RESTATED BY-LAWS OF TRI-COUNTIES CLUB, INC.

TRI-COUNTIES CLUB
PO BOX 314
SAN LUIS OBISPO, CA 93406

Published 2022

Formatted: Right

RESTATED BY-LAWS OF TRI-COUNTIES CLUB, INC.
(A California Non-Profit Mutual Benefit Corporation)

Article I

PRINCIPAL OFFICE

Section 1. Principal Office. The principal office for the transaction of the business of the Corporation shall be the residence address of the Secretary of the Corporation upon each newly elected Secretary's assumption of office. Upon each change of address, the Secretary shall note the current address in writing and append it to these By-Laws; however, such notation shall not be deemed an amendment of these By-Laws. The mailing address shall be Post Office Box 314, San Luis Obispo, California 93406, which may be changed by the Board of Directors without amendment of these By-Laws.

Section 2. Purpose. This corporation is formed for the purposes of providing and promoting healthy and wholesome recreational activities for its Members. In furtherance of this purpose, the Corporation shall:

A. Establish and collect funds from its Members, whether for purchase of memberships, periodic dues, or otherwise, and use such funds to pay and discharge all reasonable and necessary operating expenses of the Corporation; and

B. Buy, own, possess, regulate the use of, convey, pledge, and mortgage property, both real and personal.

Article II

MEMBERS

Section 1. Memberships. Except as expressly provided to the contrary in Section 6 of this Article II, any person who is either at least twenty-one (21) years of age or married, may become a Member only as follows:

A. The applicant shall submit the amount of the transfer fee, a completed Membership Transfer Application and a signed Disclosure Form to the Chairman of the Membership Committee. If the Chairman of the Membership Committee finds that (1) the Membership Transfer Application and Disclosure Form have been properly completed, (2) payment for transfer fees has been received in the proper amount, (3) the membership dues have been fully paid for the current year, and (4) the selling Member's work hours are in compliance with the currently-adopted Rules, he or she shall forward the

Membership application and supporting documentation to the Membership Committee for consideration. The content of the Membership Transfer Application, Disclosure Form, and the amount of the transfer fee shall be determined from time to time by the Members following recommendation by the Board. The term “new membership” as used in these By-Laws means memberships repurchased or not previously issued by the Corporation. Each applicant must carefully review the By-Laws as well as the Rules of the Corporation and state in the Certificate of Eligibility that he or she will be bound by them. The Membership Committee shall consist of the Chairman elected by the Members and two (2) others appointed by the Commodore with the approval of the Board. The Membership Committee shall be responsible to the Board and not the Commodore.

B. The Membership Committee shall promptly consider the Certificate of Eligibility and make its recommendation which, at the option of the Committee, may include reasons given for the Committee’s recommendation.

C. The Chairman of the Membership Committee shall transmit its recommendation to the Board with the perspective member present, in accordance with Article III Section 6, which shall promptly consider the recommendation. A two-thirds majority of that quorum (excluding any Board members who abstain from voting) is required for acceptance or denial. The Secretary shall notify the applicant of the Board’s decision.

D. If the Board votes in favor of the applicant’s admission, then the question shall be promptly submitted to the Members with the prospective member present in accordance with Article II Section 9 and 14. A majority of a quorum of the Members present is required for acceptance or denial. The Secretary shall so notify the applicant of the Member’s decision.

Formatted: Font color: Auto

Section 2. Number of Memberships. The number of active memberships shall be determined from time to time by the Members only upon recommendation of the Board. Until further determination, the total number of memberships shall be eighty-six (86). Only one membership shall be held by one person at any one time, including those memberships that have been placed in any Trust, in which event the Trustee or Trustees of the Trust shall designate, in writing, the name of the person who shall be considered the Member for all purposes under these Bylaws.

