

1 PAC Bylaws

2  
3 Seminar

4  
5 9/8/2008

6  
7 7:00 PM

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20 ASSETS.  
21  
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23  
24

1 Bylaws of Park Acquisition Corporation of Marin Valley Mobile Country Club, a California  
2 Nonprofit Mutual Benefit Corporation

3  
4 **ARTICLE 1. OFFICES**

5  
6 **SECTION 1. PRINCIPAL OFFICE**

7 The principal office of the corporation for its transaction of business is located in  
8 the City of Novato, County of Marin, California.

9  
10 **SECTION 2. CHANGE OF ADDRESS**

11 The Board of Directors is hereby granted full power and authority to change the  
12 principal office of the Corporation from one location to another in Marin County,  
13 California. Any such change shall be noted by the Secretary in these Bylaws, but  
14 shall not be considered an amendment of these Bylaws.

15  
16 **ARTICLE 2. PURPOSES**

17  
18 **SECTION 1. OBJECTIVES AND PURPOSES**

19  
20 **The primary objectives and purposes of this corporation shall be:**

- 21  
22 **(a) To maintain the affordability of Marin Valley Mobile Country Club spaces**  
23 **(1) For residents**  
24 **(2) For lower income Marin County residents.**
- 25  
26 **(b) To facilitate resident purchase of Marin Valley Mobile Country Club from the**  
27 **owners of said Mobilehome Park.**
- 28  
29 **(c) To create whatever legal entity is required which conforms to state law to**  
30 **assume ownership of Marin Valley Mobile Country Club.**
- 31  
32 **(d) To negotiate with the owners and/or managers or any designated agent thereof**  
33 **on issues that affect the quality of life in the Marin Valley Mobile Country Club**  
34 **community.**
- 35  
36 **(e) To raise funds for support of technical and financial activities that facilitates**  
37 **resident purchase of Marin Valley Mobile Country Club.**
- 38  
39 **(f) To enter into any and all contracts and apply for any and all approvals necessary**  
40 **to effectuate the purchase of Marin Valley Mobile Country Club.**  
41  
42

1 ARTICLE 3. MEMBERS

2  
3 SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

4  
5 The corporation shall have only one class of members. No member shall hold more than  
6 one membership in the corporation. Except as expressly provided or authorized by the  
7 Articles Of Incorporation or Bylaws of this corporation, all memberships shall have the  
8 same rights, privileges, restrictions and conditions.

9  
10 SECTION 2. QUALIFICATIONS OF MEMBERS

11  
12 Any resident of Marin Valley Mobile County Club is qualified to become a member of  
13 this corporation.

14  
15 SECTION 3. ADMISSION OF MEMBERS

16  
17 A resident of Marin Valley Mobile Country Club shall be admitted to membership upon  
18 taking residence in Marin Valley Mobile Country Club as the primary residence.

19  
20 SECTION 4. FEES. DUES AND ASSESSMENTS

- 21  
22 (a) No fee shall be charged for admission to membership in the corporation.  
23  
24 (b) The annual dues payable to the corporation by members shall be in such amount as  
25 may be determined from time to time by resolution of the Board of Directors.

26  
27 SECTION 5. NUMBER OF MEMBERS

28  
29 The number of members is limited to the number of residents of record in the Marin  
30 Valley Mobile Country Club.

31  
32 SECTION 6. MEMBERSHIP BOOK, (by Secretary in conjunction with AFRE)

33  
34 The corporation shall keep a membership book containing the name and address of each  
35 member. Termination of the membership of any member shall be recorded in the book.  
36 Such book shall be kept at the corporation's principal office and shall be available for  
37 inspection by any Director or member of the corporation during regular business hours.

38  
39 SECTION 7 NONLIABILITY OF MEMBERS

40  
41 A member of this corporation is not, as such, personally liable for the debts, liabilities or  
42 obligations of the corporation.

1 SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

2  
3 No member may transfer for value a membership or any right arising therefrom. All  
4 rights cease upon the members death or cessation of residence in the Marin Valley  
5 Mobile Country Club.  
6

7 SECTION 9. TERMINATION OF MEMBERSHIP

8  
9 (a) Grounds for Termination. The membership of a member shall terminate upon the  
10 occurrence of any of the following events:  
11

12 (1) Upon his or her notice of such termination delivered to the President or Secretary  
13 of the corporation personally or by mail, such membership to terminate upon the  
14 date of delivery of the notice or date of deposit in the mail.  
15

16 (2) Upon a determination by the Board of Directors that the member has engaged in  
17 conduct materially and seriously prejudicial to the interests or purposes of the  
18 corporation.  
19

20 (3) Upon failure to renew his or her membership by paying dues on or before their  
21 due date, such termination to be effective thirty (30) days after a written  
22 notification of delinquency is given personally or mailed to such member by the  
23 Secretary of the corporation. A member may avoid such termination by paying  
24 the amount of delinquent dues within a thirty (30) day period following the  
25 member's receipt of written notification of delinquency.

26 (b) Procedure for Expulsion. Following the determination that a member should be  
27 expelled under subparagraph (a)(2) of this section, the following procedure shall be  
28 implemented:  
29

30 1) A notice shall be sent by first-class or registered mail to the last address of the  
31 member as shown on the corporation's records, setting forth the expulsion and the  
32 reasons therefore. Such notice shall be sent at least fifteen (15) days before the  
33 proposed effective date of the expulsion.  
34

35 (2) The member being expelled shall be given an opportunity to be heard, either  
36 orally or in writing, at a hearing to be held not less than five (5) days before the  
37 effective date of the proposed expulsion. The hearing will be held by the Board of  
38 Directors in accordance with the quorum and voting rules set forth in these  
39 Bylaws applicable to the meetings of the Board. The notice to the member of his  
40 or her expulsion shall state the date, time and place of the hearing on his or her  
41 expulsion.  
42

43 (3) Following the hearing, the Board of Directors shall decide whether or not the  
44 member should be expelled, suspended or sanctioned in some other way. The  
45 decision of the Board shall be final.  
46

1 ARTICLE 4. MEETINGS OF MEMBERS

2  
3 SECTION 1. PLACE OF MEETINGS

4  
5 Meetings of members shall be held at the principal office of the corporation or at such  
6 other place or places within or without the State of California as may be designated from  
7 time to time by resolution of the Board of Directors.

