

BYLAWS OF THE CONEJO SKI AND SPORTS CLUB

ARTICLE 1.0

PRINCIPAL OFFICE

The principal office for the Conejo Ski and Sports Club (hereinafter "the Club") shall be in Ventura County, California. The Board of Directors ("the Board") shall fix and may change its particular location, which shall be recorded by the Secretary in the Club Minute Book and published in the Newsletter.

ARTICLE 2.0

PURPOSE

The Club has been formed under the California Mutual Benefit Corporation Law for the purpose of providing for the pleasure and recreation of its members by affording them opportunities to participate in sporting, recreational, social and other non-profit activities that promote sociability among adults.

ARTICLE 3.0

PROHIBITED ACTIVITIES

The Club shall be non-profit and shall not, except insubstantially, engage in activities or exercise any powers that are not in furtherance of the above-stated purposes. The Club shall not engage in the publication or dissemination of materials with the purpose of attempting to influence legislation, any political campaign on behalf of any candidate for public office, or for or against any measure submitted to the people for a vote.

ARTICLE 4.0

DEDICATION OF ASSETS

The properties and assets of the Club are irrevocably dedicated to the purposes set forth above and shall not inure to the benefit of any individual except in fulfillment of those purposes. Upon liquidation or dissolution, all assets and obligations shall be distributed pursuant to the provisions of the California Corporations Code then in effect.

ARTICLE 5.0

MEMBERSHIP

5.1 Qualifications for membership. Any person at least twenty-one (21) years of age, of good character, and dedicated to the objectives and purposes of the Club shall be eligible for membership.

5.2 Classes of members. There shall be one class of regular voting members. The Board may establish other classes of non-voting members.

5.3 Dues and fees. The Board shall determine the dues payable by the members, and may institute an initiation fee for the first year of membership. The dues shall be the same for all members, except that the Board may discount dues for married members who share a Newsletter and other classes of non-voting members who do not receive the Newsletter. Each member must pay dues as determined by the Board.

5.4 Termination of Membership. Membership shall terminate upon written resignation or non-payment of dues.

5.5 Expulsion. A member may be expelled for conduct which is harmful to members of the Club or which impairs the functioning or damages the reputation of the Club. If such conduct shall be brought to the Board's attention and a majority of the Board determines that expulsion of the member should be considered, the Board shall appoint a committee of three regular members who are not on the Board. The committee shall investigate and submit a written report to the Board stating the results of its investigation and its recommendation.

If expulsion or other disciplinary action shall be recommended, the Board shall schedule a hearing and give the accused member at least ten (10) days notice thereof. The Board shall consider the committee's report, shall give the accused the opportunity to be heard, and may consider the statements of other persons present to the extent that they are relevant. Only Board Members present at the hearing may vote, and no member shall be expelled except by the vote of 2/3 of a quorum; lesser discipline may be imposed by majority vote. The Board shall advise the member at least 15 days prior to the effective date of the action taken.

A member whom the Board has voted to expel may appeal by giving written notice of appeal to the Secretary prior to the effective date of the Board action. Within five (5) days after receiving such notice, the Secretary shall notify the Board of the appeal and shall furnish to the appealing member and the Board a list of Past Presidents and Members of the Year who are then Regular Members of the Club and are not currently on the Board. Within five (5) days thereafter the appealing member shall choose one person from the list and notify the Secretary of the choice. The Secretary shall notify the Board of the member's choice, and within five (5) days the Board shall choose one person from the list and notify the Secretary of its choice. The Secretary shall notify the two from the list who have been chosen, and the two shall select a third member from the list.

The three shall comprise the Appellate Tribunal which shall promptly schedule a hearing, give notice of the hearing to the appealing member and the Board, conduct the hearing, determine whether or not the appealing member should be expelled, and notify the appealing member and the Board of its determination.

ARTICLE 6.0

MEETINGS OF MEMBERS

6.1 Regular meetings. Regular meetings of members shall be held in Ventura County, California at such times and places as shall from time to time be determined by the Board. The annual business meeting of members shall be held on the third week of April, unless the Board shall fix another date and notify the members.

