

BYLAWS 14

Approved by vote of the membership 20 Mar 2018
Approved change to: Article 6, Section 6.05 F.

**BYLAWS
SKP PARK OF THE SIERRAS, INC.**

Bylaws are regulations for the conduct of the business and activities of the Corporation. The Board of Directors is authorized to amend Bylaws, but any such changes must be approved by a majority vote of the Membership.

**ARTICLE 1
NAME, STATUS, AND PURPOSE**

SECTION 1.01 NAME: The Corporation shall be known as the SKP PARK OF THE SIERRAS, INC.

SECTION 1.02 ORGANIZATION STATUS: The SKP PARK OF THE SIERRAS, INC. is a non-profit mutual benefit Corporation organized under the Nonprofit Mutual Benefit Corporation Law of the State of California (CA Corp. Law, Title 1, Div. 2, Part 3, Chap. 1). The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Mutual Benefit Corporation Law. Such purposes for which this Corporation is formed are pleasure, recreation, and other non-profitable purposes and are to provide a higher quality of recreational vehicle living at a lower cost than is possible with rental or private ownership to its Members; to provide educational, charitable, and cultural advantages for the Membership of the Corporation and the Escapees Club and to provide a place for Members of the Escapees Club to park in a self-contained recreational vehicle while in or traveling through California.

SECTION 1.03 SEVERABILITY CLAUSE: If any provision or provisions of these Bylaws shall be held to be invalid, illegal, unenforceable, or in conflict with the law of any jurisdiction, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

**ARTICLE 2
OFFICES**

SECTION 2.01 PRINCIPAL OFFICE: The principal office of the Corporation for the transaction of its business shall be located in Madera County, California, as designated by the Board of Directors ("Board"). The Board may, however, change the principal office from one location to another.

SECTION 2.02 OTHER OFFICES: The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as it's business may require and as the Board may, from time to time, designate.

**ARTICLE 3
MEMBERS**

SECTION 3.01 QUALIFICATIONS: A "Member of the Corporation" as used herein is defined as one or two adults, age fifty-five (55) years or older, or he or she is an adult who occupies a site with a person who is fifty five (55) years of age or older, living in the same recreational vehicle on a continuing basis, not exceeding two (2) persons per recreational vehicle who have entered into a Membership Agreement with the Corporation. Members may enter into only one (1) Membership and hold only one (1) site per said Membership. No person may become or remain a Member of the Corporation unless the person is also a Member in good standing of the Escapees

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Club. A Member must agree to enter into a Membership Agreement for the use of the Corporation's facility, and that their interest or any part thereof is not transferable or assignable, except to the Corporation. To retain Membership, the Member must abide by the Articles of Incorporation, Bylaws, Membership Agreement and the Park Rules of the Corporation and must pay all assessments, fees, fines and dues on a timely basis to be determined by the Board pursuant to these Bylaws and Park Rules.

SECTION 3.02 RESPONSIBILITIES OF MEMBERS: Members of the Corporation shall:

- A.** Not attempt to impose personal preference upon others.
- B.** Share that Member's knowledge, labor and time towards the betterment of the Corporation. All Members who spend a period of time in the Corporation's facility are expected to serve on one of the Corporation's Committees described in these Bylaws, or in one of the positions which have been established by the Board to ensure the continued success of the Park.
- C.** Be responsible for the action of, and any damages caused by, their guests and their pets as well as any unpaid charges incurred by the guests during their stay at Park of the Sierras.
- D.** Be aware that all local, County and State requirements placed on the Park must be followed. Members must assure the Park of their compliance with these requirements and as specifically enumerated in Article 8 of these Bylaws. Such compliance statement(s), invoice(s) or other documents are to be retained in the Member's permanent file in the Corporate office. Members and guests must obtain approval from the Manager or appropriate Committee prior to occupying the site and prior to performing any construction, including, but not limited to, building decks or fences and planting any trees or shrubs.