8  
9 SECTION 2. ANNUAL MEETINGS

10  
11 The members shall meet annually on the first Saturday of June in each year at 11:00 a.m.,  
12 for the purpose of electing Directors and transacting other business as may come before  
13 the meeting. Cumulative voting for the election of Directors shall not be permitted. The  
14 candidates receiving the highest number of votes, up to the number of Directors to be  
15 elected, shall be elected. Each voting member shall cast one vote, with voting being by  
16 ballot only. The annual meeting of members for the purpose of electing Directors shall be  
17 deemed a regular meeting and any reference in these Bylaws to regular meetings of  
18 members refers to this annual meeting. If the day fixed for the annual meeting falls on a  
19 legal holiday, such meeting shall be held at the same hour and place on the next Saturday.

20  
21 SECTION 3. SPECIAL MEETINGS OF MEMBERS

22  
23 Persons Who May Call Special Meetings of Members. Special meetings of members  
24 shall be called by the Board of Directors, the Chairman of the Board or the President of  
25 the corporation. In addition, special meetings of the members for the purpose of the  
26 removal of Directors and election of their replacements may be called by five percent  
27 (5%) of the members.

28  
29 SECTION 4. NOTICE OF MEETINGS

30  
31 (a) Time of Notice. Whenever members are required or permitted to take action at a  
32 meeting, a written notice of the meeting shall be given by the Secretary of the  
33 corporation not less than ten (10) nor more than ninety (90) days before the date of  
34 the meeting to each member who, on the record date for the notice of meeting, is  
35 entitled to vote thereat; provided, however, that if notice is given by mail, and the  
36 notice is not mailed by first-class, registered or certified mail, that notice shall be  
37 given twenty (20) days before the meeting.

38  
39 (b) Manner of Giving Notice. Notice of any member's meeting or any report shall be  
40 given either personally or by mail or other means of written communication,  
41 addressed to the member at the address of such member appearing on the books of the  
42 corporation or given by the member to the corporation for the purpose of notice; or if  
43 no address appears or is given, at the place where the principal office of the  
44 corporation is located or by publication of notice of the meeting at least once in a  
45 newspaper of general circulation in the county in which the principal of office is  
46 located. Notice shall be deemed to have been given at the time when delivered



1 personally or deposited in the mail or sent by telegram or other means of written  
2 communication.

3  
4 (c) Contents of Notice. Notice of a membership meeting shall state the place, date and  
5 time of the meeting and (1) in the case of a special meeting, the general nature of the  
6 business to be transacted, and no other business may be transacted, or (2) in the case  
7 of a regular meeting, those matters which the Board, at the same time notice is given,  
8 intends to present for action by members. Subject to any provision to the contrary  
9 contained in these Bylaws, however, any proper matter may be presented at a regular  
10 meeting for such action. The notice of any meeting of members at which Directors  
11 are to be elected shall include names of all those who are nominees at the time notice  
12 is given to members.

13  
14 (d) Notice of Meetings Called by Members. If a special meeting is called by members as  
15 authorized in these Bylaws, the request for the meeting shall be submitted in writing,  
16 specifying the general nature of the business proposed to be transacted and shall be  
17 delivered personally or sent by registered mail or by telegraph to the Chairman of the  
18 Board, President, Vice President or Secretary of the corporation. The officer  
19 receiving the request shall promptly cause notice to be given to the members entitled  
20 to vote that a meeting will be held, stating the date of the meeting. The date for such  
21 meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor  
22 more than ninety (90) days after the receipt of the request for meeting by the officer.  
23 If notice is not given within twenty (20) days after the receipt of the request, persons  
24 calling the meeting may give notice themselves.

25  
26 e) Waiver of Notice of Meeting. The transactions of any meeting of members, however  
27 called and noticed, and wherever held, shall be as valid as though taken at a meeting  
28 duly held after regular call and notice, if a quorum is present either in person or by  
29 proxy, and if, either before or after the meeting, each of the persons entitled to vote,  
30 not present in person or by proxy, signs a written waiver of notice or a consent to the  
31 holding of the meeting or an approval of the minutes thereof. All such waivers,  
32 consents and approvals shall be filed with the corporation records or made a part of  
33 the minutes of the meeting. Waiver of notices or consents need not specify either the  
34 business to be transacted or the purpose of any regular or special meetings of  
35 members, except that if action is taken or proposed to be taken for approval of any of  
36 the matters specified in subparagraph (f) of this section, the waiver of notice or  
37 consent shall state the general nature of the proposal.

38  
39 (f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be  
40 taken or is taken with respect to the following proposals, such action shall be invalid  
41 unless unanimously approved by those entitled to vote or unless the general nature of  
42 the proposal is stated in the notice of meeting or in any written waiver or notice:

43  
44 (1) Removal of directors without cause;

45  
46 (2) Filling of vacancies on the Board by members;

1  
2 (3) Amending the Articles of Incorporation; and

3  
4 (4) An election to voluntarily wind up and dissolve the corporation.

5  
6 SECTION 5. QUORUM FOR MEETINGS

7  
8 A quorum shall consist of ten percent (10%) voting members of the corporation.

9  
10 The members present at a duly called and held meeting at which a quorum is initially  
11 present may continue to do business notwithstanding the loss of a quorum at the meeting  
12 due to a withdrawal of members from the meeting provided that any action taken after the  
13 loss of a quorum must be approved by at least a majority of the members required to  
14 constitute a quorum.

15  
16 When a meeting is adjourned for lack of a sufficient number of members at the meeting  
17 or otherwise, it shall not be necessary to give notice of the time and place of the  
18 adjourned meeting or of the business to be transacted at such meeting other than by  
19 announcement at the meeting at which the adjournment is taken of the time and place of  
20 the adjourned meeting. Notice of the adjourned meeting shall be required, however, if  
21 adjournment is for more than forty five (45) days from the date of the original meeting.

22  
23 In the absence of a quorum, any meeting of the members may be adjourned from time to  
24 time by vote of a majority of the votes represented in person or by proxy at the meeting,  
25 but no other business shall be transacted at such meeting.

