

**BYLAWS
OF SAN DIEGO REGION IRRIGATED LANDS GROUP
EDUCATIONAL CORPORATION**

A California Nonprofit Public Benefit Corporation

ARTICLE 1 NAME

1.1 Name of Corporation. The name of this Corporation is the SAN DIEGO REGIONAL IRRIGATED LANDS GROUP EDUCATIONAL CORPORATION, hereinafter referred to as the Corporation.

1.2 Statement of Non-Discrimination. The Corporation shall not discriminate on the basis of race, religion, sex, sexual preference, national origin, or age.

ARTICLE 2 OFFICES

2.1 The principal office for the transaction of the business of the Corporation shall be located at 1670 East Valley Parkway, Escondido, California 92027. The Directors may change the principal office from one location to another, within San Diego County. Any change of this location shall be noted by the secretary of these bylaws opposite this section or this section may be amended to state the new location.

ARTICLE 3 OBJECTIVE AND PURPOSE

The purpose of this corporation is to provide for the protection of surface water by identifying, including through research, and promoting management practices to members of the Farm Bureau who are agricultural operators within the jurisdiction of the San Diego Regional Water Quality Control Board that, when implemented, may reduce the potential impact of irrigated agriculture on waters of the State of California. Within the context of the general purpose stated above, this Corporation is established for charitable, educational and public purposes to include, but not limited to, an educational and outreach program designed to inform agricultural operators on ways to manage their agricultural operations to benefit water quality in the watersheds within the jurisdiction of the San Diego Regional Water Quality Control Board. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials or statements with the purpose of attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE 4 DEDICATION OF ASSETS

4.1 The properties and the assets of the nonprofit Corporation are irrevocably dedicated to the public benefit and or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, and dissolution of otherwise, shall accrue to the benefit of any private person or individual, or any director, or officer of this Corporation. Upon dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to a charitable public purpose as described in Internal Revenue Code, Section 501(c)(3).

ARTICLE 5 MEMBERSHIP

5.1 This Corporation shall have no members. Any action for which there is no specific provision in the Nonprofit Public Benefit Corporation law applicable to a corporation without members that would otherwise require approval by members shall require the approval of only the Board of Directors. The rights that would otherwise vest in the members shall vest in the directors.

ARTICLE 6 BOARD OF DIRECTORS

6.1 Board of Directors. The Board of Directors shall be comprised of **seven (7)** agricultural operators who are enrollees in the San Diego Region Irrigated Lands Group. The initial directors, and subsequent directors, of this Corporation shall be elected by a majority vote of the Board of Directors of the San Diego County Farm Bureau at any duly noticed meeting of that board.

6.2 Specific Powers. Subject to the limitations of the Articles of Incorporation and of the Bylaws and of the California General Nonprofit Corporation Law, all corporate powers, and the business and affairs of the Corporation shall be exercised, by or under the direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers, to wit:

6.2.1 To appoint and remove, at the pleasure of the board, all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties.

6.2.2 Change the principal office or the principal business office from one location to another and designate any place within the jurisdiction of the San Diego Regional Water Quality Control Board for holding any meeting of directors.

6.2.3 Adopt and use a corporate seal and alter the forms of the seal.

6.2.4 Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

6.2.5 Conduct fundraising, including but not limited to, securing grant funding in order to accomplish the objective and purpose of the corporation as stated in Article 3.

ARTICLE 7 BOARD OF DIRECTORS MEETING

7.1 Place of Meetings. Meetings of the Board of Directors shall be held at any place within the jurisdiction of the San Diego Regional Water Quality Control Board as designated by the Board of Directors. In the absence of such designation, meetings shall be held at the

principal office of the Corporation. Board members shall be notified as to meeting location at least three days prior to the meeting date. Notice shall be provided by electronic means (fax or internet) or by postal service delivery.

7.2 Regular Meetings. The Board of Directors shall meet at least three times in each fiscal year, at such times and places set by the Board.

