

**BY-LAWS**  
**OF THE**  
**RANCHO BERNARDO**  
**SWIM AND TENNIS CLUB**

**16955 BERNARDO OAKS DRIVE**  
**SAN DIEGO, CALIFORNIA 92128**

**ORIGINALLY ADOPTED: FEBRUARY 4, 1963**

**INCLUDES AMENDMENTS THROUGH**  
**JANUARY 22, 1991**

# TABLE OF CONTENTS

ARTICLE I.....	1
OFFICE.....	1
ARTICLE II.....	1
MEMBERS.....	1
Section 1.    Regular Members.....	1
Section 2.    Regular Members, Classes A and B.....	1
Section 3.    Associate Members.....	1
ARTICLE III.....	1
MEMBERSHIP ASSESSMENTS, DUES, FEES AND LATE CHARGES.....	1
Section 1.    Assessments, Dues, and Fees.....	1
Section 2.    Delinquencies.....	2
Section 3.    Dues Limitations.....	2
Section 4.    Late Charges.....	2
Section 5.    Emergency Expenditures.....	2
Section 6.    Quorum Requirement.....	2
ARTICLE IV.....	2
MEMBERSHIP RIGHTS AND PRIVILEGES.....	2
Section 1.    Rights of Members and Occupants.....	2
Section 2.    Suspension and Discipline.....	2
ARTICLE V.....	3
MEETINGS OF REGULAR MEMBERS.....	3
Section 1.    Place of Meetings.....	3
Section 2.    Annual Meetings of Regular Members.....	3
Section 3.    Special Meetings.....	3
Section 4.    Adjourned Meetings and Notice Thereof.....	3
Section 5.    Presumption of Notice.....	3
Section 6.    Voting.....	3
Section 7.    Quorum.....	3
Section 8.    Consent of Absentees.....	4
Section 9.    Action without Meeting.....	4
Section 10.   Proxies.....	4
ARTICLE VI.....	4
DIRECTORS.....	4
Section 1.    Powers.....	4
Section 2.    Number and Qualifications of Directors.....	5
Section 3.    Term of Office.....	5
Section 4.    Vacancies.....	5
Section 5.    Place of Meeting.....	5
Section 6.    Organization Meeting.....	5
Section 7.    Other Regular Meetings.....	5
Section 8.    Special Meetings.....	5
Section 9.    Notice of Adjournment.....	6
Section 10.   Entry of Notice.....	6
Section 11.   Waiver of Notice.....	6
Section 12.   Quorum.....	6

Section 13.	Adjournment.....	6
Section 14.	Fees and Compensation.....	6
Section 15.	Action of Board without Meeting.....	6
Section 16.	Executive Committee.....	
ARTICLE VII.....		6
OFFICERS.....		6
Section 1.	Officers.....	6
Section 2.	Election.....	7
Section 3.	Subordinate Officers, Etc.....	7
Section 4.	Removal and Resignation.....	7
Section 5.	Vacancies.....	7
Section 6.	President.....	7
Section 7.	Vice-President.....	7
Section 8.	Secretary.....	7
Section 9.	Treasurer.....	7
ARTICLE VIII.....		8
MISCELLANEOUS.....		8
Section 1.	Checks, Drafts, Etc.....	8
Section 2.	Contracts, Etc.....	8
Section 3.	Inspection of Bylaws.....	8
Section 4.	Fiscal Year.....	8
Section 5.	Annual Audit and Report and Financial Statements and Reviews.....	8
ARTICLE IX.....		9
AMENDMENTS.....		9
Section 1.	Amendment by Members.....	9
Section 2.	Notice of Amendments.....	9
Section 3.	Petition for Amendments.....	9
Section 4.	Amendments by Directors.....	9
ARTICLE X.....		9
ARCHITECTURAL CONTROL AND ENFORCEMENT.....		9
Section 1.	Architectural Committee.....	9
Section 2.	Architectural Control.....	9
Section 3.	Enforcement.....	9
Section 4.	Assessments.....	9
Section 5.	No compensation to Architectural Committee.....	10
ARTICLE XI.....		10
RULES OF ORDER.....		10
ARTICLES XII.....		10
COMMITTEES.....		10
Section 1.	Standing Committees.....	10
Section 2.	Other Committees.....	10
CERTIFICATE OF SECRETARY.....		12
EXHIBIT A: Metes and Bounds Descriptions of Geographical Area Served by the Rancho Bernardo Swim and Tennis Club.....		11

**BYLAWS**  
**OF THE**  
**RANCHO BERNARDO**  
**SWIM AND TENNIS CLUB**

**ARTICLE I**

**OFFICE**

The office of this corporation, a Nonprofit Mutual Benefit Corporation, shall be located in Rancho Bernardo in the City of San Diego, County of San Diego, State of California.

