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# **AMENDED AND RESTATED BYLAWS OF PLEASANTON VALLEY CLUB**

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## TABLE OF CONTENTS TO AMENDED AND RESTATED BYLAWS OF PLEASANTON VALLEY CLUB

	Page Number
<hr/>	
ARTICLE 1	NAME AND LOCATION..... 1
1.1	Name and Location..... 1
1.2	Purpose ..... 1
1.3	Successor Entity ..... 1
ARTICLE 2	DEFINITIONS ..... 1
2.1	Articles of Incorporation ..... 1
2.2	Board of Directors ..... 1
2.3	Bylaws ..... 1
2.4	Charges ..... 1
2.5	Club Property ..... 2
2.6	Corporation ..... 2
2.7	Corporations Code ..... 2
2.8	Executive Committee of the Board ..... 2
2.9	Governing Documents ..... 2
2.10	Household..... 2
2.11	Majority of a Quorum ..... 2
2.12	Member..... 2
2.13	Member in Good Standing..... 2
2.14	Membership ..... 3
2.15	Quorum..... 3
2.16	Rules..... 3
2.17	Total Voting Power ..... 3
ARTICLE 3	MEMBERSHIPS..... 3
3.1	Memberships Generally ..... 3
3.2	Membership Application..... 3
3.3	Limitation on Number of Memberships ..... 4
3.4	Qualifications of Membership..... 4
3.5	Board Authority to Adopt Rules..... 4
3.6	Compliance with Governing Documents, Including Rules ..... 4
3.7	Member Duty to Provide Contact and Other Information ..... 4
3.8	Notice to Members..... 5

3.9	Inactive Membership Status.....	5
3.10	Termination of Membership .....	5
ARTICLE 4	MEMBERSHIP CHARGES: FEES, DUES, ASSESSMENTS, OTHER.....	5
4.1	Membership Fee.....	5
4.2	Dues .....	5
4.3	Assessments .....	5
4.4	Reimbursements.....	6
4.5	Fines .....	6
4.6	Government Taxes .....	6
4.7	Failure to Make Payments .....	6
ARTICLE 5	MEMBER VOTING; MEMBER MEETINGS .....	6
5.1	Voting by Members.....	6
5.2	Voting Rights; Joint Holders of a Membership .....	7
5.3	Proxies Are Prohibited .....	7
5.4	Quorum Requirement for Member Votes .....	7
5.5	Act of Members Requires Majority of a Quorum .....	7
5.6	Action Without a Meeting.....	7
5.7	Annual Meeting of Members .....	8
5.8	Special Meetings of Members.....	8
5.9	Notice of Member Meetings .....	8
5.9.1	Delivery of Meeting Notice.....	8
5.9.2	Content of Meeting Notice .....	8
5.9.3	Time for Sending Meeting Notice.....	8
5.9.4	Electronic Transmission of Meeting Notice.....	8
5.9.5	Special Timing for Certain Meetings Called by Members.....	8
5.10	Conduct of Member Meetings.....	9
5.11	Place of Member Meetings .....	9
5.12	Inspectors of Election.....	9
5.13	Voting at Meetings .....	9
5.14	Results of Membership Votes .....	9
5.15	Record Date for Notice .....	9
5.16	Record Date for Voting .....	10
5.17	Open Forums.....	10
ARTICLE 6	BOARD OF DIRECTORS: NOMINATION, SELECTION, TERM OF OFFICE, REMOVAL .....	10
6.1	Number of Directors.....	10
6.2	Annual Election of Directors.....	10
6.3	Qualification of Directors.....	10

6.4	Nomination Procedures .....	11
6.4.1	By Nominating Committee .....	11
6.4.2	By Self Nomination .....	11
6.4.3	At a Meeting.....	11
6.5	Publication of Deadline for Nominations .....	11
6.6	List of Known Candidate Names.....	11
6.7	Voting for Directors; No Cumulative Voting; No Write-ins.....	11
6.8	Election by Acclamation.....	12
6.9	Tied Votes.....	12
6.10	Term of Office .....	12
6.11	Removal of Directors by the Members.....	12
6.12	Vacancies, Resignation, Disqualification of Directors .....	12
6.12.1	Resignation.....	12
6.12.2	Disqualification of a Director .....	12
6.12.3	Failure to Perform Duties.....	13
6.13	Filling Vacancies.....	13
6.13.1	Removal by Members.....	13
6.13.2	Other Vacancies .....	13
6.14	Removal of Entire Board; Replacement Directors .....	13
6.15	Corporation Without Directors.....	13
6.16	Directors' Standard of Care .....	14
6.17	Limitation of Liability of Officers and Directors .....	14
6.18	Reimbursement for Expenses Incurred by Directors .....	14
ARTICLE 7	MEETINGS OF DIRECTORS .....	14
7.1	Organizational Meeting .....	14
7.2	Regular Meetings of the Board .....	14
7.3	Special Meetings of the Board .....	14
7.4	Notice to Directors .....	14
7.5	Remote Participation.....	15
7.6	Quorum for Board Action .....	15
7.7	Voting by Directors .....	15
7.8	Board Action Without a Meeting .....	15
7.9	Minutes of Meetings of Directors .....	15
ARTICLE 8	DUTIES OF THE BOARD OF DIRECTORS .....	15
8.1	Duties of the Board Generally.....	15
8.2	Supervision.....	15
8.3	Records and Minutes.....	16
8.4	Maintain Insurance .....	16

8.5	Enforcement of Governing Documents .....	16
8.6	Notices and Disclosures to Members; Electronic Notice .....	16
8.7	Annual Operating Budget.....	16
8.8	Notice of Charges, Collection of Charges .....	16
8.9	Annual Financial Report.....	16
8.10	Quarterly Review of Accounts.....	17
8.11	Biennial Notice to Secretary of State .....	17
ARTICLE 9	POWERS OF THE BOARD OF DIRECTORS .....	17
9.1	Powers of the Board, Generally .....	17
9.2	Use of Facilities .....	17
9.3	Make Contracts.....	17
9.4	Consult Professional Advisors .....	17
9.5	Hire a Manager and Others .....	18
9.6	Adopt and Enforce Rules .....	18
9.7	Levy and Collect Charges.....	18
9.8	Impose Sanctions .....	18
9.9	Pay Property Taxes .....	18
9.10	Enforcement of Member Obligations .....	18
9.11	Deal with Corporation Property .....	18
9.12	Open Bank Accounts .....	18
9.13	Borrow Money.....	19
9.14	Invest Reserve Funds.....	19
9.15	Removal of Directors by the Members.....	19
9.16	Indemnify Agents .....	19
9.17	Appointment of Committees.....	19
9.18	Other Powers and Duties.....	19
ARTICLE 10	OFFICERS AND THEIR DUTIES.....	20
10.1	Enumeration of Principal Officers .....	20
10.2	Principal Officer Election and Term .....	20
10.3	Special Appointments .....	20
10.4	Vacancies .....	20
10.5	Authority to Bind Corporation.....	20
10.6	President.....	20
10.7	Vice-President .....	20
10.8	Secretary .....	21
10.9	Treasurer .....	21
ARTICLE 11	MINUTES; BOOKS AND RECORDS; FUNDS .....	21
11.1	Minutes of Meetings.....	21
11.2	Member Access to Minutes, Books, and Records .....	21
11.3	Director Inspection Rights.....	22
11.4	Checks, Drafts, and Evidences of Indebtedness .....	22

11.5	Funds and Deposits .....	22
11.6	Fiscal Year .....	22
ARTICLE 12	ENFORCEMENT; NOTICE AND HEARING; SUSPENSION AND TERMINATION OF MEMBERSHIP .....	22
12.1	Member Responsibility for Conduct and Damages .....	22
12.2	No Avoidance .....	22
12.3	Enforcement Rights Are Cumulative .....	22
12.4	Violations As Nuisance .....	23
12.5	Violation of Law Is a Violation of the Governing Documents.....	23
12.6	Injunctions.....	23
12.7	Imposing Sanctions .....	23
12.7.1	Loss of Good Standing .....	23
12.7.2	Suspension of Other Rights .....	24
12.7.3	Monetary Penalties .....	24
12.7.4	Suspension or Termination of Membership .....	24
12.7.5	Reimbursement Not a Sanction .....	24
12.8	Written Notice of Violation.....	24
12.9	Notices: Content, Delivery .....	24
12.10	Hearings Called by the Board .....	24
12.11	Member Request for Hearing.....	24
12.12	Notice of Hearing Decisions.....	25
12.13	Enforcement by Corporation in Emergency Situations .....	25
12.13.1	Definition of Emergency Situation.....	25
12.13.2	Immediate Corrective Action; Termination of Membership .....	25
12.14	Delinquent Charge .....	25
12.14.1	Late Fees and Interest.....	26
12.14.2	Suspension of Club Property Privileges.....	26
12.14.3	Enforcement by Action at Law .....	26
12.14.4	Loss of Membership .....	26
12.15	Suspension and/or Termination of Membership .....	26
12.15.1	Effect of Suspension.....	26
12.15.2	Effect of Termination.....	26
12.16	Non-waiver.....	27
12.17	Costs and Attorney Fees .....	27

