

**BYLAWS OF THE STANFORD CAMPUS RECREATION ASSOCIATION  
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION**

## ARTICLE 1 NAME

The name of the corporation shall be the STANFORD CAMPUS RECREATION ASSOCIATION (the “corporation”).

## ARTICLE 2 OFFICES OF THE CORPORATION

2.1. PRINCIPAL OFFICE OF THE CORPORATION: The principal office for the transaction of the activities and affairs of this corporation is located at 875 Bowdoin Street, Stanford, in Santa Clara County, California. The Board of Directors (the “Board”) may change the location of the principal office, by amendment to these Bylaws.

## ARTICLE 3 PURPOSES AND LIMITATIONS

3.1. GENERAL PURPOSES: The primary purpose of this corporation is to provide swimming, tennis and related recreational facilities for its members and their children on a non-profit and non-proprietary basis with no earnings, gains, profits, dividends or property interests inuring to the benefit of any member or other individual.

3.2. ADDITIONAL PURPOSES: In addition to the above primary purpose, the corporation is formed for the purposes as follows:

- a. to develop athletic and recreational facilities related to its swimming and tennis facilities, to foster high standards of sportsmanship, and to promote fellowship among the faculty and staff of Leland Stanford Junior University, and to engage in the usual activities of a membership organization formed for athletic and recreational purposes;
- b. to operate the non-profit business of a private membership organization having swimming, tennis, and related facilities and in connection therewith to enter into contracts and to employ agents and independent contractors of every kind;
- c. to acquire by purchase, lease, exchange or otherwise, property, real or personal, of every kind, in any amount in any State of the United States and rights and assets of all kinds and to pay for the same in cash or on terms or with notes or securities of this corporation and to dispose of all such property when deemed advisable;
- d. to borrow and loan money when it may be deemed necessary or appropriate for the purposes of the corporation; and
- e. to do all things and have all powers granted or allowed under the laws of the State of California to non-profit corporations and to do all other acts

necessary or appropriate to the exercise of the aforesaid purposes and powers of the Corporation.

3.3. LIMITATION: The corporation shall not carry on any of the activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1954, as amended, and applicable provisions under the laws of the State of California.

#### ARTICLE 4 MEMBERS

4.1. CLASSES OF MEMBERSHIP: This corporation shall have one class of members, each designated as a "Voting Member." Each Voting Member shall have one (1) vote, provided however that, if a Voting Member is denominated an "Emeritus Voting Member" by the Board, an Emeritus Voting Member shall have a one-half vote. This corporation may refer to persons or entities associated with it as "members," even though those persons or entities are not Voting Members as set forth in this Section, but no such reference shall constitute anyone as a member within the meaning of Corporations Code section 5056 unless that person or entity shall have qualified for and been accepted as a Voting Member under this Article of these Bylaws. References in these Bylaws to "members" shall mean members as defined in Corporations Code section 5056; i.e., the members of the class set forth in this Section of these Bylaws. By amendment of its articles of incorporation or these Bylaws, the corporation may grant some or all of the rights of a member of any class to any person or entity that does not have the right to vote on the matters specified in these Bylaws, but no such person or entity shall be a member within the meaning of Corporations Code section 5056.

4.2. NUMBER OF MEMBERS: Membership shall be limited to such a number (the "Maximum Membership") as determined from time-to-time by a vote of two-thirds (67%) of the Voting Members voting at a meeting at which at least fifty percent (50%) of all Voting Members are present in person or by proxy. The current Maximum Membership is set forth on Schedule 1 to these Bylaws, which Schedule shall be changed upon any change in the Maximum Membership. From time-to-time, the Board may set a short-term membership limit, but the Board shall not permit memberships in excess of the Maximum Membership.

4.3. ELIGIBILITY: The persons who are eligible to own residences on the Stanford University campus, pursuant to the rules and regulations of Stanford University, shall be eligible to become Voting Members. The Board of Directors may establish priorities among eligible persons in furtherance of the community interests of the Corporation. A single family or household that has two or more eligible persons shall be entitled to only one (1) membership.