6.2 Special meetings. A special meeting of members may be called by any two members of the Board or five percent (5%) or more of the regular members. To call a special meeting a written request, signed by those calling it and stating the general nature of the business proposed to be transacted, shall be delivered to a Board member who shall immediately inform the other Board members. The Board shall schedule the meeting not less than thirty (30) nor more than sixty (60) days therefrom and shall give notice to the members.

6.3 Agenda for special meetings. Action to remove a Board member, fill a vacancy on the Board, amend the articles of incorporation, amend the bylaws or any other action shall not be valid unless the notice of the meeting shall have stated the general nature of the proposed action.

6.4 Notice. Notice of meetings shall be published in the Newsletter and shall be deemed to have been given on the seventh (7th) day after the Newsletter is mailed.

6.5 Quorum. Twenty percent (20%) of the regular members shall constitute a quorum. If a quorum shall be present, the affirmative vote of a majority shall be the act of the members. If the departure of members during a meeting shall leave less than a quorum, those present may continue to conduct business, and action may be taken by the affirmative vote of a majority of the members required to constitute a quorum (10% + 1).

ARTICLE 7.0

VOTING BY MEMBERS

Each regular member shall be entitled to cast one vote on all matters submitted to a vote of the members. The annual election of Directors/Officers shall be by ballot. Other matters may be by voice vote, unless voting by written ballot is demanded by a regular member before the voting begins; then, the vote on the matter shall be by ballot. No member may vote by proxy.

7.1 Absentee ballots. Provisions for absentee ballots shall be made for annual elections. The Board may authorize voting by absentee ballot on other matters. Approval of any proposed action by absentee ballot shall require the vote of a number of members equal to a majority of a quorum (10% + 1). For an absentee ballot to be valid, the name of the member voting shall appear on the envelope in which the ballot is contained.

7.2 Record date and eligibility. Only regular members as of the record date may vote. The record date shall be the tenth (10th) day before the date of the vote.

ARTICLE 8.0

DIRECTORS

The Past President and elected officers shall be the Club's directors (referred to throughout these bylaws as "Board members") and shall comprise the Board. The business and affairs of the Club shall be managed and all powers shall be exercised by or under the direction of the Board and as described in the Policies & Procedures Board of Directors Manual. The exercise of these powers shall be subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these bylaws requiring member approval for actions.

8.1 Past President. The immediate Past President shall be a member of the board, and if unwilling or unable to serve as such, the next preceding Past President willing and able to serve as such shall be a member of the Board.

8.2 Elected officers. The elected officers shall be a President, Secretary, Treasurer and V.P. Membership and not less than four (3) nor more than eight (8) other elected officers.

8.2.1 President. The President shall supervise, direct and control the business of the Club and preside at all meetings of members and the Board.

8.2.2 Secretary. The Secretary shall prepare minutes of all meetings and actions of the Board and members, and shall give or cause to be given notice of all meetings and other notices as required by these bylaws. The Secretary shall keep the original or a copy of the articles of incorporation and bylaws as amended to date.

8.2.3 Treasurer. The Treasurer shall keep and maintain correct books and records and shall deposit all money in accounts in the name of the Club with federally insured depositories, shall disburse the funds as may be ordered by the Board and upon request shall render to the Board an account of all transactions and of the financial condition of the Club.

8.2.4 Other elected officers. The Board shall determine the number, designation and duties of the other elected officers annually, at least ninety (90) days before the annual meeting of members.

8.3 Term. Each elected Officer shall serve for one (1) year.

8.4 Vacancy. A vacancy on the Board may be filled by the Board at a regularly scheduled Board meeting by a majority vote. The regular member so appointed shall serve until the next annual election unless prior thereto the members at a duly called special meeting shall elect another regular member to serve until the next annual election.

8.5 Removal of a Board Member. A Board Member may be removed from their position for conduct which impairs the functioning of the Board or is detrimental to the functioning of the club. This includes, but is not limited to, failure to perform the duties of the Board position and/or failure to work within the framework of the Bylaws.