ARTICLE 13	AMENDMENTS.....	27
13.1	Amendments Generally .....	27
13.2	Legally Conforming Amendment.....	27
13.3	Record of Amendments .....	27
ARTICLE 14	MISCELLANEOUS.....	28
14.1	Conflict in Governing Documents .....	28
14.2	Amendments to Referenced Statutes; Time for Performance.....	28
EXHIBIT A	Legal Description of Club Property.....	29

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## AMENDED AND RESTATED BYLAWS OF PLEASANTON VALLEY CLUB

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### ARTICLE 1                      NAME AND LOCATION

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- 1.1    Name and Location. The name of the corporation is PLEASANTON VALLEY CLUB, which is hereinafter referred to as the "Corporation." The principal office of the Corporation shall be located in Alameda County, California, or at such other place reasonably convenient to the Property as the Board of Directors may from time to time establish.
- 1.2    Purpose. The purpose of the Corporation shall be as set forth in its Articles of Incorporation.
- 1.3    Successor Entity. In the event the Corporation is dissolved, a nonprofit unincorporated association shall forthwith and without further action or notice be formed to succeed to all the rights and duties of the Corporation. The affairs of such unincorporated association will be governed by the laws of the State of California, and to the extent consistent therewith, by the Articles of Incorporation, and these Bylaws as if they were created for the purpose of governing the affairs of an unincorporated association.

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### ARTICLE 2                      DEFINITIONS

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- 2.1    Articles of Incorporation. "Articles of Incorporation" shall mean the Articles of Incorporation of Pleasanton Valley Club, as they may be amended and restated from time to time, and as filed with the Office of the Secretary of State of California.
- 2.2    Board of Directors. "Board of Directors" or "Board" shall mean the governing body of the Corporation.
- 2.3    Bylaws. "Bylaws" shall mean these Amended and Restated Bylaws of the Corporation as they shall be duly adopted by the Board of Directors and any duly adopted amendments thereof.
- 2.4    Charges. "Charges" shall mean the amounts levied by the Board against a Member, which include a membership fee, annual dues, assessments, reimbursements and fines; all as further provided in Article 4 ("Membership Charges: Fees, Dues, Assessments, Other"). Charges are levied in order (a) to pay for the costs of management and operation of the Corporation and the Club



Property, (b) to pay for the costs of conducting the business and affairs of the Corporation, (c) to promote the recreation, health, safety, welfare, benefit, and interests of the Members, (d) for the improvement and maintenance, repair, and replacement of the Club Property, and (e) to enforce the Governing Documents.

- 2.5 Club Property. “Club Property” shall mean all the real property which is owned by the Corporation as described in Exhibit A, attached hereto and incorporated herein, the pool and recreational facilities and all other improvements located thereon, and any additional real property and/or personal property of the Corporation, including, without limitation, the digital assets of the Corporation such as the Corporation’s domain name and social media handles.
- 2.6 Corporation. “Corporation” shall mean Pleasanton Valley Club, a California nonprofit mutual benefit corporation, and its successors and assigns.
- 2.7 Corporations Code. “*Corporations Code*” shall mean the California *Corporations Code* as amended from time to time.
- 2.8 Executive Committee of the Board. “Executive Committee of the Board” shall mean a committee consisting only of directors as described in *Corporations Code* section 7212.
- 2.9 Governing Documents. “Governing Documents” shall mean the Articles of Incorporation, Bylaws, and Rules.
- 2.10 Household. “Household,” whether the term is capitalized or not, shall mean the occupants of a single dwelling unit (whether a house, apartment, condominium, etc.) comprised of at least one (1) adult person who has purchased a Membership at Pleasanton Valley Club in accordance with policies established for Membership by the Board of Directors.
- 2.11 Majority of a Quorum. “Majority of a Quorum” shall mean a majority of the votes cast in any lawful vote or election by the Members in which the number of ballots cast equals or exceeds the number required to establish a quorum as provided in Section 5.4 (“Quorum Requirements for Member Votes”).
- 2.12 Member. “Member” shall mean a person who is at least eighteen (18) years old and who is a fulltime resident of the household that has been issued a Membership in the Corporation.
- 2.13 Member in Good Standing. “Member in Good Standing” shall mean a Member of the Corporation who is current in the payment of all Charges including, but not limited to, interest, late charges, attorney fees, recording and filing fees, and all other costs actually incurred by the Corporation in collecting and/or enforcing payment of Charges, imposed in accordance with the Governing Documents and who is in compliance with all of the provisions of the Governing Documents.

- 2.14 Membership. “Membership” shall mean the grant of a household membership imparting those certain rights, privileges and obligations of a Member and the Member’s household pursuant to the Governing Documents.
- 2.15 Quorum. “Quorum,” whether the term is capitalized or not, shall mean the following: (a) a quorum of the Memberships is the required minimum number of votes received in order for the Corporation to conclude a valid membership vote, as further set forth in Section 5.4 (“Quorum Requirement for Member Votes”); and (b) a quorum of the Board is the required minimum number of directors who must be present before the Board may vote or conduct other business, as further set forth in Section 7.6 (“Quorum for Board Action”).
- 2.16 Rules. “Rules” shall mean any of the policies, rules, and regulations governing the administration, management, operation, use, and occupancy of the Club Property, including regulation, restrictions, and prohibitions concerning the following the use and rights to use the Club Property, the personal conduct of Members vis-à-vis the Club Property and the Corporation, enforcement of the Governing Documents, and any other matter that is within the jurisdiction of the Corporation, as adopted, published, or amended by the Board from time to time and subject to approval by the Members as provided in Section 9.6 (“Adopt and Enforce Rules”).
- 2.17 Total Voting Power. “Total Voting Power” shall mean the total number of votes of all Memberships entitled to vote at a particular time, calculated on the basis of one (1) vote for each Membership, excluding any Memberships as to which a Member is not then a Member in Good Standing.

### **ARTICLE 3                      MEMBERSHIPS**

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- 3.1 Memberships Generally. The Board shall, in its sole discretion, issue, suspend, and terminate Memberships and shall determine if the Member is in good standing and/or impose sanctions pursuant to Article 12 (“Enforcement; Notice and Hearing, Suspension and Termination of Membership”).
- 3.2 Membership Application.
- (a) Any person desiring to purchase a Membership shall present to the Board of Directors a written application in such form as the Board of Directors shall, from time to time, prescribe, signed (either by hand or electronically) by such applicant. The Board shall have the discretion to determine whether to approve or disapprove the Membership application and shall provide notice of its determination to the applicant.
  - (b) Within fifteen (15) days after notice of an application approval, the applicant shall pay the Membership fee and any other fees, dues, and assessments payable. Such applicant shall become a Member only when

such payments are accepted by the Corporation. If such payments are not made within such period of fifteen (15) days, then the application of such applicant to Membership may be voided by the Board. The Board also has the option to determine an equitable payment plan on a case-by-case basis.

- 3.3 Limitation on Number of Memberships. The maximum number of Memberships is Two Hundred Eighty (280). Pool occupancy limits are posted at the facility and may be updated from time to time in accordance with local, county, and state regulations.
- 3.4 Qualifications of Membership. Memberships may only be issued to natural persons at least eighteen (18) years of age who meet the qualifications established in the Governing Documents, including the Rules. The person or persons issued a Membership shall be known as the "Member." Memberships shall be open to all persons owning or residing in a dwelling unit in Pleasanton, Dublin, San Ramon, Livermore, Sunol and the surrounding areas of Alameda and Contra Costa Counties, State of California. No person shall have more than one (1) Membership, but a Membership may have more than one (1) Member, who may be the persons at least eighteen years of age residing full time in the same household who are jointly and severally responsible for Membership obligations as set forth in the Governing Documents.
- 3.5 Board Authority to Adopt Rules. The Board may establish Rules concerning Memberships, which may include, by way of example only and not of limitation, qualifications for Members, limits on the number of household members, and permissions for guests to use the Club Property.
- 3.6 Compliance with Governing Documents, Including Rules. Members shall, in all respects, conform to and abide by the Governing Documents. A Member in Good Standing may delegate Club Property use and enjoyment privileges to such Member's household members, *provided* the delegation comply with the Rules and the delegate must comply with all provisions of the Governing Documents. Memberships in Good Standing impart upon the Member and such Member's delegated household members Club Property use and enjoyment privileges, subject to the use and enjoyment privileges of other Memberships and subject to all Rules as the Board of Directors may, from time to time, prescribe. All use of the Club Property by any person thereon shall be subject to the Governing Documents, including such Rules, regulations, restrictions and limitations as the Board of Directors may, from time to time, prescribe. The Board shall have the authority to remove any person from the Club Property who, in the opinion of the Board, in its sole discretion, is in violation of the Governing Documents.
- 3.7 Member Duty to Provide Contact and Other Information. It shall be each Member's duty and responsibility to ensure the Corporation has the Member's current contact information and to notify the Corporation in writing of any change

in the Member's contact information for the purpose of receiving notices from the Corporation. Such contact information shall include, at minimum, the Member's dwelling unit address, mailing address (if different than dwelling unit address), email address, and phone number. Upon request by the Corporation, each Member shall provide the Corporation with other information, including, by way of example only and not of limitation, the names of household members using the Club Property.

