

APPENDIX A
WSCC BYLAWS

**WARM SPRINGS CABANA CLUB
BYLAWS**

[These BYLAWS were drafted by the BYLAWS COMMITTEE and adopted by the BOARD OF DIRECTORS on July 10, 1989. Amendment 1 added and approved by the BOARD OF DIRECTORS on March 12, 1992.]

ARTICLE I

SECTION 1: The name of this club shall be the WARM SPRINGS CABANA CLUB. A corporation, and referred to in these BYLAWS as WSCC.

SECTION 2: The WSCC shall not discriminate against any person seeking membership based on race, color, age, marital status, sexual preference, religion, or handicap.

SECTION 3: WSCC agrees to comply with the City of Fremont's nondiscriminatory employment practice requirements and WSCC agrees to indemnify and hold harmless City and its employees from any claims of discrimination based on race, color, national origin, sex, age, religion, or handicap arising from the acts or omissions of WSCC.

ARTICLE II – MEMBERSHIP

SECTION 1: DEFINITION OF MEMBERSHIP

- A. A FAMILY MEMBERSHIP as referred to in these BYLAWS shall consist of all family members, to a maximum of 10, occupying a single family household for six months or more with all dues and fees paid in full and shall be referred to in these BYLAWS as a membership.
- B. If there are more than ten (10) family members in a household, refer to ASSOCIATE FEES as outlined in the POOL RULES SECTION.

SECTION 2: TYPES OF MEMBERSHIP

- A. The maximum number of PERMANENT MEMBERSHIPS for sale in the WSCC shall not exceed 198 at any time.
- B. A PERMANENT member in good standing (one who has paid his dues may) sell his membership.
- C. An ANNUAL MEMBERSHIP shall be offered upon completion of the new facility, and every year thereafter, to the owners of lots 187 in Tract 2279. The lot owners shall have a minimum of fourteen (14) days in which to accept the offer of membership.
- D. Any ANNUAL MEMBERSHIP not filled by lot owners 187 may be made available to others outside Tract 2279.

SECTION 3: RULES AND REGULATIONS PERTAINING TO MEMBERS AND THEIR GUESTS

- A. Acceptance of membership into this club is an agreement on the parts of each member to conform to and abide by these BYLAWS, and all amendments and changes thereto in every respect, and to the rules and regulations hereafter adopted or put into effect by the MEMBERSHIP or the BOARD.
- B. WSCC shall have no liability or responsibility for any personal injury to, or death of, any member or guests, for loss or damage to the property of any member or guest.
- C. Any loss or damage resulting to any of the properties of WSCC from acts of misconduct of any member or guests of any member, shall be assessed to that member and be payable to the WSCC.

ARTICLE III – DUES

SECTION 1: The fiscal year shall be from September 1 to August 31. The MEMBERSHIP year shall be defined as April 1 to March 31.

SECTION 2: Dues become payable April 1 and delinquent April 5.

SECTION 3: The amount of dues and/or fees shall be determined each year by the BOARD. Dues shall increase each year by a minimum amount equal to the San Francisco/Oakland/San Jose Urban Wage Earners and Clerical Works Consumer Price Index 198284=100 basis. Additionally the membership dues shall be set at a level sufficient to cover all annual operations and maintenance expenses and reserves per the Development Agreement signed by WSCC and the City.

SECTION 4: As of May 1 delinquent MEMBERSHIPS can be resolved by vote of the BOARD and those members notified by mail including forfeiture of initiation fee where applicable.

ARTICLE IV – ELECTION OF BOARD

SECTION 1: The election of the BOARD OF DIRECTORS shall be held at an annual MEMBERSHIP meeting in September to be held no earlier than Labor Day and no later than September 30. The new board will assume its duties October 1.

SECTION 2: The PRESIDENT shall appoint a nominating committee of not less than three people, thirty days prior to the election.

SECTION 3: The chair shall entertain nominations from the floor before voting.

SECTION 4: Voting shall be done by secret ballot.

SECTION 5: The PRESIDENT shall appoint three members from the floor as tellers, one of whom shall be an outgoing BOARD member, if possible. Counting the votes may be observed by any interested parties.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1: The corporate powers of the WSCC shall be vested in a seven member BOARD OF DIRECTORS, each of whom shall be a member of good standing. The BOARD OF DIRECTORS is referred to as the BOARD in these BYLAWS.

SECTION 2: Each DIRECTOR shall serve a TWO YEAR TERM with four of the DIRECTORS elected even-number years and three of the DIRECTORS elected in odd-numbered years.

SECTION 3: Four DIRECTORS shall constitute a quorum at any meeting of the BOARD.

SECTION 4: No member of the BOARD may be elected for more than TWO consecutive terms.

ARTICLE VI – OFFICERS

SECTION 1: The officers of WSCC shall consist of PRESIDENT, VICE-PRESIDENT, SECRETARY, and TREASURER. The other three positions shall be responsible for duties as designated by the BOARD.

SECTION 2: Within TEN DAYS following the election of the new BOARD members, a meeting shall be called for the purpose of electing the officers of WSCC for the ensuing year until relieved by their successors.

SECTION 3: The outgoing BOARD members shall facilitate the transition of duties by turning over to the new BOARD member any records or furnishings pertaining or belonging to the WSCC.

ARTICLE VII – DUTIES OF OFFICERS

SECTION 1: PRESIDENT

- A. Shall preside at all BOARD meetings and GENERAL meetings.
- B. Shall appoint necessary committees to carry out the business of the WSCC.
- C. May serve as an EXOFFICIO member on all committees.
- D. Shall formulate the agenda for all BOARD meetings.