26  
27 Notwithstanding any other provision of this Article, if this corporation authorizes  
28 members to conduct a meeting with a quorum of less than one-third (1/3) of the voting  
29 power, then if less than one-third (1/3) of the voting power actually attends a regular  
30 meeting, in person or by proxy, then no action may be taken on a matter unless the  
31 general nature of the matter was stated in the notice of the regular meeting.

32  
33 SECTION 6. TWO THIRDS (2/3) ACTION AS MEMBERSHIP ACTION

34  
35 Every act or decision done or made by two-thirds (2/3) of the voting members in person  
36 or by proxy at a duly held meeting at which a quorum is present is the act of members,  
37 unless the law, the Articles of Incorporation of this corporation or these Bylaws require a  
38 greater number.

39  
40 SECTION 7. VOTING RIGHTS

41  
42 Each member is entitled to one vote on each matter submitted to a vote by the members.  
43 Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall  
44 be by ballot

45  
46 SECTION 8. PROXY VOTING

1  
2 Members entitled to vote have the right to vote either in person or by a written proxy  
3 executed by such person or by his or her duly authorized agent and filed with the  
4 Secretary of the corporation provided, however, that no proxy shall be valid after eleven  
5 (11) months from the date of it's [sic] execution unless otherwise provided in the proxy.  
6 In any case, however, the maximum term of any proxy shall be three (3) years from the  
7 date of it's [sic] execution. No proxy shall be irrevocable and may be revoked following  
8 the procedure given in Section 5613(b) of the California Corporations Code. Further,  
9 only one proxy may be held per membership voting in person.

10  
11 All proxies shall state the general nature of the matter to be voted and, in the case of a  
12 proxy to be given to vote for the election of Directors, shall list those persons who were  
13 nominees at the time the notice of vote for election of Directors was given to the  
14 members. In any election of Directors, any proxy which is marked be [sic] a member  
15 "withhold" or otherwise marked in a manner indicating that the authority to vote for the  
16 election of Directors is withheld shall not be voted either for or against the election of a  
17 Director.

#### 18 19 SECTION 9. CONDUCT OF MEETINGS

20  
21 Meetings of members shall be presided over by the Chairman of the Board or, if there is  
22 no Chairman, by the President of the corporation or, in his or her absence, by the First  
23 Vice President of the corporation or, in the absence of all these persons, by a Chairman  
24 chosen by a majority of the voting members, present in person or by proxy. The Secretary  
25 of the corporation shall act as Secretary of all meetings of members, provided that in his  
26 or her absence, the presiding officer shall appoint another person to act as Secretary of  
27 the meeting.

28  
29 Meetings shall be governed by Robert's Rules of Order, as such rules may be revised  
30 from time to time, insofar as such rules are not inconsistent with or in conflict with these  
31 Bylaws, the Articles of Incorporation of this corporation, or with any provision of law.

#### 32 33 SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

34  
35 Any action which may be taken at any regular or special meeting of members may be  
36 taken without a meeting if the corporation distributes a written ballot to every member  
37 entitled to vote on the matter. The ballot shall set forth the proposed action, provide an  
38 opportunity to specify approval or disapproval of each proposal, provide that where the  
39 person solicited specifies a choice with respect to any such proposal the vote shall be cast  
40 in accordance therewith and provide reasonable time within which to return the ballot to  
41 the corporation. Ballots shall be mailed or delivered in the manner required for giving  
42 notice of meetings specified in Section 4(b) of this article.

43  
44 All written ballots shall also indicate the number of responses needed to meet the quorum  
45 requirement and, except of ballots soliciting votes for the election of Directors, shall state  
46 the percentage of approvals necessary to pass the measure submitted. The ballots must

1 specify the time by which they must be received by the corporation in order to be  
2 counted.

3  
4 Approval of action by written ballot shall be valid only when the number of votes cast by  
5 ballot within the time period specified equals or exceeds the quorum required to be  
6 present at the meeting authorizing the action, and the number of approvals equals or  
7 exceeds the number of votes that would be required to approve the action at a meeting at  
8 which the total number of votes cast was the same as the number of votes cast by ballot.

9  
10 Directors may be elected by written ballot. Such ballots for election of Directors shall list  
11 the persons nominated at the time the ballots are mailed or delivered. If any ballots are  
12 marked "Withhold" or otherwise marked in a manner indicating that the authority to vote  
13 for election of Directors is withheld, they shall not be counted as votes either for or  
14 against the election of a Director.

15  
16 A written ballot may not be revoked after it's [sic] receipt by the corporation or it's [its]  
17 deposit in the mail, whichever occurs first.

18  
19 **SECTION II. REASONABLE NOMINATION AND ELECTION PROCEDURES**

20  
21 This corporation shall make available to members reasonable nomination and election  
22 procedures with respect to the election of Directors by members. Such procedures shall  
23 be reasonable given the nature, size and operations of the corporation and shall include:

- 24 (a) A reasonable means of nominating persons for election as Directors.  
25 (b) A reasonable opportunity for a nominee to communicate to the members the  
26 nominee's qualifications and the reason for the nominee's candidacy.  
27 (c) A reasonable opportunity for all nominees to solicit votes.  
28 (d) A reasonable opportunity for all members to choose among the nominees.

29  
30 Any nominee for Director shall make available a half page resume that will be included  
31 with the ballot sent to all voting members.  
32  
33

1 ARTICLE 5. DIRECTORS

2  
3 SECTION 1. NUMBER

4  
5 The corporation shall have five (5) Directors and collectively they shall be known as the  
6 Board of Directors. The number may be changed by amendment of this Bylaw, or by  
7 repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

8  
9 SECTION 2. POWER

10  
11 Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law  
12 and any limitations in the Articles of Incorporation and Bylaws relating to action required  
13 or permitted to be taken or approved by the members, if any, of this corporation, the  
14 activities and affairs of this corporation shall be conducted and all corporate powers shall  
15 be exercised by or under the direction of the Board of Directors.