- 3.8 Notice to Members. Notice of any kind required to be given to any Member shall be conclusively deemed to have been given when the same has been (a) emailed to the Member at such Member's email address or (b) deposited in the United States mail, in a sealed envelope, postage prepaid to such Member's mailing address. Notices shall be addressed to the Member at the address shown on the books of the Corporation, as provided by the Member in accordance with Section 3.7 ("Member Duty to Provide Contact and Other Information"). If the address of any Member is not valid, or otherwise not shown on the books of the Corporation, any notice so mailed to such Member's last known address, or, to the address of the Corporation shall be deemed properly given and made.
- 3.9 Inactive Membership Status. Upon prior written approval of the Board of Directors, a Member may place their Membership in the Corporation on "inactive" status for one (1) year; *provided, however*, that the Board, in its discretion, may further require payment of a fee up to one fourth (1/4<sup>th</sup>) of the annual dues to render the Membership inactive.
- 3.10 Termination of Membership. Upon termination of a Membership, the Corporation shall retain any Membership fee previously paid, and all past due balances shall become immediately due.

#### **ARTICLE 4                    MEMBERSHIP CHARGES: FEES, DUES, ASSESSMENTS,                                          OTHER**

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- 4.1 Membership Fee. The Membership fee is a one-time nonrefundable fee payable to the Corporation on the issuance of a Membership. The fee shall be fixed by the Board from year to year and set forth in the pro forma budget of the Corporation (see Section 8.7 ("Annual Operating Budget")).
- 4.2 Dues. The annual dues payable with respect to each Membership shall be as the Board of Directors may, from time to time, fix, and shall be payable at such times as the Board of Directors may determine.
- 4.3 Assessments. The Board of Directors may levy assessments against Members from time to time in such amounts as are necessary to pay the operating expenses of the Corporation. No assessment shall be made or levied for the purpose of making any capital addition to the Club Property or other Corporation
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facilities or properties without the approval of at least two-thirds (2/3) of the Total Voting Power of the Members. Notwithstanding the previous sentence, the Board of Directors may make and levy one (1) assessment for such purposes in any calendar year if the amount of such assessment per Member does not exceed twenty-five percent (25%) of the regular dues per Membership for such calendar year. The Board of Directors shall communicate the purpose and amount of this not-to-exceed twenty-five percent (25%) increase to the Member prior to levying same. All Memberships shall be assessed equally.

- 4.4 Reimbursements. "Reimbursements" shall mean an amount levied against a Member (a) to reimburse the Corporation for costs incurred to maintain, repair, or replace property when such damage is due to the act or neglect of the Member, the Member's household, or the Member's guest or assistance animal, or as otherwise provided in the Governing Documents; (b) to reimburse the Corporation for its expenditure of funds resulting from, or necessitated by, the failure of any Member, such Member's household member, or a guest or assistance animal of any of the foregoing to comply with any provision of the Governing Documents; or (c) to reimburse the Corporation for any costs of collecting from a Member any amount the Member is obligated to pay the Corporation.
- 4.5 Fines. Subject to the requirements set forth in Section 12.7 ("Imposing Sanctions"), the Board may levy a monetary penalty in accordance with the provisions of the Governing Documents, which shall be deemed a fine, for violation of any of the provisions of the Governing Documents. Any fine shall be due and payable to the Corporation when levied.
- 4.6 Government Taxes. All fees, dues, assessments, and other Charges referred to herein are exclusive of government taxes.
- 4.7 Failure to Make Payments. If a Member fails to pay any dues, fees, assessment, reimbursement, fine or other indebtedness within fifteen (15) days after the same became due, the Board or its agent may notify such member of the Member's delinquency. If such indebtedness shall not be paid within thirty (30) days after the same became due, the Board of Directors may suspend such delinquent Member, and proceed in accordance with Article 12 ("Enforcement; Notice and Hearing; Suspension and Termination of Membership"), including Section 12.14 ("Delinquent Charge") thereof.

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## **ARTICLE 5                    MEMBER VOTING; MEMBER MEETINGS**

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- 5.1 Voting by Members. A vote of the Members may be conducted either (i) at a meeting, or (ii) by action without a meeting using written (including electronic) ballots pursuant to *Corporations Code* section 7513. At all meetings of the Members, each Member may vote in person. Regardless of the number of Members per Membership, only one (1) vote may be cast per Membership, as

set forth in Section 5.2 ("Voting Rights; Joint Memberships"). Any election for directors shall be conducted exclusively by secret written ballot.

- 5.2 Voting Rights; Joint Holders of a Membership. Only Members in Good Standing shall be entitled to vote on any issue or matter presented to the Members for approval or vote. A Member in Good Standing shall be entitled to cast one (1) vote for the Membership. In the event the Membership is held by more than one Member, the vote for such Membership shall be exercised as the holders of the Membership shall determine among themselves, but in no event shall more than one (1) vote be cast with respect to any one (1) Membership. If the joint holders are unable to agree among themselves as to how their vote or votes are to be cast, they shall lose their right to vote on the matter in question. In the case of multiple votes being made by a single Membership, only the first voted counted will be registered as the vote of the Membership. If any Member casts a vote representing a certain Membership, it will thereafter be conclusively presumed for all purposes that such Member was acting with the authority and consent of the other joint holders of that Membership.
- 5.3 Proxies Are Prohibited. Use of proxies in connection with membership votes or membership meetings is expressly prohibited. "Proxy" shall mean a written authorization signed by a Member or a Member's attorney-in-fact giving another person or persons power to vote for such Member, as defined in *Corporations Code* section 5069.
- 5.4 Quorum Requirement for Member Votes. For any action that may be taken by the Members, a quorum shall mean the presence in person or by written ballot of not less than one third (1/3) of the membership as of the Record Date.
- 5.5 Act of Members Requires Majority of a Quorum. The affirmative vote of a majority of a quorum shall constitute the action of the Members.
- 5.6 Action Without a Meeting. Any action that may be taken at a regular or special meeting of the Members may be taken by written ballot without a meeting conducted in compliance with *Corporations Code* section 7513. The Corporation shall set forth the proposed action on the written ballot, provide an opportunity to specify approval or disapproval of any proposal, and in the ballot solicitation identify the number of responses needed to meet the quorum requirement and the percentage and/or number of approvals necessary to pass the measure submitted, and specify the time by which the ballot must be received by the Corporation in order to be counted. The Board shall determine whether written ballots may be distributed by the Corporation to all Members in Good Standing by mail, personal delivery, and/or electronic transmission (pursuant to *Corporations Code* section 20), and whether response may be returned to the Corporation by either (i) mail or personal delivery, and/or (ii) electronic transmission (pursuant to *Corporations Code* section 21). The ballot shall set provide a reasonable time within which to return the ballot to the Corporation, which reasonable time shall not be less than fourteen (14) days.

- 5.7 Annual Meeting of Members. As required pursuant to *Corporations Code* section 7510(b), an annual meeting of the Members for the purpose of electing directors shall be held each year in approximately the last quarter of the regularly scheduled season, or as soon after practical, on a date and at a time and place designated by the Board.
- 5.8 Special Meetings of Members. Special meetings of the Members may be called at any time by the President or by the Board of Directors and, as provided in *Corporations Code* section 7510(e), shall be called upon receipt by the Board of a written request signed by Members entitled to cast at least five percent (5%) of the Total Voting Power of the Corporation.
- 5.9 Notice of Member Meetings. Written notice of each meeting of the Members shall be given by or at the direction of the Secretary or other person authorized to call a meeting.
- 5.9.1 Delivery of Meeting Notice. Notices of Member meetings may be given personally, by electronic transmission (e.g., email, fax), by mail, or by other means of written communication. The written notice shall be addressed or otherwise delivered to the Member's address last appearing on the books of the Corporation or supplied by the Member to the Corporation for the purpose of notice.
- 5.9.2 Content of Meeting Notice. Notice of any meeting of Members shall specify the date, hour, and place of the meeting, and the general nature of those matters which the Board intends to present for action by the Members.
- 5.9.3 Time for Sending Meeting Notice. Except for special meetings called pursuant to a written request of Members (*Corporations Code* section 7510(e)), written notices of Member meetings must be sent at least ten (10) days but not more than ninety (90) days before such meeting, to each Member in Good Standing, except that if the notice is mailed and it is not mailed by first-class, registered, or certified mail, it must be mailed at least twenty (20) days before the meeting.
- 5.9.4 Electronic Transmission of Meeting Notice. Notices sent by electronic transmission must comply with *Corporations Code* section 20, which requires, among other things, that the Member consent to receiving notice by electronic transmission.
- 5.9.5 Special Timing for Certain Meetings Called by Members. In the case of a special meeting called pursuant to a written request of at least five percent (5%) of the Members under *Corporations Code* section 7510(e), notice of such special meeting must be sent within twenty (20) days after receipt of such written request by the Board, and the date of

such special meeting shall be set by the Board and shall be no sooner than thirty-five (35) days and no later than ninety (90) days after the date of the Board's receipt of such written request.

