

ONDULANDO CLUB, INC.  
632 SKYVIEW TERRACE  
VENTURA, CALIFORNIA 93003

BY-LAWS OF ONDULANDO CLUB

ARTICLE. 1.  
ADMINISTRATION

SECTION. 1. NAME AND PURPOSE

This corporation shall be known as the ONDULANDO CLUB, INC. Throughout this document the words ONDULANDO CLUB and CLUB and CORPORATION shall be used interchangeably. The object of the Club shall be to promote and maintain swimming, other sports, recreation social activities, friendship and neighborliness among its members.

SECTION. 2. SEAL

The club shall have a seal which will consist of two concentric circles depicting a life buoy. The words "ONDULANDO CLUB, INC. MARCH 3, 1958" shall be included prominently within the seal.

SECTION. 3. COLORS

The official Club colors shall be green and white.

SECTION. 4. MANAGEMENT

The management of the affairs of the Club shall be vested in a Board of Directors consisting of seven (7) Certificate members who shall be elected as hereinafter provided (see Art. III Sec. 1). The Directors shall conduct the affairs of the Club in conformity to the laws of the State of California and Articles and By-Laws of the Corporation. All actions of and decisions by the Board of Directors shall be subject to review by the membership at any a Annual or Special Meeting.

ARTICLE. II.  
MEMBERSHIP

SECTION. 1. CERTIFICATE MEMBERS

Certificate members are those who have been elected to Certificate membership as provided in these By-Laws. All property owners in the tract of land containing 320 acres, more or less, as described in the deed from Clay Claber, et. al., to John T. Culbertson, et. al., dated June 30, 1954 and recorded July 6, 1954, in Book 1213 Page 275, Official Records of the County Recorder of Ventura County, California, including those subdivisions known as Ondulando Estates, Ondulando Highlands, Nob Hill Estates and Private Club Estates, hereinafter called ONDULANDO TRACTS, shall be eligible for CERTIFICATE membership in the Club. All Certificate members in good standing shall have the right to vote and to serve as officers on the Board of Directors (see Art. IV for more details). All property, chattels and assets of the Club

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belong to the Certificate members. Certificate members shall pay an initiation or transfer fee (whichever is applicable as the case may be), monthly dues and delinquent charges.

If there are additional applicants over the maximum established for Certificate memberships, the membership chairman shall establish a waiting list for Certificate Memberships. This waiting list shall be kept separate from the waiting list for Social Memberships (see Art. II, Sec. 2). When a vacancy exists, the membership chairman shall offer the membership to the persons on the waiting list in chronological order beginning with the person who has waited the longest.

Any Certificate membership that originates outside of the processes listed below shall be declared void and the Certificate value shall be nil.

A Certificate member in good standing who decides to terminate his/her membership may do so by:

1. Notifying the Secretary of the Board of Directors of the intent to terminate the membership ;
2. Including his/her Certificate membership with the sale of his/her property, or ;
3. Placing his/her certificate for sale, privately. The member must be in good standing when the membership is sold.

The purchaser of such Certificate membership must be a person eligible for Certificate membership as defined in the terms of Art. II., Sec. 1.

The Board of Directors shall be notified of all sales of Certificate memberships within thirty (30) days of the sale. Notification shall be made via mail. If the Board of Directors does not receive notification of the sale of the Certificate membership within thirty (30) days of the sale of said Certificate membership, the transaction shall be considered void.

## SECTION. 2. SOCIAL MEMBERS

SOCIAL MEMBERS shall be property owners residing in the City of San Buenaventura or within said city's Local Agency Formation Committee's (LAFCO) defined sphere of influence. The residential area requirements for Social Membership may be modified at any time by the Board of Directors in order to encourage the growth and betterment of the club. Upon a majority vote by the Board of Directors and payment of the prescribed initiation fee, and applicant shall become a Social Member of the Club. Social Members have all of the rights and privileges of Certificate Members except the right to vote and to hold office on the Board of Directors. Social Members shall pay dues in accordance with the dues structure as determined by Board of Directors or by the membership at any Annual or Special Meeting.

The total number of social members shall be established by the Board of Directors consistent with maintaining an enjoyable, uncrowded atmosphere at the Club. The total number of social memberships shall be limited to a maximum of 120 (one hundred twenty) or the difference between 250 (two hundred fifty) and the total number of e Certificate memberships, whichever is the less.

