

**IN THE SUPREME COURT OF THE STATE OF NEVADA**

ELK POINT COUNTRY CLUB  
HOMEOWNERS, ASSOCIATION,  
INC., also known as ELK POINT  
COUNTRY CLUB, INC., a Nevada  
non-profit, non-stock Corporation,

Appellant,

v.

K.J. BROWN, L.L.C., a Nevada limited  
liability company; TIMOTHY D.  
GILBERT and NANCY AVANZINO  
GILBERT, as trustees of the TIMOTHY  
D. GILBERT AND NANCY  
AVANZINO GILBERT REVOCABLE  
FAMILY TRUST DATED DECEMBER  
27, 2013,

Respondent.

Electronically Filed  
Oct 18 2021 06:57 p.m.  
Elizabeth A. Brown  
Clerk of Supreme Court

Supreme Court Case No.: 82484

District Court Case Number:  
2020-CV-0124

**APPELLANT'S APPENDIX**

**VOLUME 6 (PART 1)**

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10  
11 **IN THE NINTH JUDICIAL DISTRICT COURT OF THE STATE OF NEVADA**  
12 **IN AND FOR COUNTY OF DOUGLAS**

13 K. J. BROWN, L.L.C., a Nevada limited  
14 liability company; and TIMOTHY D.  
15 GILBERT and NANCY AVANZINO  
16 GILBERT, as trustees of the TIMOTHY D.  
17 GILBERT AND NANCY AVANZINO  
GILBERT REVOCABLE FAMILY TRUST  
DATED DECEMBER 27, 2013,

CASE NO.: 2020 CV 00124

DEPT. NO.: I

18 Plaintiffs,

19 v.

20 ELK POINT COUNTRY CLUB  
21 HOMEOWNERS, ASSOCIATION, INC., also  
22 known as ELK POINT COUNTRY CLUB,  
INC., a Nevada non-profit, non-stock  
corporation; and DOES 1-50, inclusive,

23 Defendant.  
24 \_\_\_\_\_/

25 **PLAINTIFF'S HEARING EXHIBITS**

26 Plaintiffs, K. J. BROWN, L.L.C. and TIMOTHY D. GILBERT and NANCY  
27 AVANZINO GILBERT, as trustees of the TIMOTHY D. GILBERT AND NANCY AVANZINO  
28 GILBERT REVOCABLE FAMILY TRUST DATED DECEMBER 27, 2013, by and through its

undersigned counsel, Leach Kern Gruchow Anderson Song, hereby submits to this Court and Defendant, ELK POINT COUNTRY CLUB HOMEOWNERS, ASSOCIATION, INC.'S, its list of hearing exhibits expected to be utilized at the Motion for Preliminary Injunction Hearing currently calendared for October 23, 2020 in the above-captioned matter.

**HEARING EXHIBITS**

<b>Exh #</b>	<b>Offered By</b>	<b>Description</b>
1	Plaintiffs	1925 Articles of Incorporation for Nevada Elks Tahoe Association (Plaintiffs 0001 – 0004)
2	Plaintiffs	1927 By-Laws of Nevada Elks Tahoe Assoc. (Plaintiffs 0005 – 0011)
3	Plaintiffs	1927 Certificate of Amendment of Nevada Elks Tahoe Association (Plaintiffs 0012 – 0014)
4	Plaintiffs	1949 Bylaws of Elk Point Country Club, Inc. (Plaintiffs 0015 – 0027)
5.	Plaintiffs	1995 Bylaws of Elk Point Country Club, Inc. (Plaintiffs 0028 – 0053)
6.	Plaintiffs	1988 Rules and Regulations (Recorded) of Elk Point Country Club, Inc. (Plaintiffs 0054 – 0055)
7.	Plaintiffs	2000 Bylaws of Elk Point Country Club, Inc. (Plaintiffs 0056 – 0090)
8.	Plaintiffs	2001 Bylaws of Elk Point Country Club, Inc. (Plaintiffs 0091 – 0123)
9.	Plaintiffs	2005 Bylaws of Elk Point Country Club Homeowners' Association, Inc. (Plaintiffs 0124 – 0143)
10.	Plaintiffs	Entrance Sign for Elk Point Country Club (Plaintiffs 0157)
11.	Plaintiffs	Douglas County Parcel Map for Elk Point Country Club (Plaintiffs 0144)
12.	Plaintiffs	Short Term Rental Advertisements (Plaintiffs 0320 – 0392)
13.	Plaintiffs	2018 Short Term Rental Income Spreadsheet (Plaintiffs 0393)
14.	Plaintiffs	2019 Short Term Rental Income Spreadsheet (Plaintiffs 0394)
15.	Plaintiffs	Board Member Surveys (Plaintiffs 0395 – 0398)
16.	Plaintiffs	2007-2017 Tax Returns for Elk Point Country Club (Plaintiffs 0159 – 0318)

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1 Pursuant to NRS 239B.030, the undersigned does hereby affirm that ***PLAINTIFF'S***  
2 ***HEARING EXHIBITS***, submitted to the Court Clerk in the above-entitled case (2020 CV 00124)  
3 do not contain the social security number of any person.  
4

5 DATED this 21<sup>st</sup> day of October 2020.

6 ***LEACH KERN GRUCHOW ANDERSON SONG***

7   
8 \_\_\_\_\_  
9 **SOPHIE A. KARADANIS, ESQ.**

10 Nevada Bar No. 12006

11 5421 Kietzke Lane, Ste. 200

12 Reno, Nevada 89511

13 E-mail: skaradanis@lkglawfirm.com

14 *Attorneys for Plaintiffs*  
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28

1 CERTIFICATE OF SERVICE

2 Pursuant to NRCP 5(b), I certify that I am an employee of the law offices of Leach Kern  
3 Gruchow Anderson Song, and that on this date I served the foregoing document described as  
4 follows:  
5

6 *PLAINTIFF'S HEARING EXHIBITS*

7 On the party(s) set forth below by:

8  Placing an original or true copy thereof in a sealed envelope placed for collection  
9 and mailing in the United States Mail, at Reno, Nevada, postage prepaid, following  
10 ordinary business practices.