**ARTICLE II**

**MEMBERS**

Membership of the corporation shall consist of the following classes:

**Section 1. REGULAR MEMBERS.** Each owner of a residential unit in the real property located in the city of San Diego, County of San Diego and State of California, more particularly described on Exhibits "A, B, And C" attached hereto and made a part hereof shall be a regular member of this corporation. The transfer of title to any such residential unit shall automatically transfer the regular membership appurtenant to such residential unit to the transferee. Each residential unit is entitled to one vote. In those cases where a residential unit is owned by two or more persons, the vote of any one of such persons shall bind all. If more than one votes, the act of the majority binds all. If more than one votes and there is no majority, all such votes shall be void.

**Section 2. REGULAR MEMBERS, CLASSES A AND B.** Regular Members, as defined in the preceding section, shall be divided into two classes, i.e., Class A and Class B. Class A membership shall be entitled to unlimited use of all the facilities of the corporation under such rules and regulations as the Board from time to time shall adopt. Class B membership shall be entitled to use of the facilities of the corporation no more than six (6) times per year under such rules and regulations as the Board may adopt from time to time. Additional use shall be available upon payment of such fees as may be promulgated by the Board.

**Section 3. ASSOCIATE MEMBERS.** On application duly approved by a majority of the Board of Directors of this corporation, associate memberships in this corporation will be awarded to such persons for such periods of time and subject to such terms and conditions and for such sums of money as a majority of the Board shall from time to time determine; provided, however, that all associate members must be residents of Rancho Bernardo in the City of San Diego, California.

**ARTICLE III**

**MEMBERSHIP ASSESSMENTS, DUES, FEES AND LATE CHARGES**

**Section 1. ASSESSMENTS, DUES, AND FEES.** The Board of Directors shall have authority to establish from time to time, the dues to be paid by each regular member - Class A and Class B provided, however, that such dues established for Class B regular membership shall be forty (40) percent of the combined annual dues for Class A and Class B membership. No assessment in which the aggregate exceeds five (5) percent of the budgeted gross expenses of the corporation for the prior fiscal year, shall be imposed without the approval of members as defined in Section 5034 of the California Corporations Code.



Code. The Board of Directors shall have the authority to establish special fees for the use of specific corporation facilities.

**Section 2. DELINQUENCIES.** The officers of this corporation are authorized (Section 1367, California Civil Code) to bring an action at law against any member for any such membership dues, assessments or fees which are delinquent, and the membership of any member who fails to pay any such membership dues, assessments or fees in full promptly when due, together with all rights and privileges of such membership, shall be automatically suspended during the continuance of any such delinquency. No such dues, assessments or fees shall be considered delinquent until thirty (30) days after the due date.

**Section 3. DUES LIMITATION.** The annual membership dues established for any one fiscal year shall not exceed by more than ten (10) percent the annual dues of the preceding fiscal year, except upon the prior approval of the members as defined in Section 5034 of the Corporations Code.

**Section 4. LATE CHARGES.** The corporation may recover reasonable costs incurred in collecting delinquent dues and assessments, including reasonable attorney's fees, assess a late charge not exceeding ten (10) percent of the delinquency or ten dollars (\$10), whichever is greater, and charge interest on all such sums at an annual percentage rate not to exceed twelve (12) percent, commencing thirty (30) days after such dues and assessments become due.

**Section 5. EMERGENCY EXPENDITURES.** Limitation upon the imposition of dues and assessments as provided in Sections 1 and 3 supra shall not apply where dues and/or assessments are imposed for emergency situations as outlined in Section 1366 of the Civil Code.

**Section 6. QUORUM REQUIREMENT.** For purposes of Section 1 supra quorum means more than fifty (50) percent of the voting members.