If such conduct shall be brought to the Board's attention, the board shall discuss such removal and will vote on removal. If a majority of the Board determines that removal of the Board Member is necessary, the Board Member will be asked to resign. If the Board Member objects to removal, he/she may appeal the Board decision. For purposes of such appeal, a Review Committee shall be appointed using the following procedure: Within five (5) days after a vote to remove a Board Member, the Board Member must notify the secretary of his/her desire to appeal. The secretary shall furnish to the Board Member and the Board a list of Past Presidents and Members of the Year who are then regular members of the club and who are not currently on the Board. Within five (5) days thereafter, the Board Member shall choose one person from the list and notify the secretary of the choice. The secretary shall notify the Board of the Board Member's choice, and within five (5) days, the Board shall choose one person from the list and notify the secretary of its choice. The secretary shall notify the two from the list who have been chosen, and the two shall select a third member from the list. These three members shall be the Review Committee.

The Review Committee shall forthwith commence an investigation into the matter. A hearing shall promptly be scheduled, with the Board Member receiving a minimum of ten (10) days' notice of said hearing. At the hearing, the Review Committee will consider its own internal investigation, the statement and/or testimony of the Board Member, the statement and/or testimony of any other Board Member, and the statement and/or testimony of any other person to the extent that it is relevant. Within five (5) days of the conclusion of the hearing, the Review Committee will notify the Board and the Board Member in writing of its decision. The decision of the Review Committee shall be final. If the decision is made to remove the Board Member, the removal will become effective 15 days from the date of notice to the Board and the Board Member.

ARTICLE 9.0

BOARD MEETINGS

Regular meetings of the Board for organization and the transaction of business shall be held on the second week of each month unless changed by the Board. Meetings may be held at any place that has been designated from time-to-time by the Board. Special

meetings may be called by any two Board members. Telephonic notice of the time, place and purpose of special meetings shall be given at least 48 hours in advance of the meeting to each Board member at his home or work. The presence of a majority of the authorized Board members (50% + 1) shall constitute a quorum. The affirmative vote of a majority of a quorum shall be required for any action, except that a majority of those present may adjourn any meeting. Action may be taken without a meeting if a majority of the Board consents orally and subsequently confirm their consent in writing. Such written consent shall be filed with the minutes of the Club.

10.0

ELECTION OF OFFICERS

A nominee for President shall have served at least one year as a Board member, and no member may serve more than two consecutive terms as the same Officer unless no other member will accept nomination for that office. Otherwise, any regular member may serve as an Officer. The nominee receiving the highest number of votes for each office shall be elected to that office.

10.1 Nominating committee. A nominating committee comprised of a chairman and at least two (2) other regular members who are not then Officers shall be elected by the members at least sixty (60) days before the regular annual meeting of members. The Board shall determine the number to be elected at least ninety (90) days before the annual meeting and notify the members. The committee shall select nominees for Officers and report their selections at a meeting of the members at least thirty (30) days before the annual meeting. The committee shall also supervise and be in charge of the election, supervise the voting, count the ballots and report the results to the members. The committee may seek the assistance of other regular members who are not Officers.

10.2 Nominations from the floor. A member may be nominated for election as an Officer from the floor at the meeting at which the nominating committee makes its report. If the nominee accepts the nomination, the nominee shall be placed on the ballot with the nominees submitted by the nominating committee.

10.3 Write-ins. A regular member receiving a write-in vote for a particular office, shall, if qualified, be deemed to be a nominee for that office.

10.4 Solicitation of votes. All members nominated by the Nominating Committee and from the floor shall be given an opportunity to solicit members' votes and may do so by any reasonable means. Each nominee shall be allowed an equal amount of advertising space in the Newsletter as allocated by the Board for that purpose. Upon request by a nominee the Vice-president Membership shall within seven (7) days provide the nominee with a list of the names and addresses of members entitled to vote. No member may use any list so provided for commercial purposes.

ARTICLE 11.0

REPORTS AND INSPECTION

There shall be published in the Newsletter each year a notice that members are entitled to receive an annual financial report. Any regular member may inspect at any reasonable time the properties of the Club, and to inspect and copy its books, records and documents.

ARTICLE 12.0

BYLAW AMENDMENTS

New bylaws may be adopted or the bylaws may be amended or repealed by approval of the members at a meeting or by written consent.