Section 3. Transfer of Memberships. Any attempted transfer of membership shall be void unless and until all of the amounts due and owing to the Corporation by the Member are paid plus compliance either with Section 1 or Section 6 of this Article II. This shall include all voluntary transfers as well as involuntary transfer including those by act of law. A transfer fee will be assessed on all transfers with the exception of the following: (1) Transfer between Members if approved by the Board. (2) Transfer to spouse, son or daughter if approved by the membership. (3) In the event of a dissolution of marriage, transfer to spouse if approved by the membership. (4) In the event of death of the Member, the transfer to the spouse, son or daughter if approved by the membership.

Section 4. Termination and Expulsion~~.~~

A. Termination. If any Member fails to pay all amounts due within thirty (30) days of the due date, such amounts are delinquent and the Board may inform the Member. If any sums remain unpaid sixty (60) days after such delinquency, the Secretary shall cause a notice of delinquency to be mailed to the Member by certified mail, return receipt requested. If any sums remain unpaid ninety (90) days after such delinquency, the Secretary shall cause a notice of delinquency to be published in the club "Scuttlebutt" bulletin. If any sums remain unpaid one hundred and twenty (120) days after such delinquency, the Board will determine a resolution. If the Board determines that termination is necessary, a membership vote shall be required pursuant to the terms of Article II, Section 14.

In the event of a delinquency in payment, the Corporation may charge and collect from the Member all reasonable costs incurred in collecting the delinquent amounts, including any and all attorney's fees, late charges of an amount to be established by the Board from time to time, plus interest at a reasonable and customary rate from the date such amount becomes due until it is paid.

B. Expulsion. In addition, the Board may warn, fine, or expel any Member should the Member or any family member or guest conduct himself or herself in a dishonorable manner while on c~~C~~orporation property or at a c~~C~~orporation event or fail to adhere to the Rules and procedures of the Corporation. The Board shall take all such disciplinary action in accordance with the Rules of the Corporation.

Prior to any expulsion, the Board shall give the Member at least fifteen (15) days written notice of its intent to consider expulsion, which notice shall include a clear and concise statement of the facts upon which the Board intends to consider expulsion, and shall give the Member the opportunity to appear before the Board and to present such defense as he or she sees fit.

Expulsion shall be effective five (5) days after a majority vote of the Board except that the expelled Member may appeal the Board's decision to the membership by submitting a written notice of appeal within the five (5) day period following the Board's action. Such appeal shall be considered at a special meeting of the Members called for that purpose. The Board shall call a special meeting upon appeal by the expelled Member. If a majority of the Members present in accordance with Article S~~II~~ection 14 at the special meeting affirms the action of the Board, the expulsion shall thereupon be considered final, absolute and immediate.

C. Disposition of Membership. All rights and privileges of membership shall automatically and immediately cease upon termination or expulsion and title to such membership shall thereupon vest in the Corporation subject to Section 8 of this Article II. Except as expressly provided in these By-Laws to the contrary, any further request for reinstatement of membership shall be considered as a new application for membership in accordance with Article II, Section 1.

Section 5. Resignations. Any Member may resign at any time by submitting a written resignation to the Secretary and paying all amounts then due and owing to the Corporation. However, if all such amounts are not paid, then the resignation shall be effective only upon approval by the Board. All rights and privileges of membership shall automatically cease upon such effective date of resignation and title to each such membership shall vest in the Corporation subject to Section 9 of this Article II.

Section 6. Death. Upon the death of a Member, all right and privileges of the membership shall be suspended, subject to the following provisions:

A. If the Member's interest is subject to court administration, whether pursuant to the probate of a will, the administration of an intestate estate, or otherwise, the membership shall remain suspended until such time as the court issues a final decree specifying to whom the Member's interest in the membership is to pass.

B. If the Member's interest is not subject to court administration, whether passing to a surviving spouse in accordance with community property laws, or passing to a surviving spouse or other person in accordance with the terms of a trust, or otherwise, the membership shall remain suspended until such time as the person to whom the Member's interest has passed presents the Board with documentation acceptable to the Board and/or the Corporation's legal counsel establishing that the Member's interest has passed. The person to whom the membership has passed shall reimburse the Corporation for the reasonable fees and expenses of its legal counsel in reviewing such documentation.