#### **ARTICLE IV**

#### **MEMBERSHIP RIGHTS AND PRIVILEGES, SUSPENSIONS AND DISCIPLINE NOTICE AND HEARING**

**Section 1. RIGHTS OF MEMBERS AND OCCUPANTS.** Provided that the regular member is living in the living unit to which such membership is appurtenant, such regular member and all other persons living in said living unit shall be entitled to the right to use and enjoy, at his own risk, all of the facilities and property of this corporation.

Any regular member who is not living in the living unit to which such membership is appurtenant, shall have the election as to whether such regular member and his family or persons living in the living unit to which such membership is appurtenant, shall be entitled to the right to use and enjoy, at his own risk, all of the facilities and property of this corporation, but both said regular member and said occupants may not use said facilities, and said occupants may use said facilities only if said regular member has given notice in writing to this corporation of said regular member's election to this effect. In any event, said regular member shall retain his voting privileges and the obligation to pay all fees and assessments duly levied by this corporation.

The right to use and enjoy the facilities and property of this corporation as herein provided is subject to the rules and regulations governing the same which may be adopted from time to time by the Board of Directors.

No member of this corporation shall have any right to any of the property of this corporation except the right to use the same as in this article above provided.

**Section 2. SUSPENSION AND DISCIPLINE NOTICE AND HEARING.** The Board of Directors shall have the power to suspend the membership of or otherwise discipline any member for

conduct which is in violation of the bylaws or the rules and regulations of the corporation. Before any member may be suspended, other than for non-payment of dues or other indebtedness, the Board of Directors shall send to such member by first class mail not less than fifteen (15) days prior to the date of the meeting at which such action is to be considered, a written specification of the charges against the member together with a notice of the time and the place of the meeting. The member shall be granted the opportunity to be heard and to present a defense of such charges at the meeting. A suspension shall not be effective prior to five (5) days after the meeting.

## ARTICLE V

### MEETINGS OF REGULAR MEMBERS

**Section 1. PLACE OF MEETINGS.** All meetings of regular members shall be held at the principal office of the corporation.

**Section 2. ANNUAL MEETINGS OF REGULAR MEMBERS.** The annual meetings of regular members shall be held on the fourth Tuesday of March at 7:30 p.m.; provided, however, that should said day fall upon a legal holiday, then any such annual meeting of regular members shall be held at the same time and place on the next day thereafter ensuing which is not a legal holiday.

A written notice stating the place, date and time of the meeting shall be mailed to each regular member not less than twenty (20) nor more than ninety (90) days before the meeting (Section 751, Corporations Code). The notice shall be addressed to a member at the address of such member appearing on the books of the corporation, or given by the member to the corporation for purpose of notice. Matters that may be voted upon at any regular meeting actually attended in person or by proxy by less than one-third of the voting power are matters of which the general nature was given in the written notice (Section 7512, Corporations Code.)

**Section 3. SPECIAL MEETINGS.** Special meetings of regular members, for any purpose whatsoever, may be called at any time by the President or by the Board of Directors, or by at least two or more members thereof, or by five (5) percent or more of the regular members. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of regular members. Notices of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted and no other business may be transacted (Section 7511, Corporations Code.).

**Section 4. ADJOURNED MEETINGS AND NOTICE THEREOF.** Any membership meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members present in person or represented by proxy, but in the absence of a quorum no other business may be transacted at any such meeting.

When any membership meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, other than by an announcement at the meeting at which such adjournment is taken.

**Section 5. PRESUMPTION OF NOTICE.** A recitation in the minutes of any members meeting that notice of such meeting had been properly given shall be prima facie evidence that such notice was so given.

**Section 6. VOTING.** At all meetings of regular members, each regular member shall be entitled to one vote. In all voting by regular members for election of directors, each regular member shall be entitled to the same number of votes as there are directors to be elected. No member shall be entitled to more than one vote to any candidate. In any election of directors, the candidates for a specified term, to the number of directors to be elected, receiving the highest number of votes shall be elected. All elections of directors shall be conducted by mail by secret ballot and proxy voting shall not be permitted.

in connection therewith. Elections to fill vacancies on the Board of Directors shall be conducted as provided in Article VI, Section 4 of these bylaws.

