

**BYLAWS OF
ORINDA PARK, INC.**

(As revised April 1968, November 1975, December 1986, February 1989, January 1991, August 1994, September 1995, April 2003, February 2011, September 2011)

ARTICLE 1

INCORPORATION

- 1.1 **Name.** The name of this corporation is Orinda Park, Inc.
- 1.2 **Corporate Seal.** The corporation shall have a corporate seal bearing the words "Orinda Park, Inc., Incorporated August 4th, 1937".

ARTICLE 2

BOARD OF DIRECTORS - GENERAL

- 2.1 **Management of Corporation.** The management of this corporation shall be vested in a Board of Directors consisting of twelve (12) Directors, all of whom shall be Proprietary Members or spouses of Proprietary Members of the corporation.
- 2.2 **Quorum.** A majority of the Directors shall constitute a quorum for the transaction of business. The Board of Directors may transact business between meetings by exchange of e-mail messages. Any e-mail request that the Board of Directors take a particular action shall be directed to the last known e-mail address of all Directors, and e-mail responses from a majority of the Board of Directors will be required for any transaction of the business of Orinda Park, Inc.
- 2.3 **Vacancy.** Any vacancy of the Board of Directors may be filled by a majority vote of the remaining Directors. The new Director shall hold office for the remaining term of the incumbent whose place he or she filled.
- 2.4 **Failure to Attend Meetings.** Any Director who misses three (3) regular meetings of the Board of Directors in any twelve-monthly period without adequate excuse shall automatically be considered as having resigned from the Board.
- 2.5 **Compensation.** Directors shall not be compensated, but during the time they hold office they shall not pay any Membership dues for themselves or Members of their immediate families.
- 2.6 **Term.** The term of office for a Director shall be three (3) consecutive years; however, a Director appointed to fill a vacancy for an unexpired term may, upon completion of such term, be elected for a full term, or upon completion of a full term, a Director may be appointed to fill an unexpired term. A Director may serve no more than two (2) consecutive terms.

2.7 **Elections.**

a) **Number.** Four (4) Directors, or as many as the number of Directors whose terms expire, shall be replaced annually by election at the Annual Meeting of Members, which shall be held in October of each calendar year.

b) **Nominating Committee.** At least forty-five (45) days prior to the Annual Meeting of Members, the Board of Directors shall appoint a Nominating Committee for the purpose of nominating candidates for the board. The Committee shall be composed of five (5) Members, of whom three (3) must be Members of the corporation other than the current Directors. In addition to the five Nominating Committee Members named above, the current President and the immediate past President, if he or she is still a Member of the Board of Directors of the corporation, may be appointed to the Nominating Committee. The Nominating Committee shall:

i) Define the headings on the ballot under which the nominees will run.

ii) Communicate to the Membership the roles and responsibilities of the open Director positions.

iii) Ensure that the candidates are qualified to run for the open Director positions.

c) **Notice of Available Director Positions.** At least forty-five (45) days prior to the Annual Meeting, the Board of Directors shall, by U.S. Mail, facsimile transmission, e-mail, or personal delivery, send notice to the Membership of the upcoming election. Said notice shall include:

i) The available Director positions, including the headings as they will appear on the ballot.

ii) The method by which any Member may be nominated for a Director position.

iii) At least thirty (30) days prior to the Annual Meeting, any Active Proprietary Member who communicates to the Nominating Committee their desire to run for a specific Director position shall be included on the list of nominees submitted to the Board of Directors.

d) **Submittal of Nominees.** At least thirty (30) days prior to the Annual Meeting, The Nominating Committee shall submit the names of the nominees to the Board of Directors.

e) **Notice of Annual Meeting.** At least twenty (20) days prior to the Annual Meeting, the Board of Directors shall, by U.S. Mail, facsimile transmission, e-mail, or personal delivery, send notice to the Membership of the Annual Meeting that includes a list of the nominees and the headings under which they will run.

f) **Floor Nominations.** Floor nominations shall not be allowed.

g) **Ballots.** The election of Directors shall be by ballot. The ballots shall have a heading for each open Director position. Each nominee's name shall be placed on the ballot under the same heading as in Section 2.7(e) above. A nominee's name may appear only once on the ballot.

h) **Voting Rights.** Votes may be cast only by those members as defined in Section 12.4 below.

i) **Vote Count.** Each nominee receiving the highest number of votes under each heading shall be elected as Director.