If there are additional applicants over the maximum established, the membership chairman shall establish a waiting list for Social Memberships. When a vacancy exists, the membership chairman shall offer the membership to the persons on the waiting list in chronological order beginning with the person who has waited the longest.

### SECTION. 3. APPLICATIONS FOR MEMBERSHIP

All applications for membership (both Certificate and Social) shall be in writing signed by the applicant and endorsed by the Membership Chairman. The approval by the Board of Directors of the membership must be by majority vote. All applications must be accompanied by the initiation and/or transfer fee and the first quarter's dues.

### SECTION. 4. FEES

Fees shall be divided into two categories: Membership approved and Board of Directors approved.

Membership approved fees may only be initiated, rescinded, increased or decreased by Certificate Members at any Annual Meeting or at a Special Meeting where notice is given that fees shall be discussed.

Board of Directors approved fees may be increased or decreased at any regularly scheduled Board of Directors meeting where a quorum exists. Fee increases/decreases require a two-thirds majority vote of the Board of Directors in favor of the fee change. Each Board of Directors approved fee change may only be initiated once per calendar year. Board of Directors approved fees may be placed in abeyance by the majority vote of the Board of Directors at any regularly scheduled monthly meeting where a quorum exists. Certificate members must be notified of Board of Directors approved fees placed in abeyance at the next Annual Meeting or Special Meeting, whichever comes first.

Board of Directors approved fees in force:

1. Rental fees. Rental fees are incurred every time that the Club is rented out by a member for a private function. See the Fees Schedule of the Ondulando Club for current rental fees schedule.
2. Guest fees. Guest fees are incurred every time that a member brings a non-member, or guest, to the Club. See the Fees Schedule of the Ondulando Club for current guest fees schedule.
3. Inactive membership fee. A Certificate member in good standing may place his/her membership on an inactive status. (See Art. II, Sec. 10) See the Fees Schedule of the Ondulando Club for current inactive membership fee schedule.
4. Penalty Fees. Penalty fees cover matters such as, but not limited to, delinquency, damage to Club property, failure to abide by these By-Laws or the Rules and Regulations of the Ondulando Club. See the Fees Schedule of the Ondulando Club for current penalty fees schedule.

Membership approved fees in force:

1. Certificate fee. Certificate fees shall only be imposed once and must be paid in full before a membership becomes active. Applicants for Certificate membership shall pay a non-refundable Certificate fee which entitles the bearer to the rights, responsibilities and duties outlined in these By-Laws. See Art. II, Sec. 1. See the Fees Schedule of the Ondulando Club for the current Certificate fee schedule.
2. Initiation fees. Initiation fees shall only be imposed once and must be paid in full before a membership becomes active. Applicants for Social Membership shall pay a non-refundable initiation fee. See Rules and Regulations of the Ondulando Club for current initiation fee schedule.
3. Assessments. Assessments are fees that may only be approved by the Certificate Membership at an Annual or Special Meeting of the Membership. Assessments may only be levied for specific capital improvements or debt relief. No more than one (1) assessment may be levied in any twelve (12) month period.

#### SECTION. 5. PAYMENT OF DUES

Dues shall be paid quarterly, during the first month of each calendar quarter. Dues shall only be determined by a majority vote of the Certificate membership at any Annual Meeting or at a Special Meeting of the Membership called specifically to address the issue of dues. If dues are not paid by the first day of the second month of a calendar quarter, the membership shall be delinquent and a delinquency fee (as determined by the two-thirds vote of the Board of Directors or by a majority vote of the Certificate membership at any Annual or Special Meeting of the Membership) shall be assessed.

#### SECTION. 6. IN-KIND FEES

No in-kind fees shall be accepted.

#### SECTION. 7. DELINQUENCY

A member who has become delinquent shall be considered not in good standing. All Club rights and privileges shall be denied to delinquent members. The Board of Directors shall have the power to revoke any membership when delinquent dues and fees exceed two quarter's dues. If a member's quarterly dues are more than thirty (30) days past due, access to the Club may be restricted as the Board sees fit. As soon as a member becomes delinquent, all rights and privileges of Club membership are placed on hold. Membership privileges may be revoked after a member's dues have gone two (2) quarters into arrears and all rights and privileges revert to the Club.