SECTION 3.03 RIGHTS AND PRIVILEGES OF MEMBERS:

- A.** In addition to the exclusive right to use one site in the Park as provided in the Membership Agreement, Members shall have the right to use all facilities of the Park.
- B.** Members shall have the right to attend all General Membership Meetings and all meetings of the Board of Directors other than closed Executive Meetings.
- C.** Members shall have the right to seek election to the Board of Directors and to hold any office within that body.
- D.** Members may make suggestions, request information, or recommend revisions to these Bylaws in a written request to any Member of the Board of Directors. The matter will be considered at the next open meeting of the Board and the Member will receive a written response within fifteen (15) days if possible.

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- E.** If the Board of Directors declines to present revision of the Bylaws to the Members at the next General Meeting, as requested by a Member, the Member may make the request in the form of a petition, signed by twenty percent (20%) of the Membership. Such a petition must be delivered to the Board not later than ninety (90) days prior to the announced date of the Annual Membership Meeting. This will provide the Board with sufficient time to meet the printing and mailing requirements set forth above. A check in the amount of One Hundred Dollars (\$100.00) shall accompany the petition, which will be held by the Secretary until final vote. In the event the change is adopted, the check will be returned; and if the request is denied, the money will be applied to the costs. Once a request for an addition or amendment has been denied by the Membership, the same request may not be accepted for vote again for two (2) years.
- F.** Membership voting, where provided for in the Bylaws, shall include provisions for voting by mail or by proxy unless specifically waived in these Bylaws. Proxy voting may be exercised only by another Member. Except for the provisions for proxy voting, only one vote per Membership shall be cast.
- G.** All Members have the right to receive notification of the Annual Membership Meeting, summaries of the meetings of the Board of Directors held during the year, an annual statement of the financial condition of the Corporation, and notification of the new Officers and Directors duly elected.
- H.** A second single adult may be added to the Membership Agreement of a current single Member. The proposed new Member must go through the Wait List prior to being added. If the new Member is the spouse or legal partner of the current Member, the Wait List requirement is waived. Additionally, all new proposed Members must meet the following conditions:

 1. The new Membership meets the requirements of Article 3, Section 3.01;
 2. The Secretary of Board of Directors is notified in writing;
 3. The original Certificate of Membership and the Membership Agreement are surrendered to the Secretary and new ones issued;
 4. The change is recorded in the Corporation's records;
 5. The new Member is responsible for paying any difference between the Membership cost already paid by the current single Member, and the current cost of Membership.

**ARTICLE 4
ASSESSMENTS, FEES, FINES AND DUES**

SECTION 4.01 DEFINITION OF TERMS:

- A.** An “**assessment**” as used herein is equally shared by all Park Members and has been designated for a specific stated purpose that will benefit the Corporation as a whole. Such assessments shall be part of the Member's investment. If a substantial portion of any assessment is not used for its specific purpose, it shall be returned to the Members.
- B.** A “**fee**” as used herein is any payment levied by the Board of Directors and billed to those Members to whom it applies:

 1. **MAINTENANCE FEE:** A Maintenance Fee shall be enacted annually by the Board of Directors to fund the budget for the operation of the Park. Maintenance Fees shall not be used for Capital Spending and are not part of the Member's investment.