2.8 **Assumption of Office.** Newly-elected Directors, as well as Directors appointed due to vacancy, shall assume office at the Board of Directors meeting immediately following the election/appointment.

2.9 **Removal.** A Director may be removed from office by the affirmative vote of three-fourths (3/4) of the remaining Directors or by the affirmative vote of two-thirds (2/3) of the Members of the corporation.

ARTICLE 3

BOARD OF DIRECTORS - DUTIES

3.1 **Duties.** The Board of Directors shall:

a) Conduct, manage, and control the business of the corporation and make rules and regulations consistent with the articles of incorporation and bylaws.

b) Appoint and remove all officers, employees, and agents, and establish their duties and compensation.

c) Determine the qualifications for Membership.

d) Determine the fees for use of the facilities by Members and guests.

e) Provide general rules and regulations for the use of the facilities by Members and guests.

f) Perform any other duties necessary for proper management.

ARTICLE 4

BOARD OF DIRECTORS - MEETINGS

4.1 **Schedule.** Regular meetings of the Board of Directors shall be held monthly on a day and at

a time to be set by the Board. Special meetings of the Board of Directors for any purpose may be called at any time by the President, or if he or she is absent or unable to or refuses to act, by the Vice President, or upon written request, by any three (3) Directors.

4.2 **Notice.** Written notice of the time and place of special meetings shall be given by the Secretary to each Director at least five (5) days before it is to be held, by U.S. Mail, facsimile transmission, e-mail, or personal delivery. If notice is sent, properly addressed to a Director's last known mailing address, fax number, or e-mail address, at least five (5) days before the meeting date, it shall be deemed adequate notice. Notice may be waived either in writing or by the presence of a Director at such meeting.

4.3 **Financial Statement Presentation.** At the meeting immediately following the end of the fiscal year, the Treasurer shall present a statement of the assets and liabilities of the corporation.

4.4 **Written Record.** The Board of Directors shall keep a permanent written record of all meetings, including a record of present and absent Directors, place of meeting, date of meeting and time of meeting.

4.5 **Governance.** All proceedings and meetings of the Board of Directors shall be governed by Roberts Rules of Order – Revised.

ARTICLE 5

BOARD OF DIRECTORS - OFFICERS

5.1 **Enumeration of Officers.** The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, who shall at all times be Members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

5.2 **Election of Officers.** The election of officers shall take place in accordance with Section 2.7 above and each shall serve as a Director for their full term as defined in Section 2.6 above.

5.3 **President.** The President shall preside at all meetings of the Board of Directors and at all meetings of Members, and shall have general supervision of the affairs of the corporation, and perform any other duties consistent with such duties. The President may elect to be a Member of any committee established by the Board of Directors.

5.4 **Vice President.** The Vice President, in the absence of the President, shall preside at all meetings of the Board of Directors and at all meetings of the Members, and otherwise perform the duties of the President.

5.5 **Secretary.** The Secretary shall keep a permanent written record of all meetings of the Board of Directors and of all meetings of the Members, and shall keep a record of all correspondence for a period of at least three (3) years.

5.6 **Treasurer.** The Treasurer shall receive and supervise deposit of all funds of the corporation

to the account of the corporation and pay the obligations of the corporation upon checks over the signature of one or more of any of the following officers: President, Vice President, Secretary or Treasurer. The Treasurer shall make monthly reports to the Board of Directors of the funds on hand, the receipts and expenditures since the last report, shall furnish any other pertinent financial data to the Board, and shall have general charge of the books and financial records of the corporation. The Treasurer shall also perform such other duties as are normal and customary to the office. The Treasurer may, with the prior approval of the Board of Directors, employ an accountant or bookkeeper to assist in the performance of such duties.