#### SECTION. 8. MEMBERSHIP CERTIFICATES

There shall be issued to each new Certificate member a Certificate of Membership and copies of the By-Laws and Rules and Regulations of the Ondulando Club.

When a Certificate membership is terminated the Membership Certificate (as well as any keys or gate access key cards, etc.) shall be surrendered to the Board of Directors.

## SECTION. 9. PROPERTY RENTALS BY CERTIFICATE MEMBERS

A Certificate Member in good standing who moves from the Ondulando area and rents his Ondulando house may continue his/her membership and permit the renter to use the Club facilities under the member's name, if approved by the Board of Directors. The Certificate member must submit his/her request thirty (30) days in advance in writing to the Board of Directors giving the Certificate member's name, membership number and new address, as well as the complete names of the renter and all persons who reside in the rented house. A majority vote of the Board is required for approval. The Board will notify the member of its decision. If approved, the Secretary, or designee, will place the renter's name on the mailing list. The renter will, in effect, be a guest at the club but no guest fees shall be charged to the Certificate member for the renter's use of the Club. The Certificate member shall be responsible for the renter's conduct. The Certificate member shall be responsible for the membership dues and fees. The Certificate member shall retain all rights and privileges accorded to a Certificate member outlined in Art. II Sec. 1. Renters may not vote in Club elections or serve on the Board of Directors.

## SECTION. 10. INACTIVE MEMBERSHIPS

A. TO BECOME INACTIVE Certificate members may choose to place their membership in an inactive status for a period of either twelve (12) consecutive or twenty-four (24) consecutive months. Members who wish to be placed on inactive status must notify the Board of Directors in writing. The certificate may be maintained on the inactive list for a one-time fee for a period not to exceed twenty-four (24) consecutive months within such time the membership must be either sold or revived as a Certificate membership. While the Certificate is on the inactive list, the members may not use the Club facilities unless they are signed in as a guest of another member. If the inactive fee is not paid within a period of one (1) month from the date of inactive status, or if the Certificate is not sold within a period of twenty four (24) months, the certificate becomes void and all rights, privileges and value revert to the club, and the former member relinquishes all claim. A member shall not be allowed to return to inactive status until a period of time equal to the amount of time that the member was on inactive status shall have passed. Delinquent members may not become inactive. Inactive members have no voting or participation rights (e.g., may not serve as members of the Board of Directors) with the exception of Certificate value if the Ondulando Club should liquidate its holdings. If and when membership certificates are sold, the inactive member will be reimbursed for the full par value or will be assessed just the same as other Certificate members, whichever the case may be. At no time shall there be more than five (5) inactive members.

B. TO REACTIVATE MEMBERSHIP If an inactive member decides to reactivate their certificate and it has not been sold, s/he may do so within a period of not more than two (2) years from the date of inactive status. The certificate may only be reactivated upon payment of all dues accrued from the date of the inactive status, subject to approval of the Board of Directors. Under exceptional cases, the Board may approve the waiving of payment of the dues accrued from the date of the inactive status subject to a two-thirds majority vote of the Board. The inactive membership fee may be applied to payment of all-back dues.

## ARTICLE. III.

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## BOARD OF DIRECTORS AND OFFICERS

### SECTION. 1. ELECTION AND TERM OF OFFICE

The management of affairs and determination of policies of the Club shall be vested in the Board of Directors consisting of seven (7) Certificate members. Elections shall be held at the Annual Meeting of the Membership. On even-numbered years, three (3) new Directors will be elected. On odd-numbered years, four (4) new Directors will be elected. Each Director will be elected for a term of two (2) years. Directors may be removed from the Board of Directors by a vote of the membership at any Annual Meeting or at a Special Meeting of the membership specifically called for that purpose. Vacancies on the Board of Directors created by a recall vote of the membership or by the resignation of a Board member may be filled by appointment at the discretion of the Board of Directors to serve the remainder of the two (2) year term. The Board shall have the power to fill any vacancies among the officers or Directors by a majority vote of the Directors present at any regular meeting or any special meeting of the Board called for that purpose, and the person so appointed shall hold office until the next annual meeting of the Club or until his successor is elected. The most recent past President, not an elected member of the Board, shall serve as an ex-officio, non-voting member of the Board.