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- a. No later than 60 calendar days after the close of each fiscal year, the Treasurer shall determine if any Maintenance Fees remain, or if there was a shortfall for the year. The Audit Committee and the Board of Directors shall approve such findings.
 - b. If there are remaining Maintenance Fees, they shall be returned to Members as a credit on their next Maintenance Fee invoice. The amount being returned to Members shall be prorated for the Members who held membership for a part of the subject year on the basis of the number of days they were Members divided by 365. Outgoing and incoming (new) membership date is determined by the date the Member signs the Membership Agreement.
 - c. If there is a shortfall of their next Maintenance Fee, the shortfall amount shall be billed to Members on their next Maintenance Fee invoice. The amount being billed to Members shall be prorated for the Members who held membership for a part of the subject year on the basis of the number of days they were Members divided by 365. Outgoing and incoming (new) membership date is determined by the date the Member signs the Membership Agreement.
2. **BUY-IN FEE:**
- a. The Board of Directors may revise Buy-In fees for incoming Members at any time. Any such revision will include the date of the increase.
 - b. Funds generated by the Buy-In fee will be placed in a Long Term Capital Fund with interest accruing back to the Fund.
 - c. Expenditures from the Fund shall be made under the Special Board Policy procedure. Expenditures from the Fund shall be used for the following only:
 - (1) To correct failure(s) of Park assets not currently covered in the Reserve Study;
 - (2) For costs necessitated because of written government mandates, or;
 - (3) For costs incurred due to natural or manmade disasters.
- C. A “**fine**” as used herein is a payment levied by the Board of Directors for failure to make timely payments or for violation of the Bylaws or Park Rules of the Corporation.
- D. **Dues** – The cost of Membership in the Escapees Club, A Texas Corporation.
- E. The **Reserve Study** shall be updated annually and consist of a list of Capital Assets with a useful life of 20 or fewer years as of the date of the study. It shall at least contain the original cost, useful life, and estimated cost to replace, repair or update each listed asset, plus the amount of money needed annually to carry out such replacement, repair or update.
- F. A **Reserve Fund** shall be established to set aside money for emergencies that affect the health and welfare of the Park and its Members, and for the replacement, major repair or update of assets in the Reserve Study. It shall be funded by an assessment at the start of each fiscal year to a level of \$80,000 or to an amount equivalent to the next three years projected spending according to the Reserve Study, whichever is greater. Reserve funds shall be deposited in interest bearing accounts and interest earned credited to the Reserve Fund.
- G. **Reserve Requirement** is the total of all annual contributions that would be necessary to pay for the replacement, major repair or update of assets in the Reserve Study.
- H. **Capital Asset** is any tangible item or grouping of items that cost \$1,000 or more, that can be depreciated.

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I. **Capital Spending** is any expenditure to purchase, major repair or update a Capital Asset.

SECTION 4.02 METHOD OF IMPOSITION:

- A. Any assessment not required to pay a legal debt or the Reserve Fund (to meet Bylaw requirements) shall be equally divided among all Members and shall require the approval by a majority of all Members entitled to vote (254).
- B. Fees required to satisfy legal demands shall be determined and imposed by the Board of Directors.
- C. Fees shall be established by the Board of Directors.
- D. The Board of Directors may impose a reasonable "site turnover fee".
- E. Payments of Assessments, Fees and/or Fines are to be paid within 30 days of due date.

ARTICLE 5
TERMINATION OF MEMBERSHIP

SECTION 5.01 CAUSES OF TERMINATION: A Membership shall be subject to termination on occurrence of any of the following events:

- A. Resignation of a Member, on reasonable notice to the Corporation.
- B. Expiration of Membership in the Escapees Club.
- C. Failure of a Member to pay assessments, fees or fines as set by the Board within sixty (60) days after they become due and payable.
- D. Occurrence of any event that renders a Member ineligible for Membership, or failure to satisfy Membership qualifications.
- E. Termination of Membership pursuant to the provisions of these Bylaws, based on the good faith determination by the Board, 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 purpose and interests of the Corporation.
- F. Upon the death of a person named on the certificate of Membership and the Membership Agreement, the co-Member, if any, of said deceased Member shall assume and be entitled to all the duties, rights, and privileges of Membership. Upon the death of the said surviving co-Member named in the Certificate of Membership and the Membership Agreement, said Membership shall automatically revert to the Corporation for reassignment. Any compensation for the deceased Member's interest shall be paid to his/her estate, heirs, or beneficiary, as designated, on file with the Park within thirty (30) days of reassignment of the Member's interest and payment by the new Member of the necessary amount to cover monies due.

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If no designated beneficiary is on file and no one makes a claim within one year of the death of the last Surviving member, the Membership Fee reverts back to Park of the Sierras, Inc.

