

Bylaws of Orinda Park, Inc.

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

ARTICLE I INCORPORATION

- Section 1. The name of this corporation is Orinda Park, Inc.
- Section 2. The corporation shall have a corporate seal bearing the words "Orinda Park, Inc., Incorporated August 4th, 1937".

ARTICLE II BOARD OF DIRECTORS - GENERAL

- Section 1. 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.
- Section 2. 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..
- Section 3. Any vacancy of the Board of Directors may be filled by a majority vote of the remaining Directors. The new Director shall hold office during the term of the incumbent whose place he or she filled.
- Section 4. 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.
- Section 5. Directors shall not be compensated, but during the time they hold office they need not pay any dues for themselves or members of their immediate families.

- Section 6. 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 more than one (1) nonconsecutive term.
- Section 7. 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.
- Section 8. At least forty-five (45) days prior to the October 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 consider nomination of one or more of the Swim Team Directors to serve as Director and provide a liaison between the Board of Directors and the Swim Team.
- Section 9. The Nominating Committee shall, at least twenty-one (21) days prior to the Annual Meeting of members, submit the names of the nominees to the Board of Directors, which shall then cause the secretary to mail a list of the nominees to the members together with the notice of the Annual Meeting.
- Section 10. At the Annual Meeting, additional nominations may be made from the floor. The election of Directors shall be by ballot unless no nominations are made from the floor, in which case the election of the Directors nominated by the Nominating Committee may be by motion or acclamation. The four (4) nominees receiving the highest number of votes shall be elected as Directors.
- Section 11. The newly-elected Directors shall assume office at the Board of Directors meeting immediately following the Annual Meeting.
- Section 12. A Director may be removed from office by the affirmative vote of three-fourth (3/4) of the remaining Directors or by the affirmative vote of two-thirds (2/3) of the members of the corporation.

ARTICLE III BOARD OF DIRECTORS - DUTIES

- Section 1. 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) Provide general rules and regulations for the use of the facilities by members and guests and the fees to be charged therefor.

e) Perform any other duties necessary for proper management.

ARTICLE IV BOARD OF DIRECTORS - MEETINGS

Section 1. 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 two Directors. 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 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.

Section 2. 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.

Section 3. All proceedings and meetings of the Board of Directors shall be governed by **Robert's Rules of Order - Revised.**

ARTICLE V BOARD OF DIRECTORS - OFFICERS

Section 1. The officers of the corporation shall be a president, a vice president, a secretary and a treasurer, all of whom shall be elected at the October meeting of the Board of Directors. Such officers shall hold office until the following October meeting or until the election of their successors.

Section 2. All officers of the corporation shall be members of the Board of Directors.

Section 3. 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.

- Section 4. 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.
- Section 5. 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 years.
- Section 6. 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 any of the following officers; president, vice president, secretary or treasurer. Additionally, the treasurer may, with the prior approval of two-thirds (2/3) of the Board of Directors, establish satellite operating accounts which may include non-Board member signatories and require only one signature; such operating accounts must be balanced out at the end of each season. The treasurer also 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 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 VI BOARD OF DIRECTORS - COMMITTEES

- Section 1. The standing committees of the Board of Directors shall be Finance, Maintenance and Membership. The Board of Directors may appoint committees to supervise the following: lifeguards, swim team, canteen and gate, special events, and entertainment, publicity, and such other activities as the Board deems necessary.
- Section 2. The Finance Committee shall be composed of the president, vice president, treasurer and one other member of the Board of Directors who shall be selected by the Board. 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 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.
- Section 3. 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 VIII.

Section 4. 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.

Section 5. A majority of the members of any committee shall constitute a quorum.

ARTICLE VII MEMBERSHIPS

Section 1. There shall be the following classes of membership of this corporation:

a) A "proprietary" member shall be the named owner or owners of the membership certificate, which may be issued individually or in the names of both spouses. The term "member" when used in these bylaws refers to an "active proprietary member" unless otherwise specified. An active proprietary member is one who has paid all dues and assessments and who has not been suspended by the Board of Directors. The number of proprietary 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).

b) A "family" member is any person having dependent legal status in the proprietary member's household for the year in question.

c) An "honorary" member is a proprietary member whose stock certificate is issued under special circumstances on an individual basis and on such terms and conditions *as* the Board may determine.

Section 2. 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., MEMBERSHIP CERTIFICATE

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.

Dated _____, 19_____
By _____
President

ARTICLE VIII
MEMBERSHIP APPLICATION, APPROVAL, SALE AND TRANSFER

Section 1. a) 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. The Membership Committee shall determine that such applicant is qualified to become a member pursuant to the requirements of these bylaws.

b) 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.

c) When the limit of proprietary membership 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. As vacancies in the membership occur, applicants on the waiting list shall become eligible for consideration in the order of their receipt.

d) Any and all transfers of membership certificates shall be processed through the Membership Committee in accordance with these bylaws.