At least three (3) weeks prior to the Annual Meeting, the Board of Directors shall nominate Certificate Members in good standing who are willing to serve as Members of the Board of Directors. The Board shall mail notice of the Annual Meeting to all Certificate members in good standing at least two (2) weeks prior to the Annual Meeting. Other nominations of Certificate members in good standing may be made from the floor during the Annual Meeting with the knowledge and consent of the nominee. See Art. V for more information on the Annual Meeting.

The Board of Directors shall also appoint three (3) judges from the Certificate membership to conduct the election, one of whom must be present during the entire time the polls are open. The polls shall be located at the Ondulando Clubhouse and voting shall be by written ballot. The polls shall be open for a period of two (2) hours from 2 p.m. to 4 p.m. and every Certificate Member in good standing shall be entitled to vote in person or by proxy in writing, filed with an election judge prior to the close of polls on election day.

The judges shall count the votes and report to the President the names of the candidates and number of votes for each. A plurality shall elect and the President shall announce the successful candidates at the close of the Annual Meeting. In the event two or more candidates have received an equal number of votes and all cannot be elected, a ballot shall be taken at the Annual Meeting between the candidates having an equal number of votes and, of these, the one or ones receiving the greater number of votes shall be declared elected. Their term of office shall begin immediately after election.

Directors may be elected at any Special Meeting held for that purpose. All Directors shall hold office until their respective successors are elected.

No person other than family members (excluding renters) of Certificate Members in good standing over the age of 18 shall be eligible for election to the Board of Directors. Term of office shall not be more than two (2) consecutive elected or appointed terms or five (5) years, whichever is the greater. If a Certificate member has served on the Board for two consecutive terms, s/he may run for election to the Board again only after a period of one (1) year has elapsed. Any member of the Board of Directors failing to attend three (3) regular meetings of the Board in any consecutive twelve (12) month period shall have his seat on the Board declared vacant by the President at the next regular meeting of the Board, unless such absences are excused by a majority vote of the Board of Directors.

#### SECTION. 2. REGULAR MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet regularly (at minimum, once a month) at a time convenient for the Board. All meetings of the Board of Directors shall be held in the Ondulando Clubhouse and the membership is encouraged to attend all meetings. The meeting time shall be made known to the entire membership as soon as a regular meeting time is arranged. At the first meeting after the Annual Meeting, the Board shall organize by electing a President, Vice President, Secretary and Treasurer. The President and Vice president must be from the membership of the Board of Directors. The Secretary and Treasurer need not be Directors but must be Certificate Members in good standing. Ideally, all officers of the Club shall also be members of the Board of Directors. The Board of Directors may re-organize at any Regular Meeting or at any Special Meeting specifically called for that purpose by removing and replacing any President, Vice President, Secretary, Treasurer, or any Board-appointed committee chairperson. Recalls of Board members are subject to a two-thirds vote.

#### SECTION. 3. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

Special Meetings of the Board of Directors may be called at any time by the Secretary on order of the President or of two or more Directors. Each Director shall be given notice at least two (2) business days prior to such meeting. Minutes of Special Meetings of the Board of Directors shall be read at the next Regular Meeting. Notice of a Special Meeting of the Board of Directors shall be posted in conspicuous places at the Ondulando Club. This section may be suspended for meetings on exigent matters.

#### SECTION. 4. QUORUM

Quorum shall be defined as four (4) members of the Board of Directors. Less than a quorum may adjourn any meeting which may be held on a subsequent date provided a quorum is present at such deferred meeting.

#### SECTION. 5. DECORUM & ORDER

At all times, decorum and civility shall prevail at Board meetings. Robert's Rules of Order shall be used to guide the Board in the discharge of its duties. Failure of any Board member to abide by these By-Laws may be grounds for discharge from the Board of Directors subject to a two-thirds majority vote of the Board.

#### SECTION. 6. POWERS

The Board of Directors shall have the power and authority to make rules of conduct for the use of the Club property; and to do all things necessary and consistent with the laws of the State of California and these By-Laws, to control and manage the affairs of the Club. These rules shall be codified in an official document crafted and approved by the Board of Directors. The document shall be called the Rules and Regulations of the Ondulando Club. Should the By-Laws and Rules and Regulations of the Ondulando Club be found to be in conflict, the By-Laws shall prevail.

