

**AMENDED BYLAWS OF  
CASCADEL MUTUAL WATER COMPANY**

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**AMENDED BYLAWS OF  
CASCADEL MUTUAL WATER COMPANY**

**ARTICLE 1  
MEMBERSHIP MEETINGS**

**Section 1. PLACE OF MEETINGS.**

All meetings of the members shall be held at the office of the corporation in the State of California, as may be designated for that purpose from time to time by the Board of Directors.

**Section 2. ANNUAL MEETINGS.**

The Annual Meeting shall be held on the fourth Saturday of June. The time to be determined by the Board of Directors.

**Section 3. SPECIAL MEETINGS.**

Special meetings of the members, for any purpose or purposes whatsoever, may be called at anytime by the President, or by the Board of Directors, or by any two or more members thereof, or by one or more members holding not less than one fifth (1/5) of the voting power of the corporation.

**Section 4. NOTICE OF MEETINGS.**

Notices of meetings, annual or special, shall be given in writing to members entitled to vote by the Secretary or the Assistant Secretary, or if there be no such officer, or in case of his neglect or refusal, by any director or members.

Such notices shall be sent to the member's address appearing on the books of the corporation, or supplied by him to the corporation for the purpose of notice, not less than seven (7) days before such meeting.

Notice of any meeting of members shall specify the place, the day and the hour of the meeting, in case of a special meeting, as provided by the Corporations Code of California, the general nature of the business to be transacted.

When a meeting is adjourned for 45 days or more, notice of the adjourned meeting shall be given as in case of an original meeting. Save, as aforesaid, it shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

**Section 5. CONSENT TO MEMBERS MEETINGS.**

The transactions of any meeting of members, however called and noticed, shall be valid as though had at a meeting daily held after call and notice, if a quorum be present either in person or by proxy, and if either before or after the meeting, each of the members entitled to vote, not present in person or by proxy, sign a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Any action which may be taken at a meeting of the members may be taken without a meeting if authorized by a writing signed by all of the holders of memberships who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the corporation.

**Section 6. QUORUM.**

The holders of a majority of the memberships entitled to vote thereat, present in person, or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. If, however, such majority shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person, or by proxy, shall have power to adjourn the meeting from time to time, until the requisite amount of voting memberships shall be present. At such adjourned meeting at which the requisite amount of voting memberships shall be represented, in person or by proxy, any business may be transacted which might have been transacted at the meeting as originally notified.

**Section 7. VOTING RIGHTS; CUMULATIVE VOTING.**

Only persons in whose names memberships entitled to vote stand on the memberships records of the corporation on the day of any meeting of members, unless some other day be fixed by the Board of Directors for the determination of members of record, then on such other day, shall be entitled to vote at such meeting.

Every member entitled to vote shall be entitled to one vote for each of said memberships and shall have the right to accumulate his votes as provided in section 708 of the Corporations Code of California.

**Section 8. PROXIES.**

Every member entitled to vote, or to execute consents, may do so, either in person or by written proxy, executed in accordance with the provisions of Section 705 of the Corporations Code of California and filed with the Secretary of the Corporation.

## **ARTICLE II DIRECTORS; MANAGEMENT**

### **Section 1. POWERS.**

Subject to the limitation of the Articles of Incorporation, of the Bylaws and of the Laws of the State of California as to actions to be authorized or approved by the members, all corporate powers shall be exercised by or under authority of, and the business and affairs of this corporation shall be controlled by, a Board of Directors.

### **Section 2. NUMBER AND QUALIFICATION.**

The authorized number of directors of the corporation shall be five (5), until changed by amendment to the Articles of Incorporation or by an amendment to this Section 2, Article II, of these Bylaws, adopted by the voting power of the corporation.

### **Section 3. ELECTION AND TENURE OF OFFICE.**

The authorized number of directors of the corporation shall be five, until changed by amendment to the Articles of Incorporation or by an amendment to this Section, Article II of these Bylaws, adopted by vote or written assent of the members entitled to exercise the majority of the voting power of the corporation.

### **Section 4. VACANCIES.**

Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual meeting of members or at a special meeting called for that purpose.

The members may at any time elect a director to fill any vacancy not filled by the directors, and may elect the additional directors at the meeting at which an amendment of the Bylaws is voted authorizing an increase in the number of directors.

A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any director, or if the members shall increase the authorized number of directors but shall fail at the meeting at which such increase is authorized, or at an adjournment thereof, to elect the additional director so provided for, or in case the members fail at any time to elect the full number of authorized directors.