11 Joshua Ang, Esq.  
12 Prescott Jones, Esq.  
13 c/o Resnick & Louis, P.C.  
14 8925 W. Russell Road, Ste. 220  
15 Las Vegas, V 89148

16  Via email to Defendant's counsel at the email addresses below:

17 **JOSHUA ANG, ESQ.** jang@rlattorneys.com  
18 **PRESCOTT JONES, ESQ.** pjones@rlattorneys.com

19  Personal delivery.

20  FedEx, UPS, or other overnight delivery.

21 DATED this 21<sup>st</sup> day of October 2020.

22   
23 TERESA A. GEARHART  
24  
25  
26  
27  
28

# EXHIBIT “1”



# EXHIBIT “1”

ARTICLES OF INCORPORATION  
OF  
NEVADA BIKES TAHOE ASSOCIATION.

KNOW ALL MEN BY THESE PRESENTS:-

That we, the undersigned, do hereby voluntarily associate ourselves together for the purpose of forming a non-profit cooperative corporation in accordance with the provisions of an act entitled "in act to provide for the organization, management and conduct of non-profit cooperative corporations, providing for membership therein and matters properly connected therewith." Approved March 23rd, 1921. And to that end we do certify and declare.

FIRST: That the purposes for which said corporation is formed and the nature of the business, objects and purposes to be transacted, promoted and carried on by said corporation are as follows:

To acquire, receive, own, hold, possess, lease, let, improve, and enjoy property wherever situate, by purchase, gift, grant, donation, devise, bequest, lease, transfer, appropriation, location, option, license, easement, discovery, condemnation, operation of law, legal proceedings, or in any other manner permitted by law to individuals.

From time to time to grant, sell, convey, lease, let, develop, mine, work, exploit, operate, deal in, trade in, mortgage, convey in trust, pledge, encumber or hypothecate the whole or any part of its property.

To borrow and to loan money and to give and receive as security therefor, and in any manner, all kinds of property.

The word property as herein used is hereby defined to

mean property of all kinds, real, personal and mixed, and rights of property of all kinds; included within which are lands with their improvements and appurtenances; water and water rights with all things necessary or incidental to their use and enjoyment; stocks, promissory notes, bonds, debentures, evidences of debts and causes of action of and against other corporations and of or against this corporation; patents, patent rights, licenses, franchises, easements, options, tramways, toll roads, private railroads, roads, rights of way, lighting, heating and power plants of all kinds, electric lines, buildings, machinery, motor vehicles, boats, appliances, equipment, telegraph and telephone lines and stations, lines, ditches, canals, reservoirs, tunnels, sluices, dams and dam sites.

The expression herein of any kind of property does not mean the exclusion of any other kind, it being the intent hereof that the purposes of the corporation may be exercised as to all possible kinds of property, certain kinds being particularly enumerated only for the purpose of having it definitely stated and that such kinds of property are actually included.

THIRD: That the place where the principal business of said corporation will be transacted is the Elks Home, No. 30 West First Street, in the City of Reno, County of Washoe, State of Nevada.

FOURTH: That the term for which the corporation is to exist is fifty years.

FIFTH: That the members of the governing board of the corporation shall be styled directors and that the number of directors shall be seven, but the corporation reserves the right from time to time to alter the number of its directors in accordance with the power conferred by subdivision 7 of Section 7 of the General Corporation Law of Nevada.

That the names and residences of those selected for the first year and until their successors shall have been elected and

shall have accepted office are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
G. C. STEINMILLER	Reno, Nevada.
H. W. STEWART	Reno, Nevada.
DR. A. PARKER LEWIS	Reno, Nevada.
W. M. GARDNER	Reno, Nevada.
H. W. CHEBELINE	Reno, Nevada.
GEORGE A. CAMPBELL	Reno, Nevada.
H. C. DOUGLASS	Reno, Nevada.

SIXTH: That the voting power and the property rights and interest of each member shall be equal; provided, however, that the same individual may hold more than one membership, in which case he shall exercise voting power and hold the property rights and interest of each membership so possessed by him. The corporation shall have power from time to time to admit new members, who shall be entitled to vote and to share in the property of the corporation with the old members in accordance with the general rule herein stated.

SEVENTH: That the corporation shall have and exercise the powers provided for by the act pursuant to which it is incorporated.

EIGHTH: That a certificate of membership shall be issued to each member, but that neither the said membership, nor the certificate, nor any property or interest represented thereby, or derived by a member from the corporation, shall be sold, assigned or transferred by any member to any other person, nor shall the assigns thereof be entitled to membership in the corporation, or to any property rights or interest therein or derived by the member from said corporation, except upon the consent of the Board of Directors, by motion duly adopted by it, to such an assignment or transfer and to the acceptance of the assignee or transferee as a member of the corporation. The corporation shall, by its by-laws, make such other provisions as it may see fit against or regulating the transfer of membership and against or regulating the assignment of membership certificates, and also the terms and conditions upon which any such transfer or assignment shall be allowed. The

corporation shall also provide by its by-laws for the further government of its members, their memberships, their property rights, or interest in property of the corporation and property derived by them from the corporation, the amount of membership fees and terms thereof, the amount which each member shall be required to pay periodically to carry on the business of the corporation, the time of payment and the manner of collecting such payments and for the forfeiture of the interest of the member in the corporation and in any property rights or interest and in any property derived by him from the corporation, and also such other provisions as are permitted to be governed by by-laws under the powers conferred by the act pursuant to which this corporation is organized.

IN WITNESS WHEREOF, we have hereunto set our hands, this 21<sup>st</sup> day of March, 1926.

J. Sturmiell  
W. P. ...  
H. Stewart  
H. Orzech  
W. Gardiner  
W. J. ...  
H. H. ...

EXHIBIT “2”

EXHIBIT “2”

BY-LAWS  
OF  
NEVADA ELKS TAHOE ASSOCIATION.

ARTICLE I.

NAME, LOCATION AND OFFICE OF THE COMPANY.

The name of this corporation is NEVADA ELKS TAHOE ASSOCIATION.

The principal office and place of business of this corporation in the State of Nevada, shall be located at the Elks Home, number 31 West First Street, in the City of Reno, County of Washoe, State of Nevada.

The Board of Directors shall have authority to establish, designate and maintain such other offices and places of business within and without the State of Nevada as they may think desirable.

ARTICLE II.

OFFICERS.

The officers of this Company shall consist of a President, Vice-President, Secretary, Treasurer and General Manager. More than one office may be held by the same individual. The directors may also create and fill such other offices as in the judgment of the Board of Directors shall be necessary or convenient for the carrying out of the purposes and transaction of the business of this company. The regular officers of the company shall be elected at the meeting following the annual meeting of the members in each year, and shall hold their respective offices until their successors are elected and qualified and enter upon the duties of their offices.

