

Bylaws Of Evergreen Recreational Club

A Mutual Benefit Corporation

Article: 1 General

Section 1

In these Bylaws the terms “club” and “corporation” shall mean EVERGREEN VALLEY RECREATIONAL CLUB, a non-profit Mutual Benefit Corporation, organized under the Non-Profit Mutual Benefit Corporation laws of the State of California.

Section 2

This corporation shall have a corporate seal consisting of a circle bearing on its circumference the words “EVERGREEN VALLEY RECREATIONAL CLUB” and in the center thereof words and figures reading “Incorporated August 6, 1962, California.”

Section 3

The principal office for the transaction of business of the corporation shall be located at EVERGREEN VALLEY RECREATIONAL CLUB, 3380 Woodside Drive, San Jose, County of Santa Clara, California.

Article: 2 Membership

Section 1

The membership of this corporation shall consist of only those entitled to such membership in accordance with the provisions of these Bylaws. All memberships must be acquired and held solely in accordance with the conditions, restrictions, limitations, and provisions of these Bylaws. Such membership shall neither confer nor grant any vested or other rights other than those which are specifically conferred by the Bylaws of this corporation.

Section 2

There shall be one class of members, namely: “Regular members”.

Section 3

The Regular Members of this corporation shall consist of men or women of at least 18 years of age who are duly elected and qualified as such in accordance with these Bylaws. Regular memberships in this corporation shall be held by individuals, but the Board of Directors of this corporation may establish one or more membership plans providing for the admission of members as part of a family unit or in such other manner as the Board of Directors may from time to time establish.

Section 4

The Board of Directors shall have full power to limit the membership of all classes of membership established herein or hereafter. Other classes of membership may be set up by the Board of Directors as in their discretion they deem it advisable from time to time.

Section 5

Any person qualified for membership under Section 3 of this Article, shall be admitted to membership only on the approval of the Board of Directors. Applications for membership must be signed by the Applicant. Upon receipt of the application, the Secretary shall verify the application and shall present the applicant’s application to the Board of Directors for consideration. The Board of Directors shall consider approval of the applicant as a regular member. The Board of Directors may, in their absolute discretion, approve or disapprove of the application of any applicant to be a Regular Member.

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Section 6

The application submitted by each such person shall be in such form and in such manner as shall be prescribed by the Board of Directors, and shall include the payment of an application fee, if any, in the amount as specified by the Board of Directors. Upon acceptance as a member, the annual dues as specified in Article 3 shall be paid as a condition precedent to the issuance of the membership.

Section 7

The Corporation shall not issue membership certificates; however, the Corporation reserves the right to issue identity cards, or similar devices, to members which serve to identify members qualifying to use the facilities or services of the Corporation.

Section 8

Under no condition can a membership in this corporation be transferred, assigned or hypothecated, nor does it pass by descent, devise, bequest, operation of law or otherwise.

Section 9

Neither membership in the Corporation nor any rights in the membership may be transferred for value or otherwise, and in no case shall any membership be transferable.

Section 10

- A. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:
 - 1. The voluntary resignation of a member with notice as prescribed by Section 10 B of these Bylaws;
 - 2. Where any membership is issued for a period of time, the expiration of such period of time;
 - 3. The death of a member; or
 - 4. The nonpayment of dues or assessments subject to the limitations set forth in Section 10 C1 of these Bylaws.
- B. A member may, at any time, may resign his membership on such member's written request of such termination delivered to the President or Secretary of the Corporation personally or deposited in the United States first class mail, postage prepaid.
- C. Failure of payment is as follows:
 - 1. The membership of any member who fails to pay his or her dues, fees or assessments within thirty (30) days after they shall become due, shall automatically terminate at the end of such thirty-day period, provided such member was given fifteen (15) days prior written notice of termination;
 - 2. The membership of any member who violates these bylaws or any Rules of Regulations adopted by the Board of Directors shall automatically terminate, provided such member was given both a fifteen (15) day prior written notice of termination stating the reasons thereof, and a timely opportunity to be heard on the matter of termination. The notice shall be given personally to such member or sent by first class mail to the last address of such member as shown on the records of the Corporation. The opportunity to be heard may, at the election of such member, be oral or in writing and shall occur not less than five (5) days before the effective date of the termination. The hearing shall be conducted at a location designated by the Board of Directors. The hearing shall be presided over by the President of the Corporation. The Board of Directors shall conduct the hearing in good faith and in a fair and reasonable manner. The Board shall have the exclusive power and authority to decide that the proposed termination either occur or not take place.
- D. In the case of the expulsion of any member by the Board for failure to comply with these Bylaws or the Rules and Regulations adopted by the Board of Directors, as provided in these Bylaws, said expulsion shall operate as an unconditional assignment to the corporation of all the rights, title and privileges of such member.