C. Upon presentation to the Board of the decree or other documentation, the person to whom the Member's interest has passed may apply for membership in accordance with Article II Section 1. If the Member's interest has passed to more than one person, or to a trust or another entity, then such persons, trust or other entity shall designate in writing the name of the person applying for membership, who if approved, shall be considered the Member for all purposes under these Bylaws.

D. In the alternative, upon presentation to the Board of the decree or other documentation, the person to whom the Member's interest has passed may present another applicant for membership to the Board, whose application shall be considered in accordance with Article II, Section 1.

E. If the person so applying for membership is not approved, the membership shall be terminated and the Member's interest shall be disposed of in accordance with Article II, Section 8.

F. In the event that no person contacts the Board in accordance with the above within one (1) year of the date of the Member's death to present the appropriate documentation or to advise the Board of any delays in obtaining same, the membership shall be terminated and the Member's interest shall be disposed of in accordance with Article II, Section 8.

G. All charges, dues, and assessments shall continue to accrue against the membership during its period of suspension following the Member's death and shall be immediately due and payable upon the transfer of the membership to a new Member or upon the disposition of a terminated membership in accordance with the foregoing provisions.

Section 7. Repurchase of Membership – First Right of Refusal. The Corporation shall have a right of first refusal to purchase any Member's interest in the event of an impending or threatened involuntary transfer (i.e., bankruptcy, divorce, assignment for the benefit of creditors, attachment or levy). The Board, with the majority approval of the membership at a membership meeting held in accordance Article II, Section 14, may authorize the Corporation to repurchase a membership. The purchase price shall be the appraised value of the membership, less all fees and costs of appraisal, sale, etc. The terms of payment for such purchase shall be ten percent (10%) of the purchase price in cash at closing and the balance in One Hundred and Twenty (120) equal monthly installments which shall include interest at the then prevailing Long Term Applicable Federal Rate for the month preceding the closing date of the purchase transaction. After the repurchase of the membership, in all cases, the Board with the approval of the membership may resell the membership.

Section 8. Disposition of a Membership and/or Improvements. Any Member whose membership is terminated or who is expelled, as provided in Section 4 of this Article II, may transfer his or her membership at whatever price he or she can obtain, subject to compliance with Section 3 of this Article II. Except for this qualified right to transfer his or her membership, all the Member's rights and privileges shall automatically terminate upon the effective date of the termination or expulsion. If the transfer is not completed within seven (7) months from the effective date of termination or expulsion, then the Corporation may, at any time thereafter, repurchase the membership at a price equal to seventy-five percent (75%) of the current fair market value of the membership and any improvements, as established by a qualified appraiser retained by the Board, less any amounts owing by the terminated or expelled Member to the Corporation, including but not limited to delinquent dues, assessments, late charges, interest, and transfer fees, or the Board may instead elect to sell the membership and improvements to a third party, at the current fair market value as established by a qualified appraiser retained by the Board, and shall pay any proceeds to the terminated or expelled Member net of costs of sale, including but not limited to real estate commissions, escrow fees, and appraisal fees, and net of any amounts owing by the terminated or expelled Member to the Corporation, including but not limited to delinquent dues, assessments, penalties, late charges, interest, and transfer fees.

Section 9. Rights and Privileges of Membership. The rights and privileges of membership shall include use of the facilities and property of the Corporation subject to the Rules of the Corporation. There shall be no cumulative voting. Each Active Member shall have one vote which he or she must cast in person except that each Member may appoint his or her spouse as his or her proxy to vote in his or her absence at membership meetings.