16  
17 SECTION 3. DUTIES

18  
19 It shall be the duty of the Directors to:

- 20  
21 (a) Perform any and all duties imposed on them collectively or individually by law, by  
22 the Articles of Incorporation or by these Bylaws.  
23  
24 (b) Appoint and remove, employ and discharge and, except as otherwise provided in  
25 these Bylaws, prescribe the duties and fix compensation, if any, of all officers, agents  
26 and employees of the corporation.  
27  
28 (c) Supervise all officers, agents and employees of the corporation to assure that their  
29 duties were performed properly.  
30  
31 (d) Meet at such times and places as required by these Bylaws.  
32  
33 (e) Register their addresses with the Secretary of the corporation, and notices of meetings  
34 mailed or telegraphed to them at such addresses shall be valid notices thereof.  
35

36 SECTION 4. TERM OF OFFICE

37  
38 Each Director shall hold of office for two (2) years. The first Board of Directors shall  
39 hold office as follows: three (3) Directors shall be elected for a term of one (1) year; two  
40 (2) Directors shall be elected for a term of (2) years. Thereafter, each Director shall hold  
41 office until the next annual meeting for election of the Board of Directors as specified in  
42 these Bylaws, and until his or her successor is elected and qualifies.  
43  
44

1 SECTION 5. COMPENSATION

2  
3 Directors shall serve without compensation except that they shall be allowed reasonable  
4 advancement or reimbursement for expenses incurred in the performance of their regular  
5 duties as specified in Section 3 of this Article. Directors may be compensated for  
6 rendering services to the corporation in any capacity other than Director unless such  
7 other compensation is reasonable and is allowed under the provisions of Section 6 of this  
8 Article.

9  
10 SECTION 6. RESTRICTIONS REGARDING INTERESTED DIRECTORS

11  
12 Notwithstanding any other provisions of these Bylaws, not more than forty percent (40%)  
13 of the persons serving on the Board may be interested persons. For purposes of this  
14 Section, 'interested persons', means either:

15  
16 (a) Any person currently being compensated by the corporation for services rendered it  
17 within the previous twelve (12) months, whether as full or part time officer or other  
18 employee, independent contractor or otherwise, excluding any reasonable  
19 compensation made to a Director as Director; or

20  
21 (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-  
22 in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

23  
24 SECTION 7. PLACE OF MEETINGS

25  
26 Meetings shall be held at the principal office of the corporation unless otherwise  
27 provided by the Board or at such place within or without the State of California which  
28 has been designated from time to time by resolution of the Board of Directors. In the  
29 absence of such designation, any meeting not held at the principal office of the  
30 corporation shall be valid only if held on the written consent of all Directors given either  
31 before or after the meeting and filed with the Secretary of the corporation or after all  
32 Board members have been given written notice of the meeting as hereinafter provided for  
33 special meetings of the Board. Any meeting, regular or special, may be held by  
34 conference telephone or similar communications equipment, so long as all Directors  
35 participating in such meeting can hear one another.

36  
37 SECTION 8. REGULAR AND ANNUAL MEETINGS

38  
39 (a) Regular meetings of the Board shall be held, without call or notice, at Marin Valley  
40 Mobile Country Club, 100 Marin Valley Drive, Novato, California 94949.

41  
42 (b) At the annual regular meeting of the corporation on the first Saturday of June in each  
43 year, Directors shall be elected by members of the Park Acquisition Corporation of  
44 Marin Valley Mobile Country Club. Cumulative voting for the election of Directors  
45 shall not be permitted. The candidates receiving the highest number of votes up to the

1           number of Directors to be elected shall be elected. Each member shall cast one vote,  
2           with voting being by ballot only.

3  
4           **SECTION 9. SPECIAL MEETINGS**

5  
6           Special meetings of the Board of Directors may be called by the President, Vice  
7           President, or by any two (2) Directors and such meetings shall be held at the place, within  
8           or without the State of California, designated by the person or persons calling the  
9           meetings, and in the absence of such resignation, at the principal office of the  
10          corporation.

11  
12          **SECTION 10. NOTICE OF MEETINGS**

13  
14          Regular meetings of the Board may be held without notice. Special meetings of the Board  
15          shall be held upon four (4) days notice by first-class mail or forty-eight (48) hours notice  
16          delivered personally or by telephone or telegraph. If sent by mail or telegram, the notice  
17          shall be deemed to be delivered on it's [sic] deposit in the mails or on it's [sic] delivery to  
18          the telegraph company. Such notices shall be addressed to each Director at his or her  
19          address as shown on the books of the corporation. Notice of the time and place of holding  
20          an adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is  
21          held no more than twenty-four (24) hours from the time of the original meeting. Notice  
22          shall be given of any adjourned regular or special meeting to Directors absent from the  
23          original meeting if the adjourned meeting is held more than twenty-four (24) hours from  
24          the time of the original meeting.

25  
26          **SECTION 11. CONTENTS OF NOTICE**

27  
28          Notice of meetings not herein dispensed with shall specify the place, day and hour of the  
29          meeting. The purpose of any Board meeting need not be specified in the notice.

30  
31          **SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

32  
33          The transactions of any meeting of the Board, however called and noticed or wherever  
34          held, are valid as though the meeting had been duly held after proper call and notice,  
35          provided a quorum, as hereinafter defined, is present and provided that either before or  
36          after the meeting each Director not present signs a waiver of notice, a consent to hold the  
37          meeting, or an approval of the minutes thereof. All such waivers, consents or approvals  
38          shall be filed with corporate records or made a part of minutes of the meeting.

39  
40

1 SECTION 13. QUORUM FOR MEETINGS

2  
3 A quorum shall consist of a majority of the Board of Directors.

4  
5 Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this  
6 corporation, or by law, no business shall be considered by the Board at any meeting at  
7 which a quorum, as hereinafter defined, is not present and the only motion the President  
8 shall entertain at such meeting is a motion to adjourn. However, a majority of the  
9 Directors present at such meeting may adjourn from time to time until the time fixed for  
10 the next regular meeting of the Board.

11  
12 When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any  
13 notice of the time and place of the adjourned meeting or business to be transacted at such  
14 meeting, other than by announcement at the meeting at which the adjournment is taken,  
15 except as provided in Section 10 of this Article.