- 5.10 Conduct of Member Meetings. All meetings of Members shall be conducted in accordance with a recognized system of parliamentary procedure or such parliamentary procedures as the Board may adopt.
- 5.11 Place of Member Meetings. Meetings of the Members shall be held at a location within the Club Property, or the Board may designate by resolution a convenient place located as close as reasonably practicable to the Club Property.
- 5.12 Inspectors of Election. In advance of any election, the Board may appoint one (1) or three (3) inspectors of election pursuant to *Corporations Code* section 7614 to act with the powers and perform the duties as described thereunder.
- 5.13 Voting at Meetings. Pursuant to *Corporations Code* section 7512(b), the only matters that may be voted upon at any meeting of Members are those matters the general nature of which was given in the notice of such meeting, pursuant to Section 5.9.2 ("Content of Meeting Notice"). If any required quorum is present in person at a meeting of the Members, the affirmative vote of a majority of the voting power so present and voting on any permitted matter shall constitute the act of the Members. The vote at any meeting of Members may be by voice vote, by show of hands, or by written ballot, provided that the vote on any matter at a meeting shall be by ballot if so requested by any Member.
- 5.14 Results of Membership Votes. To the extent required by *Corporations Code* section 8325, for a period of sixty (60) days following the conclusion of an annual, regular, or special meeting of Members, a Member shall, upon written request, be informed forthwith of the result of any particular vote of the Members taken at the meeting, including the number of memberships voting for, the number of memberships voting against, and the number of memberships abstaining or withheld from voting. If the matter voted on was the election of directors, the Corporation shall report the number of votes cast for each nominee for director.
- 5.15 Record Date for Notice. As provided in *Corporations Code* section 7611(a), the Board may fix a date not more than ninety (90) days and not less than ten (10) days preceding the date of any meeting of the Members as a record date for determining the Members entitled to notice of such meeting. If the Board sets a record date for notice, only those persons identified as Members in the records of the Corporation on the date so fixed shall be entitled to notice of such meeting. If no record date for notice is fixed by the Board, Members at the close of business on the business day three (3) days preceding the day in which notice is given are entitled to notice of a meeting of Members.



- 5.16 Record Date for Voting. As provided in *Corporations Code* section 7611(b), the Board may fix a date not more than sixty (60) days before the date of any mailing or delivery of ballots as the record date for determining Members entitled to vote and only Members in Good Standing as shown in the records of the Corporation as of the record date for voting shall be entitled to vote in such election. If no record date for voting is set by the Board, Members in Good Standing on the day of the mailing or delivery of ballots shall be entitled to vote in such election.
- 5.17 Open Forums. Notwithstanding the provisions of Section 5.1 ("Voting by Members"), the Board of Directors shall be entitled to call informal meetings of the Members, to be known as "open forums" for the purpose of discussing issues concerning the Corporation, the Club Property, or related matters. Open forums may be called on written notice delivered to all interested Members at least five (5) days before the date of the open forum. The notice shall set forth the date, time, and place of the open forum and the general nature of each item to be discussed. The Members may discuss at an open forum any topic that has been noticed, but no formal action of the Members may be taken, such action being reserved to Member votes conducted pursuant to Section 5.1 ("Voting by Members"); however, reports and other informational presentations may be made.

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## **ARTICLE 6                      BOARD OF DIRECTORS: NOMINATION, SELECTION, TERM OF OFFICE, REMOVAL**

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- 6.1 Number of Directors. The affairs of this Corporation shall be managed by or under the direction of, and the corporate powers shall be exercised by, a Board of Directors. The authorized number of directors shall be nine (9).
- 6.2 Annual Election of Directors. Directors shall be elected by the Members at the Annual Meeting of the Members (Section 5.7 ("Annual Meeting of Members")), provided that candidate meets the minimum qualifications as stated in Section 6.3 ("Qualifications of Directors").
- 6.3 Qualification of Directors. Only persons who satisfy all of the following qualifications shall be eligible to be elected to or serve on the Board: (i) is a Member in Good Standing or in the case of a Member in Good Standing that is not a natural person, an officer, director, principal, or authorized representative of the entity, (ii) is over eighteen (18) years of age ("Adult"), (iii) has been a Member for at least one (1) year, and (iv) has not been convicted of a felony or of any crime that could prevent the Corporation from obtaining insurance coverage or terminate existing insurance. Adults holding the same Membership may not serve on the Board at the same time. Former directors who have resigned from the Board shall not be qualified to be elected to or serve on the Board for the one (1) year period following the date of resignation. Former directors who have been removed from office by the Board or membership shall not be qualified to

be elected to or serve on the Board for a three (3) year period following the date of removal.

6.4 Nomination Procedures. Nominations of candidates for election to the Board of Directors may be made by a Nominating Committee or by self-nomination, as follows:

6.4.1 By Nominating Committee. The Board may appoint a Nominating Committee to nominate candidates for election to the Board prior to any election of directors. If appointed, the Nominating Committee shall nominate as many candidates for election to the Board as it shall in its discretion determine but shall endeavor to nominate not less than the number of positions on the Board that are to be filled in the election. All nominations shall be made from among persons who satisfy the qualifications set forth in Section 6.3 ("Qualification of Directors").

6.4.2 By Self Nomination. A Member who satisfies the qualifications set forth in Section 6.3 ("Qualification of Directors") may place the Member's name in nomination for election to the Board by giving written notice to the President or Secretary of the Corporation. Notice of self-nomination must be received prior to the deadline for nominations.

6.4.3 At a Meeting. Any person who satisfies the qualifications set forth in Section 6.3 ("Qualification of Directors") may be nominated from the floor at a meeting at which one (1) or more directors are to be elected.

6.5 Publication of Deadline for Nominations. The date and time of the deadline for nominations shall be provided to all Members at least ten (10) but not more than thirty (30) days in advance of the deadline in one (1) or more of the following manners: (i) by posting a notice in one or more prominent places within the Club Property, (ii) by mailing or delivering a notice to each Member, (c) if the Corporation maintains an internet website for the purpose of distributing information on Corporation business to the Members, by posting the notice on the Corporation's internet website in a prominent location that is accessible to all Members or (iii) by other means reasonably designed to provide actual notice to the Members.

6.6 List of Known Candidate Names. The names of all persons known by the Board to be qualified candidates for election to the Board as of the published deadline for nominations shall be set forth on the ballot for election of directors.

6.7 Voting for Directors; No Cumulative Voting; No Write-ins. In all elections of directors, all Members in Good Standing may cast, in respect to each position on the Board to be filled, one (1) vote for each Membership. The persons receiving the largest number of votes shall be elected. Cumulative voting (i.e., giving more than one vote to any candidate) shall not be permitted. Voting for write-in

candidates (that is, voting for any person not nominated prior to the deadline for nominations) is not permitted.