- E. All rights of a member in the Corporation shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees or arising from contract or otherwise. The corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

Section 11

Acceptance of membership in this corporation and Club constitutes a covenant and condition on the part of each and every member to conform to and abide by these Bylaws and all amendments and changes thereto in every respect, and the rules and regulations now or hereafter adopted or put into effect by the Board of Directors.

Article: 3 Fees, Dues, and Assessments

Section 1

All entrance, initiation and transfer fees for Regular Members, shall be such sum or sums as the Board of Directors may, from time to time, fix and establish by resolution.

Section 2

The annual dues payable to the Corporation by all members shall be in such amounts as determined by resolution of the Board of Directors. Dues shall be payable at such time or times as may be fixed by the Board of Directors. A member on learning of the amount of dues determined by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except where the members, by contract or otherwise, are liable for the dues, or by not renewing his/her membership for the next succeeding membership term to which the revised dues apply.

Section 3

The Board of Directors, at any meeting, may impose a fine or penalty in each case upon any member or any person enjoying the privileges of the club, for infraction or violation of these Bylaws, or the rules of the club prescribed by the Board of Directors, and the payment of such fines shall be as obligatory as the payment of dues.

Section 4

Memberships shall be subject to assessment for capital contributions to enable the Corporation to acquire and maintain its assets. The amount of each levy and the method of collection shall be fixed, from time to time, by the resolution of the Board of Directors of the Corporation. Assessments shall be made payable at such time or intervals, and on such notice, as the Board shall prescribe. Any member, on learning of an assessment, may avoid liability for it by promptly resigning from membership, providing that the member is not liable for the assessment by contract, or otherwise.

Section 5

Notice shall be deemed to have been given to any member, for any of the purposes of these Bylaws, when such notice shall have been mailed to him or her at his or her last known address or personally served.

Article: 4 Members' Meeting

Section 1

An annual meeting of the members shall be held during the month of November of each year at a date and time chosen by the Board of Directors. The meeting shall be held at the clubhouse or other location determined by the Board. Notice of the time and place of said meeting shall be given by the Secretary by mailing of a printed or written notice of said time and place to each member not less than ten (10) days prior to the date of such meeting. No further or other notice need be given of such meeting unless ordered by the Board of Directors.

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Section 2

Special meetings of the members may be called by the President or three directors at any time. The directors shall call a special meeting whenever requested to do so, in writing, over the signatures of ten percent (10%) of the members. Notice of the time, place, and object of such special meeting shall be given by mailing a notice to each member at least ten (10) days prior to such meeting.

Section 3

A quorum at any meeting of members shall consist of a majority of the voting power, represented in person or by proxy. For purposes of these Bylaws, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made.

Section 4

The members present a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Section 5

In the absence of a quorum, in addition to the rights provided in Section 4 of this Article, any properly noticed meeting of members may be adjourned, from time to time, by the vote of a majority of the votes represented, either in person or by proxy, but no other business may be transacted until such time as a quorum has been achieved.

Section 6

Only Regular Members registered upon the books of the club shall be entitled to vote. Voting may be given by voice or by ballot; provided however, that the elections for directors or for the sale, leasing, mortgaging, exchanging, or other disposition or the encumbering of any of the real property of the club, or the sale, assignment, mortgage, pledge or hypothecation of any contract owned by the club, affecting any real property, or for the amendment of these Bylaws must be by ballot.

