



The Club at Westpoint

**Bylaws
of
THE CLUB AT WESTPOINT**

April 30, 2018

TABLE OF CONTENTS

Article I. Name and Purpose	1
Section 1.01 Corporate Name and Purpose.....	1
Section 1.02 Dedication of Assets.....	1
Article II. Members	1
Section 2.01 Membership.....	1
A. Voting Membership	1
B. Nonvoting Members	1
Section 2.02 Eligibility for Membership.....	2
Section 2.03 Admission of Members	2
A. Application and Admission	2
B. Commencement of Membership	2
C. Spousal Memberships	2
Section 2.04 Membership Fees and Dues	2
Section 2.05 Assessments	2
Section 2.06 Good Standing.....	2
Section 2.07 Membership Roster	2
Section 2.08 Nonliability of Members	2
Section 2.09 Transferability of Memberships	3
Section 2.10 Termination of Membership.....	3
A. Basis for Termination	3
B. Termination Procedures.....	3
Section 2.11 House and Club Rules.....	4
Article III. Membership Rights	4
Section 3.01 Voting Rights	4
Section 3.02 Inspection and Attendance Rights.....	5
A. Articles and Bylaws	5
B. Accounting Records; Minutes	5
C. Membership Records.....	5
D. Meetings of the Board of Directors	5
Section 3.03 Rights on Dissolution	5
Section 3.04 Other Rights.....	5
Article IV. MEMBER MEETINGS AND VOTING	5

 **The Club at Westpoint**

Section 4.01 Member Voting	5
Section 4.02 Annual Member Meetings.....	5
Section 4.03 Special Meetings of Members	5
A. Who May Call.....	6
B. Procedures for Calling Special Meetings	6
Section 4.04 Record Dates.....	6
A. Notice of Member Meetings	6
B. Voting at Meetings	6
C. Voting by Written Ballot.....	6
D. Unanimous Written Consent.....	6
E. Other Lawful Action.....	6
Section 4.05 Time and Manner of Notice of Meetings.....	6
Section 4.06 Contents of Notice	7
Section 4.07 Notice of Certain Actions Required.....	7
Section 4.08 Member Quorum.....	7
Section 4.09 Act of the Members.....	7
Section 4.10 Manner of Voting.....	7
A. Voting at Meetings	8
B. Proxy Voting Prohibited.....	8
C. Cumulative Voting Prohibited	8
D. Action by Written Ballot Without a Meeting.....	8
Section 4.11 Elections of Officers and Directors	8
A. Election Ballots.....	8
B. Nomination of Candidates for Director.....	8
C. Use of Club Funds in Contested Elections	9
D. Election by Plurality.....	9
Section 4.12 Wavier of Notice.....	9
A. Generally	9
B. Effect of Attendance at a Meeting.....	9
Section 4.13 Action by Unanimous Written Consent	9
Section 4.14 Meetings by Electronic Transmission	9
Article V. Board of Directors	10
Section 5.01 Powers.....	10

Section 5.02 Composition of Board	10
Section 5.03 Ex Officio Directors	10
Section 5.04 At Large Directors	10
Section 5.05 Resignation	10
Section 5.06 Removal	10
A. Removal by the Board	10
B. Removal by the Members	10
C. Removal of the President or Secretary	10
Section 5.07 Inspection	10
Section 3.08 Director Compensation	11
Section 5.09 Standard of Care	11
Article VI. Meetings of the Board of Directors	11
Section 6.01 Annual Meetings	11
Section 6.02 Scheduling Board Meetings	11
Section 6.03 Notice	11
Section 6.04 Waiver of Notice	11
Section 6.05 Quorum	12
Section 6.06 Director Voting	12
Section 6.07 Action by the Board at a Meeting	12
Section 6.08 Action Without a Meeting	12
A. Action by Unanimous Written Consent	12
B. Exception for Abstaining Directors	12
Section 6.09 Telephone and Electronic Meetings	13
Article VII. Committees	13
Section 7.01 In General	13
Section 7.02 Board Committees	13
Section 7.03 Advisory Committees	14
Section 7.04 Executive Committee	14
Section 7.05 Audit Committee	14
A. Audit Committee Required by Law	14
B. Discretionary Audit Committee	14
Section 5.06 Meetings of Committees	15
Article VIII. Officers	15

Section 8.01 Officers	15
Section 8.02 Selection of Officers.....	15
Section 8.03 Removal.....	15
Section 8.04 Resignation.....	15
Section 8.05 Vacancies	15
Section 8.06 Subordinate Officers.....	15
Section 8.07 President.....	16
Section 8.08 General Manager.....	16
Section 8.09 Secretary	16
Section 8.10 Controller	16
Article IX. Transactions with Officers and Directors	16
Section 9.01 Executive Compensation Review	16
Section 9.02 Loans	16
Section 9.03 Self-Dealing Transactions	17
A. Transactions with Directors or Their Companies.....	17
B. Self-Dealing Transactions Involving Charitable Funds	17
C. Transactions with Organizations Sharing Directors.....	17
D. Interested or Common Directors in Quorum.....	17
Article X. Financial Reporting	17
Section 10.01 Fiscal Year.....	17
Section 10.02 Annual Financial Report to Members and Directors.....	17
Section 10.03 Annual Report of Interested Person Transactions and Indemnifications	18
A. Transactions with Interested Persons.....	18
B. Loans, Guarantees, and Indemnifications	18
Section 10.04 Required Financial Audits.....	18
Article XI. Indemnification	19
Section 11.01 Right of Indemnity.....	19
Section 11.02 Approval of Indemnity.....	19
Section 11.03 Advancing Expenses	19
Section 11.04 Insurance	19
Article XII. Miscellaneous	19
Section 12.01 Principal Office.....	19
Section 12.02 Contracts, Notes, and Checks.....	20

 **The Club at Westpoint**

Section 12.03 Writing by Electronic Transmission 20

Section 12.04 Electronic Transmissions to Members 20

Section 12.05 Bylaw Amendments 20

 A. Amendments by the Board..... 20

 B. Amendments by the Members 21

Section 12.06 Governing Law..... 21



BYLAWS
OF
THE CLUB AT WESTPOINT

ARTICLE I. NAME AND PURPOSE

Section 1.01 Corporate Name and Purpose. The name of this corporation, as set forth in its Articles of Incorporation, is The Club at Westpoint. The purpose of this corporation, as set forth in its Articles of Incorporation, is to operate exclusively for pleasure, recreation, and other non-profitable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code. This name and purpose can only be changed by amending the corporation's Articles of Incorporation, and any amendment of the Articles of Incorporation that changes the corporation's name or purpose shall be deemed to amend this Section 1.01 without further action by the Board of Directors or membership.