If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board, or the members, shall have power to elect a successor to take office when the resignation shall become effective.

No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his term of office.

**Section 5. REMOVAL OF DIRECTORS.**

The entire Board of Directors or any individual director may be removed from office as provided by Sections 302, 303, and 304 of the Corporations Code of the State of California.

**Section 6. PLACE OF MEETINGS.**

Meetings of the Board of Directors shall be held at the office of the corporation in the State of California, as designated for that purpose, from time to time, by resolution of the Board of Directors or written consent of all of the Members of the Board. Any meeting shall be valid, wherever held, if held by the written consents of all Members of the Board of Directors, given either before or after the meeting and filed with the Secretary of the Corporation.

Members of the Board of Directors may participate in a meeting through the use of conference telephone, and shall constitute presence at the meeting, so long as all members of the Board participating in the meeting can hear each other.

**Section 7. ORGANIZATION MEETING.**

The organization meeting of the Board of Directors shall be held immediately following the adjournment of the annual meeting of the members.

**Section 8. OTHER REGULAR MEETINGS.**

Regular meetings of the Board of Directors shall be held on the third Sunday of June, August, October, December, February and April of each year at 7 o'clock p.m. No notice need be given of such regular meetings.

**Section 9. SPECIAL MEETINGS—NOTICES.**

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or if he is absent or unable or refuses to act, by any Vice-president or any two directors.

Written notice of the time and place of special meeting shall be delivered personally to the directors or sent to each director by letter, fax, or by telegram, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least forty-eight (48) hours prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of the meeting. Such mailing, fax, telegraphing or delivery as above provided shall be due, legal and personal notice to such director.

Notice of special meetings of the Board of Directors, or a change of the date or time of a regular meeting, may be given by telephone communication at least 24 hours prior to said meeting.

**Section 10. WAIVER OF NOTICE.**

When all the directors are present at any directors' meeting, however called or noticed, and sign a written consent thereto on the records of such meeting, or, if a majority of the directors are present, and if those not present sign in writing waivers of notice of such meeting, whether prior to or after the holding of such meeting, which said waivers shall be filed with the Secretary of the Corporation, the transactions thereof are as valid as if had at a meeting regularly called and noticed.

**Section 11. ACTION BY DIRECTORS WITHOUT A MEETING.**

Any action required or permitted to be taken by the Board of Directors under the Bylaws or Articles may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filled with the Minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed under any provision of this division which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting.

**Section 12. NOTICE OF ADJOURNMENT.**

Notice of the time and place of holding an adjourned meeting, held within 24 hours of adjournment, need not be given to absent directors in the time and place be fixed at the meeting adjourned.

**Section 13. QUORUM.**

A majority of the number of directors as fixed by the articles or Bylaws shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of the directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act; provided that a minority of the directors, in the absence of a quorum, may adjourn from time to time, but may not transact any business.

corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

**Section 7. VICE-PRESIDENTS.**

The Vice-Presidents shall, in the order designated by the Board of Directors, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

**Section 8. SECRETARY.**

The Secretary shall keep, or cause to be kept, a book of minutes at the principle office or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of memberships present or represented at shareholders' meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office or at the office of the corporation's transfer agent, a membership register, or a duplicate membership register, showing the names of the members and their addresses; the number and classes of memberships held by each; the number and date of certificates issued for the same, and the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Directors required by the Bylaws or by law to be given; he or she shall keep the seal of the corporation and affix said seal to all documents requiring a seal, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

**Section 9. TREASURER.**

The Treasurer shall receive and keep all the funds of the corporation, and pay them out only on the check of the corporation, signed in the manner authorized by the Board of Directors.

**Section 10. ASSISTANTS.**

Any Assistant Secretary or Assistant Treasurer, respectively, may exercise any of the powers of Secretary or Treasurer, respectively, as provided in these Bylaws or as directed by the Board of Directors, and shall perform such other duties as are imposed upon them by the Bylaws or the Board of Directors.

**Section 11. SUBORDINATE OFFICERS.**

The Board of Directors may from time to time appoint such subordinate officers or agents as the business of the corporation may require, fix their tenure of office and allow them suitable compensation.



**ARTICLE IV  
EXECUTIVE AND OTHER COMMITTEES**

**Section 1. APPOINTMENT BY BOARD.**

The Board of Directors may appoint an executive committee, and such other committees as may be necessary from time to time, consisting of such number of its members and with such powers as it may designate, consistent with the Articles of Incorporation and By laws and the General Corporation Laws of the State of California. Such committees shall hold office at the pleasure of the Board.