Elections for directors, and voting for sale, leasing, mortgaging, exchanging, or other disposition or the encumbering of any of the real property of the club, or for the sale, assignment, mortgage, pledge, or hypothecation of any contract owned by the club, affecting any real property, or for the amendment of these Bylaws, shall be conducted as follows:

The Secretary shall mail a ballot, clearly stating the issue or matter to be voted upon, to each Regular Member not less than ten (10) days prior to the day of election. A written explanation of the issue or matter to be voted upon may also accompany the ballot.

The ballot received by each Regular Member shall be voted by each member personally and mailed to the Secretary of the club, or delivered to the club, so as to be received no later than the time set for the membership meeting, or by personally depositing the ballot in the ballot box at the club not earlier than the time scheduled for the membership meeting and no later than the close of the election upon call of the presiding officer. No more than one ballot shall be issued to each Regular Member, which ballot must be voted, and delivered or mailed to the Secretary, or at the membership meeting as herein provided. Duplicate ballots may be issued by the Secretary only upon submission of a notarized affidavit of lost or destroyed ballot, signed by the Regular Member applying for a duplicate ballot, no later than the time set for the membership meeting.

At least three (3) days prior to the election, the President shall appoint three (3) members in good standing as judges who shall preside over the election. The majority decision of the judges with respect to conduct of the election, eligibility of Regular Members to vote, and the validity of any ballot cast shall be final and conclusive. If the decision of the election judges is that substantial error occurred during the election, or it was not fairly and regularly held, the election shall be declared void and a new election shall be conducted in the same manner as provided in this Section, within two weeks thereafter.

Article: 5 Directors

Section 1

The corporate powers, business, property and affairs of the club shall be exercised, conducted, controlled and administered by seven (7) of its Regular Members in good standing, to be known as the Board of Directors, who shall be elected at the annual meeting of the club, as herein set forth.

Section 2

The Directors elected shall each serve for a two-year term. Each said Director elected shall serve until the Director's successor is elected and qualifies under Section 1 of this Article 5. In the event a Director is removed at a special meeting of the members called and held as prescribed by these Bylaws, the Director shall hold office until his or her removal and his or her successor is elected and qualifies and no longer. The term of the Directors shall commence on the first day of January following their election. No Director shall be eligible for election for more than four (4) consecutive years.

Section 3

Any person qualified to be a Director under Section 1 of this Article 5 may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Section 4

The election of Directors shall be conducted in the same manner as provided in Section 6, Article 5, of these Bylaws. If the election judges determine that the election has been fairly and regularly held, the judges shall announce the results and the number of candidates required to fill the position of directors, receiving the higher number of votes, shall be declared as Directors. In the event of a tie vote, the names of the candidates receiving the same number of votes for the vacant position or positions shall be submitted to the membership by mail ballot. The conduct of the mail ballot to break the tie vote shall be determined and conducted in the manner prescribed by the Board of Directors.

Section 5

Within sixty (60) days after the election of Directors each year, the newly elected Directors, and the Directors from the prior term, shall hold a meeting, presided over by the President, for the purpose of electing officers for the next year. The Directors shall elect from their own members, a President, a Vice President, a Treasurer and a Secretary. The President shall be selected from members having at least one prior year's experience upon the board. If a vacancy shall occur in the offices, the Directors shall fill the vacancy from one of their number.

The officers so elected shall serve for a term of one (1) year, commencing on the first day of January following and terminated on the 31st day of December following; or until their successor is elected and takes office. The term of any person elected to any office to fill any vacancy shall terminate on the 31st day of December following, or until their successor is elected and takes office.

Section 6

Any Director may be removed from office for just cause by the affirmative vote of a majority of the then-elected directors at any meeting of the Board, after a hearing accorded such director. Any member of the Board failing to attend two meetings in a calendar year, without an excuse satisfactory to the Board of Directors, may be removed by the affirmative vote of a majority of the then-elected directors.

If any director at any time after his election shall cease to have any of the qualifications herein provided for, or in case of vacancy in said Board for any other reason, the remaining Directors at a meeting shall elect a Regular Member of the club with the necessary qualifications to act as Director to fill said vacancy. The Directors shall elect the defeated candidate for Director who received the next highest vote at the last regular election of Directors, or in case of a tie vote, one of such defeated candidates with the necessary qualifications to act as Director to fill said vacancy; he shall fill the vacancy so created until the next annual election of Directors, at which time the members shall elect the Director to fill the remaining unexpired term.