ARTICLE III.

THE PRESIDENT.

It shall be the duty of the President to preside at all meetings of the Directors and of the members; to sign all deeds, bonds, agreements, contracts, and other instruments in writing, made or entered into by or on behalf of the Corporation; to sign certificates of membership, and in general, to perform all acts incident to the office of President.

ARTICLE IV.

VICE-PRESIDENT

It shall be the duty of the vice-president to perform all such acts and functions as belong to the office of President in the absence of that officer.

ARTICLE V.

SECRETARY.

The Secretary shall give notice of all meetings of the members and of all such meetings of the Board of Directors as require notice, keep proper books of record in which shall be recorded the proceedings of all meetings of the Board of Directors and of the members; register all certificates of membership; countersign all certificates of membership deeds, bonds, contracts, agreements and other instruments in writing requiring the signature of the President; be custodian of the seal and attach the same to all documents and instruments requiring the seal, and in general, perform all acts incident to the office of Secretary.

ARTICLE VI.

Treasurer.

The treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the company, and shall deposit all moneys and other valuable in the name of the company, and to the credit of the Company, in such depository as may be designated by the Board of Directors.

He shall disburse the funds of the Company as may be ordered by the Board of Directors, or by an authorized officer of the Company, upon proper vouchers for such disbursements, and shall render to the President and Board of Directors at regular meetings of the Board, or whenever they may require it, account of all his actions as Treasurer, and of the financial condition of the company.

The Board of Directors may, in their discretion, direct any other officer of the company to perform all or any part of the duties of Treasurer, as they may see fit.

ARTICLE VII.

GENERAL MANAGER.

The General Manager shall have complete supervision and control of the properties of the corporation, shall select, hire, employ and discharge, at pleasure, such employees as he may deem necessary properly to carry out the purposes of the corporation in regard to its properties, fix the compensation and terms of employment of such employees and perform such other duties as the Board of Directors may, from time to time, instruct him to perform.

ARTICLE VIII

THE BOARD OF DIRECTORS.

The corporate powers of this company shall be vested in and exercised by the Board of Directors, who shall be elected by ballot from the members of the corporation at the annual meeting of the members. In addition to the powers and authorities expressly conferred upon them, all the powers of this company, except as otherwise provided by law, or by these by-laws, are vested in the Board of Directors.

All officers and agents shall be subject to removal at any time by the affirmative vote of a majority of the Board of Directors.

In case of the absence of any officer of the Company, or for any other reason which may seem sufficient to the Board, the Board of Directors may delegate his powers and duties for the time being to any other officer, or to any Director.

In case of any vacancy in the Board of Directors through death, resignation, disqualification, or any other cause, the remaining Directors, by affirmative vote of a majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant, and until the election of his successor.

ARTICLE IX

MEETINGS OF DIRECTORS.

The directors shall meet at such times and at such offices or places of business of the company, or of its attorneys, or at such other convenient places as they from time to time may determine, but a meeting of the Board shall be held at the place of and immediately succeeding every annual meeting of the members of the company.

Meetings of the Board may at any time be called by the President, or by three members of the Board of Directors.

Notice of all special <sup>or called</sup> meetings of the Board shall be given in writing to each member at least one day before the date of the proposed meeting. Such notice shall state the time and place of meeting. Deposit in the United States postoffice at Reno, Washoe County, Nevada, or in the postoffice at any other city or town in which the company shall have regularly established an office, of notice addressed to the last known address of the respective Directors, one day before any meeting shall be deemed sufficient notice of said meeting.

Regular meetings of Directors shall be held without notice on the \_\_\_\_\_ of each month at the hour of \_\_\_\_\_ o'clock \_\_\_\_\_ M. at the office of the Company in Reno, Nevada.

ARTICLE X.MEETINGS OF MEMBERS.

The annual meeting of the members of the corporation shall be held at the office of the Company in Reno, Nevada, at 8 o'clock P.M. on the last Wednesday of January of each year.

Special meetings may be held at the last named place, or at any place where the company may have established an office, at any time, upon the call of the Board of Directors or of one-third of the members.

The members may vote at all meetings, either in person or by proxy appointed by instrument in writing, subscribed by the member, or by his duly authorized attorney, and filed with the Secretary at or before the meeting.

A majority of the membership (represented in person or by proxy) shall be necessary and sufficient to constitute a quorum to transact business. If less than a quorum be present the meeting may be adjourned from time to time by a majority of the members present, without any notice other than an announcement at the meeting, until a quorum be present. Any meeting at which a quorum is present may also be adjourned in like manner by a majority of the members present, for such time or upon such call as is determined by vote. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

Notice stating the time and place of all meetings shall be given in writing to each member, either by delivering the same in person, or by depositing it in the mail addressed to the last known address of the member, at least ten days before the date of such proposed meeting. Such notice shall state the time and place of meeting, and in case of special meetings, the general nature of the business to be transacted.

ARTICLE XI.NOTICES.

Whenever notice is required by the Constitution or by these by-laws, to be given the members or to the Board of Directors, or to any officer of the Company, personal notice is not meant unless expressly so stated, and any notice so required (other than by publication) shall be deemed sufficient, when given by depositing the same in the United States Postoffice at Reno, Washoe County, Nevada, or in the Postoffice of any City or Town at which the Company may have established an office, postage prepaid, or by delivering the same to a person, firm, association or corporation engaged in the business of transmitting messages by telegraph from the place of such delivery to the place to which such message is addressed, and prepaying all charges thereof, addressed to such members, Directors, or officers, and such notice shall be deemed to be given at the time the same is mailed, or delivered for transportation by telegraph, as the case may be.

ARTICLE XII.VALIDATION OF INFORMAL ACTS.

Any act of a majority of the Board of Directors, although not had at a regularly called meeting, and the records thereof, if assented to in writing by all the other members of the Board, shall be as valid and effective in all respects as if passed by the Board in regular meeting.