SECTION 5.02 PROCEDURE FOR TERMINATION OF MEMBERSHIP: If grounds appear to exist for Termination of Membership under the provisions of these Bylaws or Park Rules of the Corporation and in compliance with the California Nonprofit Mutual Benefit Corporation law (CA Corp. Law, Title 1, Div. 2, Part 3, Chap.1), the procedure set forth shall be followed:

- A. The Member shall be given verbal notice of the specific infraction(s) of the Corporation's Bylaws, Membership Agreement or Park Rules and be requested to comply within ten (10) days to avoid any further disciplinary action. The "verbal request" is to be conveyed by the Park Manager, who may have a witness present to observe the discussion. Verbal notices may be given two or three times, depending on the seriousness of the infraction and the cooperation of the Member.
- B. If non-compliance continues, the Park Manager must file a written report to the Board of Directors clearly stating the Member's failure to comply with specific rules, the date(s) of verbal discussion, witnesses present (if any) and the Member's response to date.
- C. The Board of Directors shall cause a written notification to be prepared and delivered to the Member by Certified Mail with a Return Receipt requested. Such notification shall be prepared within five (5) working days from receipt of the Manager's report. Such notification shall contain:
 1. Member's name, address and SKP number.
 2. A clear statement of the infraction(s) that must be corrected to comply with our specific Bylaws, Membership Agreement and/or Park Rules.
 3. A statement that duly authorized person(s) had discussed the infraction(s) with the Member (either verbally or in writing) and that further non-compliance could lead to Termination of Membership.
 4. An opportunity for the accused Member to be heard (either verbally or in writing) before the Board of Directors within fifteen (15) days and not less than five (5) days before the effective date of proposed Termination of Membership.
 5. A statement that continued non-compliance with our Bylaws, Membership Agreement and/or Park Rules will cause said Member's Membership to be terminated effective _____ (a date at least five (5) days after expected receipt of this notice).
 6. A notice that any action challenging Termination of Membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of Termination of Membership.
- D. The Board of Directors, in consultation with the Park's Legal Advisor, shall decide whether or not the Member shall be disciplined in some other way. The decision of the Board of Directors shall be final.

SECTION 5.03 COMPENSATION UPON TERMINATION: Whether termination is voluntary or involuntary, any terminated Member shall be paid an amount equal to, but not exceeding, the Member's original investment (Original investment shall be \$11,241.00 for all Members in good standing as of March 31, 2002) in the Corporation, plus any subsequent assessments or Buy-In Fees which the Member has paid, excluding site improvements. Compensation due to a terminated Member shall be paid within thirty (30) days of reassignment of the Member's interest and payment by the new Member for the necessary amount to cover monies due. Any fees, charges, or fines due to the Corporation or payment for damages to the Corporation's property or any financial obligation of any guest of the terminated Member shall be deducted from the amount due.

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**ARTICLE 6
GOVERNMENT OF THE CORPORATION**

SECTION 6.01 COMPOSITION OF THE BOARD OF DIRECTORS:

- A. The Board of Directors shall consist of nine (9) Members of the Corporation who shall be elected by the Membership at the Annual Membership Meeting. In odd numbered years four (4) Members will be elected and in even numbered years five (5) Members will be elected for two (2) year terms to keep the Board of Directors at nine (9) Members.
- B. Directors need not be residents of the State of California.
- C. A Director may be removed, with or without cause, if the removal is approved by a vote of a simple majority of the voting Members present at any Membership meeting.
- D. Vacancies shall be filled by Board appointment to complete the unexpired term of the vacancy.
- E. Membership on the Board of Directors shall be limited to one person per Membership.
- F. Directors shall serve without compensation.
- G. A Director may serve up to two (2) consecutive two-year (2-year) terms, if re-elected. A partial term appointment constitutes a term. There must be a two-year (2-year) separation before a Member can run for the Board, or accept a partial term appointment, after serving two (2) consecutive terms.

SECTION 6.02 NOMINATIONS AND ELECTION OF DIRECTORS:

- A. The Board of Directors shall appoint an Election Committee to nominate prospective Directors. The Committee will obtain written acceptance and resumes limited to one hundred (100) words. Such nominations shall be submitted to the Board of Directors by the Committee at least sixty (60) days prior to the election and must be accompanied by a statement by the Committee that said nominees have accepted nomination for the position.
- B. Nominations may also be made by any Member. All such nominations shall be in writing and must be received by the Secretary of the Board of Directors at the Corporate Office at least sixty (60) days prior to the election, and must be accompanied by a written acceptance of the nominee.
- C. Election of Directors shall be conducted by secret ballot and may be done by mail or in person. Ballots and resumes shall be mailed to Members not less than forty five (45) days prior to the date of the Annual Membership Meeting and no ballot shall be counted unless it is on the original form submitted to the Members and returned in a sealed envelope. All ballots received shall remain sealed until the date and time

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of the election and shall be opened and counted by the Election Committee. The Committee shall announce the results of the election.