**ARTICLE V  
CORPORATE RECORDS AND REPORTS - - INSPECTION**

**Section 1. RECORDS.**

The Corporation shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board of Directors from time to time.

**Section 2. INSPECTION OF BOOKS AND RECORDS.**

All books and records provided for in Sections 1600 and 1601 of the Corporations Code of California shall be open to inspection of the directors and members from time to time and in the manner as therein provided.

**Section 3. CERTIFICATION AND INSPECTION OF BYLAWS.**

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the members of the company, as provided in Section 213 of the Corporation Code of California.

**Section 4. CHECKS, DRAFTS, ETC.**

All checks, details or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

**Section 5. CONTRACTS, ETC. - HOW EXECUTED.**

The Board of Directors, except as in the Bylaws otherwise provided, may authorize any officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to tender it liable for any purpose or to any amount.

**Section 6. ANNUAL REPORT.**

The Board of Directors shall cause to be sent to the members, not later than one hundred twenty (120) days after the close of the fiscal or calendar year, a balance sheet as of the closing date of such year, together with a statement of income and profit and loss for such year. These financial statements shall be certified to by the President, Secretary, Treasurer or a public accountant.

**ARTICLE VI  
CERTIFICATES AND TRANSFER OF MEMBERSHIPS**

**Section 1. CERTIFICATES OF MEMBERSHIP.**

The Board of Directors shall cause to be issued a Certificate of Membership to the owners of Lots or Outlots upon which homes have been constructed within:

Cascadel Woods Subdivision No. 1 as recorded in Vol. 7 of Maps, page 37,  
Madera County Records,  
Cascadel Woods Subdivision No. 2, Tract No. 24 as recorded in Vol. 7 of Maps,  
pages 76 and 77 Madera County Records,  
Cascadel Woods Subdivision No. 4 Tract No. 24, as recorded in Vol. 9 of Maps,  
pages 146 to 150 inclusive, Madera County Records.

Property adjacent to Cascadel Woods Subdivisions No. 1, No. 2, and No. 4 which is described as follows:

The West half of the Southwest quarter of Section 15 and the South half of Section 16, all in Township 8, South, Range 23 East, MDB & M, according to official Government Township Plats thereof. EXCEPTING THEREFROM that portion lying within Cascadel woods Subdivisions No. 1, No. 2 and No. 4. FURTHER EXCEPTING THEREFROM that portion of Section 16 lying South of the Southerly boundary Cascadel Road as said Road is shown on Map of Cascadel Woods No.4, said parcel being bounded on the Northerly and Easterly sides by said Cascadel Road, on the South by the South line of Section 16, Township 8 South, Range 23 East, and on the West by a line extending due South from the Southeast corner of Lot 39, Cascadel Woods No. 4, Tract No. 119 to the point of intersection of the South of Section 16. Hereinafter called the "Corporation's Service Area".

**Section 2. CONTENTS OF CERTIFICATES OF MEMBERSHIP**

Each newly issued Certificate of Membership shall be substantially in the following form:

**CERTIFICATE OF MEMBERSHIP  
CASCADEL WOODS MUTUAL WATER COMPANY**

No. \_\_\_\_\_

This Certificate certifies that \_\_\_\_\_ (name of member(s))  
is/are a member of Cascadel Woods Mutual Water Company and is/are entitled to receive a water supply therefrom on the real property within the Corporation's Service Area, owned by member(s), more particularly described as:

\_\_\_\_\_  
To which the water supply is appurtenant as a part and parcel of said land.

The above named member(s) is/are entitled to one vote at meetings of members.

Upon any sale of the foregoing land this membership shall terminate and the purchaser shall be entitled to become a member.

The membership is subject to all provisions of the Articles and Bylaws of the Corporation and is subject to assessments levied by the Board of Directors which may be collected by personal action against the member.

Dated: \_\_\_\_\_

By: \_\_\_\_\_  
President

Attest: \_\_\_\_\_  
Secretary

**Section 3. LEVYING ASSESSMENTS.**

Authority is expressly conferred upon the Corporation to levy assessments upon and against all the memberships issued by the Corporation; and the Board of Directors shall have power, by majority vote of its members, to levy assessments upon all the issued memberships of the Corporation at such times and from time to time and in such amounts as shall to them appear necessary or expedient; (provided that the assessment levied at any particular time shall be for the same amount against each membership then issued and outstanding); and each assessment shall be a lien on the memberships assessed from time of adoption of the resolution levying such assessment until paid, and each member shall be personally liable to the Corporation for the amount of each assessment levied against the memberships, standing upon the books of the Corporation in the name of such member at the time of the adoption of the resolution levying such assessment which amount may be recovered from the member by suit of personal action. Such assessment shall also be a lien on the land receiving water from the Corporation.