Whenever all members entitled to vote at any meeting, whether of Directors or of members, consent either by writing signed on the records of the meeting, or filed with the Secretary, or by presence at such meeting, and oral consent entered on the minutes or by taking part in the deliberations at such meeting without objections, all acts of such meeting shall be as valid as if had at a meeting regularly called and noticed, and at such meeting any business may be transacted which is not excepted from the written consent, or to the consideration of which no objection for want of notice is made at the time, and if any meeting, is

irregular for want of notice, or of such consent, and a quorum is present at such meeting, the proceedings of said meeting may be ratified and approved and rendered valid, and the irregularity or defect waived by a written consent by all members having a right to vote at such meeting, or by a majority vote at any subsequent legally convened meeting, and such consent or approval of members may be by proxy or by power of attorney, in writing.

ARTICLE XIII

CORPORATE SEAL

The Seal, an impression of which appears on the margin hereof, is hereby adopted as the seal of this corporation. ((Corporate Seal))

ARTICLE XIV

MEMBERS.

No person shall be eligible to membership in this corporation who is not a member in good standing of a Nevada Lodge of the Benevolent and Protective Order of Elks and his membership in this corporation shall ipso facto cease and determine when he ceases to be a member of a Nevada Lodge of the Benevolent and Protective Order of Elks by whatever cause his membership therein may be terminated.

The original members of this corporation shall consist of the seven incorporators. Additional members may be admitted from time to time by majority vote of the Board of Directors. The number of members shall not, without amendment of this by-law, exceed Two Hundred.

ARTICLE XV

INITIATION FEE.

The admission fee of each member is hereby fixed at the sum of \$200, which shall be payable in cash or upon such terms as may be set by the Board of Directors. The Board of Directors may, in its discretion, at any time and without amendment of these by-laws, increase, but not decrease, the initiation fee.

ARTICLE XVI.

ANNUAL DUES AND OTHER CHARGES.

The annual dues of each member shall be \$20, payable in advance by each member. Each member shall also pay monthly, upon rendition of bill at the end of the month, such charges as may be fixed by the Board of Directors for water, power, light, supplies, service, or for any other accommodation rendered him.

ARTICLE XVII.

LIENS UPON MEMBERSHIPS

Any and all unpaid admission fees, dues, charges and indebtedness of every kind shall be a lien upon the debtor's membership, certificate of membership, and all properties and rights incidental thereto.

ARTICLE XVIII.

CERTIFICATES OF MEMBERSHIP.

Each member, upon payment of his admission fee and his first years' dues shall be entitled to a certificate of membership, a form of which shall be adopted by the Board of Directors. Any and all rights stated by such certificate and any and all stated by these by-laws or by the article of incorporation shall be subject to change and modification by amendment of the Articles of Incorporation or these By-laws.

No certificate of membership nor any right of membership nor right of property shall be assignable without the consent of the Board of Directors given by duly adopted resolution but such consent shall be given upon demand of any member, after payment of all arrearages, provided the proposed assignee is proven to the satisfaction of the Board of Directors to be a member in good standing of a Nevada Lodge of the Benevolent and Protective Order of Elks.

ARTICLE XIX.

## PROPERTY RIGHTS OF MEMBERS.

Each membership shall entitle the legal holder thereof to the use and occupation during the life of his membership, of one lot of land owned by the club, the particular lot to be assigned to him by the Board of Directors and designated in his certificate of membership, provided that members may have choice of lots in the order in which they have signed for membership and that lots so chosen by them shall be assigned them by the directors. Each member shall use the lot so assigned to him for himself, his own immediate family and temporary guests. He shall not permit improvements to be erected thereon by others and shall have no power to lease, sublet or otherwise part with the exclusive ownership and control of the whole or any part of the lot assigned to him.

ARTICLE XX.

## TERMINATION OF MEMBERSHIP.

Membership shall be terminated by the owner ceasing for any reason to remain a member in good standing of a Nevada Lodge of the Benevolent and Protective Order of Elks, by his resignation from this Club, by his expulsion therefrom, by attempting to transfer his membership or any incidental right without the consent of the Board of Directors, by his death, and by his failure after demand and for six months thereafter to pay any sums for which he may have become indebted to the Club.

ARTICLE XXI.

## EXPULSIONS

A member may be expelled for any cause deemed sufficient by the Board of Directors after investigation and an opportunity to the accused to be heard. A two-thirds vote of the Board shall be necessary for an expulsion. The accused may serve upon the Board a notice of appeal to the membership and the Board shall forthwith call a meeting of the members for the purpose of considering the appeal at which the accused shall have a further opportunity to be heard. If a majority of those present vote to sustain the action of the Board the expulsion shall be final, but if not the accused shall retain his membership.

ARTICLE

## FORFEITURES.

A membership shall be forfeited upon the termination of the membership by any of the causes mentioned in Article XX. hereof and it shall thereupon become the duty of the Board of Directors to declare such membership so forfeited.

ARTICLE XXIII.

## PROPERTY RIGHTS AFTER FORFEITURES.

Upon forfeiture of a membership all rights of its former owner in or upon the property of the club and in or upon the particular property incidental to his membership shall cease.

The Board of Directors shall thereupon equitably appraise the lot formerly occupied by the member and the improvements thereon as made by him and the said lot and improvements shall be deemed to be and shall be his only interest in the property of the club.

The club shall thereafter have the option to pay to the member, or his legal representatives, in full of all his rights, the following:

Upon the death or expulsion of a member, the full appraised value thereof as determined by the Board of Directors. But in cases of expulsion such payment shall be obligatory upon the club and shall be made within sixty days of the expulsion.

Upon the termination or forfeiture of membership for any other cause seventy-five per cent of such appraised value.

Such payments shall be less all arrearages to the club.

In case the club shall not, within ninety days of its accrual, exercise its option and pay to the member, or his legal representative, the amount payable for his rights then the member, or his legal representatives, shall have the privilege of disposing of the former membership and of all interests of such former member, in the club, to any member in good standing of a Nevada Lodge of the Benevolent and Protective Order of Elks, and if this privilege is exercised the Board of Directors shall approve the transfer and, upon payment of the first years' dues and all arrearages of the former member, issue a full certificate of membership to the transferee.

In the event that such privilege shall not be exercised within one year after its accrual, or with within such additional time as may be granted by resolution of the Board of Directors, then all rights of the former member shall terminate and all of his interest shall revert to the club; provided, however, that if any deceased member shall leave a widow, such widow may, during her widowhood, and thereafter should she remarry a Nevada Elk in good standing and while he remains a Nevada Elk in good standing, retain the property privileges, subject to all the liabilities of such deceased member.