Section 2. Memberships may be transferable only as permitted by and as provided in these bylaws.

Section 3. 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 Sections 4 and 5 of this Article (sale of primary residence). 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.

Section 4. Members may not sell or transfer or advertise their membership for sale or transfer except in connection with the sale of such member's primary residence, and any such advertisement must state that the sale or transfer is subject to the provisions of these bylaws.

Section 5. Regardless of anything herein to the contrary, and subject to approval as herein provided, a person applying for membership, who has purchased the primary residence of an active proprietary member of the corporation at the time said applicant submits application for the membership, shall take preference over all other applicants for membership except applicants in the same category, where preference will be given by chronological order of receipt.

ARTICLE IX TERMINATION, RESIGNATION AND REINSTATEMENT OF MEMBERSHIPS

Section 1. a). 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. Termination of a membership shall occur automatically upon the death or resignation of the member, except as provided for in Article VIII, Section 3.

b) 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; and 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 of said notice to the member's last address recorded on the books of the corporation shall

constitute valid service. Failure to pay dues shall result in automatic suspension and possible termination.

c) 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. Termination of the membership of a proprietary member shall likewise terminate the subsidiary family, associate and special memberships associated with it.

Section 2. a) Any member may at any time resign membership, but such resignation shall not be accepted until all the member's indebtedness to the corporation has been paid. There shall be no refund of dues.

b) 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 transferred as the Board may decide.

Section 3. 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 X USE OF FACILITIES

Section 1. a) The Board of Directors shall fix by rule the terms and conditions upon which guests of members may use the facilities of the corporation.

b) 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.

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

- Section 2. a) 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 take any property belonging to the corporation.
- b) The corporation assumes no responsibility, and neither member 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.
- c) No intoxicating beverages shall be brought onto any real property owned by the corporation except upon resolution passed by the Board of Directors.
- Section 3. Each of the Directors and such employees of the corporation as the Board of Directors may designate, shall have the power to suspend pool and ground privileges for the violation of the corporation rules and regulations, provided the reasons for such suspension are submitted in writing to the president within twenty-four (24) hours.

ARTICLE XI DUES AND FEES

- Section 1. 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 stock holder is the sole active 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 stock holder is the sole active member for the season and is at least sixty-five (65) years of age by March 1st of the season year.
- c) Head of Household: all dependent members of the stock holders household are active pool members for the season and the stock holder is less than sixty-five (65) years of age before March 1st of the season year.
- d) Senior Head of Household: all dependent members of the stock holders household are active pool members for the season and the stock holder is at least sixty-five (65) years of age by March 1st of the season year.
- e) Honorary Member: dues are determined on an individual basis as established in the original granting of the membership by the Board.
- Section 2. a) Dues shall be sufficient to provide for the necessary operating expenses of the corporation, and such 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.

b) 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.

c) Any member of any class may resign at any time subject to the provisions of Article IX, and there shall be no refund of any dues, assessments or membership fees.

Section 3. Fees shall be determined annually by the Board for the following situations:

a) 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) 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 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 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.

Section 4. 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.

Section 5. 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.

Section 6. All fees and other charges mentioned herein are exclusive of taxes imposed by federal, state and other government bodies and agencies.

**ARTICLE XII
ANNUAL AND SPECIAL MEETINGS**

- Section 1. 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. The secretary shall mail notice of such meetings to each member at least ten (10) days prior thereto. If there is more than one (1) proprietary member in a family, one notice shall suffice.
- Section 2. 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. The president, vice president, secretary, treasurer and committee chairpersons shall report on the performance of their duties during the year. At the regular Annual Meeting, a statement of the assets and liabilities of the corporation shall be included in the order of business.
- Section 3. Special meetings of the members may be held on ten (10) days' notice by mail to said members. The notice shall state the purpose for which the special meeting is called, and no other business shall be transacted thereat. Special meetings 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.
- Section 4. Only active proprietary member shall be entitled to vote at any regular Annual Meeting or special meeting of members. Voting may be by written proxy.
- Section 5. Whenever in these bylaws notice to members is required, the mailing of such notice to the address of the member as set forth on the books of the corporation shall constitute valid notice.

**ARTICLE XIII
BYLAW CHANGES**

- Section 1. 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 members' vote being evidenced by formal vote.
- Section 2. The secretary shall give thirty (30) days' written notice to the Board of Directors of any proposed change in the bylaws.