Absentee voting may be accomplished by requesting a ballot from the Club Secretary. This request must be made by US Mail or electronic mail. Requests will not be received by telephone. *BALLOTS MUST BE POSTMARKED BY THE DATE OF THE MEETING LISTED ON THE BALLOT AND IN THE SCUTTLEBUTT*. Ballot envelopes must be marked in the upper left corner with the word “BALLOT”. Envelopes will remain sealed until the counting of ballots at the meeting. Absentee ballots will be counted after the meeting only in the event that there are enough absentee ballots received to affect the outcome of the election.

All voting relating to memberships shall be by secret votes, via in-person at a membership meeting or via electronically or digitally with a specific date to respond. Electronic or digital response will be sent to the secretary with two members for verification ~~or by sealed absentee ballots submitted by the Member in good standing. Results of the election shall be decided by counting the votes taken at meetings duly held and by counting the sealed .~~ . ~~T~~The rights and privileges of each m~~M~~ember shall be equal except as provided in Article II, Section 4 of these By-Laws.

Formatted: Font color: Auto

Formatted: Font color: Red

One of the rights and privileges of membership shall be the use of a site allocated to the Member by the Board. Each Member and spouse shall have the exclusive right to use and enjoy a site until termination of his or her membership. This shall include the right to improve the site, with ownership of all improvements remaining with the Member. However, to the degree any such improvements are not removed or sold within seven (7) months (which may be extended by the Board in its discretion) following notice of termination of membership, the sole ownership of such improvements shall pass to the Corporation. The Corporation will sell the improvements of the terminated Member as per Article II, Section 8 and remit the proceeds of the sale to the terminated Member less any amounts owing to the Corporation including, without limitation, any dues, assessments, delinquency charges, legal fees and transfer fees. The use and enjoyment of the sites shall be subject to Rules of the Corporation.

Section 10. Assessments, Fees, Dues and Other Charges. The amount of dues, assessments, transfer fees and price of a new membership shall be determined by the Members, only following recommendation by the Board. A majority of the Members present at a membership meeting in accordance with Article II, Section 14 shall be sufficient for any such determination except with respect to assessments which shall require a two-thirds affirmative vote of those Members. The Board may impose reasonable charges for use of club facilities and property and may impose charges for late payment of amounts owing to the Corporation. The Board may assess any Member for the amount of the damages caused to the facilities or property of the

Corporation by the Member, or his or her family or guests, which amount shall become immediately due and payable upon determination by the Board. The Board shall recommend to the Members the amount of dues which normally shall be determined by the membership at its annual meeting. The annual membership dues shall become due and owing on January 1 of each year and delinquent on April 1 of that year.

Section 11. Annual Meeting. An annual meeting shall be held each year in November at a time, place and date determined by the Board. Notice of time, date and place shall be announced by written notice at the beginning of the calendar year. The general purpose of the annual meeting shall be to nominate and elect the Officers and Directors and to vote on the recommendations of the Board as they pertain to changes in the By-laws and/or Corporation Rules, setting the fees for transfer of memberships, yearly dues, assessments, road association fees and other Club business.

Section 12. Elections. The Commodore, with the approval of the Board of Directors, shall appoint a Nominating Committee which shall be responsible for nominating Members to serve on the Board of Directors and therefore to fill the various offices of the Corporation, pursuant to Article III, Section 1 below. Candidates for the various offices shall be filled by Members in good standing or by spouses of Members in good standing. Only one (i.e., the Member or the spouse) may hold office as a Director at any one time. Additional candidates may be added at the membership meeting by nomination from the floor. Voting shall be by written ballots which shall be distributed to the Members present. The Commodore shall appoint at least two (2) Members, who are not candidates for office, to count ballots and certify the persons elected. The successful candidate for each office shall be the one receiving more votes than any other candidate for the same office. If there is a tied vote, the nominations shall be opened and balloting shall continue until one candidate is elected or the Members decide to defer the election to a later meeting. Normally, those Members elected to the Board shall take office as of January 1st of the succeeding calendar year and be installed at the first membership meeting in January. If the officers are not elected at the annual membership meeting, they may be elected at a special membership meeting.