Whenever the club shall acquire the interest of any former member it may dispose of such interest, by action of the Board of Directors, to any member in good standing of any Nevada Lodge of the Benevolent and Protective Order of Elks, but in so doing it shall exact from him in addition to his admission fee, upon such terms as it may deem best, such additional sum as it may deem proper in order to make the amount paid equivalent to the actual value of the interest disposed of.

#### ARTICLE XXIV.

##### TAXES.

Whenever, in the opinion of the Board of Directors, it shall be deemed desirable, the Board may charge back to any member an amount equal approximately to the taxes upon the land, or land and improvements, occupied by such member.

#### ARTICLE XXV.

##### DISSOLUTION.

Upon the termination of the life of the corporation or upon its sooner dissolution for any cause the particular lots assigned to each member shall become vested in them and the corporation shall deed each such lot to the member then entitled to it. All other assets shall be converted into cash and the net thereof divided among the members. Nothing herein contained shall be construed to prevent a renewal of the charter of the corporation in the manner provided by law thereby extending the life of the corporation.

#### XXVI. RULES.

The Board of Directors may make and enforce rules for the conduct and government of the members in connection with the exercise of their privileges as members and their use of the club property. Such rules, however, shall not conflict in any respect with these by-laws and should they do so the by-laws shall govern.

#### XXVII.

##### QUORUM.

A majority of the members shall constitute a quorum at any meeting of members, but any member may be represented by proxy duly appointed in writing.

#### XXVIII.

##### AMENDMENTS.

These by-laws may be amended by majority vote of the members present at any regularly called meeting of members, provided, however, that written notice of the proposed change shall have been given to each member at least ten days before the meeting.

We, the undersigned, being all of the members of the corporation, Nevada Elks Tahoe

Association, hereby assent to the foregoing by-laws of said corporation, this 28th day of March, 1925.

(Signed) W.M.Gardiner  
 " G.C.Steinmiller  
 " A.Parker Lewis  
 ((Corporation Seal)) " H.E.Stewart  
 " Geo.A.Campbell  
 " H.H.Scheeline  
 " H.C.Douglas

We, the undersigned, being all the directors and the Secretary of the corporation, Nevada Elks Tahoe Association, do hereby certify that the foregoing by-laws were duly adopted as the by-laws of said corporation on the 28th day of March, 1925, by resolution adopted by all of the members of the corporation duly convened in their first meeting, also by resolution adopted by the Board of Directors of said corporation duly convened in the first meeting of said board and by the foregoing consent of all members, and that the same do now constitute the by-laws of the corporation.

Dated March 28th, 1925.

(Signed) G.C.Steinmiller  
 " A.Parker Lewis  
 " H.E.Stewart  
 " W.M.Gardiner  
 " Geo.A.Campbell  
 " H.H.Scheeline  
 (Signed) W.M.Gardiner " H.C.Douglas Directors  
 Secretary

I, R. Kirman, Jr., Secretary of the Nevada Elks Tahoe Association, do hereby certify that the above and foregoing is a true copy of the original by-laws adopted by the said association on March 28, 1925.

R.Kirman Jr.

Subscribed and sworn to before me  
 this 19th day of July, 1927.

((Notarial Seal)) L.S.Reese Notary Public.  
 My commission expires April 4, 1928.

FILED FOR RECORD at request of R.Kirman, Jr. July 30, 1927 at 15 min. past 3 P.M.,  
 in Book D of Miscellaneous page 103, Douglas County Records,

JOSEPHINE L. KLOTZ, COUNTY RECORDER.

#957. *unpared*

-----oOo-----

The following amendment adopted at Members Meeting held May 19, 1926:-  
 Amend Article XIX of the BY-LAWS by substituting for and in lieu thereof, the following:

"PROPERTY RIGHTS OF MEMBERS.

Each membership shall entitle the legal holder thereof to the use, protection, possession, ownership and title in fee, subject to the conditions hereinafter provided, during the life of his membership, of at least one lot, and not more than three lots, owned by the Club; the particular lot or lots to be assigned him by the Board of Directors and designated in his certificate of membership, provided that members may have choice of lots in the order in which they have signed for membership and that lots so chosen by them shall be assigned them by the directors. Each member shall use the lot or lots so assigned to him for himself,

EXHIBIT “3”

EXHIBIT “3”

CERTIFICATE OF AMENDMENT  
OF  
NEVADA ELKS LODGE ASSOCIATION

March 17<sup>th</sup> 1927  
Filed

at the request of  
Rhena A. Bond

NOV 10 1927  
Recorded on page 39 Vol. 50  
Record of Corporations  
W. B. GREATHOUSE, Secretary of State  
W. B. Greathouse  
Secretary of State

M. Chap

*[Handwritten scribble]*

CERTIFICATE OF AMENDMENT TO ARTICLES OF ASSOCIATION  
OF  
NEVADA ELKS TAHOE ASSOCIATION

THIS IS TO CERTIFY that the Board of Directors of the NEVADA ELKS TAHOE ASSOCIATION on the 23rd day of August, 1927, at a special meeting duly and regularly called, unanimously adopted a resolution setting forth the amendment hereinafter particularly stated declaring its advisability, and which said resolution in form and substance is as follows:

"BE IT RESOLVED that it is the sense of this Board of Directors that the Articles of Association herein be amended by changing the name of this association to "ELKPOINT COUNTRY CLUB, INC." and that the Secretary be and he hereby is authorized immediately to call a meeting of the stockholders and members hereof under the By-Laws to consider said proposed amendment.

BE IT FURTHER RESOLVED that the By-Laws of this Association be amended in the following manner, and as marked "EXHIBIT A" and in the call for the meeting of stockholders and members, the Secretary be, and he hereby is instructed to give therewith written notice of said proposed changes and amendments."

And thereafter duly and regularly called a meeting of the stockholders of the said corporation October 3rd, entitled to vote for the consideration thereof. Notice of such meeting was duly given under the By-Laws and under Section 27 of the Nevada Corporation Act approved March 31st, 1925, and at such meeting it appeared upon the canvassing of the votes that stockholders holding stock in the corporation entitling them to exercise a majority of the voting power, did by a majority vote cast their ballots in favor of the amendment, which said amendment is as follows:

"Amend Article I, line 2 thereof, by striking out the words "Nevada Elks Tahoe Association" and substituting in lieu thereof "ELKPOINT COUNTRY CLUB, INC".