- D. In the event of a tie vote, the tie will be broken by a majority written vote of the Members present or represented by proxies at the Annual Membership Meeting, without notice or canvassing of absent Members.

SECTION 6.03 ELECTION OF OFFICERS:

- A. The officers of the Corporation will be a President, Vice-President, Secretary and Treasurer and such other officers as the Board may decide. Each of the officers shall be elected by the Board at its Executive Session immediately following the Annual Membership Meeting.
- B. An officer may resign or may be removed, with or without cause, by the Board. Vacancies and newly created offices will be filled by the Board.
- C. One Board Member may hold more than one office but no Board Member may be both President and Secretary.

SECTION 6.04 DUTIES OF THE OFFICERS:

- A. The President shall be the Chief Executive Officer of the Corporation and shall preside at all Board and Membership Meetings. When authorized, he will execute and deliver documents in the name of the Corporation.
- B. In the absence of the President, or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.
- C. The Secretary will be responsible for the Membership records of the Corporation, the Certificates of Membership and transfers thereof, the minutes of the proceedings of the Board of Directors and Membership Meetings, and of other official Corporation records; will give all notices required; and, when authorized, will attest, seal, execute and deliver documents of the Corporation.
- D. The Treasurer will be responsible for accounting for the monies of the Corporation and for keeping correct and complete records, which conform to standard, generally accepted accounting practices, and for subsidiary records of account keeping. To provide for continuity as one Treasurer succeeds another, the books shall be maintained under the supervision of a Certified Public Accountant or another qualified accountant or firm, and consultation with that person shall be maintained at intervals deemed necessary by the Audit Committee.

SECTION 6.05 MEETINGS OF THE BOARD OF DIRECTORS:

- A. Interim meetings of the Board of Directors shall be held at least two (2) times a year, with the times and places of such meetings to be designated by the Board.

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- B. Special meetings of the Board may be called by an officer and shall be held at the time and place fixed by the person calling the meeting.
- C. A majority of the Directors shall constitute a quorum at any Board meeting. A quorum, once obtained, continues through until adjournment despite voluntary withdrawal of enough Directors to leave less than a quorum, provided however, that at least two Directors remain present. The act of the majority of Directors present at a meeting at which a quorum has been obtained shall constitute a valid act of the Board.
- D. In the case of special meetings, if a quorum is not present, business matters which necessitated the calling of the meeting can be presented by telephone contacts to an absent Director or Directors. Participation in a meeting through conference telephone or similar communications equipment shall constitute presence in person at the meeting for quorum purposes, so long as all Directors participating in the meeting can hear one another and proceedings are recorded. All absent Board Members shall be contacted and permitted to participate in the meeting if they can be reached by phone through reasonable effort.
- E. A Director may give a signed proxy to any other Director for any matter known to be coming before the Board or for any matter in a specific field of interest which might come before the Board.
- F. All meetings of the Directors shall be open to the Members, except when a problem requiring immediate action is brought to the Board's attention, including but not limited to issues concerning personnel or matters of a private nature. This results in a closed Executive Session.

SECTION 6.06 DUTIES AND RESPONSIBILITIES OF DIRECTORS:

- A. The Board will elect its officers and shall hire a Manager to serve at the Board's discretion who will administer the business and affairs of the Corporation. The Manager shall not be a Director.
- B. The Directors will manage the business affairs of the Corporation and may act only as a Board with each Director having only one vote. To ensure continuity, all legal or government conferences for negotiations and all substantial financial negotiations shall be conducted with the knowledge and approval of a majority of the Directors. Disposal of any real estate owned by the Corporation shall be made only upon recommendation of the majority of the Board and must be approved by a majority of all Members entitled to vote (254).
- C. The Board is responsible for obtaining, whenever possible, competing bids on all substantial purchases and employment of outside vendors, and shall not authorize work by an outside vendor unless a valid contract has been obtained if appropriate.
- D. The Board of Directors will determine and make the policy for the operation of the Park. The Board of Directors may also determine and make policy that requires a larger number of votes for approval. Such a policy shall be known as a "Special Board Policy" and shall require a minimum of eight (8) affirmative votes to create and/or revise.
 - 1. All nine (9) Directors, including the President, are eligible to vote.