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Section 7

Subject to any limitations contained in the Articles of Incorporation or Bylaws of the Corporation, and to the California Non-Profit Mutual Benefit Corporation Law as to action which shall be authorized or approved by the Regular Members, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit:

1. To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or Bylaws, and require from them security for faithful service.
2. To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefor not inconsistent with law, or with the Articles of incorporation or the Bylaws, as they may deem best. To adopt, make and use a corporate seal and to alter the form of such seal, from time to time, as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.
3. To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, leases, hypothecations, or other evidence of debts and securities thereof up to \$10,000.00 (then thousand dollars). For any amount in excess thereof, the approval of the Regular Members of the club must be obtained as prescribed in Section 6 Article 4 of these Bylaws.

Section 8

Meetings of the Board may be called by the President or any Vice President or the Secretary or any two (2) Directors.

Section 9

The Board of Directors, except as the Bylaws otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

Section 10

The majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business except to adjourn. Every act or decision done or made by the majority of the Directors at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number be required by law or by the Articles of Incorporation.

Article: 6 Officers

Section 1

The President shall:

1. Preside at all meetings of the club and of the Directors.
2. See that the Bylaws and such rules and regulations as may be adopted by the Directors are enforced.
3. Call such meetings as are herein provided to be called by him or her.
4. Have general supervision over the affairs of the club.
5. At the annual meeting, make a report of the accounts and general concerns of the club during the previous year.
6. Be an ex-officio a member of all committees of the Board of Directors.

Section 2

In the absence of the President, the Vice President shall preside at all meetings of the club and of the Directors, and otherwise perform the duties of the President. If both the President and Vice President shall be absent from any of said meetings, the Secretary shall call the meeting order and a temporary chairman shall be elected.

Section 3

The Secretary shall keep a record of the proceedings of the club and of the directors, and shall conduct the correspondence of the club and give all notices required by these Bylaws to be given. He or she shall affix the corporate seal of the club to such documents as these Bylaws or the Directors shall direct, and shall perform such other duties as the Directors may, from time to time, require.

Section 4

The Treasurer shall collect all moneys due the club. He or she shall keep books and shall have a general charge of the books and accounts of the club; shall receive and deposit all club monies; and perform such other duties as the Board of Directors may, from time to time, require.

Section 5

The President and Secretary shall sign all contracts, bonds, and other instruments in writing which may have been first approved by the Board of Directors. Checks may be signed by the President and/or any other officer or directors designated by the directors.

Article: 7 Committees

The Board of Directors by resolution of the majority then in office, may create one or more committees, consisting of two or more members to serve at the pleasure of the Board. Meetings and actions of the committees shall be governed by, held, and taken in accordance with the provisions of these Bylaws except that meetings of such committees may be determined either by Board resolution or resolution of the committees.

Article: 8 Miscellaneous

Section 1

The membership book, the books of account, and minutes of proceedings of the members and Board of Directors shall be open to inspection upon the written demand of any regular member at any reasonable time and for a purpose reasonably related to his interest as a Member, and shall be exhibited at any time when required by the demand at any members' meeting of 10% of the members represented at the meeting. Such inspection may be made in person or by agent or attorney and shall include the right to make extracts. Demand for inspection other than at a meeting shall be made in writing upon the President or Secretary of the corporation.

Section 2

The corporation shall keep at its principal office for the transaction of business the original and copy of Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during office hours.

Section 3

A bulletin board shall be provided and conspicuously placed in the clubhouse upon which all general notices required by the Bylaws shall be posted.

Article: 9 Amendment and Repeal of Bylaws

Section 1

These Bylaws may be altered or amended, or new Bylaws adopted at any meeting of the club by a vote of two-thirds of all regular Members voting per the conditions of Article 4 hereinabove. Any such alteration, amendment or adoption shall first have been approved by a two-thirds majority of the Directors.

Section 2

No amendment, alteration, or adoption of new Bylaws may be presented for the vote of the membership unless a prior notice containing the amendment, alteration or new Bylaws proposed for adoption shall have been mailed to each Regular Member at least ten (10) days before the ballots are presented to the membership.