- 6.8 Election by Acclamation. If, as of the published deadline for nominations, the number of candidates is not more than the number of directors to be elected, then the persons nominated and qualified to be elected shall be declared elected by the Board and written notice of the election shall be given to the Members.
- 6.9 Tied Votes. In the case of a tied vote for one (1) or more positions on the Board, the Board shall appoint one of the tied candidates to the position. The appointed director shall serve until the next Annual Meeting of the Members, or upon the resignation, disqualification, or failure to perform duties (pursuant to Section 6.12 ("Vacancies, Resignation, Disqualification of Director"), or removal (pursuant to Section 6.11 ("Removal of Directors by Members") and Section 6.13.1 ("Removal by Members")).
- 6.10 Term of Office. The Members shall elect four (4) directors for terms of two (2) years each for the officer positions of President, Vice President, Secretary, and Treasurer, and up to five (5) other directors for terms of one (1) year each. Each director shall serve until the expiration of the designated term, and thereafter until a successor is elected, or until the earlier disqualification, death, resignation, or removal of such director.
- 6.11 Removal of Directors by the Members. Consistent with *Corporations Code* section 7222, any director may be removed from the Board, with or without cause, by the vote of a majority of a quorum of the Members. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.
- 6.12 Vacancies, Resignation, Disqualification of Directors. A vacancy shall exist on the Board (i) in the event of the death, resignation, or removal (by the Members) of any director, (ii) in the event of a declaration of a vacancy by the Board as provided below in this Section 6.12, (iii) if the authorized number of directors is increased, or (iv) if the Members fail to elect the full authorized number of directors.
- 6.12.1 Resignation. Any director may resign by giving written notice to the Board. The resignation shall be effective on the date specified in the notice. Unless otherwise provided in the notice, the acceptance of a resignation shall not be necessary to make it effective. Any director who ceases to be a Member or ceases to be an officer, director, principal, or authorized representative of a Member entity that is not a natural person shall be deemed to have resigned from the Board.
- 6.12.2 Disqualification of a Director. As provided in *Corporations Code* section 7221(b), the Board of Directors, by a majority vote of the directors who meet all of the qualifications for directors as set forth in

Section 6.3 ("Qualification of Directors"), may declare vacant the office of any director who fails or ceases to meet any required qualification that was in effect at the beginning of that director's current term of office.

6.12.3 Failure to Perform Duties. The Board, by vote of a majority of a quorum, may declare vacant the office of any director who: (i) fails within sixty (60) days after receiving notice of election to accept office, either in writing or by attending a meeting of the Board as a director, (ii) is absent from three (3) consecutive meetings of the Board, or (iv) fails to adhere to any code of conduct for directors as adopted from time to time by the Board.

6.13 Filling Vacancies.

6.13.1 Removal by Members. Pursuant to *Corporations Code* section 7224, vacancies on the Board created by the removal of a director by the Members shall be filled by approval of the Members. A director elected by the Members to fill such a vacancy shall serve the remainder of the term of office of the director whom he or she replaces.

6.13.2 Other Vacancies. Any vacancy occurring on the Board of Directors, except a vacancy created by the removal of a director by the Members, may be filled (i) by approval of the Board of Directors; or (ii) by a sole remaining director. The Members may elect a director at any time to fill any vacancy not filled by the directors. If the Board accepts the resignation of a director tendered to take effect at a future time, the Board, including the resigning director, may choose or, if the Board fails to act, the Members may elect, a successor to take office when the resignation becomes effective. A director chosen in accordance with this Section 6.13 to fill a vacancy shall serve until the next annual election of directors.

6.14 Removal of Entire Board; Replacement Directors. In the case of a vote by the Members to remove the entire Board of Directors, the incumbent directors shall not be removed from office unless and until one (1) or more replacement directors have been elected by the Members. If, in such election, the Members fail to elect the full number of replacement directors, the vacancies then existing on the Board may be filled by the elected replacement directors pursuant to clause (i) or clause (ii) of Section 6.13 ("Filling Vacancies").

6.15 Corporation Without Directors. In the case of any failure of the Corporation to have one or more directors serving on the Board of Directors, one (1) or more Members of the Corporation may petition the superior court to appoint a third party as a receiver to manage the Corporation as provided for in *California Code of Civil Procedure* section 564.

- 6.16 Directors' Standard of Care. As provided in *Corporations Code* section 7231, a director shall perform the duties of a director, including duties as a member of any Executive Committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
- 6.17 Limitation of Liability of Officers and Directors. No director, officer, committee member, employee, or other agent of the Corporation shall be liable to any Member or any other party, including the Corporation, for any damage, loss, or prejudice suffered or claimed on account of any act, omission, error, or negligence of any such person if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation.
- 6.18 Reimbursement for Expenses Incurred by Directors. The members of the Board of Directors shall receive no compensation for acting as directors; *provided, however,* that, upon approval by the Board (a) the annual dues charged to Members may be reduced or discounted for directors, and (b) a director may be reimbursed for the director's expenses actually incurred in the performance of such director's duties.

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## ARTICLE 7                                      MEETINGS OF DIRECTORS

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- 7.1 Organizational Meeting. As soon as possible, but in any event within thirty (30) days, after each annual election of directors, the Board of Directors shall hold a meeting for the purpose of organization, appointment of officers, and transaction of other business, as appropriate.
- 7.2 Regular Meetings of the Board. Regular meetings of the Board shall be held monthly upon proper notice which conforms to the provisions of Section 7.4 ("Notice to Directors"), at the place, day, and time set forth in such notice. In the event the Board determines that the business to be transacted by the Board does not reasonably justify monthly meetings, then regular meetings of the Board shall be held at such other reasonable intervals as the Board may determine.
- 7.3 Special Meetings of the Board. Special meetings of the Board shall be held when called by the President of the Corporation or by a majority of the number of directors then in office.
- 7.4 Notice to Directors. Regular meetings of the Board may be held, without further notice to the Board, at a place within or reasonably convenient to the Club Property and on a day and time fixed by resolution by the Board. Notice of each meeting of the Board shall be communicated to the directors not less than forty-eight (48) hours' prior to the time of such meeting, and such notice shall either be verbal, by telephone, or in writing; and provided further that notice of a meeting

need not be given to any director who signed a waiver of notice or a written consent to holding the meeting, whether before or after the meeting.

- 7.5 Remote Participation. As provided in *Corporations Code* section 7211(a), directors may participate in regular or special Board meetings through the use of conference telephone, electronic video screen communications, or other communications equipment or technologies. *Corporations Code* section 7211 includes, among other things, the requirements that (i) each Board member participating in the meeting can communicate with all of the other Board members concurrently, and (ii) that each Board member is provided the means of participating in all matters before the Board, including but not limited to the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.
- 7.6 Quorum for Board Action. A majority of the number of directors then in office (but not less than two) shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly-held meeting at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by a majority of the required quorum for that meeting.
- 7.7 Voting by Directors. Pursuant to *Corporations Code* section 7111(c), each director shall be entitled to one (1) vote and a director may not vote by proxy or otherwise delegate the director's right to vote on any matter before the Board.
- 7.8 Board Action Without a Meeting. As provided in *Corporations Code* section 7211(b), 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 such action. Such written consents shall be filed with the minutes of the proceedings of the Board.
- 7.9 Minutes of Meetings of Directors. To the extent required by *Corporations Code* section 8320, the Board shall keep minutes of its meetings, as adopted by the Board.

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## **ARTICLE 8                    DUTIES OF THE BOARD OF DIRECTORS**

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- 8.1 Duties of the Board Generally. The Board shall be ultimately responsible for the management and conduct of the affairs of the Corporation. All activities and affairs of the Corporation shall be conducted, and all corporate powers shall be exercised by, or under the direction of, the Board. Without limiting the generality of the foregoing, the specific duties of the Board shall include the following:
- 8.2 Supervision. The Board shall supervise all officers, agents, and employees of the Corporation, if any, and see that their duties are properly performed.

- 8.3 Records and Minutes. The Board shall cause to be kept a complete record of all its acts and the corporate affairs, including an accurate and current record of the Members setting forth their names and addresses, adequate and correct books and records of account, and minutes of the proceedings of the Members, the Board, and committees of the Board.
- 8.4 Maintain Insurance. The Board shall procure and maintain adequate casualty, liability and other insurance on property owned by the Corporation, and other appropriate insurance, as the Board shall determine in its good faith judgment.
- 8.5 Enforcement of Governing Documents. The Board shall enforce the Governing Documents on its own initiative or upon receipt of written complaint from a Member, in accordance with the procedures set forth in Article 12 ("Enforcement; Notice and Hearing; Suspension and Termination of Membership").
- 8.6 Notices and Disclosures to Members; Electronic Notice. Any notice or disclosure that is required by law to be provided by the Corporation or the Board to the Members or any of them or to any other person may, in the Board's discretion, be delivered in any manner permitted by law for such notice or disclosure. The Corporation may but shall not be obligated to deliver such records by "electronic transmission" as defined in *Corporations Code* sections 20 and 21. Among other things, section 20 of the *Corporations Code* requires the Corporation to obtain consent from the person to whom the document is transmitted to receive it by means of electronic transmission as well as other technical requirements.
- 8.7 Annual Operating Budget. The Board shall prepare and distribute a pro forma operating budget to the Members annually at the Annual Meeting of the Members, not less than fourteen (14) days prior to the Annual Meeting.
- 8.8 Notice of Charges, Collection of Charges. The Board shall send written notice to each Member in advance of each fiscal year of the annual dues and any assessment levied per Membership for that fiscal year and shall diligently pursue the collection of all Charges.
- 8.9 Annual Financial Report. Annually, not less than fourteen (14) days prior to the Annual Meeting of the Members, the Board shall notify each Member of the Member's right to receive a financial report pursuant to *Corporations Code* section 8321. The annual financial report shall contain in appropriate detail: (i) a balance sheet as of the end of the fiscal year, (ii) an income statement for the fiscal year, (iii) a statement of changes in financial position for the fiscal year, (iv) a statement of the place where the names and addresses of the current Members is located, and (v) any information required by *Corporations Code* section 8322 (concerning transactions, if any, with "interested parties" as defined in the statute). If not prepared by an independent accountant, the foregoing report shall be accompanied by a certificate of an authorized officer of the Corporation that the statements were prepared without an audit from the books

and records of the Corporation. The annual report must be prepared not later than one hundred twenty (120) days after the close of such fiscal year.