Section 1.02 Dedication of Assets. This corporation shall at all times comply with the restrictions on its activities and the use of its assets that are set forth in its Articles of Incorporation.

Section 1.03 Operation of Social Club. This corporation, known hereinafter as "The Club" is a private social and recreational club, envisioned and launched near the San Francisco Bay to enhance the environment and to promote the enjoyment of water-based sporting activities. The Club features boating, kayak and stand-up paddling, dining, cocktails, relaxation, social interactions, and art and music appreciation. Club Members are encouraged to engage in and to promote safe and environmentally responsible use of and access to the waters of San Francisco Bay; to foster the mutual exchange of ideas and the development of common interests with respect to water-based sporting activities; to promote social activities among members; to gather and enjoy Club sponsored arts and entertainment; and to encourage the intellectual contact among Members of The Club and the members of other associations devoted to similar pursuits.

ARTICLE II. MEMBERS

Section 2.01 Membership.

A. Voting Membership. This Club shall have one class of voting members with voting rights as specified in these Bylaws. The qualifications for membership, and the rights and obligations of members, shall be as provided in these Bylaws or under applicable law.

B. Nonvoting Members. The Board of Directors, with approval of the Members, may establish one or more categories of nonvoting associates who may be referred to as "members," and who may participate in Club activities and/or use Club facilities to the extent provided by the Board, however, the terms "member" and "membership," as used in these Bylaws, shall refer only to voting members. The Club shall offer nonvoting memberships solely as means to further The Club's purpose as a social club, and not a pretext for doing business with the general public; and the dues, if any, that are required to be paid by nonvoting members shall be proportionate to their anticipated use of Club facilities and resources, and will not be a means to subsidize The Club's services to voting members. The eligibility requirements for any category of nonvoting membership, the process to obtain such nonvoting membership, the duration of such nonvoting membership, and the rights and obligations of nonvoting members shall be established by the Board with the concurrence of the Members; provided, however, that all nonvoting members shall be required to adhere to The Club's House Rules and Club rules to the same extent as members. As of the date of adoption of these Bylaws, the categories of nonvoting associates shall be:



The Club at Westpoint

- 1) *Nonresident Members.* Nonresident members shall be individuals who reside more than 80 miles from The Club's facilities and who are twenty-one (21) years of age or older. Nonresident members shall be admitted as nonvoting associates of The Club in the same manner as full members are admitted to membership.
- 2) *Junior Members.* Junior Members shall be individuals under the age of 21, who shall be admitted as nonvoting associates in the same manner as full members are admitted to membership.

Section 2.02 Eligibility for Membership. Membership shall be open to individuals who are twenty-one (21) years of age or older. The Board of Directors may set a limit for the number of members admitted to The Club. The Club shall not discriminate in the admission of members.

Section 2.03 Admission of Members.

A. Application and Admission. An application for membership must be made in writing and may be submitted to the Board of Directors or to a person or committee designated by the Board at any time. Each application shall be signed by two (2) existing members or directors of The Club who each know the candidate personally and who, by signing the application, state that they are nominating the candidate for membership without reservation. The Board will review each application and vote on whether to admit the candidate as a member. The affirmative vote of the majority of directors then in office (or five directors, whichever is larger) shall be required to admit a member, but a negative vote by any Director shall be sufficient to reject any application for membership.

B. Commencement of Membership. Membership shall commence upon (1) payment of all applicable fees or dues set by the Board, and (2) execution of any agreements or undertakings that are required by the Board for members.

C. Spousal Memberships. Where a successful application for membership is made by a husband and wife, or by registered domestic partners, the husband and wife, or the domestic partners, as the case may be, shall be jointly designated as the "member". However, such joint designation does not increase the voting power of the membership, which is one vote per membership. Such vote may be exercised by either spouse or domestic partner, and any notice from The Club to its members this is required under these Bylaws or by applicable law may be delivered to either spouse or domestic partner, unless the Secretary is given written notice to the contrary and given a copy of the agreement, order, or instrument that assigns the membership or the voting rights therein to one spouse or domestic partner.

Section 2.04 Membership Fees and Dues. Each member must pay to The Club, within the time and on the conditions set by the Board, dues and fees in amounts to be fixed from time to time by the Board. The Board may determine the conditions (if any) under which any payment of dues shall be refundable and/or the conditions (if any) under which payment of dues may be prorated.

Section 2.05 Assessments. Memberships may be assessable as determined by the Board of Directors.

Section 2.06 Good Standing. Those members who have paid the required dues, fees, and assessments, if any, and who are not suspended, shall be members in good standing of The Club.

Section 2.07 Membership Roster. The Club shall keep a membership roster containing the name of each member and the last address provided to The Club by the member for purposes of notice. The roster shall indicate whether a member is in good standing from time to time.

Section 2.08 Nonliability of Members. No member of The Club shall be personally liable for the debts, liabilities, or obligations of The Club.

The Club at Westpoint

Section 2.09 Transferability of Memberships. Membership in The Club may be transferred only to the spouse or registered domestic partner of a member, upon written request to the Board of Directors by (a) the member, or (b) following the death of a member, by the members' surviving spouse or registered domestic partner. Except as provided in this section, membership in The Club, or any right arising therefrom, may not be transferred or assigned.

Section 2.10 Termination of Membership. Membership in The Club shall continue as long as the member pays all required fees and dues, as well as all charges incurred at The Club, until terminated as provided in this section.

A. Basis for Termination. Membership in The Club shall terminate upon the occurrence of any of the following events or conditions:

- i. *Death*. Membership shall terminate on the death of a member, unless the membership is transferred to a surviving spouse or registered domestic partner as provided in Section 2.09 above.
- ii. *Resignation*. A member may resign at any time in a writing delivered to the Secretary or President of The Club. No such resignation shall relieve the resigning member of any accrued but unpaid obligations of such member to The Club.
- iii. *Nonpayment of Dues, Fees, or Charges*. Membership shall automatically terminate sixty days after such member is sent written notice that membership will be terminated for failure to pay dues, fees, or charges incurred at The Club on or before their due date. A member may avoid such termination by paying the amount of delinquent dues, fees, or charges, together with any interest or late fees assessed by the Board, within such sixty-day period.
- iv. *Misconduct*. On a good faith finding by the Board of Directors, made in accordance with this section, that such member has failed in a material and serious degree to observe the rules of conduct of The Club or its premises; or has engaged in illegal activity of at The Club's premises; or has engaged in altercations, or offensive conduct, or has unreasonably disturbed members or their guests; or has engaged in other conduct that is materially and seriously prejudicial to The Club's purposes and interests, such that continued participation by the member in Club as a member is not in the best interests of The Club and the furtherance of its purposes.