16  
17 The Directors present at a duly called and held meeting at which a quorum is initially  
18 present may continue to do business notwithstanding the loss of a quorum at the meeting  
19 due to a withdrawal of Directors from the meeting, provided that any action thereafter  
20 taken must be approved by at least a majority of the required quorum for such meeting or  
21 such greater percentage as may be required by law, or the Articles of Incorporation or  
22 Bylaws of this corporation.

23  
24 SECTION 14. MAJORITY ACTION AS BOARD ACTION

25  
26 Every act or decision done or made by a majority of the Directors present at a meeting  
27 duly held at which a quorum is present is the act of the Board of Directors, unless the  
28 Articles of Incorporation or Bylaws of this corporation, or provisions of the California  
29 Nonprofit Mutual Benefit Corporation Law, particularly those provisions relating to  
30 appointment of committees (Section 5212), approval of contracts or transactions in which  
31 a Director has a material financial interest (Section 5233), and indemnification of  
32 Directors (Section 5238a), require a greater percentage or different voting rules for  
33 approval of a matter by the Board.

34  
35 SECTION 15. CONDUCT OF MEETINGS

36  
37 Meetings of the Board of Directors shall be presided over by the Chairman of the Board,  
38 or, if no such person has been so designated, or, in his or her absence, the President of the  
39 corporation, or, in his or her absence, by the Vice President of the corporation, or, in the  
40 absence of each of these persons, by a Chairman chosen by a majority of the Directors  
41 present at the meeting. The Secretary of the corporation shall act as Secretary of all  
42 meetings of the Board provided that in his or her absence, the presiding officer shall  
43 appoint another person to act as Secretary of the meeting.

44  
45 SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT  
46 MEETING



1  
2 Any action required or permitted to be taken by the Board of Directors under any  
3 provision of law may be taken without a meeting, if all members of the Board shall  
4 individually and collectively consent in writing to such action. Such written consent or  
5 consents shall be filed with the minutes of the proceedings of the unanimous vote of the  
6 Directors. Any certificate or other document filed under any provision of law which  
7 relates to action so taken shall state that the action was taken by unanimous written  
8 consent of the Board of Directors without a meeting and that the Bylaws of this  
9 corporation authorize the Directors to so act, and such statement shall be prima facie  
10 evidence to such authority.

11  
12 SECTION 17. VACANCIES

13  
14 Vacancies on the Board of Directors shall exist (1) on the death, resignation, removal or  
15 cessation of residency in the Marin Valley Mobile Country Club of any Director, and (2)  
16 whenever the number of authorized Directors is increased.

17  
18 The Board of Directors may declare vacant the office of a Director, who has been  
19 declared of unsound mind by a final order of court, or convicted of a felony, or  
20 misdemeanor involving moral turpitude, or been found by a final order of judgment of  
21 any court to have breached any duty under Section 5230 and following, of the California  
22 Nonprofit Mutual Benefit Corporation Law.

23  
24 If this corporation has any members, then, if the corporation has less than twenty-five  
25 (25) members, Directors may be removed without cause by a majority of all members, or,  
26 if the corporation has twenty-five (25) or more members, by a vote of [a] majority of the  
27 votes represented at a membership meeting at which a quorum is present.

28  
29 Any Director may resign effective upon giving written notice to the President, the  
30 Secretary, or the Board of Directors, unless the notice specifies a later time for the  
31 effectiveness of such resignation. No Director may resign if the corporation would then  
32 be left without a duly elected Director or Directors in charge of its affairs, except upon  
33 notice to the Attorney General.

34  
35 Vacancies on the Board may be filled by a majority of Directors then in office, whether  
36 or not less than a quorum, or by a sole remaining Director. If this corporation has  
37 members, however, vacancies created by the removal of a Director may be filled only by  
38 approval of the members. The members, if any, of this corporation may elect a Director at  
39 any time to fill any vacancy not filled by the Directors.

40  
41 A person elected to fill a vacancy as provided in this Section shall hold office until the  
42 next annual election of the Board of Directors or until his or her death, resignation,  
43 removal from office or cessation of residency in the Marin Valley Mobile Country Club.

44  
45 SECTION 18. NON-LIABILITY OF DIRECTORS

46

1 The Directors shall not be personally liable for the debts, liabilities or other obligations of  
2 the corporation.

3  
4 SECTION 19 INDEMNIFICATION BY CORPORATION OF DIRECTORS.  
5 OFFICERS. EMPLOYEES AND OTHER AGENTS  
6

7 To the extent that a person, who is or was a Director, officer, employee or other agent of  
8 this corporation, has been successfully on the merits in defense of any civil, criminal,  
9 administrative or investigative proceeding brought to procure a judgment against such a  
10 person by reason of the fact that he or she is, or was, an agent of the corporation, or has  
11 been successful in defense of any claim, issue or matter therein, which person shall be  
12 indemnified against actually and reasonably incurred by the person in connection with  
13 such proceedings.

14  
15 If such person either settles any such claim or sustains a judgment against him or her,  
16 then indemnification against expenses, judgments, fines, settlements and other amounts  
17 reasonably incurred in connection with such proceedings shall be provided by this  
18 corporation but only to the extent allowed by, and in accordance with, requirements of  
19 Section 5238 of the California Nonprofit Mutual Benefit Corporation Law.  
20

21 SECTION 20. INSURANCE FOR CORPORATE AGENTS  
22

23 The Board of Directors may adopt a resolution authorizing the purchase and maintenance  
24 of insurance on behalf of any agent of the corporation (including a Director, officer,  
25 employee or other agent of the corporation) against any liability other than for violating  
26 provisions of law relating to self-dealing (Section 5233 of the California Nonprofit  
27 Mutual Benefit Corporation Law) asserted against or incurred by the agent in such  
28 capacity or arising out of the agent's status as such, whether or not the corporation would  
29 have the power to indemnify the agent against such liability under the provisions of  
30 Section 5238 of the California Nonprofit Mutual Benefit Corporation Law.  
31  
32

1 ARTICLE 6. OFFICERS

2  
3 SECTION 1. NUMBER OF OFFICERS

4  
5 The officers of this corporation shall be a President, a Secretary and a chief financial  
6 officer who shall be designated the Treasurer. The corporation may also have, as  
7 determined by the Board of Directors, a Chairman of the Board, one or more Vice  
8 Presidents, Assistant Secretaries, Assistant Treasurers or other officers. Any number of  
9 offices may be held by the same person except that neither the Secretary nor the  
10 Treasurer may serve as the President or Chairman of the Board.

