

Amended and Restated Bylaws of the

WARM SPRINGS CABANA CLUB

Revised November 20, 2019

WARM SPRINGS
CABANA CLUB
BY LAWS

[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.]
Revision 1 added and approved by the BOARD OF DIRECTORS on November 20, 2019.

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: TYPES OF MEMBERSHIP

1. There will be two types of memberships, full membership and annual leaseholders and subcategories within each are allowed and defined as needed within the policies and procedures of the WSCC.
2. Members shall be entitled to use both Pool and Clubhouse facilities of the WSCC, shall be required to pay annual dues, and shall be subject to assessments recommended by the Board of Directors and approved by a majority vote of the Memberships present at a regular meeting or special meeting called for that purpose. In the event of failure of the Member within 15 days of expiry of the dues, the Board of Directors may declare all rights and privileges of such Member suspended and without effect until the final payment of said dues and assessments. Such dues or assessments and other charges shall constitute a lien against the certificate and interests represented thereby.
3. Members enjoy full voting right and may hold office on the Board of Directors.
4. Members, who are in good standing, subject to the terms of these Bylaws, as from time to time amended, may transfer their certificate by sale or gift, subject to completion of a transfer form and notice to the Board of Director responsible for memberships.
5. The maximum number of Memberships in the WSCC shall not exceed 198 at any time.
6. Any Member may withdraw their membership at any time, but there shall be no refund of any kind.

SECTION 2: VOTING

1. Each Membership is entitled to only one (1) vote.

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

1. 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 full MEMBERSHIP or the BOARD.
2. All members of the WSCC shall be accorded the facilities of the WSCC, as allowed by their Membership class, subject to WSCC rules and regulations which shall be maintained on the website of the WSCC.
3. The Board shall, by rule, fix the terms and conditions upon which 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.
4. 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

1. The fiscal year shall be from September 1st of the respective year to August 31st of the following year. A full membership will be due for renewal annually on the anniversary of initial application. Leaseholders term will be defined as per the policies and procedures of the WSCC.
2. Dues are delinquent 5 days after due date and can be subject to a penalty as per the policies and procedures of the Board.
3. 30 days after delinquency, memberships may be dissolved by vote of the BOARD OF DIRECTORS and the members notified by Certified Mail.
4. The amount of dues and/or fees shall be determined each year by the BOARD OF DIRECTORS for each type of membership set forth under Article 2. Additionally the membership and leaseholder dues shall be set at a level sufficient to cover all annual operations, maintenance expenses and reserves.

ARTICLE IV — ELECTION OF BOARD

1. The election of the BOARD of DIRECTORS shall be held at an annual MEMBERSHIP meeting. The new board will assume its duties within 45 days of the election.
2. The PRESIDENT shall appoint a nominating committee of not less than three people, thirty days prior to the election.
3. The nominating committee shall assemble a list of willing and qualified Members to serve on the Board.
4. Voting shall be done by secret ballot. Voting may be conducted by both paper ballot and electronically. The Board shall communicate the methods of voting to the Full Membership at least 15 days prior to the election date.

5. The PRESIDENT shall appoint three members as vote counters, one of whom shall be an outgoing BOARD member, if possible. The vote counting will occur at the Annual Business Meeting. Counting the votes may be observed by any interested parties.

ARTICLE V — BOARD OF DIRECTORS

1. The corporate powers of the WSCC shall be vested in the BOARD OF DIRECTORS, each shall be a member in good standing. The BOARD OF DIRECTORS is referred to as the BOARD in these BYLA WS.

2. The Directors of the board will serve a two-year term with the ideal to stagger service to ensure board continuity over transition years.

3. 51% of the DI RECTORS shall constitute a quorum at any meeting of the BOARD.

5. No member of the BOA RD may be elected for more than TWO consecutive terms within one board position. However, if no members run for a position and it remains open after the Annual Business Meeting, the remaining Board of Directors may fill that position by vote at their discretion from the members in good standing.

ARTICLE VI- OFFICERS

1. The executive officers of the WSCC shall consist of PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURER. The other positions shall be responsible for duties as designated by the BOARD OF DIRECTORS.

2. The current Board of Directors may change positions at their discretion in order to meet the needs of the WSCC so long as they have time remaining on their elected or appointed term.

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

ARTICLE VII — DUTIES OF OFFICERS

1. PRESIDENT

- A. Shall preside at all BOARD meetings and GENERAL meetings.
- B. Shall be the administrative officer of the WSCC.
- C. Shall oversee the handling of the insurance of the WSCC.
- D. Shall appoint necessary committees to carry out the business of the WSCC.
- E. May serve as an EXOFICIO member on all committees.
- F. Shall formulate the agenda for all BOARD meetings.

2. VICE PRESIDENT

- A. Shall act in the absence of the PRESIDENT, assuming any and all responsibilities.
- B. Shall be responsible for operations and shall be responsible for all WSCC employees, including but not limited to hiring, assisting with training, scheduling, discipline, and payroll.
- C. Shall issue and collect keys.
- D. Shall work with the Pool Manager in conjunction with B above.

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.

SECTION 4: TREASURER

- A. Shall attend to keeping the financial accounts of the WSCC, collecting all revenues, and paying all the bills as approved by the Board, or other agency authorized by the Board to incur them. Treasurer will provide monthly bank statements of all WSCC accounts.
- B. Shall receive and record all moneys and deposit same in the bank accounts of the WSCC.
- C. Shall issue payments to pay WSCC indebtedness as authorized by the Board.
- D. All payments, both online or in person, must be budgeted expenses. Unbudgeted expenses greater than \$250.00 dollars must be approved by the Board of Directors prior to release of funds.
- E. Shall chair the budget committee.
- F. Shall oversee an annual audit of the WSCC books and make a financial report to the BOARD annually.
- G. Shall be responsible for timely filing of all tax returns and compliance with all STATE and FEDERAL tax laws

ARTICLE VIII- DUTIES OF THE BOARD

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.

2. The BOARD will strive to establish and maintain a Capital Improvement and Replacement Fund as defined within the policies and procedures.

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.

4. 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.

5. Any DIRECTOR failing to attend three consecutive BOARD meetings may be removed from the BOARD.

6. The BOARD shall be responsible for the enforcement of all WSCC rules and regulations.

ARTICLE IX— MEETINGS

SECTION 1: MEMBERSHIP MEETINGS

A. The Annual Business Meeting shall be held in conjunction with the annual election. The date is to be determined by the PRESIDENT. The MEMBERSHIP must be notified THIRTY DAYS prior to said meeting.

B. A GENERAL MEMBERSHIP MEETING may be called by the PRESIDENT with notification to the MEMBERSHIP by email, mail, telephone or other social media methods, THREE DAYS prior to said meeting.

C. A GENERAL 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, except the Annual Business Meeting. The following shall be the order of business, unless otherwise prescribed by PRESIDENT.

Call to Order
Approval of Minutes
Treasurer's report
Correspondence and Bills
Committee Reports
Unfinished Business
New Business
Miscellaneous
Adjournment

SECTION 4: VOTING

Only Full MEMBERSHIPS in good standing may cast a vote at a GENERAL MEMBERSHIP MEETING and/or the Annual Business Meeting.

Each Full MEMBERSHIP is entitled to one vote at a GENERAL MEMBERSHIP MEETING and/or the Annual Business 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 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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