

BY-LAWS OF BISHOP ESTATES CABANA CLUB

ARTICLE IPrincipal Office

The principal office of the corporation shall be located at such place in the County of Contra Costa, State of California, as the Board of Directors may, from time to time, establish. All meetings of the members and the Board of Directors shall be held either at the principal office of the corporation or at such other place as the Board of Directors, from time to time, may determine upon.

ARTICLE IICorporate Seal

The corporate seal shall consist of two concentric circles with the name "Bishop Estates Cabana Club", and the word "California" between them and the words and figures "Incorporated July 5, 1962. California" and "a nonprofit corporation" within the smaller circle.

ARTICLE IIIMembership

Section 1. There shall be only one class of members. These shall be called simply members.

Section 2. Members shall be natural persons over the age of twenty-one years, or if married, over the age of eighteen years.

Section 3. Except as herein in these Bylaws otherwise expressly provided, in all matters which shall come before the members of the corporation, and in all corporate matters, the voting powers of the members shall be equal, each member having one vote.

Section 4. No person shall hold more than one membership.

Section 5. Members shall, in all respects, conform to and abide by the Bylaws of the corporation, and all amendments and changes thereto, and any and all rules and regulations now or hereafter adopted by the Board of Directors.

Section 6. The Board of Directors shall have the right to suspend or expel any member for any violation of these Bylaws or of any rule or regulation of the corporation, or for conduct contrary to the best interests of the corporation. Any member guilty of such violation shall be notified thereof by the secretary at least five (5) days prior to the meeting of the Board of Directors at which such violation is to be considered. Such member shall have the right to appear before the Board at such meeting and be heard. Suspension of a member shall require the affirmative vote of at least four (4) members of the Board of Directors.

Section 7. Any member who has been suspended shall be denied the privileges of the corporation during the term of such suspension.

Section 8. The Board of directors, in its discretion, may extend the privileges of the corporation to any person or persons. The Board of Directors shall make such rules and regulations as it may deem proper respecting the use of the facilities by such person(s), including, without limitation, guests, visitors, and individuals whose use of the corporation facilities is restricted to specified time periods, and the fees to be charged therefor.

Section 9. The collection of any indebtedness of any member to the corporation for dues, assessments or other charges shall be enforceable by the corporation at law, and the resignation, expulsion, suspension or cancellation of membership of any member shall not relieve such member of the liability and obligation to pay the same.

Section 10. The corporation shall have no liability or responsibility, and no member or guest of a member, or any other person, shall have claim against the corporation, for any personal injury to, or death of any member or guest, or for loss or damage to the property of any member or guest.

Section 11. Any loss or damage resulting to any of the properties of the corporation from the acts or conduct of any member, or the guest of a member, and any indebtedness to the corporation incurred by the guest of a member, shall be assessed to such member and shall be paid as in the case of other assessments.

Section 12. Notice of any kind required to be given to any member shall be conclusively deemed to have been given when the same has been deposited in the United States mail, in a sealed envelope, postage prepaid, addressed to the member at the address shown on the books of the corporation. If the address of any member is not shown on the books of the corporation, any notice so mailed to his last address known to the secretary shall be deemed properly given and made.

Section 13. The Board of Directors may, at its discretion, establish a reinstatement policy and appropriate fee to restore memberships terminated for various reasons. Such reinstatement must be for the necessary and proper control, management and operation of the corporation, its properties and affairs.

ARTICLE IV

Members

Section 1. The number of members shall not at any time exceed 225.

Section 2. Within the limits and provisions of Sections 1 and 3 of this Article, memberships shall be open to persons owning or residing in homes within or reasonably contiguous to the subdivision commonly known as Bishop Estates, Concord, Contra Costa County, California.

Section 3. Members shall be elected to membership by the Board of Directors. Any persons desiring to become a member of the corporation shall present to the Board of Directors a written application in such form as the Board of Directors shall, from time to time, prescribe, signed by such applicant, together with the membership or transfer dues and any dues or assessments then payable.

Section 4. On the election of an applicant for membership, the Secretary shall notify such applicant of his election and a certificate of membership shall be issued and duly registered in his name upon the books of the corporation. If an applicant is not accepted, all moneys advanced shall be refunded.