ARTICLE 6

BOARD OF DIRECTORS - COMMITTEES

6.1 **Standing Committees.** The standing committees of the Board of Directors shall be Finance, Maintenance, Membership, and Swim Team. The Board of Directors may appoint additional committees to supervise such other activities as the Board deems necessary.

6.2 **Finance Committee.** The Finance Committee shall consist of, at a minimum, the President, Vice President, and Treasurer. Other Directors may join the Finance Committee by a simple majority vote of the Board of Directors. The Finance Committee shall examine and cause to be audited all books and accounts as often as may be deemed necessary by the Board of Directors, or at the written request of twenty percent (20%) of the Members. The Finance Committee shall prepare and submit a proposed budget to the Board of Directors to cover operation of the corporation for each fiscal year. The Finance Committee shall make its report not later than the regular January meeting of the Board of Directors for action at the January meeting.

6.3 **Membership Committee.** The Membership Committee shall consist of at least two (2) Members of the Board of Directors who shall hold office at the discretion of the Board. The Membership Committee shall meet to consider applications for Membership in the corporation and to recommend suitable applicants to the Board, as more particularly described in Article 8 below.

6.4 **Maintenance Committee.** The Maintenance Committee shall consist of at least two (2) Members of the Board of Directors who shall hold office at the discretion of the Board. The Maintenance Committee shall be responsible for ascertaining and recommending the need for, and accomplishing necessary maintenance of, the corporation's property and facilities.

6.5 **Swim Team Committee.** The Swim Team Committee shall consist of at least one (1) Member of the Board of Directors who shall hold office at the discretion of the board, five (5) Members of the corporation who are active swim team account holders, and one (1) current swim team representative to the OMPA. The Swim Team Committee shall be responsible for recruiting and supervising swim team directors and staff.

6.6 **Quorum.** A majority of the Members of any committee shall constitute a quorum.

ARTICLE 7

MEMBERS AND MEMBERSHIPS

7.1 **Member Definition.** The term "Member" when used in these bylaws shall mean an "Active Proprietary Member" unless otherwise specified. An Active Proprietary Member shall mean those owner or owners named on the Certificate of Membership who have paid all dues and assessments owing and who have not been suspended by the Board of Directors.

7.2 **Member Classes.** There shall be the following classes of Membership of this corporation:

a) **Proprietary Member.** A Proprietary Member shall be the named owner or owners on a Certificate of Membership.

b) **Family Member.** A Family Member is any person having dependent legal status in a Proprietary Member's household during the Membership year.

c) **Honorary Member.** An Honorary Member is a Proprietary Member whose stock certificate is issued under special circumstances, on a basis and on such terms and conditions as the Board of Directors may determine from time to time.

7.3 **Membership Definition.** The term "Membership" when used in these bylaws shall mean the Certificate of Membership.

7.4 **Number of Memberships.** The number of Memberships of the corporation is fixed by the Board of Directors in its discretion but shall not be increased to more than five hundred (500), exclusive of Honorary Memberships.

7.5 **Certificate of Membership.**

a) **Form.** There shall be issued to each Proprietary Member of the corporation, over the signature of the President, a Certificate of Membership substantially in the following form:

ORINDA PARK, INC.

CERTIFICATE OF MEMBERSHIP

This certifies that (name of Member) is a Proprietary Member of Orinda Park, Inc., a California Corporation, and is entitled to all the rights and privileges as such conferred by, and subject to, the bylaws of the corporation, and irrevocable assent to said bylaws is given by said Member. This certificate does not confer or grant any title, rights, interests or privileges in or to any property or assets of the corporation, other than such as are now or hereafter specifically conferred and granted by the bylaws. The certificate can be transferred only in the manner prescribed by the bylaws. This certificate shall be of no force or effect if the holder hereof ceases to pay full dues as a Proprietary Member of the corporation, except as otherwise expressly provided in the bylaws.