IN WITNESS WHEREOF, the said corporation does execute these presents and affixes its corporate seal hereto by and under the hands and signature of its duly elected, qualified and acting President and Secretary thereof.

NEVADA ELKS TAHOE ASSOCIATION

By [Signature] President

By [Signature] Secretary

County of...  
On "

BEST AVAILABLE DOCUMENT

State of Nevada

Washoe

9th day of

November, A. D. one thousand nine hundred and twenty-seven

personally appeared before me, L. S. ROERS, a Notary Public in and for the County of Washoe, State of Nevada,

H. Kirman, Jr. known to me to be the Secretary of the corporation that executed the foregoing instrument,

and upon oath did depose that he is the officer of said corporation as above designated; that he is acquainted with the seal of said corporation, and that the seal affixed to said instrument is the corporate seal of said corporation; that the signatures to said instrument were made by the officers of said corporation as indicated after said signatures, and that the said corporation executed the said instrument freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

MY COMMISSION EXPIRES APRIL 4, 1928

Notary Public in and for the County of Washoe, State of Nevada

Notary's Form No. 357-Acknowledgment-Corporative

EXHIBIT “4”

EXHIBIT “4”

STATE OF NEVADA, }  
 COUNTY OF ORMSBY. } SS.

On this 21 day of August, 1948, personally appeared before me Grace J. Morgan, a Notary Public in and for the said County of Ormsby, T. C. Gosemerker, known to me to be the person described in and who executed the foregoing instrument, who acknowledged to me that he executed the same, freely and voluntarily, and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my Official Seal at my office in the County of Ormsby, the day and year in this Certificate first above written.

Grace J. Morgan  
 Notary Public in and for the  
 County of Ormsby, State of Nevada.

{{Notarial Seal}}

My Commission Expires Dec. 4, 1951.

Filed For Record at request of Washoe County Title Guaranty Co. August 30, 1948 at 18 min. past 2 o'clock P. M., Recorded in Book D Miscellaneous, Page 407, Douglas County, Nevada Records.

ETHEL N. SCHACHT  
 COUNTY RECORDER

#6517 COMPARED

-----000-----

Sept. 1, 1948

TO WHOM IT MAY CONCERN:

Notice is hereby given to all persons performing labor or furnishing skill, materials, machinery, fixtures or supplies of any kind to or on the Red Top Patented Mine, Red Top No. 1 Red Top No. 2, Red Top No. 3, Red Top Fraction and Eva claims situated in the Buckskin Mining District on which this notice is posted; that the undersigned, the owners of said mines, will not be responsible for any labor performed on or any skill, materials, machinery, fixtures or supplies of any kind furnished to said mines, nor shall the interest of said owner be subject to any lien for the same. And all persons are hereby notified that the said mines and premises have been sold, under contract, to H. D. CORDEN and UNITED MINES & METALS CORPORATION.

HOWARD E. BRUNSON  
 R. E. Brunson  
 EDWARD F. SCHULTZ  
 Edward F. Schultz

(To Record)

return to  
 E. F. Schultz  
 Virginia City, Nevada.

Filed For Record at request of E. F. Schultz, September 14, 1948 at 30 min. past 11 o'clock A. M., Recorded in Book D Miscellaneous, Page 408, Douglas County, Nevada Records.

ETHEL N. SCHACHT  
 COUNTY RECORDER

#6648 COMPARED

-----000-----

BY-LAWS OF ELKPOINT COUNTRY CLUB, INC.

ARTICLE I.

MEETINGS OF MEMBERS

Section 1. All meetings of the members shall be held at the office of the corporation at Elkpoint Country Club, Zephyr Cove, Lake Tahoe, Nevada.

Section 2. A majority of the membership certificates issued and outstanding represented by the holders thereof, either in person or by proxy, shall be a quorum at all meetings of members.

Section 3. The annual meeting of members shall be held upon the property of the

corporation on the first Sunday of July of each year at the hour of two o'clock P.M. thereof, and at such annual meeting each holder of a certificate of membership in the corporation, which said certificate of membership was registered in his or her name on the 90th day preceding the meeting, exclusive of the day of such meeting, shall be entitled to one vote in person or by proxy. At such meeting the members shall elect by a plurality by ballot the board of directors from among the membership as computed by the articles of incorporation and the by-laws.

Section 4. Notice of annual meetings shall be mailed to each member at his or her address as the same appears upon the records of the corporation at least fifteen days prior to the meeting.

Section 5. At such annual meeting, if a majority of the membership certificates shall not be represented, the members present shall have power to adjourn to a day certain, and notice of the meeting of the adjourned day shall be given by depositing the same in a postoffice addressed to each member at his or her address, as the same appears upon the records of the corporation, at least two days before such adjourned meeting, exclusive of the day of mailing. If a majority of the membership be present in person or by proxy, such majority shall have power from time to time to adjourn the annual meeting to any subsequent day or days, and notice of the adjourned meeting need not be given.

Section 6. Special meetings of the members may be held when called by the President by a majority of the directors, or by one-third of the members of the corporation. Notice of special meetings of members shall be given to each member at his or her address as the same appears upon the records of the corporation, at least five days prior to the meeting.

Section 7. Personal notice shall be equivalent to notice by mail in all cases where in notice by mail is by this article provided.

Section 8. At all meetings of the members, the order of business shall be as follows:

- (a) Calling of roll;
- (b) Proof of notice of meeting;
- (c) Approving of minutes of previous meeting;
- (d) Reports of directors and officers;
- (e) Election of directors;
- (f) Miscellaneous business.

#### ARTICLE II

##### DIRECTORS

Section 1. The Directors of the corporation shall be five in number and shall serve for one year, or until the election and qualification of others in their stead.

Section 2. The Directors shall meet at such times and at such offices or places of business of the company, or at such other convenient places as they from time to time may determine, but a meeting of the Board shall be held the last Sunday in June, and again immediately succeeding every annual meeting of the members of the corporation. Meetings of the Board of Directors may at any time be called by the President or by a majority of the Board of Directors.

Section 3. Special meetings of the Board of Directors shall be held when called by the President, or when requested by a majority of the Directors. Notices of special meetings of the Board of Directors shall be mailed to each Director at his or her address as the same appears upon the records of the corporation, or personally, at least seven (7) days prior to the meeting. The fact of notice and time and method thereof shall be entered upon the minutes of the meeting.

Section 4. The Directors may have an office and keep the books of the corporation (except such books as the laws of the State of Nevada require to be kept within the State of Nevada) at such place or places as they from time to time determine.