Section 5. Members in good standing shall be entitled to use all of the facilities and properties of the corporation subject to such rules and regulations as the Board of Directors may, from time to time prescribe.

ARTICLE V

Certificates of Membership

Section 1. Each member shall be the owner and holder of a certificate of membership, duly registered in his or her name upon the books of the corporation.

Section 2. The certificate of membership herein referred to shall be issued over the signature of the President and Secretary or other officers or Directors of the corporation as the Board of Directors shall, from time to time, specify, with the official seal of the corporation affixed, and shall be in substantially the following form:

Certificate of Membership
Bishop Estates Cabana Club
A Nonprofit Corporation of the State of California.

This certifies that _____ is a member of Bishop Estates Cabana Club, a corporation organized pursuant to the General Nonprofit Corporation Law of the State of California, and entitled to all of the rights and privileges as conferred by, and subject to the bylaws of said corporation. By acceptance of this certificate, the holder hereof irrevocably consents to, and agrees to be bound by said Bylaws, as the same may be modified or amended from time to time. This certificate confers no right, title or interest in or to any of the property or assets of said corporation except as expressly set forth in the Bylaws of said corporation. This certificate can be transferred only in the manner prescribed by said Bylaws, and only after endorsement on the back hereof of the signature of the person to whom this certificate is issued, or by the duly appointed Attorney-in-Fact of such person, or by his duly appointed and qualified personal representative, and any transfer shall not be final until shown on the books of said corporation, and attested by the signature of the secretary of said corporation affixed and the transferee accepts the transfer hereof subject to the above conditions.

Dated: . 19

Bishop Estates Cabana Club

By _____

President

By _____

Secretary

(SEAL)

Section 3. A transfer of a certificate of membership, by operation of law or otherwise, shall be valid only after approval by the Board of Directors, entered upon the minutes of the Board, and by payment to the corporation of a transfer fee in such amount as may be, from time to time, fixed by the Board of Directors, and by the payment of all indebtedness, due to the corporation from the member surrendering such certificate for transfer, except that, upon payment of all indebtedness due the corporation, a certificate may, with the approval of the Board of Directors, and without the payment of any transfer fee, be transferred to the surviving spouse, son or unmarried daughter, otherwise eligible for membership, of a deceased member, or of a member legally adjudged incompetent.

Section 4. Unless the certificate is transferred to the surviving spouse, son or unmarried daughter, as herein above provided, then, upon the death of any person holding a membership certificate, the Board of Directors, through its Secretary, shall as soon as convenient thereafter, request the personal representative, surviving spouse, or one or more of the heirs of such deceased member, to cause such certificate to be legally endorsed and delivered to the corporation. Upon the delivery of such certificate, duly endorsed, the Board of Directors may sell such membership for the best price obtainable, and the proceeds of such sale, less the amount of all indebtedness due to the corporation, shall be paid over to those legally entitled to receive such proceeds. If such certificate shall not be so delivered within ninety (90) days after such request, then the Board of Directors, at its option, may, by resolution, cancel such certificate of membership, and sell such membership, and dispose of the proceeds of such sale as above set forth.

Section 5. A member expelled from the corporation as provided by these Bylaws, immediately forfeits all the rights of a member thereof, and his title to such membership shall vest in the corporation, upon cancellation of his certificate of membership by the Board of Directors. The corporation is thereupon authorized to sell such membership in such manner, and at such time and for such price, as shall be determined by the Board of Directors, and when so sold, such expelled member shall be entitled to receive the proceeds of such sale, less any sums owing to the corporation.

Section 6. If a certificate of membership has been lost, destroyed or wrongfully withheld, the Board of Directors, by resolution, may cancel such certificate, and a new or duplicate certificate may be issued in the same manner as new or duplicate certificates of shares of capital stock of corporations may be issued, to replace certificates of stock lost, destroyed or wrongfully withheld, pursuant to the laws of the State of California.

Section 7. Any member may at any time resign his membership in the corporation by writing to that effect, delivered to the corporation, but such resignation shall not be accepted until all indebtedness to the corporation has been paid, and his certificate of membership, duly endorsed, shall have been delivered to the corporation. The Board of Directors may pay for such membership, or may hold and sell the same, paying over to such resigning member the proceeds of such sale, less all unpaid indebtedness due to the corporation.