4.4. ADMISSION AS MEMBER: An individual may be admitted as a Voting Member, upon certification of eligibility, application and payment of the initiation fee, upon approval by the Board of Directors. If no vacancy in membership exists, a proposed new Voting Member may be added to the waiting list by the Board of Directors, and may thereafter be admitted to membership by the Board of Directors as vacancies occur and in the order of priority established by the Board of Directors.

4.5. RIGHTS OF MEMBERSHIP: No member shall have a proprietary interest. Voting Members shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, Voting Members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. Any additional rights and privileges of a Voting Member and the family of a Voting Member shall be determined by the Board of Directors.

4.6. SPECIAL MEMBERSHIPS: Non-voting special memberships may be granted by the Board of Directors under rules prescribed by it. Such special members shall not be subject to the initiation fees of Voting Members but shall pay dues as determined by the Board of Directors. In its discretion the Board of Directors may also establish honorary, junior, absentee, or other classes of special membership provided such memberships shall have no voting rights nor obligation to pay initiation fees.

4.7. MEMBERS' DUES, FEES, AND ASSESSMENTS: The Board of Directors shall evaluate and establish dues annually and shall fix the rules and procedures for payment, suspension and expulsion of members for non-payment. Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the board. The dues, fees, and assessments shall be equal for all members of each class, but the board may, in its discretion, set different dues, fees, and assessments for each class.

4.8. INITIATION FEE: Each new Voting Member shall pay the corporation an initiation fee in an amount and on the terms determined by the Board of Directors, from time to time.

4.9. MEMBERS IN GOOD STANDING: Voting Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be “members in good standing.”

4.10. TERMINATION OF MEMBERSHIP: A membership shall terminate on occurrence of any of the following events:

- a. Resignation of the member;
- b. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- c. The member's failure to pay dues, fees, or assessments as set by the board within 30 days after they are due and payable;
- d. Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- e. Termination of membership under this Section of these Bylaws based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member

has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

4.11. SUSPENSION OF MEMBERSHIP: A member may be suspended under this Article based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests. A person whose membership is suspended shall not be a Voting Member during the period of suspension.

4.12. PROCEDURES FOR TERMINATION OR SUSPENSION OF MEMBERSHIP: If grounds appear to exist for suspending or terminating a member under Section 4.11 of these Bylaws, the following procedure shall be followed:

- a. The board shall give the member at least 15 days prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice.
- b. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing may be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the suspension or termination should occur.
- c. The board, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the board, committee, or person shall be final.
- d. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within ninety (90) days after the date of the expulsion, suspension, or termination, or any such action shall be deemed waived.

4.13. SUMMARY SUSPENSION: Notwithstanding the provisions of this Article, the Board may immediately and summarily suspend the privileges of any Voting Member, or any family member or guest of a Voting Member, without compliance with the procedures of this Article, for a period not to exceed 60 days, upon the Board's determination that such person has:

- a. Endangered or damaged the property of the corporation or any member;
- b. Endangered or adversely affected the health or safety of any member;
- c. Disturbed the peace of any member or his or her enjoyment of the facilities of the corporation; or

d. Violated the By-Laws or rules of the corporation.

4.14. DELEGATION OF AUTHORITY: The Board of Directors may delegate authority to refuse admission to the swimming pool and any other facilities of the corporation until such time as a meeting of the Board is held, and provided further that suspension for failure to pay annual dues or assessments shall be automatic and shall require no action by the Board of Directors. Rules and procedures governing suspension, expulsion, and reinstatement shall be fixed by the Board of Directors.

4.15. TRANSFER NOT PERMITTED: No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution, provided however that in the event a Voting Member dies the surviving spouse or domestic partner shall automatically become the Voting Member.

4.16. MEMBERSHIP COMMITTEE: At the Board of Director's discretion, and subject to its approval, members may be admitted by the appointed membership chairman under the guidelines authorized by these By-laws and the Board.

#### ARTICLE 5 MEETINGS OF MEMBERS

5.1. ANNUAL MEETING: The annual meeting of the members shall be held in February of each year, or at such other time as the Board may determine, at such time and place as the Board may determine. The annual meeting shall be for the purpose of electing directors, presenting reports, and for the transaction of such other business as may be indicated in the notice, or which may be duly brought before it.

5.2. PLACE OF MEETING: Meetings of the members shall be held at any place within or outside California designated by the board. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.