11  
12 SECTION 2 QUALIFICATION. ELECTION AND TERM OF OFFICE

13  
14 Any person may serve as officer of this corporation. Officers shall be elected by  
15 membership, at a duly authorized meeting therefor, and each officer shall hold office for  
16 two (2) years, or is removed or is disqualified to serve, or until his or her successor shall  
17 be elected and qualified, whichever occurs first.

18  
19 SECTION 3. SUBORDINATE OFFICERS

20  
21 The Board of Directors may appoint other officers or agents as it may deem desirable,  
22 and such officers shall serve such terms, have such authority, and perform such duties as  
23 may be prescribed from time to time by the Board of Directors.

24  
25 SECTION 4. REMOVAL AND DESIGNATION

26  
27 Any officer may be removed with cause, by the Board of Directors, at any time. Any  
28 officer may resign at any time by giving written notice to the Board of Directors or to the  
29 President or to the Secretary of the corporation. Any such resignation shall take effect at  
30 the date of the receipt of such notice or at any later date specified therein, and, unless  
31 otherwise specified therein, the acceptance of such resignation shall not be necessary to  
32 make it effective. The above provisions of this Section shall be superseded by any  
33 conflicting terms of a contract which has been approved or ratified by the Board of  
34 Directors relating to the employment of any officer of the corporation.

35  
36 SECTION 5. VACANCIES

37  
38 Any vacancy caused by death, resignation, removal, disqualification or otherwise, of any  
39 officer shall be filled by the Executive Board. In the event of a vacancy in any office  
40 other than that of President, such vacancy may be filled temporarily by appointment by  
41 the President until such time as the Board shall fill the vacancy. Vacancies occurring in  
42 offices of officers appointed at the discretion of the Board may or may not be filled as the  
43 Board shall determine.

44  
45

1 SECTION 6. DUTIES OF THE PRESIDENT

2  
3 The President shall be the chief executive officer of the corporation and shall, subject to  
4 control of the Board of Directors, supervise and control the affairs of the corporation and  
5 the activities of the officers. He or she shall perform all duties incident to his or her office  
6 and such other duties as may be required by law, by the Articles of Incorporation of this  
7 corporation, or by these Bylaws, or which may be prescribed from time to time by the  
8 Board of Directors. Unless another person is specifically appointed as Chairman of the  
9 Board of Directors, he or she shall preside at all meetings of the Board of Directors. If  
10 applicable, the President shall preside at all meetings of the members. Except as  
11 otherwise expressly provided by law, by Articles of Incorporation or by these Bylaws, he  
12 or she shall, in the name of the corporation, execute such deeds, mortgages, bonds,  
13 contracts, checks or other instruments which may from time to time be authorizes [sic] by  
14 the Board of Directors.

15  
16 SECTION 7 DUTIES OF VICE PRESIDENT

17  
18 In the absence of the President, or in the event of his or her inability or refusal to act, the  
19 Vice President shall perform all duties of the President, and when so acting shall have all  
20 the powers of, and be subject to all restrictions on the President. The Vice President shall  
21 have other powers and perform such other duties as may be prescribed by law, by the  
22 Articles of Incorporation, or by these Bylaws or as may be prescribed by the Board of  
23 Directors.

24  
25 SECTION 8. DUTIES OF SECRETARY

26  
27 The Secretary shall:

28  
29 Certify and keep at the principal of office of the corporation the original, or a copy, of  
30 these Bylaws as amended or otherwise altered to date.

31  
32 Keep at the principal office of the corporation or at such other place as the Board may  
33 determine, a book of minutes of all meetings of Directors, and, if applicable, minutes of  
34 committees of Directors and of members, recording therein the time and place of holding,  
35 whether regular or special, how called, how notice thereof was given, the names of those  
36 present or represented at the meeting and the proceedings thereof.

37  
38 See that all notices are duly given in accordance with the provisions of these Bylaws or  
39 as required by law.

40  
41 Be custodian of the records and of the seal of the corporation and see that the seal is  
42 affixed to all duly executed documents, the execution of which on behalf of the  
43 corporation under it's [sic] seal is authorized by law or by these Bylaws.

44  
45 Keep at the principal office of the corporation a membership book containing the name  
46 and address of each and any members who are tenants of a mobilehome space, and, in the

1 case where any membership has been terminated, he or she shall record such fact in the  
2 membership book.

3  
4 Exhibit at all reasonable times to any director of the corporation, or to his or her agent or  
5 attorney, on request therefor, the Bylaws, the membership book and the minutes of the  
6 proceedings of the Directors of this corporation.

7  
8 In general, perform all duties incident to office of Secretary and other such duties as may  
9 be required by law, by the Articles of Incorporation of this corporation, or by these  
10 Bylaws, or which may be assigned to him or her from time to time by the Board of  
11 Directors.

## 12 13 SECTION 9. DUTIES OF TREASURER ,

14  
15 Subject to the provisions of these Bylaws relating to the "Execution of Instruments,  
16 Deposits and Funds", the Treasurer shall:

17  
18 Have charge and custody of, and be responsible for, all funds and securities of the  
19 corporation, and deposit all such funds in the name of the corporation in such banks, trust  
20 companies, or other depositories as shall be selected by the Board of Directors

21  
22 Receive, and give receipt for, monies due and payable to the corporation from any source  
23 whatsoever.

24  
25 Disburse or cause to be disbursed funds of the corporation as may be directed by the  
26 Board of Directors, taking proper vouchers for such disbursements.

27  
28 Keep and maintain adequate and correct accounts of the corporation's properties and  
29 business transactions, including accounts of its assets, liabilities, receipts, disbursements,  
30 gains and losses.

31  
32 Exhibit at all reasonable times the books of account and financial records to any Director  
33 of the corporation, or to his agent or attorney, on request therefor.

34  
35 Render to the President and Directors, whenever requested, an account of any or all of his  
36 or her transactions as Treasurer and of the financial condition of the corporation.