Section 8. All memberships in the corporation are liable for all indebtedness, dues, assessments, charges, fines and impositions accruing thereupon, against the member owing the same, until transferred upon the books of the corporation, as herein provided, and after such transfer a membership shall be liable in like manner, in the name of every subsequent transferee, and if any indebtedness, dues, assessments, charges, fines or impositions due from a member are not paid, they shall be deducted from the proceeds of the sale of his membership.

Section 9. If a member holding a certificate of membership be disqualified for membership for any reason, the certificate of membership of such member shall be endorsed and delivered to the corporation at its request, or may be canceled or sold by the Board of Directors, as provided in Section 4 of this Article V as in the case of the death of a member.

Section 10. In the sale of any membership by the Board of Directors, the Board shall have the right in its discretion, to give preference to the sale of unissued memberships. If at the time of the sale of a certificate of membership by a member, there remain any unissued membership in the corporation, such member shall not sell his certificate of membership for any amount less than the amount then being charged by the corporation for new memberships.

Section 11. If a member, holding a certificate of membership, leases his home, the Board of Directors, upon receipt of written request from the member to do so, may issue a "Temporary Courtesy Card" to the lessee of his home. This Temporary Courtesy Card will grant the lessee and his family the right to enjoy the full use of the Club for which he will be charged the same dues, fees, etc., as a member. While his privilege to use the Club has been transferred to the lessee, the member will have no Club privileges, except as a guest. During this period, the dues from the member shall be waived for those months that the dues are offset by dues charged to the Temporary Courtesy Card holder. This Temporary Courtesy Card will be canceled by the Board of Directors upon receipt of written request from the member to do so. There will be no transfer fees involved in the issuing and canceling of Temporary Courtesy Cards. At all times, the member will be responsible for the payment of dues, fees and charges incurred by the holder of the Temporary Courtesy Card and his family. The holder of the Temporary Courtesy Card and his family will be bound by all the rules and regulations of the Club.

ARTICLE VI

Fees, Dues, and Assessments

Section 1. The membership fee payable to the corporation on the issuance of a new certificate of membership shall be in such amounts the Board of Directors may, from time to time, fix. The membership fee is hereby fixed as the sum \$300.00. The Board, at its discretion, may modify this fee for the purpose of encouraging additional memberships.

Section 2. The transfer fee payable to the corporation on the transfer of a certificate of membership shall be in such amount as the Board of Directors may, from time to time, fix. The transfer fee payable upon transfer of a certificate of membership is hereby fixed as the sum of \$50.00.

Section 3. The dues payable by each member shall be in such amount as the Board of Directors shall, from time to time, fix, and shall be payable at such times as the Board of Directors shall determine. The Board of Directors shall have the authority to allow a member to substitute specified services for all or a portion of that member's dues.

Section 4. The Board of Directors may levy assessments against members, from time to time, in such amounts as are necessary to pay the operating expenses of the corporation. No assessment shall be made or levied for the purpose of making any capital addition or improvement to the property or facilities of the corporation without the approval of at least two-thirds (2/3) of the members.

Section 5. All fees, dues, assessments, and other charges referred to herein are exclusive of governmental taxes.

Section 6. The Board of Directors at any meeting may impose a fine or penalty against any member or any person enjoying the privileges of the corporation, for any infraction or violation of these Bylaws or of the rules and regulations of the corporation, and the amount of such fine shall be payable by the member responsible for the infraction or violation in the same manner and at the same time as dues, assessments and other charges are payable.

Section 7. If a member fails to pay any dues, fees, fines, assessments, or other indebtedness within fifteen (15) days after the same become due, the Secretary shall notify such member of his delinquency. If such indebtedness shall not be paid within fifteen (15) days after such notice, such delinquent member may be suspended by the Board of Directors. The Secretary shall thereupon notify such member of his suspension, and if such indebtedness shall not be paid within thirty (30) days after such notice, such member shall be deemed expelled and shall cease to be a member of the corporation, and if he be the holder of a certificate of membership, such certificate shall be canceled and may be sold by the Board of Directors as provided in Section 5 of Article V of these Bylaws. On good cause shown, and on payment in full of all delinquent indebtedness, the Board of Directors shall have the power to restore to membership any such member.