B. Termination Procedures. In the case of proposed termination of a membership under subsection A. iv above, the following procedures shall apply:

- i. *Notice*. The Club shall provide a written notice to the member, setting forth the proposal for termination, the reasons for it, the date on which the proposed termination shall become effective, and the date, time, and place (if any) of the hearing described in the next subsection. Such notice shall be given (a) by personal delivery, or (b) by first-class, registered, or certified U.S. mail, or (c) by private delivery service such as UPS or FedEx, or (d) by fax or email or other electronic transmission, in compliance with Section 12.03 and Section 12.04 of these Bylaws. Notices sent by U.S. mail shall be deposited with the U.S. Postal Service at least twenty days before the proposed date of termination, and at least fifteen days before the date set for the hearing before the date of the meeting. Notices given by personal delivery, private delivery service, or other electronic transmission shall be delivered at least fifteen days before the proposed date of termination, and at least ten days before the date set for the hearing. Except for notices given by personal delivery, all such notices shall be delivered to the mailing address, email address, or fax number (as

applicable) of the director provided by the member to The Club for purposes of notice or appearing in the records of The Club.

- ii. *Hearing.* The member shall be given an opportunity to be heard, either orally or in writing, not less than five days before the effective date of the proposed termination, by the Board or the person or committee authorized by the Board to decide whether the proposed termination will take place. If the member does not appear and has not notified the Secretary of any adequate reason therefor, or chooses not to appear at the hearing, the termination shall be effective automatically on the proposed date of termination.
- iii. *Determination.* Following the hearing date, the Board (or the person or committee authorized by the Board to decide whether the proposed termination will take place) shall decide whether or not the member should in fact be terminated, suspended, or sanctioned in some other way. That decision shall be final, and the member shall be promptly notified of it. If a member is terminated hereunder, all membership rights of such member in this corporation shall cease on the effective date of the termination stated in the notice given pursuant to subsection B.i above.
- iv. *Refund.* A member who is terminated shall not be entitled to any refund of prepaid dues.

Section 2.11 House and Club Rules. The Board of Directors shall have the power to adopt House Rules regulating conduct at any Club facilities, and /or to adopt other Club rules governing conduct with respect to Club affairs, in order to facilitate the orderly operation of The Club and the enjoyment of its members The Club's social and recreational activities, so long as such rules are not inconsistent with these Bylaws. Such House Rules or Club Rules may be adopted or amended by a simple majority vote of the Board of Directors. At all times, each member shall comply with, and shall cause their guests to comply with, the House Rules or Club Rules in effect from time to time.

ARTICLE III. MEMBERSHIP RIGHTS

Section 3.01 Voting Rights. Members of The Club shall have the right to vote, as set forth in these Bylaws, on:

- (a) the election of directors, as described in Article V;
- (b) the election of certain officers, as described in Section 8.02;
- (c) any amendment to these Bylaws that changes the number of directors if fixed in the Bylaws, or changes the maximum or minimum number of directors if a range is stated in the Bylaws, or changes the Bylaws from a fixed number of directors to a range or vice versa;
- (d) the removal of directors without cause;
- (e) filling any vacancy caused by the removal of a director;
- (f) any amendment to these Bylaws that materially and adversely affects member rights as to voting, dissolution, redemption, or transfer, as further provided in Section 7150 of the California Nonprofit Mutual Benefit Corporation Law;
- (g) any amendment to these Bylaws that limits, creates, or expands the right to members to vote by proxy; or that authorizes or prohibits cumulative voting; or that increases the required quorum for a vote of the membership;
- (h) any amendment to these Bylaws that would extend the term of any director beyond that for which such director is elected, or that would lengthen the terms of directors;

- (i) any amendment to the Articles of Incorporation of The Club, except for amendments permitted to be adopted by the Board of Directors alone under Section 7812(b) of the California Nonprofit Mutual Benefit Corporation Law;
- (j) the disposition of all or substantially all of the assets of The Club;
- (k) any merger of The Club;
- (l) any voluntary dissolution of The Club; and
- (m) any other matters that may properly be presented to members for a vote, pursuant to The Club's Articles, Bylaws, or action of the Board of Directors, or by operation of law.

Section 3.02 Inspection and Attendance Rights.

A. Articles and Bylaws. The Club shall keep at its principal office in California current copies of its Articles of Incorporation and Bylaws, which shall be open to inspection by members at all reasonable times. If this Club has no principal office in California, the Secretary shall furnish such copies to any member on written request therefor.

B. Accounting Records; Minutes. On written request, any member (in person or through an agent or attorney) may inspect and copy the accounting books and records of The Club and the minutes of the proceedings of the members, the Board, or any Board Committee, at any reasonable time and for a purpose reasonably related to the member's interests as a member.

C. Membership Records. The right of members to have access to the membership records of The Club shall be governed by Sections 8330 through 8332 of the California Nonprofit Mutual Benefit Corporation Law.

D. Meetings of the Board of Directors. Any member may attend regular and annual meetings of the Board, provided, however, that (1) the Board retains the right, in its sole discretion, to close some or all of any Board meeting, and (2) Board deliberations on membership applications shall be in a closed session, and (3) the Board retains the right to remove any member whom the Board determines is disruptive to the meeting, in the sole discretion of the Board.

Section 3.03 Rights on Dissolution. Members shall have the right to receive, on dissolution of The Club, a pro rata share of Club's assets not held in charitable trust and remaining after payment or provision for all known debts and other liabilities of The Club.

Section 3.04 Other Rights. In addition to the rights described in these Bylaws, members of The Club shall have any other rights afforded voting members under the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE IV. MEMBER MEETINGS AND VOTING

Section 4.01 Member Voting. Each member in good standing shall have one vote on each matter on which the members are entitled to vote.

Section 4.02 Annual Member Meetings. An annual meeting of the membership is not required to be held in any year in which the election of directors and officers occurs by written ballot without a meeting in accordance with Section 4.10D. If such annual elections are not held by written ballot without a meeting, an annual meeting of the membership will be held at a date, place, and time determined by the Board of Directors, for the purpose of electing directors and officers, and transacting such business as may come before the meeting.

Section 4.03 Special Meetings of Members.

The Club at Westpoint

A. Who May Call. Special meetings of the members may be called (i) by the Board of Directors, (ii) the President, or (iii) on the written request of five percent of the membership.