Section 13. Special Meetings. Special meetings shall be called at any time upon the written request of the Commodore, three (3) Directors or by at least twenty-five (25) Members. The request shall specify the general purpose of the meeting. Notice of the date, time, place and general purpose of the meeting shall be given at least five (5) days prior to the meeting.

Section 14. Quorum. The presence in person of at least twenty-five (25) Members shall constitute a quorum for the transaction of business. Members present at a duly held meeting at which a quorum is present may continue to do business until adjournment even though enough Members leave to reduce the number remaining below a quorum. Less than a quorum may adjourn the meeting from time to time until a quorum shall be present. Other than announcement at the meeting at which adjournment is taken, notice of adjourned meetings need not be given so long as each adjournment is for a period of less than thirty (30) days.

Article III

DIRECTORS

Section 1. Management. 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. The number of Directors shall range from seven (7) to twelve (12) and is hereby set at nine (9). The Board may delegate any or all such managerial authority to a manager employed or contracted for that purpose. Election to the following offices shall automatically constitute election as a Director of this Corporation: Commodore, Vice-Commodore, Rear Commodore, Secretary, Treasurer, Financial Chairman, Publicity Chairman, Club Activities Chairman and Membership Chairman. Each Director shall hold office for a term co-extensive with his or her term as such officer and until his or her successor assumes office.

Section 2. Removal. A Director may be removed by vote of not less than a two-thirds majority of the Members present at a membership meeting.

Section 3. Meetings. Meetings of the Board shall be held a minimum of every other month at a place and time to be determined by the Board. The place of the meeting shall be determined by resolution of the Board or written consent of the Directors. Special meetings of the Board may be called by the Commodore or on request of any three (3) or more Directors. Under special circumstances business maybe conducted via electronic mail distributed to all Board members. Any actions taken in such manner shall be considered and confirmed at the next scheduled Board meeting.

Section 4. Notice and Waivers. Notice of regular meetings is hereby dispensed with and notice of the date, time, place and general purpose of special meetings shall be given at least three (3) days prior thereto. Notice may be waived by a writing signed by any Director prior to, during or subsequent to the meeting.

Section 5. Committees. The Board may create such Committees as it may deem desirable to properly conduct the affairs of the Corporation and promote the interests of its Members. At least one (1) member of each Committee shall be a Director, but if an executive committee is appointed, all members thereof shall be Directors.

Section 6. Quorum. The presence in person of at least five (5) Directors shall constitute a quorum for the transaction of business, except that the presence of at least seven (7) Directors shall be necessary to constitute a quorum for consideration of an application for membership. Directors present at a meeting at which a quorum is present may continue to do business until adjournment even though enough Directors leave to reduce the number below a quorum. If a quorum is not present the meeting may be adjourned until the time fixed for the next regular Board meeting. Notice of an adjourned meeting need not be given if the time and place thereof are fixed and announced at the meeting adjourned.

Section 7. Majority Action as Board Action. 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 is the act of the Board of Directors, unless the Articles of Incorporation or By-Laws of this Corporation, or provisions of the California Nonprofit Mutual Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 7212), approval of contracts or transactions in which a Director has a material financial interest (Section 7233) and indemnification of Directors (Section 7237), require a greater percentage or different voting rules for approval of a matter by the Board.

Section 8. Vacancies. Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 7230 et. seq., of the California Nonprofit Mutual Benefit Corporation Law. Directors may be removed without cause by a majority of the Directors then in office. Any Director may resign effective upon giving written notice to the Commodore, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these By-Laws, or (3) a sole remaining Director. Vacancies created by the removal of a Director may be filled only by the approval of the Members. The Members, of this Corporation may elect a Director at any time to fill any vacancy not filled by the Directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

Section 9. Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 10. Indemnification by Corporation of Directors, Officers, Employees and Other Agents. The Corporation shall have the power to indemnify any person who is or was an agent of the Corporation against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with actual or threatened civil, criminal administrative proceedings arising out of such agency to the fullest extent permissible pursuant to Section 7237 of the California Nonprofit Mutual Benefit Corporation Law.