Section 5. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 6. Any act of a majority of the Directors, although not taken or done at a regular meeting of the Board of Directors, if such action and the record thereof are assented to in writing by all members of the Board of Directors, shall be as valid and effective as if taken or done by the Board of Directors at a regularly called meeting.

Section 7. Any notice required to be given by this Article may be waived by the party to whom such notice is required to be given, provided such waiver is in writing, duly signed either before, at, or after the time stated therein and filed with the Secretary.

#### ARTICLE III.

##### POWERS OF DIRECTORS

Section 1. The Directors shall have power to appoint and remove at pleasure all officers, agents and employees of the corporation, prescribe their duties, fix their compensation and require from them security for faithful services.

Section 2. The Directors shall have power to conduct, manage and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with the laws of the State of Nevada and the by-laws of the corporation for the guidance of the officers and management of the affairs of the corporation.

Section 3. The Directors shall have power to incur indebtedness, as hereinafter provided, the terms and amounts of which shall be entered upon the minutes of the Board of Directors meeting, and the note or writing given for the same shall be signed officially by the officer or officers authorized by the Board of Directors to sign such papers, not inconsistent with the Articles of Incorporation of this corporation.

Section 4. The Directors, in addition to the foregoing enumeration of powers, shall have and exercise all powers and rights and do and perform all things granted to Directors by the laws of the State of Nevada, the Articles of Incorporation, the by-laws, and the members of this corporation by formal order or action.

Section 5. The Board of Directors may, by resolution adopted, designate one of the members of the corporation, not a Director, to be Supervisor of Properties and likewise may appoint one or more committees, and each such committee shall have, and may exercise the power of the Board of Directors in the management of the business and affairs of the corporation as may be prescribed by any such resolution.

Section 6. The Board of Directors may not increase or decrease the number of the Board of Directors.

#### ARTICLE IV.

##### DUTIES OF DIRECTORS

Section 1. It shall be the duty of the directors:

- (a) To cause to be kept a complete record of all the accounts and of the proceedings of the members and to present a full statement thereof at the regular meeting of the members, showing in detail the receipts and disbursements and the assets and liabilities of the corporation, and generally the condition of its affairs, a similar statement shall be presented at any other meeting of the members when thereby required by persons holding at least one-third of the issued and outstanding membership certificates.
- (b) To supervise all officers, agents, employees and the caretaker and see that their duties are properly performed.
- (c) To cause to be issued the certificates of membership upon admission to membership of new members.
- (d) To employ a caretaker to reside upon the premises throughout the year.
- (e) To issue to the caretaker each month, orders to such caretaker setting forth a monthly schedule of work to be performed by such caretaker in.

the ensuing month.

- (f) The Board of Directors shall appoint a committee of three members of the corporation to make an independent audit of the financial condition of the corporation and submit the same to the Directors at the meeting of Directors held the last Sunday of June.
- (g) To adopt annually, rules for the conduct and government of the members in connection with the exercise of their privileges as members and their use of the club property and cause the same to be published and mailed to each member at his or her address as the same appears upon the records of the corporation.

#### ARTICLE V.

##### LIMITATIONS OF POWERS

Section 1. The enumeration of the powers and duties of the Directors in these by-laws shall not be construed to exclude all or any of the powers and duties, except insofar as the same are expressly prohibited or restricted by the provisions of these By-Laws or Articles of Incorporation, and the Directors shall have and exercise all other powers and perform all such duties as may be granted by the laws of the State of Nevada and do not conflict with the provisions of these By-Laws.

Section 2. The Board of Directors shall not borrow money without the vote of three-fourths of the members first had at a regularly called meeting of the members.

Section 3. The Board of Directors shall not enter into any contract, the performance of which would require over twelve (12) months, nor any contract for personal services for a period exceeding twelve (12) months.

Section 4. The Board of Directors shall not sell, convey, lease or encumber any of the property of the corporation, which said property on the 1st day of August, 1948, was in the name of the corporation, without the consent of two-thirds of the membership first obtained at a regularly called meeting. This provision, however, shall not prevent the Board of Directors from selling, conveying or encumbering any property or equity in any property which might in the future revert to the corporation.

Section 5. The Board of Directors shall in no instance sell any property of the corporation until paid in full the purchase price therefor.

#### ARTICLE VI.

##### OFFICERS

Section 1. The officers of the corporation shall be a President, Vice President, Secretary and Treasurer. One person may be elected to perform the duties of Secretary and Treasurer. No other offices shall be consolidated. The compensation and tenure of the office of all officers of the corporation, other than the directors, shall be fixed and determined by the Board of Directors.

#### ARTICLE VII.

##### PRESIDENT

Section 1. The Board of Directors shall, at their first regular meeting, elect one of their number to act as President. If at any time the President shall be unable to act, the Vice President shall take his place and perform such duties; and, in case of the inability of the Vice President to act, the Board of Directors shall appoint some other member of the Board to do so, and he shall be vested for the time being with all powers and shall discharge and perform all duties and functions of the office.

Section 2. The duties of the President shall be:

- (a) To preside over all meetings of the members and Directors.
- (b) To sign, as President, all certificates of membership and all other contracts and other instruments in writing which have been approved

first by the Board of Directors; to countersign all checks drawn upon the treasury.

- (c) To call the Directors together whenever he shall deem it necessary; and to have, subject to the advice of the Directors, charge of all affairs of the corporation, and generally to discharge such other duties as may be required of him by the By-Laws of the corporation.

ARTICLE VIII.

VICE PRESIDENT

Section 1. The Vice President shall be vested with the powers and shall perform all of the duties of the President in his absence; and at other times shall have authority and shall perform such duties as the Board of Directors may prescribe.

ARTICLE IX.

SECRETARY

Section 1. The Secretary shall give notice of all meetings of the members and of all such meetings of the Board of Directors as require notice, keep proper books of record in which shall be recorded the proceedings of all meetings of the Board of Directors and of all members; register all certificates of membership; countersign all certificates of membership, deeds, bonds, contracts, agreements and other instruments in writing requiring the signature of the President; be custodian of the seal and attach the same to all documents and instruments requiring the seal, and, in general, perform all acts incident to the office of Secretary.

Section 2. The Secretary shall mail to each member a copy of the minutes of Director's meetings, and all meetings of the members, within five days after any such meeting, whether the said minutes have been approved or not.