**Section 7. QUORUM.** Except as otherwise provided herein, the presence in person or by proxy of not less than twenty (20) percent of members entitled to vote at any meeting shall constitute a quorum for the transaction of business, and only those matters notice of which are previously given, may be acted upon at membership meetings. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, provided that any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

**Section 8. CONSENT OF ABSENTEES.** The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the members entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 9. ACTION WITHOUT MEETING.** Any action, which under the provisions of the Corporations Code may be taken at a meeting of the members, may be taken without a meeting if authorized by a writing signed by all of the members who would be entitled to vote at a meeting for such purpose, and filed with the secretary of the corporation.

**Section 10. PROXIES.** Except as otherwise provided in these bylaws, every person entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the secretary of the corporation; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the member executing it specifies therein the length of time for which such proxy is to continue in force, which in no case shall exceed one (1) year from the date of its execution. The transfer of title to any residential unit shall void any outstanding proxy pertaining to the voting rights of the membership appurtenant to that unit. All such proxies shall conform to the requirements of Section 7514(a) of the Corporations Code.

## ARTICLE VI

### DIRECTORS

**Section 1. POWERS.** Subject to limitations in the Articles of Incorporation, the bylaws and the Corporations and Civil Codes as to action to be authorized or approved by the 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 of such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

First: 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, the Articles of Incorporation or the bylaws, fix their compensation and require from them security for faithful service.

Second: To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with law, the Articles of Incorporation or the bylaws as they may deem best.

Third: To change the principal office for the transaction of the business of the corporation from one location to another within the same county, and 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.



Fourth: To borrow money and incur indebtedness for the purposes of the corporation, and cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debenture deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor. Provided however, that the Board shall not, without the prior approval of the members as defined in Section 5034 of the Corporations Code (1) commit the corporation in any one fiscal year for capital improvements, other than replacement of existing plant and equipment, in excess of ten (10) percent of the current annual budget, or (2) sell, pledge or mortgage the corporation's land and/or buildings.

Fifth: To remove a director from the Board for cause by the unanimous vote of the other directors at the time in office, at any regular or special meeting of the Board in executive session.

Sixth: Any director having missed three (3) unexcused consecutive regular meetings of the Board shall automatically be removed from the Board.

**Section 2. NUMBER AND QUALIFICATIONS OF DIRECTORS.** The Board of Directors shall consist of nine (9) members elected as provided in these bylaws, each director elected after the 1992 election to be elected for a term of three (3) years and until his successor shall have been elected and qualified. Directors must be members of the corporation.

**Section 3. TERM OF OFFICE.** In the 1991 election of directors, three (3) directors shall be elected for terms of three (3) years and two (2) directors shall be elected for terms of two (2) years. In the 1992 election, three (3) directors shall be elected for terms of three (3) years and one (1) director shall be elected for a term of one (1) year. In the 1993 election, and each annual election thereafter, three (3) directors shall be elected for three (3) years. No director having been elected to two consecutive three-year terms shall succeed himself in office.

**Section 4. VACANCIES.** Vacancies in the Board of Directors may be filled by a majority vote of the remaining directors, though less than a quorum, and each director so elected shall hold office until his successor is elected at an annual meeting of members, or at a special meeting called for that purpose.

A vacancy or vacancies shall be deemed to exist in case of the death, resignation, or removal of any director, or if the members shall increase the authorized number of directors but shall fail at a meeting at which such increase is authorized, or at any adjournment thereof, to elect the additional directors so provided for, or in case the members fail at any time to elect the full number of authorized directors.

The members may at any time elect directors to fill any vacancy not filled by the directors, and may elect the additional directors at the meeting at which an amendment of the bylaws is not authorizing an increase in the number of directors.

If any director tenders his resignation to the Board, the Board shall have power to elect a successor to take office at such time as the resignation shall become effective. No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his term of office.

**Section 5. PLACE OF MEETING.** All meetings of the Board of Directors shall be held at the principal office of the corporation, or at any other place within the County of San Diego designated at any time by resolution of the Board or by written consent of all members of the Board.

**Section 6. ORGANIZATION MEETING.** Immediately following each annual meeting of the members the Board of Directors shall hold a regular meeting for the purpose of organization, electing officers and the transaction of other business. Notice of such meeting is hereby dispensed with.