- 8.10 Quarterly Review of Accounts. No less frequently than once every three (3) months, the Board shall review (i) the latest account statements prepared by the financial institutions where the Corporation keeps its accounts and (ii) an income and expense statement for the Corporation's accounts.
- 8.11 Biennial Notice to Secretary of State. The Board shall file with the Secretary of State the biennial statement of information required pursuant to *Corporations Code* section 8210.

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## ARTICLE 9                      POWERS OF THE BOARD OF DIRECTORS

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- 9.1 Powers of the Board, Generally. Subject to the provisions of *Corporations Code* Section 7110 and following for nonprofit mutual benefit corporations, the activities and affairs of the Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board. The Board shall have the power to exercise for the Corporation all powers, duties, and authority vested in or delegated to the Corporation and not reserved to the Members by other provisions of the Articles of Incorporation or these Bylaws, and undertake any action on behalf of the Corporation as the Board shall deem necessary or proper in furtherance of the purposes and powers of the Corporation and/or the interests of the Corporation and its Members. Without limiting the generality of the foregoing, the Board shall have the powers specified in this Article 9, subject to any limitations or conditions as may be set forth in the Articles of Incorporation or the Bylaws.
- 9.2 Use of Facilities. The Board of Directors, in its discretion, may extend the use of the Club Property and any other properties or facilities of the Corporation to any person or persons, including but not limited to, guests of Members, prospective Members, and persons who may be permitted use of the Club Property or the Corporation's other properties or facilities on a fee basis, although not Membership holders. The Board of Directors shall make such Rules and regulations as it may deem proper respecting the use of the Club Property, or other properties and facilities of the Corporation, by guests of Members, prospective Members, and others, and the fees, dues, and fines to be charged therefor.
- 9.3 Make Contracts. The Board shall have the power to authorize any officer or officers to enter into any contract in the name of, or on behalf of, the Corporation.
- 9.4 Consult Professional Advisors. The Board shall have the power to consult with, seek the advice of, and reasonably rely on the advice of attorneys, accountants, and other professionals in carrying out the Board's authority and responsibility



under the Governing Documents and the law, and to pay for such professional services.

- 9.5 Hire a Manager and Others. The Board shall have the power to engage the services of a business manager or management company as either an employee or an independent contractor and engage such other employees or independent contractors as the Board may deem necessary, and to prescribe their duties.
- 9.6 Adopt and Enforce Rules. The Board shall have the power to adopt, publish, amend, repeal, and enforce Rules by Board resolution.
- 9.7 Levy and Collect Charges. The Board shall have the power to levy Charges as provided in the Governing Documents and collect them through any means allowed by law.
- 9.8 Impose Sanctions. The Board shall have the power to impose sanctions on a Member who is in default in the payment of any Charge levied by the Board or is found to be in violation of any provision of the Governing Documents. Sanctions may include loss of good standing, suspension of other rights, monetary penalties (fines and late fees), Membership suspension and/or Membership termination as described in Section 12.7 ("Imposing Sanctions").
- 9.9 Pay Property Taxes. The Board shall have the power to pay all real property taxes and assessments levied upon the Club Property. Provided that any such taxes are paid or that a bond insuring the payment is posted, such taxes and assessments may be contested or compromised by the Corporation prior to the sale or other disposition of any property to satisfy the payment of such taxes.
- 9.10 Enforcement of Member Obligations. The collection of any indebtedness of any Member for fees, dues, assessments, or other Charges, shall be enforceable by the Corporation at law, and the resignation, expulsion, suspension or revocation of Membership of any Member or the rights of any other person claiming thereunder shall not relieve such Member of the liability and obligation to pay the same. Any loss or damage resulting to the Club Property or any of the properties or facilities of the Corporation from the acts or conduct of any Member, or the household member or guest of a Member, and any indebtedness to the Corporation incurred by the Member, a household member or guest of a Member, shall be assessed as a reimbursement Charge to such Member, and shall be paid as in the case of other Charges.
- 9.11 Deal with Corporation Property. The Board shall have the power to acquire and deal with real and personal property of the Corporation, including but not limited to the Club Property, subject to any applicable limitations set forth in the Governing Documents.
- 9.12 Open Bank Accounts. The Board shall have the power to open bank accounts and designate signatories upon such bank accounts on behalf of the Corporation.

- 9.13 Borrow Money. The Board shall have the power to borrow money on behalf of the Corporation and assign or pledge dues and/or assessments of the Corporation as security for a loan.
- 9.14 Invest Reserve Funds. The Board shall have the power to manage and invest Corporation reserve funds in secure investments, provided it does so in a prudent manner designed to achieve the primary objective of preserving principal while realizing a reasonable return and to assure the availability of funds as they are needed.
- 9.15 Removal of Directors by the Members. Consistent with *Corporations Code* section 7222, any director may be removed from the Board, with or without cause, by the vote of a majority or a quorum of the Members. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.
- 9.16 Indemnify Agents. To the extent provided in *Corporations Code* section 7237, the Board on behalf of the Corporation shall have the power to indemnify and hold harmless, to the maximum extent permitted by California law, each person who is or at any time was a director, officer, employee, or agent of the Corporation, or member of any committee appointed by the Board from and against any and all claims, liabilities, expenses, judgments, fines, settlements, and other amounts, as those terms are defined by California law, actually and reasonably incurred by any such person, and to which any such person shall become subject by reason of being a director, officer, employee, or agent of the Corporation, or member of any committee appointed by the Board.
- 9.17 Appointment of Committees. The Board may appoint such committees as it deems appropriate in carrying out the powers and purposes of the Corporation except that the Board may not delegate its authority to hold hearings or impose sanctions. Any "Executive Committee of the Board" (as defined in Section 2.8) shall consist of at least two (2) directors and shall have such powers and duties as the Board shall determine, subject to the limitations of *Corporations Code* section 7212. As provided in *Corporations Code* section 7212(b), a committee exercising the authority of the Board shall not include as members any persons who are not directors. All committees and committee members shall serve at the pleasure of the Board.
- 9.18 Other Powers and Duties. The Board shall have the power to exercise for the Corporation all powers, duties, and authority vested in or delegated to the Corporation and not reserved to the Members by other provisions of the Governing Documents, and undertake any action on behalf of the Corporation as the Board shall deem necessary or proper in furtherance of the purposes and powers of the Corporation and/or the interests of the Corporation and its Members.

## **ARTICLE 10                      OFFICERS AND THEIR DUTIES**

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- 10.1 Enumeration of Principal Officers. The principal officers of this Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, who shall at all times be Members of the Corporation and members of the Board of Directors. The Board may, from time to time, by resolution appoint other officers as the Board may determine, as provided in Section 10.3 ("Special Appointments").
- 10.2 Principal Officer Election and Term. The principal officers are elected by the Members at the regular annual meeting of the Members. Unless a principal officer shall voluntarily resign or shall be removed, or otherwise disqualified to serve, each principal officer shall hold office for two (2) years, or until a successor has been elected and is ready to enter upon the duties of the office.
- 10.3 Special Appointments. The Board may appoint such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.
- 10.4 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces, or until such time as a successor is elected by the Members, at either a special meeting called for that purpose, or at the regular meeting of the members.
- 10.5 Authority to Bind Corporation. Unless expressly authorized by resolution of the Board, no officer shall have any power or authority to bind the Corporation or to render the Corporation liable for any purpose or on any account.
- 10.6 President. The President shall be the chief executive officer of the Corporation and shall, subject to control of the Board of Directors, have general supervision, direction, and control of the affairs and the other officers and the employees and agents of the Corporation. The President shall preside at all meetings of the Members and at all meetings of the Board, shall have the general powers and duties of management usually vested in the office of the President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors and the Bylaws, subject, however, to any limitations contained in the Governing Documents. No person shall be elected President unless the Member shall have previously served as a member of the Board of Directors for at least two (2) years.
- 10.7 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 of the powers of, and be subject to all of the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as, from time to time, may be prescribed by the Board of Directors. In the absence

or disability of both the President and the Vice-President, or if there is no a Vice President in office, the Board shall designate another director to preside at a meeting of the Board or of the Members. No person shall be elected Vice-President unless the Member shall have previously served as a member of the Board of Directors for at least one (1) year.