7.3 Meetings by Telephone. Any meeting may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

7.4 Annual Meeting. The board shall hold an annual meeting for purposes of organization, election of officers, and transaction of other business within 90 days of the end of the fiscal year. Notice of this meeting shall be the same as a Regular Meeting.

7.5 Special Meetings. Special meetings for any specific and limited purpose shall be duly called by the President or by any two Board members.

7.5.1 Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology design to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director's address, electronic address, or telephone number as shown on the corporation's records.

7.5.2 Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails at least seven days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, at least five days before the time set for the meeting. The time requirements for notice may be set aside with unanimous agreement from all seven directors on time and place for a special meeting.

7.5.3 Notice Requirements. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

7.6 Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to

transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

7.7 Action Without a Meeting. Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

ARTICLE 8 BOARD TERM OF OFFICE

8.1 Term of Office. The term for two (2) of the initial directors shall be one year. The term for two (2) of the initial directors shall be two years. The term for three (3) of the initial directors shall be three years. All subsequent directors of the Corporation shall serve three-year terms or until his or her successor is elected and qualified. The initial directors, and all subsequent directors, shall assume office at the close of the meeting of the San Diego County Farm Bureau Board of Directors at which they were elected.

8.2 Vacancies on Board.

8.2.1 Events Causing Vacancy. A vacancy or vacancies on the board shall exist on the occurrence of the following: (a) a death or resignation of any director; (b) the declaration by resolution of the board of a vacancy in the office of a director who has had three consecutive unexcused absences, been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (c) the removal of a director, without need for cause, by a majority vote of the directors of the San Diego County Farm Bureau at a regular meeting of that board, or (d) the increase of the authorized number of directors.

8.2.2 Resignations. Except as provided below, any director may resign by giving written notice to the president of the board, if any, or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly elected director or directors.

8.2.3 Filling Vacancies. Vacancies on the board may be filled by a majority vote of the members of the Board of Directors of the San Diego County Farm Bureau present at a regular or duly called special meeting of that board.

8.3 Compensation. Directors shall receive no compensation for their services as directors or officers, but shall receive reimbursement of expenses as the board may determine by resolution to be just and reasonable as to the Corporation at the time that the resolution is

adopted. No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction. This Corporation shall not lend any money or property to or guarantee the obligation of any director or officer.

ARTICLE 9 OFFICERS OF THE CORPORATION

9.1 Officers of the Corporation. The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve concurrently as the president.

9.2 Election. The first Officers of the Corporation shall be elected at the first meeting of the Board of Directors after their appointment, at a designated location and time, and annually thereafter.

9.3 Term of Office. The term of office will be one year as evidenced by the vote of the Board at the Annual Meeting. Officers may be elected to consecutive terms, if so selected by the Board of Directors.

9.4 Vacancies. Vacancies of Officers, for whatever cause, shall be filled as soon as possible by a majority vote of the Board present at a regular meeting.

9.5 Removal. Any Officer may be removed at any time, with or without cause, by the majority recorded vote of a quorum of the Board of Directors of the Corporation.

9.6 Duties of Officers.

9.6.1 President. The president shall be the executive head of the Corporation and shall preside at all meetings of the directors. The president shall appoint committees, shall be a member ex officio of all standing and special committees, shall make such reports to the directors as may be deemed appropriate or as may be required, and shall perform all such duties as are incident to the office or are properly required by the board of directors.

9.6.2 Vice President. In the absence or disability of the president, the vice president shall exercise all the functions of the president.

9.6.3 Secretary. The secretary shall keep minutes of the meetings of the board of directors in one or more books provided for those purposes; shall give all required notices; shall be the custodian of the corporate records and of the seal of the Corporation; shall affix the seal attested by signature to such instruments as may be required; and in general shall perform all the duties incident to the office of the secretary. The secretary shall also perform such other duties as may be assigned by the board of directors.