Section 11. Insurance for Corporate Agents. The Board of Directors shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 7233 of the California Nonprofit Mutual Benefit Corporation Law), asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 7237 of the California Nonprofit Mutual Benefit Corporation Law.

Article IV

OFFICERS

Section 1. Commodore. In the absence of the Board, the Commodore shall be in charge of the affairs of the Corporation, shall preside at all Board and membership meetings and shall make a detailed report at the annual membership meeting with respect to the affairs of the Corporation since the preceding annual meeting.

Section 2. Vice-Commodore. The Vice-Commodore shall perform all of the duties of the Commodore in his or her absence or disability, such other duties as may be fixed by the Board and shall supervise club maintenance and improvements.

Section 3. Rear Commodore. The Rear Commodore shall perform all of the duties of the Commodore and Vice-Commodore in their absence or disability, such other duties as may be fixed by the Board and shall be in charge of and responsible for the maintenance of the meeting hall and for providing special activities at the annual membership meetings.

Section 4. Secretary. The Secretary shall keep the minutes of all Board and membership meetings, be custodian of all records, books and papers of this Corporation and relating to his or her office, give notices of meetings when required and perform such other duties as may be fixed by the Board. He or she shall be in charge of the corporate Seal, shall keep the minute book updated and shall see that the requisite corporate legal documents are filed.

Section 5. Treasurer. The Treasurer shall deposit all funds and disburse the same; maintain a record of receipts and disbursements; make an annual financial report to the membership and at least quarterly reports to the Board; keep a Membership Book showing the name and address of each Member, the status of their account and the date of termination; be bonded at the Corporation's expense in an amount of not less than Three Thousand Dollars ($3,000) and perform such other duties as fixed by the Board. At least once a year the financial reports and records for the corporation shall be reviewed and a written report of the findings and recommendations shall be submitted to the Board. The Board will select three (3) members in good standing to make this review or select a qualified CPA to make this review. The Board shall transmit this report to the Members at the next succeeding membership meeting. All purchases involving more than one~~Five~~ thousand five h~~H~~undred d~~D~~ollars ($1,5~~,~~0~~0~~0.00) must have the approval of the Board. Checks must be signed by the Treasurer and at least one other officer designated by the Board.

Formatted: Font color: Auto

Section 6. Financial Chairman. The Financial Chairman may appoint a Ways and Means Committee to assist in raising funds for the Corporation's activities. The activities of the Ways and Means Committee shall be subject to the prior approval of the Board.

Section 7. Club Activities Chairman. Subject to approval of the Board, the Club Activities Chairman shall manage all club activities.

Section 8. Publicity Chairman. Subject to approval of the Board, the Publicity Chairman and his or her Committee shall publicize the activities of the Corporation.

Section 9. Membership Chairman. The Membership Chairman shall coordinate the activities of his or her committee. This shall include reasonable investigation of prospective members and prompt recommendations to the Board, including return of the completed Certificate of Eligibility and Membership Transfer Application forms.

Section 10. Successive Terms, Vacancies, Resignations. ~~No person shall hold the same office for more than two (2) full consecutive terms without at least one (1) term of that office intervening.~~ No person shall hold more than one (1) office in the Corporation at the same time. All Directors/Officers shall serve without compensation except the Secretary and Treasurer whose compensation shall be fixed by the Board. Whenever a vacancy occurs in an office of the Corporation, the next succeeding membership meeting shall elect a Member to serve for the balance of the unexpired term. In the meantime the vacancy may be filled by the Board. Any officer may resign at any time by delivering a written resignation to the Commodore and, in event of his or her resignation, to the Secretary.

Section 11. Terms of Office. All officers shall be elected to serve for two (2) year terms, except for the purpose of consistent management, officers may continue to serve upon membership approval ~~**the Commodore, Secretary and Treasurer who shall be elected to serve for one (1) year terms.**~~ . Terms of office shall be measured by the Corporation's fiscal year.