5.3. AUTHORITY TO CALL SPECIAL MEETINGS: The board or the chairman of the board, if any, or the president, or 10 percent or more of the Voting Members, may call a special meeting of the members for any lawful purpose at any time.

5.4. CALLING SPECIAL MEETINGS: A special meeting called by any person entitled to call a meeting (other than the board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the chairman of the board, if any, or the president or any vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the Voting Members, stating that a meeting will be held at a specified time and date fixed by the board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board.

5.5. PROPER BUSINESS OF SPECIAL MEETING: No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

5.6. GENERAL NOTICE REQUIREMENTS: Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with these Bylaws, to each Voting Member. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

5.7. MANNER OF GIVING NOTICE: Notice of any meeting of members shall be in writing or electronic format and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, electronic mail or by other means of written or electronic communication, charges prepaid, and shall be addressed to each Voting Member, at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or other written communication to the corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

5.8. AFFIDAVIT OF SERVICE OF NOTICE: An affidavit of the service of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

5.9. QUORUM: Ten percent (10%) of the Voting Members, whether in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

5.10. ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS: Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

## ARTICLE 6 VOTING

6.1. ELIGIBILITY TO VOTE: Subject to the California Nonprofit Mutual Benefit Corporation Law, Voting Members in good standing on the record date as determined under these Bylaws shall be entitled to vote at any meeting of members.

6.2. MANNER OF VOTING: Voting may be by voice or ballot, except that any election of directors must be by ballot if requested in writing five (5) days before the meeting by at least 10% of the Voting Members.

6.3. NUMBER OF VOTES: Each Voting Member shall be entitled to cast one vote on each matter submitted to a vote of the members.

6.4. APPROVAL BY MAJORITY VOTE: If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Mutual Benefit Corporation Law, the articles of incorporation or these Bylaws. For the purposes of these Bylaws, this Section shall represent the “**APPROVAL OF THE VOTING MEMBERS.**”

6.5. WAIVER OF NOTICE OR CONSENT: The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in these Bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

6.6. ACTION BY UNANIMOUS WRITTEN CONSENT: Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.



## ARTICLE 7 RECORD DATE FOR NOTICE, VOTING AND OTHER ACTIONS

7.1. RECORD DATE SET BY BOARD: For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the board of directors may, in advance, fix a record date. The record date so fixed for:

- a. Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;
- b. Voting at a meeting shall be no more than 60 days before the date of the meeting;
- c. Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and
- d. Taking any other action shall be no more than 60 days before that action.

7.2. RECORD DATE FOR ACTIONS NOT SET BY BOARD: If not otherwise fixed by the board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

7.3. GENERAL RULE: If not otherwise fixed by the board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

7.4. MEMBER OF RECORD: A person holding a membership at the close of business on the record date shall be a member of record.

## ARTICLE 8 PROXIES

8.1. MEMBERS' PROXY RIGHTS: Each member entitled to vote shall have the right to do so either in person or by one agent authorized by a written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, electronic transmission, or otherwise.

8.2. SOLICITED PROXIES: Any form of proxy distributed to 10 or more members shall give the member an opportunity to specify a choice between approval and disapproval of each matter or group of related matters and, subject to reasonable specified conditions, shall provide that, when the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In an election of directors, any form of proxy that a member

marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

8.3. SUBJECT MATTER OF PROXY TO BE STATED: Any revocable proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on. Such matters include amendments to the articles of incorporation; amendments to the articles or Bylaws changing proxy rights; removal of directors without cause; filling vacancies on the board of directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets unless the transaction is in the usual and regular course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; the election to dissolve the corporation; contracts or transactions between the corporation and one or more directors or between the corporation and an entity in which a director has a material financial interest; or a plan of distribution of assets other than money to members when the corporation is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes.

8.4. REVOCABILITY: No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be three years after the date of execution. The revocability of a proxy that states on its face that it is irrevocable shall be governed by Corporations Code section 7613. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until either:

- a. It is revoked by the member executing it before the vote is cast under that proxy, by a writing delivered to the corporation stating that the proxy is revoked, (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) as to any meeting, by the member's personal attendance and voting at the meeting, or
- b. Written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under the proxy is counted.