37  
38 Prepare, or cause to be prepared, and certify, or cause to be certified, the financial  
39 statements to be included in any required reports.

40  
41 In general, perform all duties incident to the office of Treasurer and such other duties as  
42 may be required by law, the Articles of Incorporation of the corporation, or by these  
43 Bylaws, or which may be assigned to him or her from time to time by the Board of  
44 Directors.

## 45 46 SECTION 10. COMPENSATION

1  
2 The salaries of the officers, if any, shall be fixed from time to time by resolution of the  
3 Board of Directors, and no officer shall be prevented from receiving such salary by  
4 reason of the fact that he or she is also a Director of the corporation, provided, however,  
5 that such compensation paid a Director for serving as a officer of this corporation shall  
6 only be allowed if permitted under the provisions of Article 5, Section 6, of these  
7 Bylaws. In all cases, any salaries received by officers of the corporation shall be  
8 reasonable and given in return for serviced actually rendered the corporation which relate  
9 to the performance of the charitable or public purposes of this corporation.

10  
11 **ARTICLE 7. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

12  
13 **SECTION 1. EXECUTION OF INSTRUMENTS**

14  
15 The Board of Directors, except as otherwise provided in these Bylaws, may by resolution  
16 authorize any officer or agent of the corporation to enter into any contract or execute and  
17 deliver any instrument in the name and on behalf of the corporation, and such authority  
18 may be general or confined to specific instances. Unless so authorized, no officer, agent  
19 or employee shall have any power or authority to bind the corporation by any contract or  
20 engagement or to pledge its credit or to render it liable monetarily for any purpose or in  
21 any amount.

22  
23 **SECTION 2. CHECKS AND NOTES**

24  
25 Except as otherwise specifically determined by resolution of the Board of Directors, or as  
26 otherwise required by law, checks, drafts, promissory notes, orders for payment of money  
27 and other evidence of indebtedness of the corporation shall be signed by any two (2) of  
28 the President, Vice President and Treasurer.

29  
30 **SECTION 3. DEPOSITS**

31  
32 All funds of the corporation shall be deposited from time to time to the credit of the  
33 corporation in such banks, trust companies or other depositories as the Board of Directors  
34 may select.

35  
36 **SECTION 4. GIFTS**

37  
38 The Board of Directors may accept an behalf of the corporation any contribution, gift,  
39 bequest or devise [sic] for charitable or public purposes of this corporation.  
40  
41

1 ARTICLE 8. CORPORATE RECORDS, REPORTS AND SEAL

2  
3 SECTION 1. MAINTENANCE OF CORPORATE RECORDS

4  
5 The corporation shall keep at its principal office in the State of California:

6  
7 (a) Minutes of all meetings of Directors, committees of the Board and, if this corporation  
8 has members, of all meetings of members, indicating the time and place of holding  
9 such meetings, whether regular or special, how called, the notice given and the names  
10 of those present and the procedures thereof.

11  
12 (b) Adequate and correct books and records of account, including accounts of its  
13 properties and business transactions and accounts of its assets, liabilities, receipts,  
14 disbursements, gains and losses.

15  
16 C: A record of its members, if any, indicating their names and addresses and, if  
17 applicable, the class of membership held by each member and the termination date of  
18 any membership.

19  
20 (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date,  
21 which shall be open to inspection by the members, if any, of the corporation at all  
22 reasonable times during office hours.

23  
24 SECTION 2. CORPORATE SEAL

25  
26 The Board of Directors may adopt, use, and at will alter a corporate seal. Such seal shall  
27 be kept at the principal office of the corporation. Failure to affix the seal to corporate  
28 instruments, however, shall not affect the validity of any such instrument.

29  
30 SECTION 3. DIRECTORS' INSPECTION RIGHTS

31  
32 Every Director shall have the absolute right at any reasonable time to inspect and copy all  
33 books, records and documents of every kind and to inspect the physical properties of the  
34 corporation.

35  
36 SECTION 4. MEMBERS INSPECTION RIGHTS

37  
38 If this corporation has any members, then each and every member shall have the  
39 following inspection rights, for a purpose reasonably related to such person's interest as a  
40 member:

41  
42 (a) To inspect and copy the record of all member's names, addresses and voting rights, at  
43 reasonable times, upon five (5) business days' prior written demand on the  
44 corporation, which demand shall state the purpose for which the inspection rights are  
45 requested.

46

1 (b) To obtain from the Secretary of the corporation, upon written demand and payment of  
2 a reasonable charge, a list of the names, addresses and voting rights of those members  
3 entitled to vote for the Directors as of the most recent record date for which the list  
4 has been compiled or as of the date specified by the member subsequent to the date of  
5 demand. The demand shall state the purpose for which the list is requested. The  
6 membership list shall be made available on or before the later of ten (10) business  
7 days after the demand is received or after the date specified therein as of which list is  
8 to be compiled.

9  
10 (c) To inspect at any reasonable time the books, records or minutes of proceedings of the  
11 members or of the Board or committees of the Board, upon written demand on the  
12 corporation by the member, for a purpose reasonably related to such person's interests  
13 as a member.

14  
15 **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

16  
17 Any inspection under the provisions of this Article may be made in person or by an agent  
18 or attorney and right to inspection includes the right to copy and make extracts.

19  
20 **SECTION 6. ANNUAL REPORT**

21  
22 The Board shall cause an annual report to be furnished not later than one hundred twenty  
23 (120) days after the close of the corporation's fiscal year to all Directors of the  
24 corporation and, if this corporation has members, cause that report to be posted in the  
25 Clubhouse, which report shall contain the following information in appropriate detail:

26  
27 (a) The assets and liabilities, including the trust funds, of the corporation as of the end of  
28 the fiscal year.

29  
30 (b) The principal changes in assets and liabilities, including trust funds, during the fiscal  
31 year.

32  
33 (c) The revenue or receipts of the corporation, both unrestricted and restricted to  
34 particular purposes, for the fiscal year.

35  
36 (d) The expenses or disbursements of the corporation, for both general and restricted  
37 purposes, during the fiscal year.

38  
39 (e) Any information required by Section 7 of this Article.