SECTION 2: VICE PRESIDENT

- A. Shall act in the absence of the PRESIDENT, assuming any and all responsibilities.
- B. Shall be responsible for promoting and encouraging new memberships.
- C. Shall be responsible for facilities rentals.

SECTION 3: SECRETARY

- A. Shall carry on all correspondence of WSCC as directed by the PRESIDENT.
- B. Shall take, keep, and file all minutes of BOARD and GENERAL meetings.
- C. Shall keep and file in proper order, all records necessary to the operation of WSCC.
- D. Shall oversee the handling of the pool insurance.
- E. Shall issue and collect keys.

SECTION 4: TREASURER

- A. Shall receive and record all moneys and deposit same in the bank accounts of the WSCC.
- B. Shall write all checks to pay WSCC indebtedness. All checks in excess of \$100.00 require BOARD approval.
- C. All checks shall be signed by the two OFFICERS of the BOARD.
- D. Shall administer the payroll.
- E. Shall chair the budget committee.
- F. Shall oversee an annual audit of the WSCC books and report to the BOARD by the NOVEMBER BOARD meeting.
- G. Shall be responsible for timely filling of all tax returns and compliance with all STATE and FEDERAL tax laws.

ARTICLE VIII – DUTIES OF THE BOARD

SECTION 1: The BOARD shall have control of the funds and properties of the WSCC. Permission to use all WSCC properties must be granted by the BOARD.

SECTION 2: The BOARD shall maintain a Capital Improvement and replacement fund (originally established with) shall not in any way be made available to pay for the ordinary maintenance of the facilities.

SECTION 3: If asked, the BOARD shall act as a grievance committee for any problems which may arise.

SECTION 4: An OFFICER or DIRECTOR may resign upon presentation of written notice to the other members of the BOARD.

SECTION 5: Any vacancy on the BOARD shall be filled by appointment of remaining BOARD for the balance of the term created by that vacancy. Vacancies shall be filled within 30 days.

SECTION 6: Any DIRECTOR failing to attend three consecutive BOARD meetings may be removed from the BOARD.

SECTION 7: The BOARD shall be responsible for the enforcement of all WSCC rules and regulations.

SECTION 8: The BOARD shall make available to the City of Fremont any and all of WSCC's books and records to verify compliance with the terms of the Development agreement signed July 1989.

ARTICLE IX – MEETINGS

SECTION 1: MEMBERSHIP MEETINGS

- A. The Annual Business Meeting shall be held in September in conjunction with the annual election. The date to be determined by the PRESIDENT. The MEMBERSHIP must be notified within TEN DAYS prior to said meeting.
- B. A GENERAL MEMBERSHIP MEETING may be called by the PRESIDENT with notification to the MEMBERSHIP by mail or phone THREE DAYS prior to said meeting.
- C. A GENERAL MEMBERSHIP MEETING may be requested by a petition signed by a minimum of ten percent (10%) of the MEMBERSHIP.

SECTION 2: BOARD OF DIRECTORS MEETING

- A. The BOARD shall meet a minimum of once a month. The PRESIDENT may call emergency meetings with twenty-four (24) hours notice.
- B. Any MEMBER may attend a scheduled meeting for which notice has been given.

SECTION 3: ROBERT'S RULES OF ORDERS shall govern all meetings. The following shall be the order of business, unless otherwise prescribed by PRESIDENT.

- A. Call to Order
- B. Approval of Minutes
- C. Treasurer's Report
- D. Correspondence and Bills
- E. Committee Reports
- F. Unfinished Business
- G. New Business
- H. Miscellaneous
- I. Adjournment

SECTION 4: ATTENDANCE

- A. A QUORUM for a GENERAL MEMBERSHIP MEETING shall consist of one-fourth (1/4) of the total MEMBERSHIP, either present or represented by written proxy.

SECTION 5: VOTING

- A. Only MEMBERSHIPS in good standing may cast a vote at a GENERAL MEMBERSHIP MEETING.
- B. Each MEMBERSHIP is entitled to one vote at a GENERAL MEMBERSHIP MEETING.

ARTICLE X – RECALL

SECTION 1: A member of the BOARD may be recalled by the presentation of a written complaint signed by 25 percent (25%) of the MEMBERSHIP in good standing, to the PRESIDENT, who must call a special meeting within ten (10) days. Written Notice must be mailed to the GENERAL MEMBERSHIP ten (10) days prior to such meeting. The business at hand will be the only item on the agenda for this meeting.

SECTION 2: A majority vote of the TOTAL MEMBERSHIP is required for a recall.

ARTICLE XI – AMENDMENTS

SECTION 1: Amendments to these BYLAWS may be presented in writing by any member at any meeting of the BOARD. Such amendment will be adopted or rejected by the BOARD at the next regularly scheduled meeting. Notification of said action shall be made to the presenting member(s).

SECTION 2: WSCC shall notify the City of Fremont of any significant proposed changes in its BYLAWS or Articles of Incorporation at least 30 days prior to the BOARD taking action.

ARTICLE XII – COMMITTEE

SECTION 1: COMMITTEES shall be formed, as necessary, at the discretion of the BOARD.

AMENDMENT 1:

In the event of a split (i.e., divorce, separation, etc.) membership will be frozen. During this time no add additions may be made to the membership. Deletions may be made only upon written notification and approval of all parties or a court order. The membership may not be sold or transferred without notarized authorization of all parties.

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