B. Procedures for Calling Special Meetings. If a special meeting is called, the officer or members calling the meeting shall deliver a written notice to The Club, addressed to the President, or the Secretary, which states the general nature of the business proposed to be transacted at the special meeting. Such notice shall be given (a) by personal delivery, or (b) by first-class, certified, or registered U.S. mail, or (c) by private delivery service such as UPS or FedEx, or (d) by fax or email or other electronic transmission, in compliance with Section 12.03 of these Bylaws. The requested meeting will be held on a date fixed by the Board that is not less than thirty-five, nor more than ninety, days following the receipt of the request, and the officer who receives the meeting request shall cause notice of the meeting to be given to the members in accordance with Section 4.06 of the Bylaws. If appropriate notice of such a meeting is not given within twenty days after delivery of the request, the requesting officer or requesting members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of members called by the Board of Directors.

Section 4.04 Record Dates. For any notice, vote (at a meeting or by written ballot), or exercise of rights, the Board of Directors may, in advance, by resolution, fix a record date, and only members of record on the date so fixed shall be entitled to notice, vote, or exercise rights, as the case may be, notwithstanding any transfer of any membership on the books of The Club after the record date, except as otherwise required by law. For this purpose, a person holding a membership in good standing as of the close of business on the record date shall be deemed a member of record.

A. Notice of Member Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to notice of any members' meeting, shall be the business day preceding the date on which notice for that meeting is given. If the Board, by resolution, fixes a record date for notice, the record date shall be not less than ten, nor more than ninety, days before the date of the meeting.

B. Voting at Meetings. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote at any members' meeting, shall be the day of that meeting. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the date of the meeting.

C. Voting by Written Ballot. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If the Board, by resolution, fixes a record date for voting, the record date shall be not more than sixty days before the day on which the first written ballot is mailed or solicited.

D. Unanimous Written Consent. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining if all members have consented in writing to an action pursuant to Section 4.13 of these Bylaws shall be the day on which the consent is first circulated for approval.

E. Other Lawful Action. Unless otherwise fixed by the Board of Directors, the record date for the purpose of determining which members are entitled to exercise any rights in respect to any other lawful action, shall be the date on which the Board adopts the resolution relating thereto or the sixtieth day before the date of such other action, whichever is later. If the Board, by resolution, fixes a record date for determining entitlements, the record date shall be not more than sixty days before the date of such other action.

Section 4.05 Time and Manner of Notice of Meetings. The Secretary shall give written notice

The Club at Westpoint

of each members' meeting to each member who, as of the record date for notice of the meeting, would be entitled to vote at such meeting, and to such other persons (including nonvoting members) as the Board may direct. Such notice shall be given (a) by personal delivery, or (b) by U.S. mail to the last address provided by the member to The Club for purposes of notice or to the address of the member appearing on the books of The Club (c) by fax or email to the fax number or email address provided by the member for the purposes of notice, or other electronic transmission, but only if such notice complies with Section 12.05 of these Bylaws. If no address for a member appears in the records of The Club and notice cannot be given by electronic transmission, then notice shall be given to that member at the principal office of The Club or by publication in a newspaper of general circulation in the county where such principal office is located. Notice shall be given not less than ten nor more than ninety days before the date of such meeting; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, then the notice shall be given not less than twenty days before the meeting.

Section 4.06 Contents of Notice. The notice shall state: (a) the place, date, and time of the meeting; (b) the means, if any, by which a member not physically attending the meeting may participate as provided in Section 4.14; (c) the number of members, as of the date of the notice, required to constitute a quorum at the meeting; (d) in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted; and (e) in the case of the annual meeting, the names of all those who are nominees for director and officers, if elected by the membership, as of the date of the notice, and those matters which the Board, as of the date of the notice, intends to present for action by the members, but any proper matter may be presented at the annual meeting for member action (provided, however, that at any annual meeting attended by less than one-third of the members, the only matters that may be voted upon at that meeting are matters notice of the general nature of which was given pursuant to this section).

Section 4.07 Notice of Certain Actions Required. Unless the vote of the membership shall be unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred: (a) to remove a director without cause, (b) to fill a vacancy on the Board, (c) to amend The Club's Articles of Incorporation, (d) to approve a transaction between The Club and one or more of its directors, or between The Club and any entity in which one or more of its directors has a material financial interest, (e) on winding up of the affairs of The Club, to approve a plan of distribution of the assets of this corporation (including distributions of asset other than money) that is not in accordance with any liquidation rights of the membership or any class of membership specified in the Articles of Incorporation of The Club or these Bylaws, or (f) to voluntarily dissolve The Club.

Section 4.08 Member Quorum. The quorum required for a meeting of the membership shall be 20% of the members as of the record date for the meeting. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken thereafter is approved by at least a majority of the required quorum. Subject to any guidelines and procedures that the Board of Directors may adopt, members not physically present in person at a face-to-face membership meeting may, by electronic transmission in compliance with Section 4.14, or by electronic video screen communication, participate in the meeting, be deemed present in person, and vote at the meeting.

Section 4.09 Act of the Members. Every decision approved or ratified by a majority of voting members present and voting at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation of The Club, these Bylaws, or the California Nonprofit Corporation Law requires a greater number.

Section 4.10 Manner of Voting



The Club at Westpoint

- A. Voting at Meetings. Voting at meetings may be by voice vote or by ballot; provided that any election of directors, voting shall be by ballot if a member present at the meeting request election by ballot at the meeting and before the voting begins.
- B. Proxy Voting Prohibited. Proxy voting shall not be permitted on any matter put to the vote of the members.
- C. Cumulative Voting Prohibited. Cumulative voting shall not be permitted.
- D. Action by Written Ballot Without a Meeting. Any action required or permitted to be taken by members at a meeting may be submitted for a vote by written ballot pursuant to this Section without a meeting.
- i. *Content of Written Ballots*. Any written ballot distributed to the members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.
 - ii. *Time and Manner for Return of Ballots*. All written ballots shall provide a reasonable time within which to return them to The Club. Each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted, and how members can submit their votes.
 - iii. *Requirements for Valid Action*. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if the vote were taken at a meeting of the members.
 - iv. *Solicitation Rules*. Written ballots shall be sent to every member consistent with the requirements for notice of members' meetings. This Club may send the ballot and any related materials, and the member may return the ballot, by electronic transmission in compliance with Section 12.03 and Section 12.04 as applicable. All solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.
 - v. *No Revocation of Cast Ballots*. Once a member has cast a written ballot, such ballot shall be irrevocable.

Section 4.11 Elections of Officers and Directors. In any member vote to elect an officer or director of this Club, the following shall apply:

A. Election Ballots. Any ballot used in the election of directors or officers (whether used at a member meeting, or in an election held by written ballot without a meeting) shall set forth the names of the candidates who have been properly nominated at the time the ballot is issued, and shall also provide a space for members to designate a vote for a candidate not on the ballot. Members shall be able to vote by secret ballot.