- 10.8 Secretary. The Secretary shall keep or cause to be kept the minutes of all meetings of directors and Committees of the Board, and all meetings and votes of Members. The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors required by the Bylaws or by law to be given and shall maintain a record of the giving of such notice; shall keep or cause to be kept in safe custody the books, records, and documents of the Corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.
- 10.9 Treasurer. The Treasurer shall supervise and be responsible for the receipt and deposit in appropriate accounts of all monies of the Corporation and shall cause disbursement of such funds as directed by resolution of the Board of Directors; shall keep or cause to be kept proper books of account; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

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## **ARTICLE 11            MINUTES; BOOKS AND RECORDS; FUNDS**

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- 11.1 Minutes of Meetings. To the extent required by *Corporations Code* section 8320(a)(2), the Corporation shall keep minutes of meetings and proceedings of the Members (including membership votes), meetings of the Board and Committees of the Board, and meetings of any other committee appointed by the Board that has decision-making authority. Minutes shall set forth the time and place of holding of such meetings; whether regular or special, and if special, how authorized; what notice was given; the names of those present at meetings of the directors or of any Executive Committee of the Board or of any other committee appointed by the Board that has decision-making authority; the number of votes cast in any vote or election of the membership (or, if applicable, the number of memberships and votes present or represented at Member meetings); and all the proceedings thereof.
- 11.2 Member Access to Minutes, Books, and Records. To the extent required by *Corporations Code* section 8333, and subject to a requesting Member's compliance with all applicable prerequisites and any applicable limitations (including but not limited to *Corporations Code* section 8332 concerning protection of constitutional rights of other Members, and *Corporations Code* section 8338 concerning use of memberships lists), the Corporation shall make available for inspection by any Member the accounting books and records and minutes of meetings of Members and of the Board and any Board committees maintained by the Corporation upon the written request of a Member. This

provision does not require the Corporation to create or maintain any records not otherwise required by law to be maintained. The Board may establish procedures relating to a Member's inspection of Corporation records.

- 11.3 Director Inspection Rights. As provided in *Corporations Code* section 8334, every director shall have the right at any reasonable time to inspect and copy all books, records, and documents and to inspect the physical properties of the Corporation.
- 11.4 Checks, Drafts, and Evidences of Indebtedness. All checks, drafts, or other orders for payment of money, or notes or other evidences of indebtedness issued in the name of the Corporation for operational expenditures shall be signed by one (1) or more persons and in the manner specified by the Board of Directors (for example, the Corporation's business manager if so authorized by the Board).
- 11.5 Funds and Deposits. Any funds of the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as the Board of Directors shall, from time to time, determine.
- 11.6 Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

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## **ARTICLE 12                    ENFORCEMENT; NOTICE AND HEARING; SUSPENSION AND TERMINATION OF MEMBERSHIP**

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- 12.1 Member Responsibility for Conduct and Damages. Each Member shall be fully responsible for informing such Member's household members, and guests, of the provisions of the Governing Documents, and shall be fully responsible for the conduct, activities, and any Governing Document violation of any of them, and for any damage to the Club Property or the Corporation resulting from the negligent or intentional conduct of any of them or the conduct of any assistance animal belonging to any of them. If a Membership is jointly held by two (2) or more Members, the liability of each joint holder in connection with the obligations imposed by the Governing Documents shall be joint and several; that is, each co-holder individually shall be fully liable and responsible and all co-holders collectively shall be fully liable and responsible.
- 12.2 No Avoidance. No Member may avoid the burdens or obligations imposed by the Governing Documents through non-use of the Club Property.
- 12.3 Enforcement Rights Are Cumulative. The Corporation, its directors, officers, or agents, shall have the right to enforce any and all provisions of the Governing Documents by any proceeding at law or in equity, or, with respect to action by the Corporation, through the use of such other remedies as are available and deemed appropriate by the Board. Each remedy provided is cumulative and not exclusive.

- 12.4 Violations As Nuisance. Every act or omission constituting or resulting in a violation of any of the provisions of the Governing Documents shall be deemed to constitute a nuisance and, in addition to any other remedies which may be available, such nuisance may be abated or enjoined by the Corporation or its Board of Directors; *provided, however*, that the Board shall not be obligated to take action to abate or enjoin a particular violation if, in the exercise of its discretion, the Board determines that acting to abate or enjoin such violation is not likely to foster or protect the interests of the Corporation and its Members as a whole. Notwithstanding the preceding sentence and without limiting the generality of the proviso therein, nothing in the Governing Documents shall be deemed to impose upon the Corporation, the Board, or the officers, employees, or agents of the Corporation a duty to intervene in any physical dispute or altercation or any criminal or alleged criminal activity other than to notify law enforcement officials.
- 12.5 Violation of Law Is a Violation of the Governing Documents. Any violation of a state, municipal, or local law, ordinance or regulation pertaining to the occupancy or use of the Club Property is hereby declared to be a violation of the Governing Documents and subject to any and all of the enforcement procedures set forth herein.
- 12.6 Injunctions. Except for the non-payment of any Charges levied pursuant to the provisions of the Governing Documents, it is hereby declared that a remedy at law to recover damages for a default in the performance of any of the terms and provisions of any of the Governing Documents or for the breach or violation of any such provisions is inadequate and that the failure of any Member, household member, or guest or assistance animal of the same, or any other user of any of the Club Property to comply with any provision of the Governing Documents may be enjoined in any judicial proceedings initiated by the Corporation, its officers or Board of Directors, or by any Member or by their respective successors in interest.
- 12.7 Imposing Sanctions. Upon an explicit finding and for reasons specified by the Board following a hearing called by the Board and conducted in accordance with this Article 12, the Board shall have the power to impose sanctions on a Member who is in default in the payment of any Charge authorized by the Governing Documents and levied by the Board, or is found to be in violation of any provision of the Governing Documents. Sanctions may include loss of good standing, suspension of other rights, and/or monetary penalties (fines), as described below.
- 12.7.1 Loss of Good Standing. The Board may suspend a Member's good standing for so long as the Member remains in default of such payment or until the violation is remedied. When a Member is not in good standing, such Member's Corporation voting rights shall be suspended and the Member shall be disqualified from serving on the Board.

- 12.7.2 Suspension of Other Rights. The Board may suspend a Member's right to access and use the Club Property if a Member remains in default of such payment as provided in Section 12.14.2 ("Suspension of Club Property Privileges"), or for a maximum of thirty (30) days if the violation involves misbehavior related to Club Property facilities which suspension may be extended for additional thirty (30) day periods until corrected if a continuing violation.
- 12.7.3 Monetary Penalties. The Board may impose monetary penalties or fines in accordance with a schedule of fines only if such is adopted by the Board and distributed to the Members.
- 12.7.4 Suspension or Termination of Membership. The Board shall have the right to suspend and/or terminate the Membership in accordance with Section 12.15 ("Suspension and/or Termination of Membership").
- 12.7.5 Reimbursement Not a Sanction. The imposition of a reimbursement charge pursuant to the Governing Documents does not constitute and shall not be deemed to be a sanction.
- 12.8 Written Notice of Violation. If the Board determines, whether on its own initiative or pursuant to a written complaint, that a violation of the Governing Documents exists or has occurred, it shall notify the responsible Member(s) by written notice in compliance with Section 12.9 ("Notices: Content, Delivery").
- 12.9 Notices: Content, Delivery. Any notice of violation required or given under this Article 12 shall be in writing and shall set forth a brief description of the act or omission constituting the alleged violation of the Governing Documents; a statement that the Member may request a hearing by the Board; the date, time, and location of any hearing called by the Board; and any sanction, disciplinary action, or other enforcement action being contemplated by the Board. This notice may be given by any method reasonably calculated to give actual notice to the affected Member or the Corporation, as the case may be; *provided, however*, that if notice is given by mail, it shall be sent by first-class mail, postage prepaid and, if given by email, it shall be sent to the most recent email or mailing address for the affected Member as shown on the records of the Corporation.
- 12.10 Hearings Called by the Board. Whenever the Board determines to conduct a hearing, it shall notify the affected Member(s) at least five (5) days before the Board meeting at which the matter will be considered. If a notified Member fails to attend a noticed hearing, the Board may nevertheless conduct its deliberations and make a determination based on its own investigation and any other information supplied to it that the Board deems reasonably reliable.
- 12.11 Member Request for Hearing. A Member who has received a notice of violation sent pursuant to Section 12.8 ("Written Notice of Violation") or a notice of

corrective action sent pursuant to Section 12.13 ("Enforcement by Corporation in Emergency Situations") or as otherwise provided in the Governing Documents, may request a hearing before the Board by submitting a written request to the Board; provided that the request for hearing must be submitted within ten (10) days after the date of such notice. The Board shall schedule a hearing at its next regular meeting that is at least five (5) days after its receipt of a Member's request for hearing or, in the Board's discretion, at another time agreed by the Board and the Member.