The Board of Directors shall have the power and authority to fix and enforce penalties for all and any violations of the By-Laws and Rules and Regulations of the Ondulando Club.

The Board of Directors shall have the power and authority to prescribe rules for the admission of guests to the Club.

The Board of Directors shall have the power and authority to suspend or expel members. The Board of Directors may not vote on the proposed suspension or expulsion of a member until said member has received written warning of the impending action and a period of at least three (3) business days has passed. The member shall be provided an opportunity to address the Board before any final vote is taken regarding his/her membership. The Board shall have the power to expel and forfeit the membership of any member for conduct on his/her/their family/their guests part which is likely, in the Board's opinion, to injure the welfare or character of the Club, or for any conduct in violation of these By-Laws or the Rules and Regulations of the Ondulando Club. The Board shall have the power to condone or excuse acts or conduct which would otherwise be grounds for suspension or expulsion, and to reinstate members upon such terms and conditions as the Board may prescribe.

The decision of the Board of Directors shall be final as to what conduct is likely to injure the welfare or character of the Club and what constitutes a violation of the By-Laws or Rules and Regulations of the Ondulando Club. The decision of the Board of Directors on all questions concerning the construction of the By-Laws and Rules and Regulations of the Ondulando Club however, may be rescinded by the Certificate members of the Club at an Annual Meeting or a Special Meeting called for that purpose.

All rights and powers not expressly given to the Board of Directors shall be rights and powers retained by Certificate members as a body.

#### SECTION. 7. COMPENSATION

Monetary compensation for services shall be extended to all members of the Board of Directors. Compensation shall only be disbursed to Board members in attendance at the Regular Meetings of the Board of Directors. At no time shall compensation be greater than the monthly dues for a Certificate membership. Additionally, each Board member receives one (1) free party rental per calendar year. Board members making use of said party rental shall still be required to make arrangements with the Reservations Chairperson. Board Members shall not be charged a party deposit fee.



ARTICLE. IV.  
OFFICERS AND COMMITTEES

SECTION. 1. PRESIDENT

It shall be the duty of the President to preside at all meetings of the Board of Directors and at all meetings of the Membership; to call Special Meetings of the Board of Directors as are necessary; to see that: the By-Laws, Rules and Regulations of the Ondulando Club are enforced; to supervise the affairs of the Club; to make a report, at the Annual Meeting, of the general business of the Club during the previous year. S/He shall nominate members for such committees as are necessary for the proper operation of the Club. Such nominations shall be presented to the Board for approval. The President shall be an ex-officio member of all committees.

S/He shall sign jointly with the Secretary and Treasurer all contracts, bonds, and other instruments in writing that have been approved by the Board of Directors. The President, or designee, may sign checks jointly with the Vice President or Treasurer for payment of Club indebtedness.

SECTION. 2. VICE PRESIDENT

In the absence or incapacity of the President, the Vice President shall perform the duties and have the powers of the Presidency. The Vice-President shall also be responsible for the publishing of a newsletter that explains the current state of affairs of the Club. The newsletter shall be published as is necessary, at minimum once a year.

SECTION. 3. SECRETARY

The Secretary shall record the minutes of all meetings of the Board of Directors and all meetings of the membership, and shall perform such other secretarial duties as the Board of Directors may dictate. At the annual meeting, the Secretary shall read the minutes of the previous Annual Meeting and the minutes of all special Meetings of the membership held during the past year.

SECTION. 4. TREASURER

The Treasurer shall have custody of all monies and securities of the Club and shall have supervision of the regular books of account. S/He shall disburse the funds of the Club in payment of just demands against the Club, or as may be ordered by the Board of Directors. S/He may sign checks jointly with the President or Vice President, or designee, for payment of Club indebtedness. S/He shall render an account of all his/her transactions as Treasurer and of the financial condition of the Club at such time as the Board shall direct. S/He shall present to each attending member, in writing, at all Annual and Special Meetings of the membership, a complete report of the financial condition of the Club. S/He shall present to each attending member, in writing, at the Annual Meeting a proposed budget for the next fiscal year. S/He shall also send copies of the Club's financial condition and budget to those members not present who have expressed an interest in receiving a copy. The budget must be approved, with any additions or deletions by those members present.