B. Nomination of Candidates for Director. The Club shall have reasonable procedures to enable members to nominate candidates for election to the Board of Directors, and shall inform the membership of such procedures sufficiently in advance of an election so that members have a reasonable opportunity to nominate candidates. If directors are elected at an annual membership meeting, any member present may nominate a candidate at the meeting. Nothing in this subsection shall construed as limiting the ability of the Board of Directors to nominate candidates, or to establish a

committee to nominate candidates. The Board may in its discretion require that any nomination by the members be submitted in the form of a petition signed by a certain number or percentage of members, provided that (i) if The Club has more than 500 members, the required number cannot be larger than 2% of the voting power of the membership, and (ii) if The Club has more than 5,000 members, the required number cannot be more than 100, or 1/20 of 1% of the voting power, whichever is larger.

C. Use of Club Funds in Contested Elections. No Club funds may be spent to support a nominee for director after there are more people nominated for director than can be elected (but Club funds can be used to circulate information about all nominees to the membership in a nonpartisan manner, as approved by the Board).

D. Election by Plurality. In any election for an officer or director, the candidate(s) receiving the highest number of votes shall be elected.

Section 4.12 Waiver of Notice.

A. Generally. Any action of the members taken at a meeting where a quorum is present but for which proper notice was not given, will be valid if, either before or after the meeting, each member entitled to vote who was not present at the meeting signs (i) a waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the minutes, in any case in writing, which may include electronic mail or facsimile transmitted by a member in compliance with Section 12.03 of these Bylaws. The waiver of notice, consent to holding the meeting, or approval of minutes need not specify the purpose or general nature of business to be transacted at such meeting, unless action is taken or proposed to be taken on matters specified in Section 4.07 of these Bylaws, in which case the waiver, consent, or approval must state the general nature of the matter. All such waivers, consents, or approvals shall be filed with the minutes of the meeting.

B. Effect of Attendance at Meeting. Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, unless the member attends for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described therein pursuant to Section 4.07 of these Bylaws, if that objection is expressly made at the meeting.

Section 4.13 Action by Unanimous Written Consent. Any action required or permitted to be taken by the members at a meeting, may be taken without a meeting if all members shall individually or collectively consent to such action in writing. If action is taken by written consent, the consent(s) shall be filed with The Club's member meeting minutes. Written consent shall include electronic mail or facsimile transmitted by a member in compliance Section 12.03 of these Bylaws. The action by written consent shall have the same force and effect as the unanimous vote of the members.

Section 4.14 Meetings by Electronic Transmission. A meeting of the members may be conducted, in whole or in part, by electronic transmission in compliance with Section 12.03 and Section 12.04, as applicable, or by electronic media screen communication, so long as:

- (a) The Club has implemented reasonable measures to provide members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings; and

- (b) If any member votes or takes other action at the meeting by means of electronic transmission or electronic video screen communication, The Club maintains a record of any vote or action taken by a member by means of electronic transmission.

Any request by The Club for a member's consent to conduct a meeting by electronic transmission shall include a notice that, absent consent of the member, the face-to-face membership meeting shall be held at a physical location at which members may attend and participate in person.

ARTICLE V. BOARD OF DIRECTORS

Section 5.01 Powers. Subject to the provisions of the California Nonprofit Corporation Law and these Bylaws, all of the activities and affairs of The Club shall be conducted and all of its corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 5.02 Composition of Board. The Board of Directors shall be composed of the Ex Officio Directors designated in Section 5.03 below, and the At Large Directors elected as provided in Section 5.04 below, for a total of nine (9) directors. The Ex Officio Directors and the At Large Directors are all directors under these Bylaws, and collectively such directors are the Board of Directors or the Board of The Club.

Section 5.03 Ex Officio Directors. The Ex Officio Directors are the individuals who are the duly elected and serving President, Secretary, General Manager, and Controller of The Club. Each such officer shall be an Ex Officio Director while and for so long as he or she holds the underlying office.

Section 5.04 At Large Directors. There shall be five (5) At Large Directors. Each At Large Director shall be elected by the membership for a term of three years. Each At Large Director must be a member of The Club. If there is a vacancy in the position of At Large Director, such vacancy may be filled by the Board of Directors for the unexpired portion of the term (unless the vacancy was created by removal of a director by the members), or by a vote of the members.

Section 5.05 Resignation. Except as provided below, any director may resign by giving written notice to the President, the Secretary, or the Board of Directors of The Club. The resignation shall be effective upon receipt unless a later effective date is specified in the resignation.

Section 5.06 Removal.

A. Removal by the Board. The Board of Directors, by the vote of a majority of the directors who are members of The Club, may declare vacant the office of any At Large Director, or the President or Secretary, who ceases to be a member of The Club. In addition, the Board of Directors may declare vacant the office of any director who has been declared of unsound mind by a final order of court, or convicted of a felony, or, if The Club holds assets in charitable trust, has been found by a final order or judgment of any court to have breached a duty Section 7238 of the California Nonprofit Corporation Law.

B. Removal by the Members. The members may remove any director without cause at any time. If there are fewer than fifty members, the vote of a majority of all members shall be required to remove a director.

C. Removal of the President or Secretary. If either the President or Secretary is removed from the Board of Directors pursuant to subsection A or B above, then such individual shall also be deemed to be removed from the office of President or Secretary without further action by the Board or membership.

Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties, of The Club.

Section 5.07 Director Compensation. Directors shall not be compensated for their service as directors, however, the Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director.

Section 5.08 Standard of Care. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of The Club and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of The Club whom the director believes to be reliable and competent as to the matters presented;
- (b) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) a committee upon which the director does not serve that is composed exclusively of any combination of directors and/or persons described in (a) or (b), as to matters within the committee's designated authority, provided that the director believes such committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

Section 6.01 Annual Meetings. An annual meeting of the Board of Directors shall be held at least once a year, on a date fixed by the Board.

Section 6.02 Scheduling Board Meetings. All meetings of the Board of Directors, including the Annual Meeting, any regularly scheduled meetings, or any special meetings, shall be called by action of the Board of Directors, or by the Chair of the Board (if any), the President, the Secretary, or any two directors, and noticed in accordance with Section 6.03. The Board shall meet periodically as needed, but not less than once per quarter.