This certificate and the Membership it represents may be transferred only in accordance with the bylaws of Orinda Park, Inc., a copy of which is available for inspection upon request.

By _____
President, Orinda Park Pool, Inc.

Date _____

- b) **Naming.** The names on a Certificate of Membership shall be one of the following:
 - i) One (1) individual who is over eighteen (18) years of age.
 - ii) Two (2) spouses of the same family.
 - iii) One (1) trust, where the ownership of the trust is either i) or ii) above.

ARTICLE 8

MEMBERSHIP APPLICATION, APPROVAL, SALE AND TRANSFER

8.1 **Application and Approval Process.**

a) **Written Application.** Any person who desires to become a Member of the corporation shall present to the Membership Committee a written application in such form as the Board of Directors shall prescribe. The application must be signed by the applicant.

b) **Qualification.** The Membership Committee shall determine that such applicant is qualified to become a Member pursuant to the requirements of these bylaws.

c) **Approval.** If the Membership Committee approves the applicant for Membership and no contrary action is taken by the Board of Directors, then the applicant shall be deemed elected to Membership and shall be so notified by the Membership Committee.

d) **Waiting List.** When the limit of Proprietary Memberships is reached, the Membership Committee shall establish a waiting list, and further applications for Proprietary Membership shall thereafter be placed upon the waiting list in the order in which their applications are received, with the exception of 8.1(e) below. As vacancies in the Membership occur, applicants on the waiting list shall become eligible for consideration in the order of their receipt, with the exception of 8.1(e) below.

e) **Waiting List Priority.** If, at any time, the total percentage of Active Proprietary Members residing in the zip code 94563 is less fifty percent (50%) of the total membership, applicants from said zip code shall be placed at the top of the waiting list, and shall be eligible for consideration ahead of the other applicants, until such time as the total percentage of Active Proprietary Members residing in zip code 94563 is greater than fifty percent (50%), at which time they shall again be eligible for consideration in order of the receipt of their application in accordance with 8.1(d) above.

f) **Primary Residence Purchasers.** When an applicant has purchased the primary residence of an Active Proprietary Member and submits an application for Membership within sixty (60) days of close of escrow of said residence, their application shall take preference over all other applicants for Membership except applicants in the same category, where such preference will be given by chronological order of receipt.

8.3 **Sales and Transfers.**

a) **Process.** A sale or other transfer of a certificate of Membership, either by the owner thereof or by operation of law, shall not be valid and is prohibited unless the sale or transfer is to the spouse or estate of a deceased Member or is pursuant to Section 8.1(d) above. Such a transfer can be completed only by the payment by the transferee to the corporation of a transfer fee in such amount as may be fixed by the Board of Directors, and the payment of all indebtedness to the corporation of the Member whose certificate is being transferred, except that a certificate shall, without the payment of any transfer fee, be transferred to the spouse of a deceased Member upon the request of said spouse. If the spouse of a deceased Member shall not request that said certificate be transferred as herein provided, then after thirty (30) days' written notice given by the Secretary to the surviving spouse, any such certificate shall be deposited with the Secretary within ninety (90) days after the death of said deceased Member, or the date of any unapproved transfer by operation of law, properly endorsed. Proceeds from any such certificate, exceeding transfer fees collected by the corporation, shall be paid to the owner thereof, if and when the same is issued to a new Member. If any such certificate is not transferred or deposited with the Secretary as herein provided, then the Board of Directors at its option may, by resolution, cancel any such certificate, and such cancellation shall operate as an unconditional assignment to the corporation of all their rights, titles, privileges and interests of the owner thereof, and Membership immediately shall become the property of the corporation.

b) **Processing.** All sales and transfers of Membership certificates shall be processed through the Membership Committee in accordance with these bylaws.

c) **Transferability.** Memberships may be sold or transferred only as expressly permitted by, and as provided in, these bylaws.