SECTION. 5. MISCELLENEOUS

No one (1) person shall be allowed to fill the position of two (2) officers. At no time shall more than one officer's position be vacant. The positions of President and Vice President must be filled

from members of the Board of Directors. The positions of Secretary and Treasurer may be filled by Certificate members who are not on the Board of Directors. All officers' positions must be approved by a majority of the Board of Directors. At any time, the officers of the Board of Directors may be reorganized.

#### SECTION. 6. STANDING COMMITTEES

Reservations, Membership, Lifeguards, and Buildings and Grounds shall be standing committees of the Ondulando Club. Each committee shall have a chairperson who reports to the Board of Directors at the Regular Meetings. The Chairpersons may also be called upon to present reports at Annual Meetings, Special Meetings of the Membership or Special Meetings of the Board of Directors. A member of the Board shall be on each committee and the President of the Club shall be an ex-officio member of the each committee. The Board of Directors may create a new standing committee at any time. The membership shall be notified of the purpose/charge of all new standing committees at the next Special Meeting of the Membership or Annual Meeting, whichever comes first.

#### SECTION. 7. AD HOC COMMITTEES

The term ad hoc committee shall stand for any committee other than the Board of Directors or a Standing Committee. Ad hoc committees shall be formed by the Board of Directors for a specific purpose and to serve for a specified amount of time. A member of the Board of Directors shall be on each ad hoc committee. The President shall be an ex-officio member of each ad hoc committee. The chairperson of each ad hoc committee need not be a member of the Board of Directors. At the conclusion of the ad hoc committee, the chairperson of the committee shall make a report at the next Regular Meeting, Special Meeting of the Membership, Special Meeting of the Board or Annual Meeting that occurs after the committee has achieved its stated charge.

### ARTICLE. V. ANNUAL MEETING

#### SECTION. 1. ANNUAL MEETINGS

The Annual Meeting of the membership shall be held at the Ondulando Clubhouse during the month of November, and the officers at that time shall report on their accounts and the general business of the Club. The Secretary shall mail a written notice of the Annual Meeting to each Certificate member in good standing at least two (2) weeks prior to the meeting date. The notice shall contain detailed agenda for the meeting, including specific information regarding proposed changes in the By-Laws, membership-approved fees, dues and other financial matters.

The order of business at the Annual Meeting shall be as follows:

- I. Call to order
- II. Confirmation of a quorum
- III. Proof of notice of meeting
- IV. Minutes of previous Annual Meeting and any Special Meetings of the Membership

- V. Reports
  - A. Officers
    - 1. President (Annual Report)
    - 2. Treasurer (Annual Budget Report)
    - 3. Other (If necessary)
- VI. Old Business
- VII. New Business
  - 1. Election of Board Members
  - 2. Open Forum
- VIII. Adjournment

## SECTION. 2. SPECIAL MEETINGS OF THE MEMBERSHIP

The Board of Directors may call Special Meetings of the Certificate members of the Club by giving at least five (5) business days notice in writing mailed to the Certificate members in good standing. The notice shall contain an agenda and detailed and specific information regarding any proposed changes in these By-Laws, membership-approved fees, dues and other financial matters.

A Special Meeting may also be called by ten (10) Certificate members by mailing a copy of such notice to the Secretary. The notice mailed to the Secretary must include a time and date for the proposed Special Meeting, an agenda and detailed and specific information regarding any proposed changes in these By-Laws, an intent to recall a member of the Board of Directors, membership-approved fees, dues and other financial matters. The Secretary shall thereupon confirm if the Ondulando Clubhouse is available for the date selected and, if available, shall give notice by mail of a Special Meeting to the Certificate members in good standing.

## SECTION. 3. QUORUM

At any meeting of the Certificate members of the Club, ten percent (10%) of the Certificate membership shall constitute a quorum and all business transacted by a meeting so constituted shall be valid. Proxies may be counted toward quorum. If a quorum be not present at a properly called meeting, the meeting shall be adjourned by those present and held at a later date provided written notice of such adjourned meeting is sent to all Certificate members at least five (5) business days prior to the time set for such adjourned meeting.

## SECTION. 4. VOTING

Simple majority votes shall be all that is necessary for a motion to pass. Votes that require a two-thirds majority vote must have five (5) Board members voting in favor of the motion in order for it to carry.