Formatted: Font color: Auto

Article V

CORPORATE RECORDS, REPORTS AND SEAL

Section 1. Maintenance of Corporate Records. The Corporation shall keep at its principal office in the State of California:

A. Minutes of all meetings of Directors, Committees of the Board and membership meetings, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

C. A copy of the Corporation's Articles of Incorporation and By-Laws as amended to date, which shall be open to inspection by the Members, if any, of the Corporation at all reasonable times during office hours.

Section 2. Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind, and to inspect the physical properties of the Corporation.

Section 3. Right to Copy and Make Extracts. Any inspection under the provision of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 4. Annual Report. The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation, which report shall contain the following information in appropriate detail:

A. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

B. The principal changes in assets and liabilities, including trust funds, during the fiscal year;

C. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes for the fiscal year;

D. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and

E. Any information required by Section 5 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 5. Annual Statement of Specific Transaction. This Corporation shall mail or deliver to all Directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

A. Any transaction in which the Corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

   1. Any Director or officer of the Corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

   2. Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than ONE THOUSAND DOLLARS ($1,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than ONE THOUSAND DOLLARS ($1,000).

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transaction, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

Article VI

FISCAL YEAR

Section 1. Fiscal Year of the Corporation. The fiscal year of the Corporation shall begin on January 1 and end on December 31 in each year.

Article VII

MISCELLANEOUS

Section 1. Seal. This Corporation shall have a corporate seal consisting of a circle bearing on its circumference the words "TRI-COUNTIES CLUB, INC., incorporated October 13, 1955."

Section 2. Terms. The following terms shall have the meanings set opposite them unless the context clearly indicates to the contrary:

A. "Board" means the Board of Directors of the Corporation.

B. "Members" means the Active Members of this Corporation. "His", "hers", "its" are used herein without limitation as to number or gender.

C. "Spouse" means the husband or wife of the Member which relationship shall be deemed to continue until death or until a final decree of divorce.

D. “Son” or “daughter” means a lawful blood descendent in the first degree of the parent designated. An adopted child or stepchild of the spouse shall be considered as lawful blood descendent of the parent.

Section 3. Liquidation. Upon liquidation, voluntary or involuntary, of this Corporation, after payment of all of its obligations, its assets shall be converted into cash which shall be distributed to the Members in equal shares less any monies owing by the particular Member to the Corporation.

Section 4. Notices. Notices with respect to these By-Laws shall be deemed to have been duly given when the notice has been electronically mailed or deposited in the United States Postal Depository, addressed to each Member at the address shown in the Membership Book. If no such address is given, notices mailed to the Member’s last known address or mailed to him or her at the Corporation’s address shall be deemed duly given.

Section 5. Amendment of By-Laws. Two-thirds of the Members present at any special or annual membership meeting may adopt, amend, repeal or revise the By-Laws if at least (5) five days’ notice of the substance of the proposed action is given. The Board may from time to time recommend to the Members any such changes in the By-Laws.

SECRETARY'S CERTIFICATE OF ADOPTION OF RESTATED BY-LAWS

OF

TRI-COUNTIES CLUB, INC.

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of TRI-COUNTIES CLUB, INC., a California Nonprofit Mutual Benefit Corporation.

2. That the foregoing By-Laws constitute the By-Laws of said corporation as adopted by the Directors of said corporation on ~~November~~ January 22~~__~~, 2022~~13~~, and by the Members of the corporation on ~~November~~ February 10~~__~~, 2022.~~13 and restated per affirmative vote of the Membership on March __, 2015.~~

IN WITNESS WHEREOF, I have hereunto subscribed my name this Tenth ~~____________~~ day of ~~March~~February, 2022~~015~~.

Sharon Spatafora

Secretary

~~Secretary~~

Formatted: Indent: First line: 0"

Formatted: Font: Brush Script MT, 26 pt

Formatted: Font: 22 pt

Formatted: Right