**Section 7. OTHER REGULAR MEETINGS.** Other regular meetings of the Board of Directors shall be held without call, as a minimum, quarterly on the third Tuesday of March, June, September and December, at a time set by the Chairman of the Board; provided, however, should said day fall upon a legal holiday, then said meeting shall be held on the next day thereafter ensuing which is not a legal holiday. Additional monthly meetings may be held at the call of the Chairman of the Board.



Section 8. **SPECIAL MEETINGS.** Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the Chairman of the Board or, if he is absent or unable or refuses to act, by any Vice President or the Secretary or by any two directors.

Written notice of the time and place of special meetings shall be delivered personally to the directors or sent to each director by first class mail or by telegram, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation, or, if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States Mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered personally or by telephone or telegraph, it shall be so delivered at least forty-eight (48) hours prior to the time of holding the meeting. Such mailing, telegraphing or delivery as above provided shall be due, legal and personal notice to such director.

Section 9. **NOTICE OF ADJOURNMENT.** Notice of adjournment of any directors' meeting, either regular or special, need not be given to absent directors, if the time and place are fixed at the meeting adjourned.

Section 10. **ENTRY OF NOTICE.** Whenever any director has been absent from any special meeting of the Board of Directors, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such special meeting was given to such director, as required by law and the bylaws of the corporation.

Section 11. **WAIVER OF NOTICE.** The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. **QUORUM.** A majority of the directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 13. **ADJOURNMENT.** A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the directors present at the directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors.

Section 14. **FEES AND COMPENSATION.** Directors shall not receive any stated salary for their services as directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee or otherwise, and receiving compensation therefor.

Section 15. **ACTION OF BOARD WITHOUT MEETING.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action.

Section 16. **EXECUTIVE COMMITTEE.** The Board of Directors shall have the power to appoint an Executive Committee and to delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation except the power to adopt, amend or repeal bylaws. The Executive Committee shall be composed of three (3) or more directors, one of whom shall also be the President.

## ARTICLE VII

### OFFICERS

**Section 1. OFFICERS.** The officers of the corporation shall be a President, a Vice President, Secretary and a Treasurer, who shall also be the Chief Financial Officer. The corporation may also have at the discretion of the Board of Directors, one or more Assistant Secretaries, one or more Assistant Treasurers and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. Officers other than the President need not be directors. One person may hold two or more offices, except those of President and Secretary.

**Section 2. ELECTION.** The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article VII shall be chosen annually by the Board of Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

**Section 3. SUBORDINATE OFFICERS, ETC.** The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period as shall have such authority and perform such duties as are provided in the bylaws or as the Board may from time to time determine.

**Section 4. REMOVAL AND RESIGNATION.** Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the Board of Directors, or except in case of an officer chosen by the Board, by any officer upon whom the power of removal may be conferred by the Board.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

**Section 5. VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled in the manner prescribed in the bylaws for reappointments to such offices.

**Section 6. PRESIDENT.** The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. He shall preside at all meetings of the members and meetings of the Board. He shall be ex officio a member of all standing committees, and shall have general powers and duties of management usually vested in the office of president of a corporation and shall have such other powers and duties as may be prescribed by the Board or by the bylaws.

**Section 7. VICE PRESIDENT.** In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all powers and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Directors or by the bylaws.

**Section 8. SECRETARY.** The Secretary shall keep, or cause to be kept, a book of minutes in the principal office or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if specifically authorized, the notice thereof given, the names of those present at the directors' meetings, the number of memberships present or represented at members' meetings and the proceedings thereof.

The Secretary shall give, or cause to be given, notice of all the meetings of the members and meetings of the Board of Directors required by the bylaws or by law to be given, and he shall keep the seal of the corporation.

corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.

Section 9. **TREASURER.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. Any surplus, including earned surplus, paid-in shall be classified according to source and shown in a separate account. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He shall disburse, or cause to be disbursed, the funds of the corporation as may be ordered by the Board, shall render to the President and directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.

## ARTICLE VIII

### MISCELLANEOUS

Section 1. **CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or indorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors: provided, however, that withdrawals from the corporation's reserve accounts shall require the signature of two (2) members of the Board or one director and an officer who is not a member of the Board.

Section 2. **CONTRACTS, ETC., HOW EXECUTED.** The Board of Directors, except as in the bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board, 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 or to render it liable for any purpose or to any amount.