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2. The proposed policy document shall include in the heading the words "Special Board Policy" and this introductory sentence: "Revisions to this Special Board Policy shall require the approval of a minimum of eight (8) Directors."
- E. The Board shall adopt a form of Certificate of Membership to certify Membership in the Corporation. Each Member is entitled to such a certificate, signed by the President and the Secretary, representing the fully paid Membership owned by such Member. Transfers of Certificates and Agreements of Membership shall be done by the Secretary in the manner provided by the Board of Directors. A record of all original Certificates of Membership and all subsequent transfers thereof shall be entered in the records of the Corporation.
- F. The Board shall adopt the rules governing the temporary rental of sites to fellow Escapees and guests of Members.
- G. The Board of Directors is authorized to restate the Articles of Incorporation and amend Bylaws and Park Rules. Any such changes must be approved by a majority vote of all the Members entitled to vote (254), and shall be submitted in writing to the Members not later than forty-five (45) days prior to the general Membership Meeting or one of the scheduled interim Board meetings for review by the Members prior to the meeting.
- H. The Board shall designate the date and place for the Annual Membership Meeting and may call special Membership Meetings at its discretion.
- I. The Board shall prepare and present an Annual Report and financial statement at each Annual Membership Meeting. These reports shall become part of the Corporation's permanent records. In addition, the Treasurer shall prepare quarterly reports to the Board which shall include a financial accounting.
- J. Immediately after each Annual Membership Meeting the incoming Board shall appoint a standing Audit Committee of three qualified persons, who are neither Directors nor outgoing Directors, to examine the Corporation's books and records and to prepare a report of their condition. At its discretion, the Committee may obtain an audit of the books by a Certified Public Accountant or other qualified accountant or firm. The Committee's report and recommendation shall be presented to the Board of Directors and reviewed by the Treasurer; and the Board may take action to implement the recommendation. The Committee report shall be retained by the Secretary as a permanent Corporation record and be made available to the Membership.
- K. The Board shall annually appoint but not be limited to the following committees:
 1. Committees:
 - a. Standing Audit
 - b. Election
 - c. Construction/maintenance
 - d. Grievance
 - e. Site Improvement
 - f. Budget and Planning

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- g. Clubhouse Management
 - h. Communication
 - i. Landscape
 - j. Reserve Study
2. Each Committee shall submit proposed guidelines in the specific area of its concern to the Board annually for approval. Once guidelines have been established, changes must receive Board approval.
 3. The Reserve Study Committee shall consist of representatives from the Construction/Maintenance, Site Improvement, Budget and Planning, Clubhouse Management, Communication and Landscape Committees.
- L. The Board shall devise a Corporate Seal which the Corporation may use on its documents; but the failure to have or affix a Corporate Seal shall not affect the validity of any instrument or any action of the Corporation.
- M. The Board shall publish a Reserve Status Report to the Members and the top 10 on the Waiting List within 30 days of the start of every fiscal year. It will state the Reserve Requirement, the balance in the Reserve Fund and show the per Member share of unfunded reserves. It will also list the assets expected to need replacement, repair or update during the next three years and the associated cost.
- N. The Board may only spend Reserve Fund money on assets that have been in the Reserve Study at least three years.
- O. The Board may make discretionary Capital Spending not to exceed \$15,000 per year from a fund set up for this specific purpose and funded by assessments.
- P. A Board can neither loan to nor borrow from any funds without the approval of fifty percent (50%) vote plus one (1) vote of those eligible voters in attendance at a properly called meeting of the Membership.

**ARTICLE 7
RULE OF MEETING**

SECTION 7.01 MEMBERSHIP MEETINGS:

- A. An Annual Membership Meeting shall be held each year at a time and place to be determined by the Board of Directors. At this meeting Directors shall be elected and any other proper business may be transacted.
- B. Special meetings of the Membership may be called by the Board of Directors, or at the request of twenty percent (20%) of the Membership, and will be held at the time and place fixed by the entity calling the special meeting.