Section 8. The name of any delinquent member, and the amount owing by him, shall be posted in a conspicuous place on the property of the corporation.

ARTICLE VII

Membership Meetings

Section 1. The regular annual meeting of the members shall be held during October of each year, on a day to be fixed by the Board of Directors at least fifteen (15) days prior to such meeting.

Section 2. Special meetings of the members for any purpose may be called at any time by the President, the Board of Directors, or upon the written request of twenty (20) members.

Section 3. Notice of the regular annual meeting and of each special meeting of the members shall be given by the Secretary to each member of the corporation at least ten (10) days prior to such meeting, and such notice shall specify the date, time and place of such meeting and the general nature of the business to be transacted there at.

Section 4. Members may vote at any meeting either in person, or by proxy in writing filed with the Secretary. Cumulative voting shall not be permitted. A quorum for the transaction of business shall consist of at least ten per cent (10%) of the members, present either in person or by proxy. 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.

Section 5. Except as otherwise expressly provided in these Bylaws, or by law, the vote of a majority of the members present at any duly and regularly called meeting at which a quorum is present, shall be and constitute the act of the members.

ARTICLE VIII

Directors

Section 1. All of the powers of the corporation shall be vested and shall be exercised by, and the properties of the corporation controlled by, and the affairs of the corporation conducted by a board to be known as the Board of Directors. The Board of Directors shall constitute the governing body of the corporation and shall be empowered to do any and all things necessary or proper to carry out the objects and purposes of the corporation consistent with the law, the Articles of Incorporation and these Bylaws. The Board of Directors shall consist of seven (7) members, elected as hereinafter provided.

Section 2. The members shall have seven (7) elected Directors at the regular annual meeting to be held in October, three (3) of whom will serve for a term of two (2) years. There shall be elected at each regular annual meeting three (3) or four (4) Directors, on alternating years, to serve for a term of two (2) years.

Notwithstanding, all Directors so elected shall continue to hold office until their successors have been elected and are ready to enter upon the duties of their office.

Section 3. Any vacancy in the office of Director, the remaining Directors, shall appoint a member to full such office, and, the person so named shall hold office until his successor has been elected and is ready to enter upon the duties of the office.

Section 4. A quorum of the Board of Directors shall be a least five (5) members thereof. Any action of the Board of Directors shall require a majority vote of the members present.

Section 5. Any member of the Board of Directors who shall be absent from its meetings for a period of ninety (90) days, without leave noted by the Board of Directors, shall be considered as having resigned, and the vacancy thus created shall be filled as herein above provided.

Section 6. The members of the Board of Directors shall receive no compensation for acting as Directors, provided, however, if any Director perform services for the corporation other than as a Director, he may be compensated therefor as the Board of Directors may determine.

Section 7. The regular annual meeting of the Board of Directors shall be held within thirty (30) days following the regular annual meeting of the members. Regular meetings of the Board of Directors shall be held at such time and on such day and at such place as the Board, by resolution, may, from time to time, determine. Special meetings of the Board of Directors may be called by the President or by any two (2) members of the Board of Directors, and shall be held at the principal office of the corporation or at such other place as the Board may select. Notice of all meetings of the Board of Directors shall be given by the Secretary of the corporation to each member at least forty-eight (48) hours prior to the time of such meeting. Such notice shall be either verbal, by telephone, or in writing.

Section 8. The Board of Directors shall have the power, and shall:

- (a) Make and prescribe rules and regulations for the conduct of the members and the use of the properties and facilities of the corporation.
- (b) Make and prescribe rules and regulations necessary or convenient for carrying into effect the requirements of these Bylaws, and such other rules and regulations as, in the judgment of the Directors, may be proper.
- (c) Conduct, manage and control the affairs and business of the corporation.
- (d) Appoint and remove at pleasure all agents and employees of the corporation, prescribe their duties, fix their compensation, and, if deemed necessary, require from them security for the faithful performance of their duties.
- (e) Authorize all necessary expenditures and incur indebtedness from time to time, and secure payment thereof by pledge, hypothecation, mortgage, indenture, deed of trust, or other form of security.
- (f) Except as otherwise herein provided, deal conclusively with all matters relating to the discipline of members, and as, it may deem proper, expel, suspend or fine a member for infraction of the rules, regulation or Bylaws.
- (g) Construe or interpret these Bylaws, which construction or interpretation shall control and be conclusive.
- (h) The specification of particular powers and duties herein shall not be construed to in any manner or to any extent limit or restrict the powers and duties of the Board of Directors, and the Board of Directors shall do all things necessary and proper for the control, management and operation of the corporation, its properties and affairs.

Section 9. The Board of Directors may create such committees as in its judgment may be necessary for properly conducting the affairs of the corporation. The members of such committees shall be members. The Board of Directors may delegate to the President the authority to appoint the members of such committees.

ARTICLE IX

Officers

Section 1. The officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other offices as the Board of Directors may, from time to time, determine upon. The Offices of Secretary and Treasurer may be held by the same person.

Section 2. The officers of the corporation shall be appointed annually by the Board of Directors at a regular annual meeting of the Directors. Unless he shall sooner resign or shall be removed or otherwise disqualified to serve, each officer shall hold office for a period of two (2) years, or until his successor has been appointed and is ready to enter upon the duties of the office. A vacancy in any office, for any reason, shall be filled by the Board of Directors, either at a special meeting called for the purpose or at the next regular annual meeting of the Directors.

Section 3. Any officer may be removed from office, either with or without cause, by the majority vote of the members present at any regular or special meeting at which a quorum is present. Any officer may resign at any time by giving written notice to the corporation and any such resignation shall take effect on the date of receipt of such, notice, or at any later time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. The President, subject to the direction and control of the Board of Directors, shall be the principal executive officer of the corporation, and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings but if he is not a member of the Board of Directors, he shall have no right or power to vote on any matter at any meeting of the Board, or otherwise. He shall be an ex officio member of all committees. He shall execute as President all deeds, contracts and other instruments in writing which have first been approved by the Board of Directors, provided that the Board of Directors may delegate authority to execute any such document or instrument in writing to any other officer of the corporation or to a member of the Board of Directors. He shall render a report annually to the members, and shall perform such other duties and have such other powers as shall be, from time to time, assigned to him by the Board of Directors.

Section 5. In the absence of the President, or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all of the powers of, and be subject to all the restrictions on the President. The Vice-President shall perform such other duties and have such other powers as shall be, from time to time, assigned to him by the Board of Directors.

Section 6. In the absence of the President and Vice-President or in the event of their inability or refusal to act, the Board of Directors shall appoint an acting President, in whom shall be vested for the time being all of the duties, functions and powers of the President.

Section 7. The Secretary shall keep a record of the proceedings of all meetings of the members and of the Board of Directors, give all notices required by law or by these Bylaws, and have custody of the corporate books, records and documents and the corporate seal, keep and maintain a register of the members, and in general perform all duties incident to the office of Secretary, and such other duties as, from time to time, may be assigned to him by the Board of Directors.

Section 8. The Treasurer shall supervise the accounting records of the corporation and shall have charge and custody of, and be responsible for all funds and securities of the corporation, receive and give receipts for all moneys paid to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such bank or other depositories as shall be designated by the Board of Directors. which such funds shall be withdrawn by such officer or officers as the Board of Directors shall, from time to time, designate, and in general perform all of the duties incident to the office of Treasurer, and such other duties as, from time to time, may be assigned to him by the Board of Directors.

ARTICLE X

Amendments

Section 1. The Articles of Incorporation or Bylaws may be altered, amended or repealed by the members only by the written assent of a majority of the members, or the vote of a majority of the members present, either in person or by proxy, at any annual meeting or at a special meeting duly called for such purpose, at which a quorum is present.

ARTICLE XI

Property Rights of Members

Section 1. The members shall, during the existence in good standing of their membership, be the beneficial owners of all the properties and assets of the corporation, each in an undivided share. Such beneficial interests of the members cannot be alienated, transferred, assigned, bequeathed, devised or passed by the laws of inheritance or intestate succession or any judicial proceedings or by the operation of any law or in any other manner. In the event of the dissolution of this corporation, in accordance with applicable proceedings as provided by law, all property, cash and assets of this corporation shall be distributed and paid over to the members then in good standing, share and share alike.