Section 3. **INSPECTION OF BYLAWS.** The corporation shall keep in its principal office for the transaction of business the original or a copy of the 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 4. **FISCAL YEAR.** The fiscal year of the corporation shall be determined by the Board of Directors and having been so determined is subject to change from time to time as the Board shall determine.

### Section 5. **ANNUAL AUDIT AND REPORT; FINANCIAL STATEMENTS AND REVIEWS.**

(A) The Board of Directors shall cause an outside independent audit, by a Licensee of the California State Board of Accountancy, of the financial affairs of this corporation to be made within 120 days following the close of each fiscal year. Said audit shall reflect the financial condition of this corporation for said fiscal year and shall, among other things, include a balance sheet, an income statement, and a statement of changes in financial position for such fiscal year.

(B) Upon the written request of a member, the Board shall promptly cause the most recent Annual Audit Report to be sent to the requesting member.

(C) The Board shall cause each member yearly to be notified of the member's right to receive a financial report.



(D) Said Audit Report shall contain a statement where the names and addresses of the current members are located.

(E) Compliance shall be had with respect to all other requirements of Sections 1365 and 1365.5 Civil Code.

## ARTICLE IX

### AMENDMENTS

**Section 1. Amendments by Members.** Except as otherwise provided herein, these bylaws may be amended or repealed in whole or in part or new Articles may be added by the affirmative vote of majority of the voting members casting a ballot at an Annual or Special Meeting of the members or by mail; provided however, that such affirmative vote is equal to or exceeds a majority of a quorum.

**Section 2. Notice of Amendments.** Written notice of any proposed amendments shall be mailed to all members at least twenty-one days prior to the date of the Annual or Special Meeting or scheduled date for the return of ballots, as the case may be.

**Section 3. Petition for Amendments.** Upon petition signed by not less than five (5) percent of the members of the corporation, the President shall call a Special Meeting of the members to consider any proposed amendments.

**Section 4. Amendments by Directors.** These bylaws may not be amended by the Board of Directors except to the extent necessary to comply with provisions of the California law.

## ARTICLE X

### ARCHITECTURAL CONTROL AND ENFORCEMENT

**Section 1. ARCHITECTURAL COMMITTEE.** The Board of Directors shall appoint an architectural committee of at least three but no more than five persons. Each architectural committee member shall serve until his removal by the Board of Directors. Architectural committee members shall be appointed from the regular membership of this corporation. Upon appointment or replacement of an architectural committee member, a notice thereof shall be filed in the Official Records of San Diego County, California. Any architectural committee member may resign at any time by recording a Notice of Resignation with the Office of the San Diego County Recorder and mailing a copy to the Board of Directors.

**Section 2. ARCHITECTURAL CONTROL.** The architectural committee shall have the power to act in any manner authorized under any Declaration of Restrictions covering any part of the real property within the Rancho Bernardo subdivisions commonly known as the Greens, Gatewood Hills, and Bernardo Hills and other subdivisions in the Swim and Tennis area which elect to have this committee administer its Restrictions. Such power may include architectural control and approval activities, as well as making recommendations to the Board of Directors as to enforcement thereof by the corporation.

**Section 3. ENFORCEMENT.** The corporation shall have the power and authority to bring an action, in the corporation's name, against any person who has violated any provision of any Declaration of Restrictions affecting any portion of the real property referred to in Section 2 above, provided that such Declaration so empowers the corporation. The architectural committee may advise the Board of Directors in matters of enforcement, but the final decisions concerning enforcement shall be with the Board.

**Section 4. ASSESSMENTS.** In addition to any other power which this corporation has, to assess its members, this corporation shall have the right to assess those members who are owners.

residences in areas where architectural control and/or Declaration of Restrictions enforcement activities are authorized. This corporation shall have the right to enforce any such assessments in the manner authorized by the respective Declaration of Restrictions. Such assessments may include amounts to establish a reserve for payment of such activities. The corporation shall keep a separate account for all assessments and expenditures authorized by this Article X. The assessments shall be levied equally among all residences within the subdivisions where architectural control is authorized. Such assessments may be levied yearly or otherwise and may include costs and attorney's fees authorized by the particular applicable Declaration of Restrictions.