Section 6.03 Notice. Notice of the date, time and place of all Board meetings shall be given to each director (a) by first-class U.S. mail, or (b) by private delivery service such as UPS or FedEx, or (c) by email or other electronic transmission, in compliance with Section 12.03 of these Bylaws. Notices sent by U.S. mail shall be deposited with the U.S. Postal Service at least 4 days before the date of the meeting. Notices given by private delivery service, email or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting. All such notices shall be delivered to the mailing address, email address, fax number, or telephone number (as applicable) of the director shown in The Club's records. Notices need not specify the purpose of the meeting. If the meeting is held at the principal office of The Club, notice shall be valid even if no location for the meeting is stated in the notice. Notice of meetings may be given in the form of a calendar or schedule that sets forth the date, time, and place of more than one regularly scheduled meeting.

Section 6.04 Waiver of Notice. Notice of a meeting need not be given to a director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an

approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 6.05 Quorum. A majority of the total number of directors then in office shall constitute a quorum; provided, however, that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. 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 at least a majority of the required quorum for such meeting.

Section 6.06 Director Voting. Each director shall have one vote on each matter presented to the Board of Directors for action. No director may vote by proxy.

Section 6.07 Action by the Board at Meeting. An action taken or decision made by a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Section 5.06A (removing directors), Section 6.08 (taking action without a meeting); Section 7.02 and Section 7.04 (appointing Board Committees); Section 9.03 (approving self-dealing transactions); Section 11.02 (approving indemnification); and Section 12.05 (amending Bylaws), of these Bylaws or as provided by the California Nonprofit Corporation Law. All actions of the Board shall be recorded in meeting minutes that are filed in the records of The Club.

Section 6.08 Action Without a Meeting.

A. Action by Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors shall individually or collectively consent to such action in writing, and if the number of directors then in office constitutes a quorum. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors. Written consents may be provided by email, fax, or other electronic transmission in compliance with Section 12.03 of these Bylaws.

B. Exception for Abstaining Directors. For the purposes of subsection A above, “all directors” does not include an “interested director” within the meaning of Section 5233 of the California Nonprofit Corporation Law (for any transaction involving assets held in charitable trust) or as described in Section 7233(a) of the California Nonprofit Corporation Law, or a “common director” as described in Section 7233(b) of the California Nonprofit Corporation Law, who abstains in writing from providing his or her consent to a self-dealing transaction in which such director is interested, or to a transaction with another corporation or organization on whose board such director serves, if all of the following criteria are satisfied:

- i. The facts described in Section 5233(d)(2) or (3) are established (in the case of a self-dealing transaction involving charitable assets) or the facts described in Section 7233(b)(1) or (2) are established (in the case of any other transaction in which a director has a material financial interest), or the provisions of Section 7233(b)(1) or (2) are satisfied (in the case of a transaction with an organization with common directors), as applicable, prior to the execution of the written consents, and
- ii. The establishment of those facts, or the satisfaction of those provisions, as applicable, is included in the written consent or consents executed by the noninterested or noncommon directors or in other records of The Club, and

- iii. The noninterested or noncommon directors, as applicable, approve the action by a vote that is sufficient without counting the votes of the interested or common directors.

Section 6.09 Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communication equipment, so long as all of the following apply:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently, and
- (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by The Club.

ARTICLE VII. COMMITTEES

Section 7.01 In General. The Board of Directors may establish any number of standing or ad hoc committees to advise and assist the Board. All such committees shall be either Board Committees established in compliance with all of the requirements of Section 7.02 below, or Advisory Committees established under Section 7.03 below (or, if required, an Audit Committee established in compliance with Section 7.05A below).

Section 7.02 Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. The Board, by a vote of the majority of directors then in office, may appoint one or more directors as alternate members of the committee, who may replace an absent member at any meeting. Provided that the Board Committee is established and its membership appointed in compliance with this section, a Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill vacancies on the Board of Directors or on any Board Committee;
- (d) fix compensation of directors for serving on the Board or any Board Committee, if Section 5.07 were ever amended to allow such compensation;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Articles of Incorporation of The Club;
- (g) amend or repeal any resolution of the Board of Directors, unless the Board has expressly delegated such authority to the Board Committee;
- (h) create any other Board Committees or appoint the members of any Board Committees;
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of The Club;
- (j) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

The extent of the authority of any Board Committee shall be stated in the Board resolution that establishes such committee. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Board Committee, increase or decrease (but not below two) the number of members of a Board Committee, remove members of a Board Committee, and/or fill vacancies in the Board Committee.

Section 7.03 Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of The Club, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions, policies, and programs under the supervision and control of the Board or a Board Committee.

Section 7.04 Executive Committee. The Board may, by resolution adopted by a majority of the directors then in office, establish an Executive Committee of two or more directors. The Executive Committee shall be a Board Committee described in Section 7.02 above, and shall be established and operate in compliance with that section. The President, General Manager, Controller, and Secretary shall also serve ex officio on the Executive Committee. The Board, by a vote of a majority of directors then in office, may appoint directors to serve as additional members of the Executive Committee, or to serve as alternate members who may replace an absent member of the committee. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all of the authority of the Board in the management of the business and affairs of The Club between meetings of the Board, and will report on any action taken at the next Board meeting; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 7.02.

Section 7.05 Audit Committee.

A. Audit Committee Required by Law. This Section 7.05A applies to the extent and for so long as The Club holds property for charitable purposes. If this Section applies, and The Club has gross revenues of \$2 million or more (excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting), The Club shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations: (a) members of the Finance Committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any staff member, including the President or chief executive officer, or the Treasurer or chief financial officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with The Club; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

The Audit Committee shall: (1) recommend to the full Board of Directors for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) subject to approval of the full Board, negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of The Club are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to The Club by the auditor's firm.

B. Discretionary Audit Committee. For any tax year in which an Audit Committee is not mandatory under subsection A above, the Board may establish an Audit Committee pursuant to its general authority to create Board Committees under Section 7.02 or Advisory Committees under Section 7.03 above.

Section 7.06 Meetings of Committees.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article VI of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its directors. Minutes shall be kept of each meeting of any Board Committee and shall be filed by the Secretary in The Club's records.

B. Of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE VIII. OFFICERS

Section 8.01 Officers. The officers of this Club shall be a President, a Secretary, a General Manager, and a Controller. The President and Secretary must be members of The Club and shall be elected as provided in Section 8.02 below; the General Manager and Controller shall be employees hired by the Board of Directors. The Club may also have, at the discretion of the Board of Directors, such subordinate officers as may be appointed under Section 8.06 below.

Section 8.02 Selection of Officers. The President shall be elected by the members, for a term of two years. The Secretary shall be elected annually by the members. The General Manager and the Controller shall be selected by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of such officer under any contract of employment.