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- C. Meetings of the Membership, both annual and special, shall be held at the SKP Park of the Sierras, unless a different meeting place is designated in the meeting notice.
- D. A majority (128 or more) of all Members entitled to vote (254) represented in person or by proxy, shall constitute a quorum at any meeting of the Membership. The Members present at a duly called meeting or held meeting at which a quorum is present may continue to transact business until adjournment, even though some of the Members have withdrawn leaving less than the original quorum, providing any action taken (other than adjournment) is approved by at least a majority of votes required by the original quorum. EXAMPLE: 65 votes needed to pass a floor vote, minimum over 50% of original quorum.
- E. Written notice stating the time and place and, if a special meeting the purpose thereof, will be delivered not less than ten (10) nor more than forty-five (45) days before the meeting date, either personally or by mail, at the direction of the President or the Board calling the meeting to each Member. If mailed, a notice is deemed delivered when deposited in the United States mail to the address shown on the Corporation's books.
- F. All Annual Membership Meetings, all Special Meetings, and all meetings of the Board of Directors shall be guided by Roberts Rules of Order, newly revised.

**ARTICLE 8
SPECIFIC GUIDANCE TOWARDS OPERATION AND
MAINTENANCE OF EACH SITE IN THE PARK**

SECTION 8.01 OPERATION AND MAINTENANCE: The following guidance is written so that all may understand that the Park will be maintained as a recreational vehicle park, as determined in local, County or State rules. That the construction allowed on each site be a source of pride to all, and most importantly, that the Property Tax Rate Schedule against which we are assessed is not adjusted upwards due to the oversight of a few creating increased expense to all.

- A. **RECREATIONAL VEHICLES PERMITTED:** In that we are all Members of Escapees Club and do advocate full time traveling in recreational vehicles, our Park will be restricted to certain types of recreational vehicles. park models will not be allowed. The definition of a recreational vehicle permitted to occupy an assigned site is stated in Section 18010a of the State of California Health and Safety Code. The section defines a recreational vehicle as follows:
 - 1. A motor home, travel trailer, truck camper or camping trailer, with or without motive power, designed for human habitation for recreational, emergency or other occupancy, which meets all of the following criteria:
 - 2. It contains less than 320 square feet of internal living area, excluding built-in equipment; including but not limited to, wardrobe, closets, kitchen units or fixtures and bath or toilet rooms.
 - 3. It contains 400 square feet or less of gross area measured at maximum horizontal projections.
 - 4. It is built on a single chassis.
 - 5. It is either self-propelled, truck mounted or permanently towable on the (California) highways without a permit.
 - 6. Additionally, the recreation vehicle shall:
 - a. Contain a marine toilet;
 - b. Contain holding tanks for black and gray water;

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- c. Contain a fresh water tank;
- d. Contain a 12volt DC power system to power water pump and lighting;
- e. Be on wheels and moveable at all times;
- f. Have a R.V.I.A. seal specifying that MANUFACTURER CERTIFIES COMPLIANCE WITH STANDARD FOR RECREATIONAL VEHICLES ANSI No.A AND NATIONAL ELECTRICAL CODE ANSI/NFPA No.70. (Earlier or later ANSI code revisions are acceptable). If a recreational vehicle does not have this R.V.I.A. seal, the Board of Directors may approve the vehicle only if the above noted standards have been met. Board approval of any vehicle not having an R.V.I.A. seal shall be entered on the Membership Agreement and will include the vehicle I.D. number;
- g. Items 'a' thru 'f' above installed by manufacturer when the vehicle was built. Bus conversions must be approved by the Board of Directors, provided the vehicle meets the ANSI code of item 'f';
- h. In the traveling mode, have external dimensions no longer than 40 feet long and 8-1/2 feet wide;
- i. Have neither permanent awnings nor permanent skirting.

Verification of compliance of items 'a' through 'i' must be submitted and kept on file in the Corporate office.