8.4 **Prohibition Against Sale, Transfer, and Advertising.** Members may not sell, transfer, or advertise their Membership for sale or transfer except in connection with the sale of the Member's primary residence. Any such advertisement must state that the sale or transfer is subject to the provisions of these Bylaws.

ARTICLE 9

TERMINATION, RESIGNATION AND REINSTATEMENT OF MEMBERSHIPS

9.1 **Termination.**

a) **Directors Vote.** The Board of Directors shall have the power, by a vote of two-

thirds (2/3) of the Members thereof, to terminate the Membership of any Member of any class for any conduct which is likely, in the opinion of the Board, to endanger the welfare, character or best interests of the corporation, or for any conduct in violation of these bylaws or established rules of the corporation, or for nonpayment of dues or other indebtedness to the corporation as required by these bylaws.

b) **Hearing Rights.** Except in the case of termination for nonpayment of dues or other indebtedness to the corporation, no vote shall be taken by the Board of Directors on a proposed forfeiture, suspension or termination until notice in writing, setting forth the charge or charges against such Member and fixing the time and place for the hearing thereof, shall have been served upon such a Member at least seven (7) days prior to such hearing. Such Member shall have the right to be heard before any final vote thereon, provided he or she appears before the Board of Directors at the time and place fixed in said notice. The mailing and/or e-mailing of said notice to the Member's last known address(es) recorded on the books of the corporation shall constitute valid service. Failure to pay dues shall result in automatic suspension and possible termination.

c) **Reversion to Corporation.** In case of the termination of the Membership of any Proprietary Member for any reason, all of the interest of such Members in and to the property and privileges of the corporation shall thereupon revert to the corporation, and termination shall operate as an unconditional assignment to the corporation of all of their rights, titles, privileges and interest of such Member in and to the property and privileges of the corporation and in and to the certificate of Membership, which shall also immediately become the property of the corporation.

d) **Inclusions.** Termination of the Membership of a Proprietary Member shall likewise terminate the subsidiary family and any and all special Memberships associated with it.

e) **Death or Resignation.** Termination of a Membership shall occur automatically upon the death or resignation of the Member, except as provided for in Section 8.3 above

9.2 **Resignation.**

a) **Terms of Acceptance.** Any Member may at any time resign Membership, but such resignation shall not be accepted until all of the Member's indebtedness to the corporation has been paid. There shall be no refund of dues, assessments, or Membership fees.

b) **Terms of Transfer.** Upon acceptance of such resignation, a resigning Member may, in writing, offer to transfer to the corporation his or her Membership certificate at a price agreed to by the Board of Directors. The Board of Directors may purchase and pay for such certificate of Membership from the funds of the corporation and thereafter hold said certificate as an asset of the corporation to be sold and/or transferred as the Board may decide.

9.3 **Reinstatement.** Any person who has resigned or whose Membership has been terminated, and then desires again to become a Member, is subject to the application procedures set forth herein unless the Board of Directors deems it proper to reinstate such former Member. An affirmative vote of each Member of the Board of Directors shall be necessary for such reinstatement; provided, however, that if the applicant desires to be reinstated as a Proprietary Member, reinstatement may occur only if the Proprietary Membership limit has not then been reached.

ARTICLE 10

USE OF FACILITIES

10.1 **General.**

a) **Members.** All classes of Members, except inactive Proprietary Members and suspended Members of any class, may use the facilities of the corporation, subject to the articles of incorporation, these bylaws, and such rules and regulations as may be adopted.

b) **Guests.** The Board of Directors shall fix by rule the terms and conditions upon which guests of Members may use the facilities of the corporation.

c) **Others.** The Board of Directors, in its discretion, may extend the privileges of the corporation to any person or persons.

