BYLAWS OF THE
SILVERADO COMMUNITY SERVICES DISTRICT ADVISORY COMMITTEE

ARTICLE I
The District
The Silverado Community Services District (SCSD) is a special district organized to provide certain urban-type services to residents and properties within the unincorporated Silverado Development Area and Silver trail residential area.

ARTICLE II
The District Board
The Napa County Board of Supervisors serves as the governing Board of Directors for the District.

ARTICLE III
The SPOA Board
The Silverado Property Owners Association, Inc. (SPOA) is a non-profit public benefit corporation organized to promote the social welfare of the property owners within the District. In accordance with the bylaws of that Association, directors are elected to represent the subdivisions within the District. These directors constitute the governing Board of Directors for the corporation.

ARTICLE IV
The Advisory Committee
Resolution No. 91.135 (SCSD) adopted on December 10, 1991 by the District Board established the Silverado Community Services District Advisory Committee to advise the district Board regarding the services provided by and the administration of the District.

ARTICLE V
SPOA Authorization
By resolution adopted on December 10, 1991, the District Board authorized the Board of Directors of SPOA to nominate persons to serve as the Advisory Committee members.

ARTICLE VI
Committee Nominations
The elected directors of SPOA shall be nominated in December each year to serve as principal members of the Advisory Committee for the following calendar year. Each director shall designate an alternate from his subdivision area, who shall be nominated to serve in the principal's absence. Those directors serving a condo or other area having a separate association shall coordinate as appropriate with the president of that association. In addition, the General Manager of Silverado Country Club and Resort shall be nominated to represent the Resort interests.
ARTICLE VII
Appointments
The directors and alternates shall be appointed by the District Board of Directors in December each year to serve on the Advisory Committee for the following calendar year. Upon appointment, principals and alternates shall be sworn in by the clerk to the District Board. There shall be no limitation on the number of terms a principal or alternate may serve.

ARTICLE VIII
Terms and Vacancies
Terms of principal and alternate members of the Advisory Committee shall expire at the end of the calendar year. The nominating and appointing process shall be repeated. Prior incumbents shall serve until the new appointees are sworn in. Vacancies may also occur due to resignation, death, or removal for non-attendance for three consecutive meetings without prior excuse from the Chairman, Vice Chairman or Secretary of the committee. If a principal or alternate no longer owns property within the District, he/she shall be deemed to have resigned as of the date that ownership ceased.

ARTICLE IX
Filling Vacancies
Upon occurrence of a vacancy prior to the expiration of a normal term, the SPOA Board shall, in accordance with the Association bylaws, appoint a successor director to fill the unexpired term. That person shall be nominated to the district Board for appointment to fill the vacant committee position. Should the vacancy be among the alternates, the principal involved shall designate an alternate to be nominated to the District Board for appointment, coordinating as appropriate with the president of a condo or other area having a separate association which is to be represented.

ARTICLE X
Functions
Functions of the Advisory Committee shall be to develop and make recommendation to the Board of Directors regarding –

a. The type, extent and quality of the services to be provided and financed by the District.

b. The long-term planning and policies for the District, including but not limited to planning for capital improvements.

c. The annual budget for the District.

d. The rates and other charges to be set by the District.

e. Any service zones to be established to provide special services to limited areas within the District.

f. Any other matters pertaining to the district when requested by the District Board.

ARTICLE XI
Composition and Officers
The Advisory Committee principals shall be the elected directors of SPOA from the subdivisions listed in the authorizing resolution plus the General Manager of the Resort. There shall be an equal number of
alternates. The elected SPOA President and Vice-President shall serve as Chairman and Vice-Chairman respectively of the Advisory Committee. The District Manager shall serve as ex-officio Secretary to the Committee.

ARTICLE XII
Meetings

Regular meetings shall be held at 4 p.m. on the seventh Friday of each quarter in a room of the Convention Center at the Resort. Special meetings may be held at other times by resolution of the Committee or upon call of the Chairman. All meetings shall be open. The agenda and notice for such meetings shall be placed in the lock rooms of the golf house and, if authorized, on the bulletin board of the members club facility 72 hours prior to the meeting time. They may also be announced in the periodic SPOA newsletter.

ARTICLE XIII
Agenda Items

Due to the requirement to post agenda items in advance of scheduled meetings, all items to be placed on the agenda of a meeting must be received by the Secretary ten days before that meeting.

ARTICLE XIV
Minutes of Meetings

The Secretary shall be responsible for preparing minutes of each meeting. Such minutes shall be distributed to members attending that meeting for review, necessary correction and file.

ARTICLE XV
Quorum

To conduct business of the committee, a quorum must be present. A quorum is a majority of the principal committee members. In the absence of a principal member, his/her alternate, if present, may count toward the quorum.

ARTICLE XVI
Amendments to Bylaws

Proposed amendments to these bylaws must be distributed to principal members before a discussion of the proposed changes at a scheduled meeting of the committee. The proposed amendment must be approved by a majority of the committee.

Approved: May 15, 1992

Robert B. Smith
Chairman

Til Noeggerath,
Secretary