9.6.4 Treasurer. The treasurer is the chief financial officer and shall have charge and custody of, and be responsible for, all funds and securities of this corporation; shall

receive money and give receipts therefore, shall deposit all such monies in the name of this corporation in such banks, trust companies, or other depositories as may be designated by the board of directors; shall disburse the funds of this Corporation in accordance with due authorization of the board of directors; shall render a statement of accounts and transactions of this Corporation whenever required by the board of directors or the president; shall make a complete annual statement of this Corporation; and shall in general perform all the duties incident to the office of treasurer.

ARTICLE 10 COMMITTEES

10.1 Special and ad hoc committees will be established as needed through a resolution of the Board which clearly delineates the charge, size, and term of the committee.

ARTICLE 11 FISCAL YEAR

11.1 The fiscal year of the Corporation shall begin on the first day of January and end the last day of December.

ARTICLE 12 LIABILITY

12.1 Liability. No member of the Corporation or Board member shall be personally liable to its creditors or for any indebtedness or liability, and any and all creditors shall look only to the Corporation's assets for payment.

12.2 Property Interest Upon Termination of the Board. If any Board member shall cease to be a Board member of the Corporation, any interest he/she shall have in the property, assets, and privileges of the Corporation shall cease and revert to the Corporation and such cessation of the Board membership shall assign to the Corporation all the rights, titles, and interest of such Board member in and to the property, assets, and privileges of the Corporation.

ARTICLE 13 INDEMNIFICATION

13.1 Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees and other persons described in Section 5238(a) of the California Corporations Code (CCC) including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that Section, and including any action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in this by law, shall have the same meaning as in Section 5238(a) of the CCC.

13.2 Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the CCC, the Board shall promptly determine under Section 5238(e) of the CCC whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors

who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of directors. At that meeting, the members shall determine under Section 5238(e) of the CCC whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the directors present at the meeting in person or by proxy shall authorize indemnification.

13.3 Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE 14 INSURANCE

14.1 The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, or other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

ARTICLE 15 RECORDS AND REPORTS

15.1 Maintenance of Corporate Records. The Corporation shall keep:

15.1.1 Adequate and correct books and records of account; and

15.1.2 Written minutes of the proceedings of its board and committees of the board.

15.2 Accounting Records and Minutes. On written demand on the Corporation, any director may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the board and committees of the board at any reasonable time for a purpose reasonably related to the director's interest as a director. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the Corporation.

15.3 Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal office the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours. The Secretary shall, upon the written request of any director, furnish a copy of the articles of incorporation and bylaws, as amended to date.

15.4 Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical

properties, and records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

15.5 Annual Report. The board shall cause an annual report to be made available to the directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

15.5.1 The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.

15.5.2 The principal changes in assets and liabilities, including trust funds.

15.5.3 The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.

15.5.4 The expenses or disbursements of the Corporation for both general and restricted purposes.

15.5.5 Any information required by these bylaws.

15.5.6 The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

15.5.7 This requirement of an annual report shall not apply if the Corporation receives less than \$50,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors who request it in writing.

ARTICLE 16 AMENDMENTS TO BYLAWS

16.1 Amendments to these bylaws may be proposed by the Board of Directors. The Board may appoint an *ad hoc* committee to address proposed amendments. To amend these bylaws the following procedures shall be followed:

16.1.1 Proposed amendments shall be mailed to the Board members at least seven calendar days prior to their first reading at a regular meeting.

16.1.2 The second reading and vote shall occur at the next regular meeting of the Board.

16.1.3 Amendments to the bylaws shall become effective one week after approval of the board.

ARTICLE 17 SEVERABILITY

17.1 If any part of these bylaws is held to be null and/or void, the validity of the remaining portion of these bylaws shall not be affected.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of San Diego Region Irrigated Lands Group Educational Corporation, a California nonprofit public benefit Corporation, that the above bylaws, are the bylaws of this Corporation as adopted by the Board of Directors on September 9, 2009, and that they have not been amended or modified since that date.

Executed on September 9, 2009, at _____, California.

CHUCK BADGER, Secretary