History of amendments:

12-8-70 Article III, Section 1 Was: "There shall be only one class of members. These shall be called proprietary members or simply members."

Changed to: "There shall be only one class of members. These shall be called simply members."

1-8-80 Article VI, Section 2 Was: "The transfer fee payable to the corporation on the transfer of a certificate of membership shall be in such amount as the Board of Directors may, from time to time, fix. The transfer fee payable upon transfer of a certificate of membership is hereby fixed as the sum of \$30.00."

Changed to: "The transfer fee payable to the corporation on the transfer of a certificate of membership shall be in such amount as the Board of Directors may, from time to time, fix. The transfer fee payable upon transfer of a certificate of membership."

1-8-80 Article VIII, Section 1 Was: "All of the powers of the corporation shall be vested and shall be exercised by, and the properties of the corporation controlled by, and the affairs of the corporation conducted by a board to be known as the Board of Directors. The Board of Directors shall constitute the governing body of the corporation and shall be empowered to do any and all things necessary or proper to carry out the objects and purposes of the corporation consistent with the law, the Articles of Incorporation and these Bylaws. The Board of Directors shall consist of six (6) members. elected as hereinafter provided."

Changed to: "All of the powers of the corporation shall be vested and shall be exercised by, and the properties of the corporation controlled by, and the affairs of the corporation conducted by a board to be known as the Board of Directors. The Board of Directors shall constitute the governing body of the corporation and shall be empowered to do any and all things necessary or proper to carry out the objects and purposes of the corporation consistent with the law, the Articles of Incorporation and these Bylaws. The Board of Directors shall consist of seven (7) members. elected as hereinafter provided."

1-8-80 Article VIII, Section 2 Was: "The members shall elect six (6) Directors at the regular annual meeting to be held in January, 1971, three (3) of whom will serve for a term of two (2) years. Thereafter there shall be elected at each regular annual meeting three (3) Directors to serve for a term of two (2) years

Changed to: "The members shall have seven (7) elected Directors at the regular annual meeting to be held in January, each of whom will serve for a term of two (2) years. There shall be elected at each regular annual meeting either three (3) or four (4) Directors, on alternating years, to serve for a term of two (2) years

1-18-83 Article VIII, Section 2 Was: "The members shall have seven (7) elected Directors at the regular annual meeting to be held in January, each of whom will serve for a term of two (2) years. There shall be elected at each regular annual meeting either three (3) or four (4) Directors, on alternating years, to serve for a term of two (2) years."

Changed to: "The members shall have seven (7) elected Directors at the regular annual meeting to be held in October, each of whom will serve for a term of two (2) years. There shall be elected at each regular annual meeting either three (3) or four (4) Directors, on alternating years, to serve for a term of two (2) years."

9-20-84 Article VI, Section 3 Was: "The dues payable by each member shall be in such amount as the Board of Directors shall, from time to time, fix, and shall be payable at such times as the Board of Directors shall determine. "

Changed to: "The dues payable by each member shall be in such amount as the Board of Directors shall, from time to time, fix, and shall be payable at such times as the Board of Directors shall determine. The Board of Directors shall have the authority to allow a member to substitute specified services for all or a portion of that member's dues."

9-20-84 Article III, Section 8 Was: "The Board of directors, in its discretion, may extend the privileges (sic) of the corporation to any person or persons. The Board of Directors shall make such rules and regulations as it may deem proper respecting the use of the facilities of the corporation by guests of members, and the fees to be charged therefor."

Changed to: "The Board of directors, in its discretion, may extend the privileges of the corporation to any person or persons. The Board of Directors shall make such rules and regulations as it may deem proper respecting the use of the facilities by such person(s), including, without limitation, guests, visitors, and individuals whose use of the corporation facilities is restricted to specified time periods, and the fees to be charged therefor."

10-10-85 Article VI, Section 1 added "The Board, at its discretion, may modify this fee for the purpose of encouraging additional memberships."