Section 8.03 Removal. Subject to the rights, if any, of an officer under any contract of employment, the General Manager or Controller may be removed, with or without cause, by the Board of Directors. The President or Secretary may be removed as provided in in Section 5.06. A subordinate officer who was not elected by the Board may also be removed by an officer on whom such power of removal has been conferred by the Board of Directors.

Section 8.04 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, President, or Secretary of The Club. Any resignation shall take effect on receipt of that notice by the Board or by an officer other than the person resigning, unless a later effective date is specified in that notice in which case the resignation shall take effect on the date specified in the notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of The Club under any contract to which the officer is a party.

Section 8.05 Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election (or appointment, in the case of subordinate officers) to that office.

Section 8.06 Subordinate Officers. The Board may elect, or may authorize the President or any other officer to appoint, such other subordinate officers as The Club may require. Each such subordinate officer shall have the title and authority, hold office for the period, and perform the duties specified by the Board or by the officer on whom the Board conferred such authority. Unless the Board determines otherwise in a specific case, the Board's authorization to the President or another officer to appoint a subordinate officer includes authorization to remove such subordinate officer.

Section 8.07 President. The President shall act as chairman of the Board, and preside at meetings of the Board and of the Membership, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8.08 General Manager. Subject to the direction, control, and oversight of the Board of Directors, the General Manager is the chief executive officer and general manager of The Club, and has supervision of The Club's day-to-day activities, business and affairs, and shall, subject to control of the Board, generally supervise, direct and control the activities and employees of The Club. The General Manager, shall have such other powers and duties as may be assigned by the Board or prescribed by these Bylaws. The General Manager may approve expenditures that are within the operating budget approved by the Board of Directors, and may sign checks to the extent authorized by the Board.

Section 8.09 Secretary. The Secretary shall (a) keep, or cause to be kept, at The Club's principal office or such other place as the Board may direct, a full and complete record of the meetings and actions of the Members, the Board, and of Board Committees; (b) keep, or cause to be kept, a record of the mailing addresses, email addresses, and/or phone or fax numbers provided by directors for the purposes of notice and other communications from The Club; (c) keep, or cause to be kept, a roster of members and the addresses provided by such members for the purposes of notice and communications from The Club; (d) give, or cause to be given, all notices of meetings of the Members, Board, and Board Committees that these Bylaws require; (e) keep, or cause to be kept, at The Club's principal office in California, a copy of The Club's Articles of Incorporation and Bylaws, as amended to date; (f) keep a records of all nominations for membership, accepted or rejected; and (g) have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8.10 Controller. The Controller shall be the chief financial officer of The Club and shall (a) supervise the charge and custody of all funds and valuables of Club, and the deposit of such funds in accounts of The Club with such banks or financial institutions as the Board of Directors may designate or authorize the Controller to select; (b) disburse, or supervise the disbursement of, The Club's funds as authorized by the Board of Directors or by officers to whom the Board has delegated such authority; (c) maintain or cause to be maintained adequate and correct books and accounts of The Club's properties and transactions; (d) render such financial statements, reports, audits, or accounts as are required by law or these Bylaws, and provide such statements, reports, audits, or accounts to the President, General Manager, or Board of Directors whenever requested; (e) file or cause to be filed any tax returns that The Club is required to file; and (f) have such other powers and duties as may be prescribed by the General Manager, the Board or these Bylaws.

ARTICLE IX. TRANSACTIONS WITH OFFICERS AND DIRECTORS

Section 9.01 Executive Compensation Review. To the extent and so long as The Club holds any property for charitable purposes, the Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the General Manager and Controller, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of The Club.

Section 9.02 Loans. The Club may advance money to a director or officer of The Club or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance. The Club shall not otherwise provide any loans or guarantees to directors or officers, except as provided in Section 11.03 (relating to indemnification).

Section 9.03 Self-Dealing Transactions.

A. Transactions with Directors Or Their Companies. A transaction between The Club and one or more of its directors, or between The Club and any organization in which one or more of its directors has a material financial interest, must be approved or ratified (i) by the members, or (ii) by the Board or a duly authorized Board Committee after finding that such transaction is just and reasonable to The Club at the time; in either case without counting the vote, if any, of the directors interested in the transaction. Such approval must be given in good faith, with full knowledge of the material facts concerning the transaction and the director's interest in the transaction.

B. Self-Dealing Transactions Involving Charitable Funds. If a director has a material financial interest in any transaction involving charitable funds held by The Club, the corporation shall only engage in such transaction if it has been approved in advance in compliance with Section 5233(d)(1), (2), or (3) of the California Nonprofit Corporation Law.

C. Transactions with Organizations Sharing Directors. A transaction between The Club and any organization of which one or more of its directors are directors may be void or voidable because of the presence of such director(s) at the meeting of the Board or a Board Committee that authorized, approved, or ratified the transaction, unless (i) it was approved or ratified in good faith (a) by the Board or a duly authorized Board Committee, with full knowledge of the material facts concerning the transaction and such directors' other directorships and without counting the vote of the common directors thereon, or (b) by the members; or (ii) the transaction was just and reasonable as to The Club at the time of authorization, approval, or ratification. This subsection shall not apply to transactions covered by subsections A or B of this section.

D. Interested or Common Directors in Quorum. Interested or common directors may be counted in determining whether a quorum is present at any meeting of the Board or a Board Committee that approves or ratifies a transaction under this section, but such interested or common directors must recuse themselves from voting on those matters.

ARTICLE X. FINANCIAL REPORTING

Section 10.01 Fiscal Year. The fiscal year of Club shall end each year on December 31.

Section 10.02 Annual Financial Report to Members and Directors. Unless The Club receives less than \$10,000 in gross revenues or receipts during the fiscal year, the Board shall cause to be prepared, within 120 days after the end of The Club's fiscal year, a written report containing the following information:

- (i) a balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of The Club that such statements were prepared without an audit from the books and records of The Club;
- (ii) a statement of the place where the names and addresses of current members are located; and
- (iii) any information required to be disclosed in Section 10.03A or B below.

Such report shall be provided to all of the directors of The Club. The Club shall notify each member yearly of the member's right to receive the financial report, and the report shall be sent to any member who so requests in writing. The report and any accompanying material may be sent by electronic transmission in compliance with Section 12.03 and Section 12.04 of these Bylaws.

Section 10.03 Annual Report of Interested Person Transactions and Indemnifications. The Club shall furnish an annual report to all members and directors, not later than 120 days after the close of The Club's fiscal year, that discloses any transactions described in subsections A and B below. The report and any accompanying material may be sent by electronic transmission in compliance with Section 12.03 and Section 12.04 of these Bylaws. If no transaction required to be reported has occurred during the fiscal year, no report is required for that fiscal year. If the financial annual report described in Section 10.03 is sent to all members, then no separate report is required under this section.