Such assessments are limited as follows:

- 1) The assessment for the first year shall be five dollars (\$5.00) per household.
- 2) The assessment for subsequent years shall be determined by actual need and record of past experience.
- 3) The Board shall not assess more than twelve dollars (\$12.00) per year without the concurrence of the majority of owners in the areas included in these amendments.

**Section 5. NO COMPENSATION TO ARCHITECTURAL COMMITTEE.** Architectural committee members shall not receive any compensation for their services; provided, however, committee members may be reimbursed for any reasonable out-of-pocket expenses actually incurred.

## ARTICLE XI

### RULES OF ORDER

**Section 1. RULES OF ORDER.** Except as otherwise provided in these bylaws, the current edition of Robert's Rules of Order is hereby adopted as the corporation's parliamentary authority.

## ARTICLE XII

### COMMITTEES

**Section 1. STANDING COMMITTEES.** The following are the Standing Committees:

- A. Finance
- B. Legal
- C. Employee Relations
- D. Activities
- E. Tennis
- F. Buildings & Grounds
- G. Architectural
- H. Executive

**Section 2. OTHER COMMITTEES.** The Board may appoint such other committees from time to time as it may determine.

### EXHIBITS A, B and C

Exhibits A, B and C are metes and bounds descriptions of the geographical areas served by the Rancho Bernardo Swim and Tennis Club, as amended by the Board of Directors on October 9, 1969 and approved by order of the California Department of Real Estate dated January 6, 1970, are available at the office of the Club.

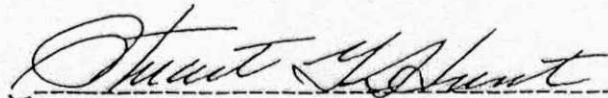


### CERTIFICATE OF SECRETARY

I the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of RANCHO BERNARDO SWIM AND TENNIS CLUB, a Nonprofit Mutual Benefit Corporation; and
2. That the foregoing bylaws, comprising eleven (11) pages, constitute the bylaws of said corporation duly adopted at the first meeting of the Board of Directors thereof duly held on February 4, 1963, with revisions thereto through January 22, 1991.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 26th day of February, 1991.

A handwritten signature in cursive script, reading "Stuart G. Hunt", written over a horizontal dashed line.

STUART G. HUNT  
Secretary

ARTICLES OF INCORPORATION  
OF  
RANCHO BERNARDO PARK, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are residents of the State of California, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the General Nonprofit Corporation Law of the State of California, and we do hereby certify:

FIRST: That the name of this corporation is

RANCHO BERNARDO PARK, INC.

SECOND: That the specific and primary purpose for which this corporation is formed is to acquire, own, operate and maintain a community, social, recreational and health center for the sole and exclusive use and benefit of its members.

THIRD: The general purpose for which this corporation is formed is not for pecuniary profit but is to provide community, social, recreation and health facilities for its members.

FOURTH: In furtherance of the foregoing purposes, this corporation shall have the following powers;

- A. To acquire by deed, devise, bequest, purchase, or otherwise, any and all forms of property.
- B. To hold, invest, reinvest, manage and dispose of such property or the income therefrom in any manner not contrary to the laws of the State of California governing corporations organized pursuant to the General Nonprofit Corporation Law.
- C. To have and exercise all powers conferred by or permissible under the laws of the State of California upon or for corporations formed under the General Non-profit Corporation Law.
- D. To do all acts and things which may be reasonably necessary, proper or convenient for the lawful accomplishment of the general and specific purposes hereinbefore specified, or any purpose, whether or not herein mentioned and constituting a lawful activity for this corporation.

FIFTH: That this corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.

SIXTH: None of the gains, profits or property of the corporation shall be distributed or inure to the benefit of any member of this corporation or to any private individual other than by way of payment of salary or other compensation for services rendered to this corporation and

for its benefit in the furtherance of its purposes; and upon dissolution of this corporation, whether voluntary or involuntary, any and all net assets of the corporation shall be distributed to a nonprofit corporation or corporations organized and operated exclusively for religious, charitable or educational purposes, or the rehabilitation of veterans.

SEVENTH: That the County in the State of California in which the principal office for the transaction of business of this corporation is located is the County of San Diego.