- B. **SEPTIC SYSTEMS:** Septic systems have been designed for the use of RVs and will continue to function correctly if each Member makes every effort not to abuse the system. Only biodegradable agents should be used in the system; and the depositing of formaldehyde, zinc, eggshells, coffee grounds, cigarette butts, etc. in the system shall be avoided. The use of garbage disposals is not permitted. Every effort must be made to insure a tight fitting connection for sewer hose between RV and sewer inlet. Sewer hoses should be supported in order to avoid sagging, which creates an air trap.
- C. **OCCUPYING AND POSITIONING RV ON SITE:** SKP Park of the Sierras, Inc. will conform to California regulations and statutes.
- D. **FENCES:** Due to type of terrain, fences are discouraged, except for pet enclosures. Permission to erect ANY fencing must be obtained from Site Improvement/Landscape Committees with approval of the Board.
- E. **STORAGE UNITS:** Storage units on the sites are included in the price and will be of uniform design.
- F. **LANDSCAPING ON LOTS:** Planting of any shrubs, trees or other landscaping that might affect our septic system, view or safety, must be cleared by the Site Improvement and Landscape Committees with approval of the Board.
- G. **LAUNDRY FACILITIES:** Installation of washing machines or dryers in sheds is not permitted.
- H. **RENTAL OF LOTS:** Members may place their unoccupied site in the rental pool in accordance with Board Rules.

BYLAWS 14

Approved by vote of the membership 20 Mar 2018
Approved change to: Article 6, Section 6.05 F.

**ARTICLE 9
PARK MANAGER AND ASSISTANTS**

SECTION 9.01 PARK MANAGER AND ASSISTANTS: The Board of Directors will interview and select a Manager and, if deemed necessary, any assistants to oversee the daily, continued operation of the Park. The Board will negotiate compensation with such Manager. The Manager will be issued specific guidance to ensure that the needs of the Membership are met, that the needs of the Escapee visitors are met, and the obligations of the Park are met. Park of the Sierras, Inc. is a California “at will” employer. All of the Membership is encouraged to render whatever assistance is required in the operation of the Park.

SECTION 9.02 PARK MANAGER AS ADMINISTRATIVE OFFICER: The Manager of the Corporation Park, operating under policies set by the Board and acting under the Board’s direction, shall be the Administrative Officer of the Park and shall be authorized to conduct the business and affairs of the Park. The Manager shall not be an elected officer of the Board but may attend the Board meetings, with voice but without vote, at the discretion of the Board. No staff or other employee described in this Article 9 shall be a Member of SKP Park of the Sierras.

**ARTICLE 10
INDEMNIFICATIONS**

SECTION 10.01 INDEMNIFICATION: Each Director and the Manager and any appointed assistants of the Corporation shall be indemnified by the Corporation against any and all claims and liabilities to which he or she shall become subject by reason of serving or having served as such Director, Officer, Manager or Assistant, or by reason of any action alleged to have been taken, omitted or neglected by him or her; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim of liability arising out of his or her own willful misconduct or gross negligence.

SECTION 10.02 AMOUNT PAID: The amount paid to any Director, Officer, Manager or Assistant by way of indemnification shall not exceed his actual, reasonable and necessary expenses incurred in connection with the matter involved; and such additional amount as may be fixed by a Select committee of three (3), consisting of one Member chosen by the Board of Directors, one Member chosen by the aggrieved and one Member mutually acceptable to the other two (2) Members. Any determination so made shall be binding on the indemnified Director, Officer, Manager or Assistant.

SECTION 10.03 INDEMNIFICATION NOT EXCLUSIVE: The right of indemnification herein above provided shall not be exclusive of any right to which any Director, Officer, Manager or Assistant of the Corporation may otherwise be entitled by law.

BYLAWS 14

Approved by vote of the membership 20 Mar 2018
Approved change to: Article 6, Section 6.05 F.

**ARTICLE 11
PRIORITY OF STATE AND FEDERAL STATUTE**

SECTION 11.01 Notwithstanding anything to the contrary in these Bylaws, nothing herein shall be administered or interpreted in a way which deprives any person of housing or housing rights in violation of State and Federal Law.

Approved by Vote of the POS Membership:

Date 20 March 2018

Vice President Kathy White

Date 06 April 2018

Document Control Cara Barnhill

Date 06 April 2018

Received Yvette Tuggle
Park Manager

Date 06 April 2018