10.2 **Damages; Indemnification**

a) **Damages and Property Removal.** Any property of the corporation damaged or destroyed by a Member of any class or a Member's guest, shall be paid for promptly by such Member. No person shall remove any property belonging to the corporation.

b) **Indemnification.** The corporation assumes no responsibility, and neither Members of any class nor their guests shall have claim against the corporation for the property of Members of any class, or of any guest, which may be brought onto or left on any real property owned by the corporation.

10.3. **Directors' Rights.** Each of the Directors and such employees of the corporation as the Board of Directors may designate, shall have the right to request the suspension of pool and ground privileges of any person for the violation of the corporation rules and regulations, provided the request, including the reasons for said request, is submitted in writing to the President within twenty-four (24) hours of the incident. The President shall have the right to approve or deny any suspension request, and to reinstate the pool and ground privileges of any suspended member at such time as the President deems appropriate.

ARTICLE 11

DUES AND FEES

11.1 **Dues Categories.** The Board of Directors shall establish dues for usage of the Orinda Park Pool facility for the ensuing year not later than the January Board meeting. Dues shall be established for each of the following Proprietary Member categories:

a) **Single.** The Single category is a stock holder who is the sole Proprietary Member for

the season and is less than sixty-five (65) years of age before March 1st of the season year.

b) **Senior Single.** The Senior Single category is a stock holder who is the sole Proprietary Member for the season and is at least sixty-five (65) years of age by March 1st of the season year.

c) **Family.** The Family category is a stock holder who has one or more dependents in the stock holder's household and the stock holder is less than sixty-five (65) years of age before March 1st of the season year. The dependents in the stock holder's household shall be considered active pool Members with all of the facility use rights and responsibilities of any other Member.

d) **Senior Family.** The Senior Family category is a stock holder who has one or more dependents in the stock holder's household and the stock holder is at least sixty-five (65) years of age by March 1st of the season year. The dependents in the stock holder's household shall be considered active pool Members with all of the facility use rights and responsibilities of any other Member.

e) **Honorary.** The Honorary category a Member whose dues, rights, and responsibilities are determined on an individual basis as established in the original granting of the Membership by the Board of Directors.

11.2 **Determination of Dues.** Dues shall be determined annually by the Board of Directors, and shall be sufficient to provide for the necessary operating expenses of the corporation, including such funds as the Board of Directors determines is necessary to accrue for future capital expenditures.

11.3 **Payment of Dues.** Dues shall be payable by March 1st for each year, after which date an increase in dues shall become effective as a late fee in an amount to be determined by the Board of Directors.

11.4 **Refunds.**

a) **Suspension of Operations.** No dues nor part thereof shall be refunded in the event that the operations of the pool and other facility are required to be suspended for any period.

b) **Member Resignation.** Any Member of any class may resign at any time subject to the provisions of Section 9.2, and there shall be no refund of any dues, assessments, or Membership fees.

11.5 **Determination of Fees.** Fees shall be determined annually by the Board for the following situations:

a) **Membership Fee.** Each Proprietary Member, upon acceptance as such, and before issuance of his or her Membership certificate, shall pay the Membership fee in the amount then applicable. The amount charged as a Membership fee shall be determined by the Board of Directors and may be changed by resolution.

b) **Special Assessments.** The Board of Directors may levy special assessments upon

the Proprietary Members when the Board considers it necessary for the provision of adequate facilities by the corporation, to pay operating expenses. If at any time the Board of Directors determines to levy an assessment upon the Proprietary Members, it shall notify the active Proprietary Members of its decision by mail. Thereafter, the active Proprietary Members shall have fifteen (15) days in which to protest the proposed assessment in writing. Such protests shall be filed with the Secretary. If more than one-third (1/3) of the active Proprietary Members so protest within such fifteen (15) day period, the proposed assessment shall not be made.

c) **Guest Fees.** Guest fees will be determined by the Board on an annual basis. A guest is a non-Member of Orinda Park, Inc. who is temporarily entitled to use of the Orinda Park facility by virtue of sponsorship of an attending Member and payment of a guest fee.