## ARTICLE 9 ELECTION OF DIRECTORS

9.1. NOMINATIONS BY COMMITTEE: The chairman of the board or, if none, the president shall appoint a committee composed of not less than three Voting Members or spouses of Voting Members or domestic partners of Voting Members, to nominate qualified candidates for election to the board approximately sixty (60) days before the date of any election of directors. The nominating committee shall make its report at least 14 days before the date of the election, and the secretary shall forward to each member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by committee.

9.2. FLOOR NOMINATIONS: When a meeting is held for the election of directors, any member present at the meeting in person or by proxy may place names in nomination. At the time of the annual meeting, after the nominating committee has presented its report and before voting, the chair must call for further nominations from the floor with the stipulation that oral or

written permission has been received from that person before his or her name is put into nomination.

## ARTICLE 10 DIRECTORS

10.1. GENERAL POWERS: Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or Bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

10.2. SPECIFIC POWERS: Without prejudice to the general powers set forth in these Bylaws, but subject to the same limitations, the board shall have the power to:

- a. Appoint and remove, at the pleasure of the board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service.
- b. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.
- c. Upon Approval of the Voting Members, borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- d. Impose assessments for capital improvements or to meet the obligations of the corporation; provided all assessments shall be subject to Approval of the Voting Members.

10.3. NUMBER OF AND QUALIFICATIONS FOR DIRECTORS: The board of directors shall consist of at least seven (7) directors and not more than eleven (11) directors, unless changed by amendment to these Bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board of directors. The qualifications for directors are that a person must be (i) a Voting Member, or (ii) a spouse or domestic partner of a Voting Member; qualification ceases if the Voting Member is no longer a Voting Member.

10.4. TERM AND ELECTION: The term of office of a director shall be two years. Four directors shall be elected in odd numbered years and three directors for even numbered years, as determined and set by the Board. Any vacancy in the Board of Directors shall be filled by election at the next annual meeting, and prior to that time the Board of Directors, in its discretion, may fill the vacancy by temporary appointment.

10.5. EVENTS CAUSING VACANCIES ON BOARD: A vacancy or vacancies on the board of directors shall occur in the event of

- a. The death or resignation of any director,
- b. The declaration by board resolution of a vacancy in the office of a director who has been declared of unsound mind by a court order, convicted of a felony, or, if the corporation holds assets in charitable trust, found by a final order or judgment of any court to have breached a duty arising under Corporations Code section 7238;
- c. The Approval of the Voting Members to remove any director(s);
- d. An increase in the authorized number of directors; or
- e. A failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting.

10.6. RESIGNATION OF DIRECTORS: Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective.

10.7. VACANCIES FILLED BY BOARD: Except for a vacancy created by the removal of a director by the members, vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code section 7211, or (3) a sole remaining director.

10.8. VACANCIES FILLED BY MEMBERS: The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

10.9. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS: Any reduction of the authorized number of directors shall not result in any director's being removed before his or her term of office expires.

## ARTICLE 11 DIRECTORS' MEETINGS

11.1. PLACE OF BOARD MEETINGS: Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

11.2. MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT: Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- a. Each member participating in the meeting can communicate concurrently with all other members.
- b. Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
- c. The board has adopted and implemented a means of verifying both of the following:
  - (i) A person communicating by telephone, video screen, or other communications equipment is a director entitled to participate in the board meeting.
  - (ii) All statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

11.3. TRANSACTION OF BUSINESS BY E-MAIL: If a resolution is proposed for adoption by e-mail, the following two-stage procedure is mandatory. The first-stage voting is on the procedure, second-stage voting is on the resolution itself.

- a. At least three days in advance of the proposed first stage voting, the resolution to be voted on is circulated to all directors by e-mail (or fax if necessary), together with a request for approval of the e-mail voting procedure, an explanation of why e-mail voting is deemed necessary, and a deadline date for completing the first-stage voting.
- b. If two-thirds of the current number of directors agree to the e-mail voting procedure, the second-stage voting may proceed, but only on the resolution as pre-circulated, amendments not being permitted.
- c. As at regular meetings, a quorum for voting consists of a majority of the current number of directors, and passage requires the affirmative votes of a majority of those voting.
- d. Nothing stated here should be construed to discourage e-mail discussion and debate about any subject prior to a regular meeting or a proposed vote on a resolution by the specified e-mail procedure

11.4. ANNUAL AND OTHER MEETINGS: Immediately after each annual meeting of members, the board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required. Other general

meetings of the board may be held without notice at such time and place as the board may fix from time to time.