A. Transactions with Interested Persons. The report shall disclose any transaction involving more than \$10,000 during the previous fiscal year in which The Club (or its parent or subsidiaries, if any) was a party, and in which any of the following persons or organizations had a direct or indirect material financial interest:

- (1) any of The Club's directors or officers (or the directors or officers of its parents or subsidiaries, if any), or
- (2) any holder of more than ten percent of the voting power of The Club, or its parent or subsidiaries, if any.

If a person or organization described in (1) or (2) above (each an "interested person" for the purposes of this Section 10.03) had a direct or indirect material financial interest in two or more transactions of The Club during the fiscal year that in the aggregate involved more than \$10,000, all such transactions shall be disclosed. Any transaction that was previously approved by the members does not need to be included in the annual report.

For each such transaction, the report to the directors shall briefly describe the transaction, state the names of the interested persons involved, describe their relationship to The Club and their interest in the transactions (and, where practicable, the amount of their interest, but if the transaction is with a partnership in which the interested person is a partner, only the interest of the partnership needs to be stated).

B. Loans, Guarantees, and Indemnifications. The report shall briefly describe the amount and circumstances of any indemnification payments or advances aggregating more than \$10,000 that were paid or made during the fiscal year to any director or officer of the Club; provided that no such report need be made in the case of (i) a loan, guarantee, or indemnification that was previously approved by the members or (ii) an advance for expenses reasonably anticipated to be incurred in the performance duties for which the officer or director would, absent the advance, be entitled to reimbursement.

Section 10.04 Required Financial Audits. This Section 10.04 shall apply to the extent and so long as The Club holds any property for charitable purposes. As required by Section 12586(e) of the California Supervision of Trustees and Fundraisers for Charitable Purposes Act, The Club shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Such audit shall be supervised by an audit committee that complies with Section 7.05A of these Bylaws. Whether or not an audit was required by law, any audited financial statements obtained by The Club shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain

available for three years (1) by making them available at The Club's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on The Club's website.

ARTICLE XI. INDEMNIFICATION

Section 11.01 Right of Indemnity. To the fullest extent allowed by Section 7237 of the California Nonprofit Corporation Law, The Club shall indemnify its directors, officers, employees, and other agents (as the term "agent" is defined in Section 7237) against expenses, judgments, settlements, fines, or other amounts reasonably incurred by an agent who is a party or threatened to be made a party to a criminal, civil, administrative, or investigative proceeding by reason of the fact that the agent is or was an agent of The Club. Any such indemnification (including any advance for expenses incurred prior to the final disposition of a proceeding) shall comply with all the substantive and procedural requirements of Section 7237, including the requirement that an agent may only be indemnified if such agent has met the applicable standard of conduct required by Section 7237.

Section 11.02 Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification: (i) to the extent that the agent has been successful on the merits in defense of the proceeding, the Board shall promptly authorize indemnification in accordance with Section 7237(d), or (ii) otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 7237(b) or Section 7237(c), and, if so, shall authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, the members shall authorize indemnification to the extent permitted thereby.

Section 11.03 Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of The Club in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article XI and Section 7237 of the California Nonprofit Corporation Law.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 11.04 Insurance. The Board of Directors may authorize the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond The Club's power to indemnify the agent under law.

ARTICLE XII. MISCELLANEOUS

Section 12.01 Principal Office. The Board of Directors shall determine, and may change, the location of The Club's principal office and its mailing address. The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to do business.

The Club at Westpoint

Section 12.02 Contracts, Notes, and Checks. All contracts entered into on behalf of The Club, except for contracts within the ordinary course of business for routine and budgeted expenditures, must be signed by the President and cosigned by either the Secretary or General Manager, except as otherwise authorized by the Board from time to time. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

Section 12.03 Writing by Electronic Transmission. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt, the terms “written” and “in writing” as used in these Bylaws include written electronic communications, including a fax or email sent to the fax number or email address of the recipient in the records of The Club, provided:

- (a) for electronic transmissions *from* The Club, The Club has obtained an unrevoked written consent from the recipient to the use of such means of communication (and if the communication is a notice or report to members, such communication also complies with Section 12.04 below); and
- (b) for electronic transmissions *to* The Club, The Club has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and
- (c) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 12.04 Electronic Transmissions to Members. An electronic transmission by The Club to a member is valid only if the following requirements have been satisfied:

- (a) The member has affirmatively consented (and has not withdrawn consent) to the use of electronic transmissions, as required by the preceding section;
- (b) If the member is a natural person, prior to or at the time of consenting, the member received a clear written statement informing him or her of:
 - i. any right or option to have the transmissions provided or made available on paper or in non-electronic form;
 - ii. whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation; and
 - iii. the procedures the member must use to withdraw consent;
- (c) If The Club is unable to deliver two consecutive notices to a member by a means of electronic communication, or if the inability to so deliver notices to the member becomes known to the Secretary, such means of electronic communication shall not thereafter be used to deliver notices to such member.

Section 12.05 Bylaw Amendments. Amendments to these Bylaws may be adopted by the Board of Directors or the members, as follows.

A. Amendments by the Board. The Board may amend the Bylaws by the vote of 2/3 of the directors then in office, or the unanimous written consent of the Board; provided, however, that the Board may not amend the Bylaws if the amendment would materially and adversely affect the rights of members, as further provided under California Nonprofit Mutual Benefit Corporation Law, or if the amendment requires approval of the members under Section 3.01 of these Bylaws. Proposed amendments to these Bylaws shall



be submitted in writing to the directors at least 48 hours in advance of any Board meeting at which they will be considered for adoption.

B. Amendment by the Members. The members may amend the Bylaws at a duly noticed meeting where a quorum is present, by a vote of 2/3 of members present at the meeting; or by written ballot, with the affirmative votes or 2/3 of the members casting ballots. If a proposed Bylaw amendment will be considered at a meeting, it shall be submitted in writing to the members at least one week before such meeting.

Section 12.06 Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Corporation Law (Cal. Corp. Code §§5000 et. seq.) then in effect shall govern, as such law applies to California nonprofit mutual benefit corporations.



CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am presently the duly elected and acting Secretary of The Club at Westpoint, a California nonprofit mutual benefit corporation, and that the above Bylaws dated April 30th, 2018 and consisting of 21 pages, are the bylaws of this corporation as adopted by the Board of Directors on Thursday May 3rd, 2018.

Dated: May 3rd, 2018

Signature

Peter Blackmore
Printed Name