40  
41 The annual report shall be accomplished by any report thereon of independent  
42 accountants, or, if there is no such report, the certificate of an authorized officer of the  
43 corporation that such statements were prepared without audit from books and records of  
44 the corporation.



1 If this corporation has members, then, if this corporation has more than three hundred  
2 thirteen (313) members or more than Three Hundred Thousand Dollars (\$300,000.00),  
3 excluding any value that may be attributable by reason of ownership of Park assets, at  
4 any time during the fiscal year, this corporation shall automatically send the above annual  
5 report to all members, in such manner, at such time, and with such contents, including an  
6 accompanying report from independent accountants or certification of a corporate officer,  
7 as specified by the above provisions of this Section relating to the annual report.  
8

9 SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO  
10 MEMBERS

11  
12 If this corporation has any members and provides them with an annual report to all  
13 members according to the provisions of Section 6 of this Article, then such annual report  
14 shall include the information required by this Section. If an annual report is not required  
15 to be sent to the members, then this corporation shall mail or deliver to all members a  
16 statement within one hundred twenty (120) days after close of its fiscal year which  
17 briefly describes the amount and circumstances of any indemnification or transaction of  
18 the following kind:  
19

20 (a) Any transaction in which the corporation, or its parent or subsidiary was a party, and  
21 in which either of the following had a direct or indirect material financial interest:  
22

23 (1) Any Director or officer of the corporation, or its parent or subsidiary (a mere common  
24 directorship shall not be considered a material financial interest); or  
25

26 (2) Any holder of more than ten percent (10%) of the voting power of the corporation, its  
27 parent or subsidiary.  
28

29 The above statement need only be provided with respect to a transaction during the  
30 previous fiscal year involving more than Forty Thousand Dollars (\$40,000.00) or which  
31 was one of a number of transactions with the same person involving, in the aggregate,  
32 more than Forty Thousand Dollars (\$40,000.00).  
33

34 Similarly, the statement need only be provided with respect to indemnification or  
35 advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the  
36 previous fiscal year to any Director or Officer, except that no such statement need be  
37 made if indemnification was approved by the members pursuant to Section 5238(e)(2) of  
38 the California Nonprofit Mutual Benefit Corporation Law.  
39

40 Any statement required by this Section shall briefly describe the names of interested  
41 persons involved in such transaction, stating each person's relationship to the corporation,  
42 the nature of such person's interest in the transaction and, where practical, the amount of  
43 such interest; provided, that in the case of a transaction with a partnership of which such  
44 person is a partner, only the interest of the partnership need be stated.  
45

46 ARTICLE 9. FISCAL YEAR

1  
2 SECTION 1 FISCAL YEAR OF THE CORPORATION

3  
4 The fiscal year of the corporation shall begin on the first day of January and end on the  
5 thirty-first day of December in each year.  
6

7 ARTICLE 10. BYLAWS

8  
9 SECTION 1. AMENDMENT

10  
11 Subject to any provision of law applicable to the amendment of Bylaws of public benefit  
12 nonprofit corporations, these Bylaws, or any of them, may be altered, amended or  
13 repealed and new Bylaws adopted as follows:  
14

15 (a) Subject to the power of the members, if any, to change or repeal them, by approval of  
16 the Board of Directors unless the Bylaw amendment would materially and adversely  
17 affect the rights of members, if any, as to voting or transfer, provided, however, if this  
18 corporation has admitted any members, then a Bylaw specifying or changing the  
19 fixed number of the Directors of the corporation, the maximum or minimum number  
20 of Directors, or changing from a fixed to variable Board or visa versa, may not be  
21 adopted, amended or repealed except as provided in subparagraph (b) of this Section;  
22 or  
23

24 (b) By approval of the members, if any, of this corporation.  
25

26 ARTICLE 11 AMENDMENT OF ARTICLES

27  
28 SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

29  
30 Before any members have been admitted to the corporation, amendment of the Articles of  
31 Incorporation may be adopted by approval of the Board of Directors.  
32

33 SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

34  
35 After members, if any, have been admitted to the corporation, amendment of the Articles  
36 of Incorporation maybe adopted by approval of the Board of Directors and by the  
37 approval of members of this corporation.  
38

39 SECTION 3. CERTAIN AMENDMENTS

40  
41 Notwithstanding the above Section of this Article, this corporation shall not amend it's  
42 [sic] Articles of Incorporation to alter any statement which appears in the original  
43 Articles of Incorporation and of names and addresses of the first Directors of this  
44 corporation or the name and address of it's initial agent, except to correct an error in such  
45 statement or to delete either statement after the corporation has filed a "Statement by a

1 Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit  
2 Corporation Law.

3  
4 **ARTICLE 12. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

5  
6 **SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND**  
7 **ASSETS**

8  
9 No member, Director, officer, employee or other person connected with this corporation,  
10 or any private individual, shall receive at any time any of the net earnings or pecuniary  
11 profit from operations of the corporation, provided, however, that this provision shall not  
12 prevent payment to any such person for reasonable compensation for services performed  
13 for the corporation in affecting any of its [sic] public or charitable purposes, provided  
14 that such compensation is otherwise permitted by these Bylaws and is fixed by a  
15 resolution of the Board of Directors; and no such person or persons shall be entitled to  
16 share in the distribution of, and shall not receive, any of the corporate assets en  
17 dissolution of the corporation. All members, if any, of the corporation shall be deemed to  
18 have expressly consented and agreed that on such dissolution or winding up of the affairs  
19 of the corporation, whether voluntarily or involuntarily, assets of the corporation, after all  
20 debts have been satisfied, then remaining in the hands of the Board of Directors, shall be  
21 distributed as required by the Articles of Incorporation of this corporation and not  
22 otherwise.

23  
24  
25 **CERTIFICATE OF SECRETARY OF PARK ACQUISITION CORPORATION OF MARIN**  
26 **VALLEY MOBILE COUNTRY CLUB A California Nonprofit Corporation**

27  
28 I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the  
29 forgoing Bylaws, comprising 22 pages, constitute the Bylaws of said Corporation as duly  
30 adopted at a meeting of the Board of Directors thereof on March 20, 1999.

31 Dated: March 27, 1999

32 Burton L. Vreeland, Secretary

33  
34