11.5. REGULAR BOARD MEETINGS: Regular meetings of the Board of Directors shall be held as determined by the Board.

11.6. AUTHORITY TO CALL SPECIAL MEETINGS: Special meetings of the board for any purpose may be called at any time by the chairman of the board, if any, the president or any vice president, the secretary, or any two directors.

11.7. NOTICE OF SPECIAL MEETINGS: Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) telegram; (e) facsimile; (f) electronic mail; or (g) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.

Notices sent by first-class mail may be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, electronic mail, or telegraph shall be delivered, telephoned, sent, or given, respectively, at least 48 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

11.8. QUORUM: A majority of the directors in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law (the "approval of the Board"), including, without limitation, the provisions on (a) approval of contracts or transactions between this corporation and one or more directors or between this corporation and any entity in which a director has a material financial interest, (b) creation of and appointments to committees of the board, and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

11.9. WAIVER OF NOTICE: Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

11.10. ADJOURNMENT: A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

11.11. NOTICE OF ADJOURNED MEETING: Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

#### ARTICLE 12 DIRECTORS' ACTION WITHOUT A MEETING

Any action that the Board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved board action. All such consents shall be filed with the minutes of the proceedings of the board.

#### ARTICLE 13 COMPENSATION AND REIMBURSEMENT

13.1. DIRECTORS AND OFFICERS: Directors may not receive compensation for their services but may receive such reimbursement of expenses, as may be determined by Board resolution to be just and reasonable. The officers shall receive no compensation for services rendered to the corporation, unless subject to the approval of the Board, an officer is also an employee of the corporation and renders services for the benefit of the corporation.

#### ARTICLE 14 COMMITTEES

##### 14.1. CREATION AND POWERS OF COMMITTEES:

14.1. CREATION AND POWERS OF COMMITTEES: The board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors or other Voting Members or spouses of Voting Members or domestic partners of Voting Members, to serve at the pleasure of the board. Appointments to committees of the board shall be by the President or majority vote of the directors. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the board, to the extent provided in the board resolution, except that no committee may:

- a. Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- b. Fill vacancies on the board or any committee of the board;
- c. Amend or repeal Bylaws or adopt new Bylaws;
- d. Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;

- e. Create any other committees of the board or appoint the members of committees of the board; or
- f. Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected.

14.2. MEETINGS AND ACTION OF COMMITTEES: Meetings and actions of committees of the board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the board has not adopted rules, the committee may do so.

14.3. STANDING COMMITTEES: The following standing committees shall be appointed by the President for the purpose of assisting the officers of the corporation in the performance of their duties. The chairman of these committees shall be approved by the Board of Directors.

- a. SWIM: The Swim Committee shall advise the President and Board of Directors respecting the rules and operation of the pool and the organization of special activities revolving around its use.
- b. FACILITIES: The Facilities Committee shall plan for and supervise improvements, maintenance and repair of the grounds and facilities of the corporation, provided tax exemptions of the corporation are not affected.
- c. TENNIS: The Tennis Committee shall advise the President and the Board of Directors respecting the rules and operation of the tennis facilities and the organization of special activities revolving around their use.
- d. MEMBERSHIP: The Membership Committee shall investigate and report to the Board of Directors concerning applications for membership. It shall establish a priority system for admitting new members. The committee shall also investigate charges of misconduct and other activities prejudicial to the best interests of the corporation and report its findings to the Board of Directors in those instances where denial of the use of the facilities is recommended. The Membership Committee Chairman shall provide the Secretary with a current membership roster, updated monthly.

All committees shall be under the supervision and subject to the authority of the President who is an ex-officio member of all standing and special committees of the corporation. The President shall be authorized to appoint such other committees as he shall deem necessary for the welfare of the corporation. The chairman of such committees shall be approved by the Board of Directors.



In the event any committee fails in the performance of its functions in the opinion of the Board of Directors, the functions of such committee shall be performed by the Board of Directors until a new committee is established.

The President or the Board of Directors may remove any member of a committee.