## ARTICLE. VI. MISCELLANEOUS

### SECTION. 1. FISCAL YEAR

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The fiscal year of the Club shall be December 1 through November 30.

#### SECTION. 2. INDEBTEDNESS

No indebtedness, other than regular monthly operating disbursements, shall be incurred by the Board of Directors in behalf of the Club exceeding \$10,000 for any purpose without authorization of a majority vote of the Certificate members present at an Annual Meeting or at a Special Meeting called for that purpose.

#### SECTION. 3. FAMILY PRIVILEGES

Mothers, Fathers, Sisters, Brothers and permanent live-in persons are entitled to family privileges. Family privileges shall be defined as full use of the Club and its grounds, as well as the responsibilities pertaining thereto. All family members, as defined in this section but excluding renters, of Certificate members over the age of 18 shall be considered eligible for election or appointment to the Board of Directors.

#### SECTION. 4. GUESTS

A Guest is any person(s) who is not a member of the Ondulando Club, and not covered by Art. VI, Sec. 3, Family Privileges.

Any member in good standing may invite guests to the Club not to exceed eight (8) in number at any one time, except as provided for in Art. VI, Sec. 8, Private Parties, to use all the facilities of the Club. Children under 16 years of age must be accompanied at all times by a parent or other responsible person who is 18 years or older. Children under 18 attending the Club without their parent are restricted to two guests at a time. Members must be present at the Club at all times whenever guests are signed in under a member's name. The member will be charged the fees for each guest as established by the Board of Directors. Members shall be responsible for check-in register and recording of all their guests.

Members shall be responsible for the conduct of their guests. Members shall be liable for any damages caused by their guests.

#### SECTION. 5. INJURY TO CLUB PROPERTY

Any member breaking or injuring any property of the Club shall pay the full cost thereof and in the case of willful or intentional breaking or injury, shall be subject to such other penalty as the Board of Directors may impose.

#### SECTION. 6. CONDUCT OF FAMILY AND GUESTS

Each member will be held responsible for the compliance by his family and guests with these By-Laws, the Rules and Regulations for the Ondulando Club and such rules as may hereafter be prescribed by the Board of Directors.

The Board of Directors shall make, publish and distribute to the membership the Rules and Regulations of the Club to govern the use of the Club facilities. A copy of said Rules shall be posted in a conspicuous place at the Ondulando Clubhouse.

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#### SECTION. 7. CHANGE OF ADDRESS

All members must immediately notify the Treasurer of any change of address. Failure to do so may result in suspension or expulsion from the Club.

#### SECTION. 8. PRIVATE PARTIES

Members in good standing may use Club facilities by application in writing to the Reservations Committee of the Board of Directors. A deposit, to be determined by the Board may be required. If a deposit is requested, it must be enclosed with the application. The deposit will be returned if the application is rejected. The application must give the Club member's name, membership number, address, and phone number and the date and hours requested, the facilities requested, and the approximate number of adults and children who will be in attendance. The Club's representative may exercise good judgment and approve any or all applications that s/he receives. In order for an application to be rejected other than for reasons of the facility not being available, a majority vote of the Board shall be necessary. If a reservation is Board terminated, the Board shall notify the member of its decision in writing.

Members may sponsor private parties. At sponsored parties, the member must be in attendance at all times and shall be responsible for the conduct of their guests and liable for any damages caused by their guests.

The Board shall create and approve a separate document that lists the charges and rules that apply to private parties held at the Club.

We, the Officers and Members of the Board of Directors of the ONDULANDO CLUB, do hereby certify that the By-Laws set forth above represent the existing By-Laws of the ONDULANDO CLUB as of this date.

2011 Ondulando Club Board of Directors

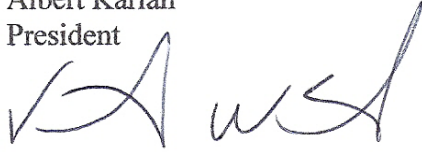
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Albert Karian  
President



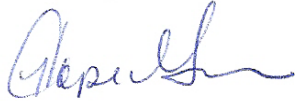
Stephanie Anderson  
Vice President



Vincent Winters  
Secretary



Marilyn Mackie  
Treasurer



Hope Goss  
Member, Board of Directors



Mary Rollino  
Member, Board of Directors



Don White  
Member, Board of Directors

2/9/11

DATE

3/7/2011