to the President or the Board of Directors, upon request, an account of all of their transactions as Treasurer and of the financial condition of the Corporation, and shall have other powers and perform such duties incident to the office of Treasurer as may be prescribed by the Board of Directors or these Bylaws.

Section 5.08. Subordinate Officers. Subordinate officers shall hold such office for such period, and perform such duties and have such authority, as shall be determined from time to time by the Board of Directors or the President.

ARTICLE VI

Miscellaneous

Section 6.01. Execution of Documents. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of or on behalf of the corporation and such authority may be general or confined specific instances, and unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 6.02. Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by any Director, or associate or other designated members at all reasonable times during office hours.

Section 6.03. Annual Report. The Annual referred to in Section 1501 of the Corporation Code of California is expressly dispensed with.

Section 6.04. Fiscal Year. The Fiscal year of the Corporation shall begin January 1st and end December 31st of each year, except the first fiscal year, which shall run from the date of Corporation [incorporation?] to December 31, 1993.

Section 6.05. Dissolution. The Corporation shall not be voluntarily dissolved except by the affirmative vote of two-thirds (2/3) of all Directors. In the event of dissolution of the Corporation in any manner and for any cause, after the payment or adequate provision for the payment of all its debts and liabilities, all the remaining funds, assets and properties of the Corporation shall be paid or distributed to another similar not-for-profit corporation.

Section 6.06. Construction and Definitions. Unless the context otherwise requires, the general provision, rules of construction and definition contained in the California General Nonprofit Corporation law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural number includes the singular, and the term "person" includes the Corporation as well as a natural person.

ARTICLE VII

Amendments

Section 7.01. The Board may adopt, amend, or repeal bylaws. Such power is subject to the following limitations:

- (a) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- (b) No amendment may extend the term of a Director beyond that for which such Director was elected.
- (c) No amendment may add a provision that is in conflict with law or the Corporation's Articles of Incorporation.

THE END

Modified: November 4, 2025

Adopted: December 2, 2025

CERTIFICATION BY THE PRESIDENT

I certify that I am the duly elected and acting President of the Mojave Desert Heritage and Cultural Association, a California nonprofit public benefit corporation; that these Bylaws, consisting of 11 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on December 3, 2025; and that these Bylaws have not been amended or modified since that date.

Executed on _____ at _____

Sean Holman
President, MDHCA

CERTIFICATION BY THE SECRETARY

I certify that I am the duly elected and acting Secretary of the Mojave Desert Heritage and Cultural Association, a California nonprofit public benefit corporation; that these Bylaws, consisting of 11 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on December 2, 2025, and that these Bylaws have not been amended or modified since that date.

Executed on _____ at _____, California

Larry Vredenburgh
Secretary, MDHCA