12.12 Notice of Hearing Decisions. Within fifteen (15) days after a hearing is conducted, the Board shall notify the Member in writing as to its decision. If the Board decides to impose sanctions, the notice shall describe the sanctions imposed and, if applicable, their effective dates.

12.13 Enforcement by Corporation in Emergency Situations.

12.13.1 Definition of Emergency Situation. For purposes of this Section 12.13, the following shall constitute emergency situations: (i) an immediate and unreasonable infringement of or threat to the safety or peaceful enjoyment of the Club Property, (ii) a traffic or fire hazard, (iii) a threat of material damage to or destruction of the Club Property or any portion thereof, (iv) a violation of any provision of the Governing Documents that is of such a nature that there is no material question regarding the identity of the violator or whether the violation has occurred (such as parking violations).

12.13.2 Immediate Corrective Action; Termination of Membership. Notwithstanding any other provisions of the Governing Documents, under circumstances that constitute an emergency, the Board or its duly authorized agents may undertake immediate corrective action. The Board shall promptly thereafter send written notice of the corrective action to the affected Member including notice of any reimbursement Charge assessed to the Member for costs incurred by the Corporation in connection therewith, or, depending upon the seriousness of the violation, the Board shall have the right to terminate immediately the Membership. If the Member requests a hearing pursuant to Section 12.11 ("Member Request for Hearing"), enforcement of any reimbursement imposed by the Board shall be held in abeyance and shall be pursued only if affirmed by the Board at the hearing.

12.14 Delinquent Charge. Any dues, assessments, reimbursements, fines or other Charges not received within thirty (30) days after its due date shall be delinquent and subject to the following actions:



- 12.14.1 Late Fees and Interest. A late fee and, thirty (30) days after the due date, interest not to exceed the maximum rate permitted by law thereafter until the delinquent Charge is paid in full.
- 12.14.2 Suspension of Club Property Privileges. Any Charge more than thirty (30) days delinquent will result in suspension of rights to access the Club Property and use of all facilities therein until the delinquent Charge is paid in full.
- 12.14.3 Enforcement by Action at Law. The Board may enforce the payment of any delinquent Charge by bringing an action at law personally against any Member obligated to pay such Charge.
- 12.14.4 Loss of Membership. The Board may suspend or terminate a Member's Membership as provided in Section 12.15 ("Suspension and/or Termination of Membership") if any Charge is more than sixty (60) days delinquent. On good cause shown, and on payment in full of all delinquent indebtedness, the Board of Directors shall have the authority, but not the obligation, to restore any such person to such person's prior Membership status.
- 12.15 Suspension and/or Termination of Membership. In addition to the enforcement procedures described in this Article 12, a Membership may be suspended and/or terminated by the Board for any violation of the Governing Documents, or for conduct contrary to the best interests of the Corporation as determined by the Board in its good faith judgment. The Board shall notify the relevant Member of any alleged violation warranting a suspension and/or termination of the Membership at least five (5) days prior to the meeting of the Board at which such violation is to be considered. Such Member shall have the right to appear before the Board at such meeting and be heard. Suspension or termination of a Membership shall require the affirmative vote of at least five (5) members of the Board of Directors.
- 12.15.1 Effect of Suspension. Suspensions shall deny the Membership rights and privileges during the time of the suspension, including a Member's voting rights and access and use of Club Property for all persons otherwise eligible under such Membership.
- 12.15.2 Effect of Termination. Termination of a Membership is a permanent cancellation of the Membership and all rights and privileges of such Membership to all persons who previously claimed the same thereunder. Termination of a Membership immediately cancels the Membership and expels the Member from the Corporation, forfeiting all of the rights and privileges of the Member and Membership. Notwithstanding the foregoing, the prior Members of a terminated Membership shall remain jointly and severally liable to the Corporation for all unpaid dues, assessments, reimbursements, fines and all other

Charges including, but not limited to, interest, late fees, attorney fees, recording and filing fees, and all other costs actually incurred by the Corporation in collecting and/or enforcing payment of such Charges, imposed in accordance with the Governing Documents upon such Member during the course of the Membership.

- 12.16 Non-waiver. Failure to enforce any provision of the Governing Documents at any time shall not be deemed a waiver of the right to do so thereafter with respect to the same or any other violation of any provision of the Governing Documents.
- 12.17 Costs and Attorney Fees. In the event the Corporation shall take any action to enforce any of the provisions of the Governing Documents or shall determine that any Member, household member, or any guest or assistance animal thereof, has violated any provision of the Governing Documents, and whether or not legal or judicial proceedings are initiated, the Corporation shall, to the fullest extent permitted by law, be entitled to recover the full amount of all costs including attorney fees incurred by the Corporation in responding to such violation and/or in enforcing any Governing Document provision. In awarding attorney fees, the court shall not be bound by any court fee schedule, but shall, if it is in the interest of justice to do so, award the full amount of costs, expenses, and attorney fees paid or incurred in good faith. The remedies of the Corporation to recover the amount of such costs, expenses, and attorney fees shall include, but shall not necessarily be limited to, the imposition of a reimbursement Charge.

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## **ARTICLE 13            AMENDMENTS**

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- 13.1 Amendments Generally. With the exception of amendments described in Section 13.2 ("Legally Conforming Amendments"), these Bylaws may be amended by approval of the Board and the affirmative vote of a majority of a quorum of the Members.
- 13.2 Legally Conforming Amendment. Upon advice of legal counsel licensed to practice law in the state of California, including the drafting by legal counsel of appropriate amendatory provisions, the Board shall have the authority without the requirement of Member approval to amend any provision of the Bylaws: (a) to resolve any conflict between the Bylaws and applicable law which may arise due to the enactment or amendment of a statute or due to a development in applicable case law or (b) to conform the provisions of the Bylaws to changes in applicable statutory law that impose requirements that are non-discretionary.
- 13.3 Record of Amendments. When an amendment or a new Bylaw provision is adopted, it shall be placed in the appropriate place in the minute book of the Corporation together with a certificate signed by the Secretary stating the date on which it was approved by the Board and whether at a meeting or by unanimous written consent of the directors, and the date on which it was approved by the Members.

## ARTICLE 14 MISCELLANEOUS

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- 14.1 Conflict in Governing Documents. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Rules and these Bylaws, the Bylaws shall control.
- 14.2 Amendments to Referenced Statutes; Time for Performance. References in the Bylaws to particular statutes, including sections of the *Corporations Code*, shall be deemed to include any successor statute and any amendments to existing or successor statutes. Whenever these Bylaws state a time for the performance of any act by the Corporation which by law (as it may exist from time to time) must be performed at or within a specified time, the time for the performance of such act shall be deemed to be the widest timeframe permitted under then-applicable law.

## **EXHIBIT A**

### **(Section 2.5)**

#### **Legal Description of Club Property**

The land referred to is situated in the County of Alameda, City of Pleasanton, State of California, and is described as follows:

Commencing at the point of intersection of the center line of County Road No. 2578, known as Hopyard Road, 80 feet wide, with the center line of County Road No. 7820, known as Black Avenue, 60 feet wide; thence along the center line of Hopyard Road South  $51^{\circ} 46' 10''$  East, 2058.59 feet; thence leaving said center line, North  $38^{\circ} 13' 50''$  East, 455.00 feet; thence South  $51^{\circ} 46' 10''$  East, 30.00 feet to the actual point of beginning of the parcel of land herein being described; thence North  $38^{\circ} 13' 50''$  East, 220 feet; thence Easterly along the arc of a tangent curve concave to the South, having a radius of 20 feet; through a central angle of  $90^{\circ}$ , an arc distance of 31.42 feet; thence South  $51^{\circ} 46' 10''$  East, 180 feet; thence South  $30^{\circ} 13' 50''$  West, 240 feet; thence North  $51^{\circ} 46' 10''$  West, 200 feet to the actual point of beginning.

APN: 946-3382-003

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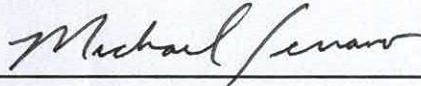
CERTIFICATE OF AMENDMENT AND RESTATEMENT OF  
BYLAWS OF  
PLEASANTON VALLEY CLUB

I, the undersigned, hereby certify that:

I am the Secretary of PLEASANTON VALLEY CLUB.

The foregoing Amended and Restated Bylaws of PLEASANTON VALLEY CLUB were duly approved by the Board of Directors, and were duly approved by the requisite vote of the Members of the Corporation on the 11<sup>th</sup> day of March, 2025.

Executed this 4<sup>th</sup> day of April, 2025.



Michael Serrano, Secretary