## ARTICLE 15 OFFICERS

15.1. OFFICES HELD: The officers of this corporation shall be a president, a secretary, and a chief financial officer (treasurer). The corporation, at the board's discretion, may also have a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed by the Board.

15.2. ELECTION OF OFFICERS: The officers of this corporation shall be chosen annually by the board and shall serve at the pleasure of the board.

15.3. APPOINTMENT OF OTHER OFFICERS: The board may appoint and authorize the chairman of the board, the president, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the Bylaws or established by the board.

15.4. SUBORDINATE OFFICERS: The President may appoint subordinate officers to serve at discretion of the Board of Directors. They need not be directors. Each of said officers shall have the authority and duties customarily associated with his office, together with such other authority and duties as shall be delegated by the Board of Directors.

15.5. REMOVAL OF OFFICERS: Without prejudice to the rights of any officer under an employment contract, the board may remove any officer with or without cause. An officer who was not chosen by the board may be removed by any other officer on whom the board confers the power of removal.

15.6. RESIGNATION OF OFFICERS: Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

15.7. VACANCIES IN OFFICE: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

## ARTICLE 16 RESPONSIBILITIES OF OFFICERS

16.1. CHAIRMAN OF THE BOARD: If a chairman of the board of directors is elected, he or she shall preside at board meetings and shall exercise and perform such other powers and

duties as the board may assign from time to time. If there is no president, the chairman of the board shall also be the chief executive officer and shall have the powers and duties of the president of the corporation set forth in these Bylaws.

16.2. PRESIDENT: Subject to such supervisory powers as the board may give to the chairman of the board, if any, and subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all members' meetings and, in the absence of the chairman of the board, or if none, at all board meetings. The president shall have such other powers and duties as the board or the Bylaws may require. The President shall preside at all meetings of the corporation and Board of Directors and shall perform the duties as, may be prescribed by these By-Laws or by the Board of Directors.

16.3. VICE PRESIDENTS: If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the board, or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or the Bylaws may require.

16.4. SECRETARY: The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at board and committee meetings; and the number of members present or represented at members' meetings.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and Bylaws, as amended to date.

The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the board, a record of the corporation's members, showing each member's name, address, and class of membership.

The secretary shall give, or cause to be given, notice of all meetings of members, of the board, and of committees of the board that these Bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the Bylaws may require.

16.5. CHIEF FINANCIAL OFFICER (TREASURER): The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

- a. The chief financial officer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation

- with such depositories as the board may designate; (ii) disburse the corporation's funds as the board may order; (iii) render to the president, chairman of the board, if any, and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the board or the Bylaws may require.
- b. If required by the board, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.
- c. The Treasurer shall keep the checkbook and accounts of the corporation and shall have custody of all of its assets. He shall collect the initiation fee and the annual dues from each member and any other revenues of the corporation and he shall maintain all records and accounts pertaining thereto. All checks and orders for the payment of money of the corporation shall be signed by the Treasurer or other officer designated by the Board of Directors, except that all checks, other than for salaries of employees, in an amount of \$2,000.00 or over shall be signed by two officers or members designated by the Board of Directors. He shall prepare and present a financial statement at each annual meeting of the corporation as the Board of Directors may require, together with such interim financial statements as may be required. He shall perform such other duties as may be prescribed by these By-Laws and by the Board of Directors. The faithful performance of his duties shall be secured by an adequate fidelity bond.

16.6. CONTRACTS WITH DIRECTORS AND OFFICERS: No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation, unless:

- a. the material facts as to the transaction and such director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested director not being entitled to vote thereon; or
- b. the material facts regarding such director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all board members before consideration by the board of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the

board by a vote sufficient for that purpose without counting the vote of the interested director.

16.7. LOANS TO DIRECTORS AND OFFICERS: This corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer of the corporation or of its parent, affiliate, or subsidiary.

#### ARTICLE 17 INDEMNIFICATION

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 7237(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board by any person seeking indemnification under Corporations Code section 7237(b) or section 7237(c), the board shall promptly decide under Corporations Code section 7237(e) whether the applicable standard of conduct set forth in Corporations Code section 7237(b) or section 7237(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 7237(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

17.1. INSURANCE: This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

17.2. PUBLIC LIABILITY COVERAGE: The corporation shall carry public liability insurance with adequate policy limits for personal injury and property damage. The adequacy of these limits shall be reviewed annually. The insurance shall be written to cover all officers, directors, and employees of the Corporation in the performance of their duties.