**Section 4. PAYMENT OF ASSESSMENTS.**

Assessments will be billed at the close of the fiscal year. Payment schedule, the amount of interest and penalties, will be determined by the Board of Directors and included with the billing. Payments become delinquent thirty (30) days following the billing and may be collected as provided by these Bylaws.

**Section 5. NON-PAYMENT OF ASSESSMENTS.**

In the event of non-payment of any assessment, the Corporation may, by majority vote of the Board of Directors, at its option, either (1) sell or forfeit the memberships against which the assessment was levied in the manner now or hereafter provided by the Bylaws of the Corporation; (2), collect the assessment by personal action and suit against the member personally liable therefore; or (3) foreclose the lien on the member's property, or the Corporation may elect to pursue any combination of the above said remedies, or any other remedy provided for by law.

**Section 6. NUMBER OF MEMBERSHIPS.**

The total number of memberships which the Corporation is authorized to issue is one membership for each lot or outlot within the Corporation's Service Area upon which a single family dwelling is constructed.

**Section 7. ENTITLEMENT TO WATER.**

A membership in the Cascadel Mutual Water Company entitles the lot owner to supply one single family dwelling located on the lot to which the membership was issued with water, which supply shall be appurtenant to the lot. Subdivisions in which a guest house is permitted in addition to the main residence may use one membership of water to serve both dwellings. The water pipe furnished to each lot shall be no larger or smaller than a ¾" pipe and shall feed no more than two ¼" pipes, each pipe feeding a separate lot.

**Section 8. HOOKUPS TO SYSTEM.**

All new resident hookups must be inspected and approved by a representative of the Cascadel Mutual Water Company. Only outlets of ¾" size will be approved. The use charge will be prorated from the date of approval.

**Section 9. REPAIRS ON PRIVATE PROPERTY.**

It is the responsibility of the lot owner to make immediate repairs to a water leak on his property. In the absence of the lot owner, the Cascadel Mutual Water Company has the right to either make immediate repairs and charge the lot owner for these repairs or shut off the water supply to the lot, with no liability to the Cascadel Woods Mutual Water Company if the repair or shut off is made. (added 9/28/80)

**Section 10. LOT SPLIT.**

In the event of a lot split, delivery of water will only be made to one lot.

**Section 11. SWIMMING POOLS.**

Water supplied by the Cascadel Mutual Water Company is for domestic purposes only and the Cascadel Mutual Water Company will not furnish water for filling or maintaining a swimming pool.

Excluded from the limitation on swimming pools are children's pools and therapeutic pools not exceeding 600 gallons.

The Board of Directors will consider exceptions to this restriction on an individual basis by application filed with the Cascadel Mutual Water Company. At that time the Board will make a determination on whether to allow the pool and the conditions to be imposed, such as metering of the water, installing pumps for personal fire protection, and whether sufficient water is available to fill the pool.

**Section 12. TRANSFER OF MEMBERSHIP.**

Certificates of membership shall be transferable on the register of this Corporation upon surrender of the certificate properly endorsed or assigned and can be transferred only with the land upon which it is issued and appurtenant, except after sale or forfeiture for delinquent assessments subject to the provision of Article Six of the Articles of Incorporation of this Corporation.

**Section 13. TRANSFER ON THE BOOKS.**

Upon surrender to the Secretary or transfer agent of the Corporation of a certificate for memberships duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

**Section 14. LOST OR DESTROYED CERTIFICATES.**

Any person claiming a certificate of membership to be lost or destroyed shall make an affidavit or affirmation of that fact, whereupon a new certificate may be issued of the same tenor and for the same number of memberships as the one alleged to be lost or destroyed.

**Section 15. CLOSING MEMBERSHIP TRANSFER BOOKS.**

The Board of Directors may close the membership transfer books at their discretion for a period not exceeding thirty (30) days preceding any meeting, annual or special, of the members.

**Section 16. ISSUING MEMBERSHIPS TO NEW CONSTRUCTION LOTS OR OUTLOTS.**

When issuing new membership certificates for lots, or outlots, where new single family homes are being constructed, or will be constructed, the Board of Directors may make appropriate charges for prior capital expenditures on the water system and any new expenditures necessary to provide water to such lots, or outlots.