11.6 **Members Responsibility.** Members shall be responsible for the payment of all charges or liabilities imposed upon or incurred by Members of their family to whom the privileges of the corporation shall have been extended, and for all charges and liabilities imposed upon or incurred by their guests.

11.7 **Failure to Pay.** Any Member of a class failing to pay indebtedness to the corporation within thirty (30) days after the date on which a statement of indebtedness is sent by the Secretary, shall be notified that if such indebtedness is not paid within fifteen (15) days after the mailing of such notice, such Member may be suspended by the Board of Directors. Any Member thus suspended shall immediately be notified in writing by the Secretary of the suspension, and if the indebtedness is not paid within fifteen (15) days after the mailing of such notice, the subject's Membership shall be terminated. The Board of Directors, in its discretion, and subject to these bylaws, may reinstate any Member upon request and repayment of all indebtedness to the corporation.

11.6 **Exclusivity.** All fees and other charges mentioned herein are exclusive of taxes imposed by federal, state and other government bodies and agencies.

ARTICLE 12

ANNUAL AND SPECIAL MEETINGS

12.1 **Annual Meetings.**

a) **Schedule.** The Annual Meeting of the corporation shall be held during the month of October of each year at a place and time designated by the Board of Directors.

b) **Quorum.** Twelve (12) active Proprietary Members shall constitute a quorum for the conduct of business at the Annual Meeting and at any special meetings of Members.

c) **Responsibilities.** The President, Vice President, Secretary, Treasurer and committee chairpersons shall report on the performance of their duties during the year.

12.3 **Special Meetings.** A Special Meeting of the Members may be called by not fewer than four (4) Directors or upon the written petition of at least twenty percent (20%) of the active Proprietary

Members. At the Special Meeting, no other business shall be transacted other than that for which the Special Meeting was called.

12.2 **Notice.** The Secretary shall mail and/or e-mail notice of any Annual Meeting or Special Meeting to each Proprietary Member at least ten (10) days prior thereto.

a) **Methods.** Whenever in these bylaws notice to Members is required, the mailing and/or e-mailing of such notice to the address(es) of the Member as set forth in the records of the corporation, shall constitute valid notice.

b) **Proprietary Member.** If a Membership contains more than one (1) Proprietary Member, one notice per Membership shall suffice.

c) **Special Meetings.** The notice for a Special Meeting shall state the purpose for which the Special Meeting is being called.

12.4 **Voting Rights.** At any Annual Meeting or Special Meeting:

a) Only Active Proprietary Members shall be entitled to vote.

b) Only one Active Proprietary Member per Certificate of Membership shall be entitled to vote.

c) Active Proprietary Members must be present to vote. Should an Active Proprietary Member be physically incapacitated and unable to attend, the Board of Directors will determine an alternate voting method on a case-by-case basis.

ARTICLE 13

BYLAW CHANGES

13.1 **Amendments and Replacement.** These bylaws may be amended and new bylaws may be adopted by a two-thirds (2/3) majority of the Board of Directors, or by a two-thirds (2/3) majority of the active Proprietary Members, the Proprietary Members' vote being evidenced by formal vote.

13.2 **Notice.** The Secretary shall give thirty (30) days' written notice to the Board of Directors of any proposed change in the bylaws.

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ACCEPTANCE ON FOLLOWING PAGE]

CERTIFICATE OF ACCEPTANCE

I, the undersigned, the duly elected and acting Secretary of ORINDA PARK, INC., a California nonprofit mutual benefit corporation, do hereby certify that the foregoing Bylaws were adopted as the Bylaws of the Corporation on _____, 20__, and that the same do now constitute the Bylaws of the Corporation.

This Certificate is executed under penalty of perjury on _____, 20__, in Orinda, California.

Secretary