17.3. EXCULPATION: To the fullest extent permitted by law, the corporation assumes no responsibility and members and their guests have no claim against the corporation, its officers, Board of Directors, or employees for any accident or injury to any person on the property of the corporation.

## ARTICLE 18 RECORDS AND REPORTS

18.1. MAINTENANCE OF CORPORATE RECORDS: This corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of its members, board, and committees of the board; and
- c. A record of each member's name, address, and class of membership.

18.2. MEMBERSHIP RECORDS: Unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- a. Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested; or
- b. Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand. If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the corporation.

18.3. ACCOUNTING RECORDS AND MINUTES: On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board of directors, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

18.4. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS: This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and Bylaws, as amended to the current date, which shall be open to inspection by the members at all reasonable times during office hours. If the corporation has no business office in California, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and Bylaws, as amended to the current date.

18.5. DIRECTORS' RIGHT TO INSPECT: Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

18.6. ANNUAL REPORT: The accounts of the corporation shall be reviewed annually in the manner specified by the Board of Directors, and a report of the review shall be made at the annual meeting of the corporation.

#### ARTICLE 19 GOVERNING LAW AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law, and specifically Division 2, Part 3 of the California Corporations Code governing California Nonprofit Mutual Benefit Corporations, shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

The rules contained in the current edition of Roberts Rules of Order, newly revised, shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order that the Corporation may adopt.

#### ARTICLE 20 AMENDMENTS

20.1. AMENDMENT BY BOARD SUBJECT TO LIMITATION BY MEMBERS: Subject to the members' rights under these Bylaws, the board may adopt, amend, or repeal Bylaws unless the action would:

- a. Materially and adversely affect the members' rights as to voting, dissolution, or transfer;

- b. Increase or decrease the number of members authorized in total for any class;
- c. Effect an exchange, reclassification, or cancellation of all or part of the memberships; or
- d. Authorize a new class of membership.

20.2. HIGH VOTE REQUIREMENT: If any provision of these Bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

20.3. MEMBERS' APPROVAL REQUIRED: Without the Approval of the Voting Members, the board may not adopt, amend, or repeal any bylaw that would:

- a. Increase or extend the terms of directors;
- b. Allow any director to hold office by designation or selection rather than by election by a member or members;
- c. Increase the quorum for members' meetings; or
- d. Repeal, restrict, create, expand or otherwise change proxy rights.

20.4. AMENDMENTS BY MEMBERS:

New Bylaws may be adopted or these Bylaws may be amended or repealed by the Members, provided, however, that any such adoption, amendment, or repeal also requires approval by the members of a class if that action would:

- a. Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, or transfer in a manner different than the action affects another class; or
- b. Materially and adversely affect that class as to voting, dissolution, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class.

Any provision of these Bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number. No amendment may extend a director's term beyond that for which the director was elected.

Amendments to these Bylaws may be adopted by an affirmative vote of two-thirds (67%) of the Members present in-person or by proxy at any meeting of the Members provided a quorum is present as specified in Section 5.9 and provided written notice of the proposed amendment is included in the call of the meeting.

ARTICLE 21 CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Stanford Campus Recreation Association, a California nonprofit mutual benefit corporation; that these Bylaws, consisting of \_\_[number]\_\_ pages, are the Bylaws of this Corporation as adopted by the Board of Directors on \_\_[date]\_\_ ; and that these Bylaws have not been amended or modified since that date.

Executed on \_\_[date]\_\_ at \_\_[city]\_\_, California.

Secretary of the Corporation

Name



**STANFORD CAMPUS RECREATION ASSOCIATION  
SCHEDULE 1 TO THE BYLAWS**

**MAXIMUM MEMBERSHIP:**

As of April 1, 2008, the Maximum Membership is without limit, with each Voting Member constituting one Membership and each Emeritus Voting Member constituting one-half Membership, only for purposes of this Maximum Membership.

Dated: April 1, 2008.

Board of Directors

By:

Its:

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