EIGHTH: That the number of directors of said corporation shall be three (3) and the names and residences of the persons who are appointed to act as the first directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT A. OAKES	San Diego, California
HARRY H. HORTON, JR.	San Diego, California
BETTY J. YURKOVICH	San Diego, California

NINTH: That this corporation shall have no shares of stock.

TENTH: The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the By-Laws.

IN WITNESS WHEREOF, we, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first directors of this corporation, have executed these Articles of Incorporation this 13th day of November, 1962.

s/ ROBERT A. OAKES

s/ HARRY H. HORTON, JR.

s/ BETTY J. YURKOVICH

STATE OF CALIFORNIA )  
 ) ss  
COUNTY OF SAN DIEGO )

On this 13th day of November, 1962, before me, a Notary Public in and for said County and State, personally appeared ROBERT A. OAKES, HARRY H. HORTON, JR. and BETTY J. YURKOVICH, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

WITNESS my hand and official seal the day and year first hereinabove written in this certificate.

s/ Polly H. Updegraff  
Notary Public in and for said  
County and State  
Polly M. Updegraff



Filed: Secretary of State  
State of California  
January 24, 1968

County Clerk  
San Diego County  
January 30, 1968

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

RICHARD L. WEISER and ROBERT A. OAKES certify:

1. That they are the president and the secretary, respectfully, of RANCHO BERNARDO PARK, INC., a California corporation not for profit.

2. That by unanimous written consent of the Board of Directors of RANCHO BERNARDO PARK, INC., dated January 10, 1968, an amendment to the articles of incorporation of said corporation was adopted and approved by resolution of said Board amending Article First of said articles of incorporation to read as follows:

"FIRST: That the name of this corporation is:

RANCHO BERNARDO SWIM AND TENNIS CLUB."

3. That the members of said corporation have unequal voting power. That members entitled to cast a majority of the votes, to wit: 465 votes, have consented in writing to the adoption of said amendment, and that the wording of the amended article, as set forth in the members' written consent, is the same as that set forth in the directors' resolution and as set forth in paragraph 2 above.

4. That the total number of votes entitled to be voted for or to consent to said amendment is 924.

s/ Richard L. Weiser

RICHARD L. WEISER, President

s/ Robert A. Oakes

ROBERT A. OAKES, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.

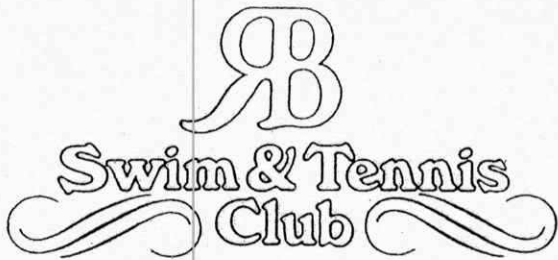
Executed at San Diego, California, on January 16, 1968.

s/ Richard L. Weiser

RICHARD L. WEISER

s/ Robert A. Oakes

ROBERT A. OAKES



RANCHO BERNARDO SWIM & TENNIS CLUB, 16955 BERNARDO OAKS DR., SAN DIEGO, CALIF. 92128

A384236

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

ENDORSED  
FILED

In the office of the Secretary of State  
of the State of California

MAR 14 1990

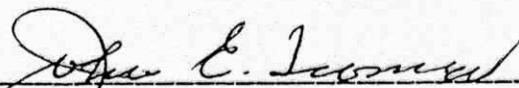
MARCH FONG EU, Secretary of State

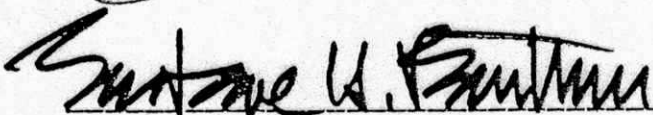
JOHN E. TROMER AND GUSTAVE H. BANTHIEN certify that:

1. They are the president and the secretary, respectively, of Rancho Bernardo Swim and Tennis Club a NONPROFIT MUTUAL BENEFIT CORPORATION, a California Corporation, Corporate No. 442373.
2. Article Eight of the articles of incorporation of this corporation is amended to read as follows:  
  
"Eight. The number of Directors of the Corporation shall be Seven (7) or Nine (9)"
3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: March 7, 1990

  
JOHN E. TROMER, President

  
GUSTAVE H. BANTHIEN, Secretary