ARTICLE X.

VACANCIES

Section 1. If the office of any Director or of any appointed official of the corporation shall become vacant for any cause, the remaining Directors, if more than a quorum, may elect a successor or successors who shall hold office for the unexpired term, and in the event there is less than a quorum, the remaining Directors shall call a special meeting of the membership to fill the vacancies.

ARTICLE XI.

TREASURER

Section 1. The Treasurer shall receive all moneys and funds of the corporation and shall deposit the same in such depository or depositories as from time to time may be selected by the Board of Directors.

Section 2. The Treasurer shall perform all other duties respecting moneys, funds, securities and property of the corporation which he may receive, or which may be confided to his care as the Board of Directors may from time to time prescribe or direct.

Section 3. He shall disburse the funds of the corporation as may be ordered by the Board of Directors or by an authorized officer of the corporation, only upon proper vouchers for such disbursements.

Section 4. The Treasurer shall render to the President and Board of Directors at regular meetings of the Board, or whenever they may require it, account of all his actions as Treasurer, and of the financial condition of the company.

Section 5. The Treasurer shall submit to the Board of Directors an annual statement showing in detail all receipts and disbursements at the meeting of the Board of Directors which is held on the last Sunday of June of each year.

Section 6. The Treasurer shall be bonded for the minimum sum of \$2,000.00.

ARTICLE XII.

VALIDATION OF INFORMAL ACTS

Section 1. Any act of a majority of the Board of Directors, although not had at a regularly called meeting, and the records thereof, is assented to in writing by all the other members of the Board, shall be as valid and effective in all respects as if passed by the Board in regular meeting.

Section 2. Whenever all members entitled to vote at any meeting, whether of Directors or of members, consent either by writing signed on the records of the meeting, or filed with the Secretary, or by presence at such meeting, and oral consent entered on the minutes, or by taking part in the deliberations at such meeting without objections, all acts of such meeting shall be as valid as if had at a meeting regularly called and noticed and at such meeting any business may be transacted which is not excepted from the written consent, or to the consideration of which no objection for want of notice is made at the time, and if any meeting is irregular for want of notice, or of such consent, and a quorum is present at such meeting, the proceedings of such meeting may be ratified and approved and rendered valid, and the irregularity or defect waived by a written consent by all members having a right to vote at such meeting, or by a majority vote at any subsequent legally convened meeting, and such consent, or approval of members may be by proxy or by power of attorney, in writing.

#### ARTICLE XIII.

##### CORPORATE SEAL

Section 1. The corporation shall have a seal upon which shall appear the corporate name and date when incorporated, which date shall be the date of the issuance of the original certificate by the Secretary of State, and such other designs as the Board of Directors may determine.

#### ARTICLE XIV.

##### DEPOSIT AND DISPOSITION OF FUNDS

Section 1. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the corporation. All checks and drafts against such deposited funds shall be signed and countersigned by the President or Vice President and Treasurer.

#### ARTICLE XV

##### MEMBERS

Section 1. No person shall be eligible to membership in this corporation whose application for membership has not been submitted to the Board of Directors and favorably passed upon by a majority vote of the Board of Directors at any regular or special meeting thereof.

Section 2. No person shall be entitled to any property rights or interest therein or derived by a member of the corporation from whom any such person may obtain an assignment of such members' certificate of membership, or property right or interest, except upon the consent of the Board of Directors, by the majority vote thereof first had, consenting to such an assignment of transfer and to the acceptance of the assignee or transferee as a member of the corporation.

Section 3. Any person may apply for membership in the corporation by application to the Board of Directors on a form to be made available by the Board of Directors. If a member desires to transfer his or her membership and all of his or her property to any such applicant, such member shall join in the application and request that his or her membership be so transferred to such applicant. If such member desires to sell to such applicant only one or more of several lots owned by him or her, but would still retain one or more lots, then such member shall join in the application and request permission to transfer such lot or lots proposed to be sold only. A copy of the proposed deed or deeds shall be annexed to each application.

Section 4. If an applicant is elected to membership by the Board of Directors, all property rights of the prospective grantor and assignor of the certificate of membership of the corporation shall terminate upon execution and valid delivery of the deed or deeds to the grantee and execution of the assignment of the certificate of membership.

Section 5. The initiation fee for all new members shall be \$100, which said sum shall accompany all applications for membership. In the event the application is refused, the \$100 shall be returned to the applicant.

Section 6. Any owner of a certificate of membership, who on the 22nd day of August, 1948, was a co-owner of a lot or lots with a person not owning a certificate of membership may, upon surrender of such certificate, apply to the Board of Directors for a certificate of membership in joint tenancy to such member and co-owner, and the Board of Directors shall forthwith issue to such member and co-owner new certificate of membership in joint tenancy to such persons.

Section 7. Any owner of a certificate of membership, who on the 22nd day of August, 1948, owned a lot or lots in his or her name, having a spouse, child or children, or parent or parents, or brother or sister, may, upon surrender of such certificate, apply to the Board of Directors to issue a certificate of membership in joint tenancy to such owner and his or her spouse, or child or children, or parent or parents, or brother or sister, and the Board of Directors shall forthwith issue to such member and spouse or child or children or parent or parents or brother or sister, a new certificate of membership in joint tenancy to such persons.

Section 8. No initiation fee shall be required upon the issuance of a new certificate as in the last two preceding sections provided, nor future transfers to the persons in said last two sections provided.

Section 9. When any certificate of membership is held jointly by several persons, any one of them may vote at any meeting in person or by proxy in respect of such share, but if more than one of them shall be present at such meeting in person or by proxy, no vote shall be received in respect of such share unless the persons so present join in or assent to such vote. In case of the death, bankruptcy, or mental incapacity of any fractional owner of a membership certificate the person entitled to transfer his share shall be entitled to vote in respect of such share, and if there shall be more than one person, the right to vote shall be the same as if they were joint holders thereof.

#### ARTICLE XVI

##### PROPERTY RIGHTS OF MEMBERS

Section 1. No member or owner of a lot or lots or any member having only an equity in a lot or lots, shall sell or convey or otherwise dispose of any part or portion thereof to any person or persons without the consent of a majority of the Board of Directors first given by due and appropriate resolution at any general or special meeting thereof in the manner specified in Article XV of the By-Laws.

Section 2. The property of members shall be used for strictly residential purposes only.

Section 3. No structure of any kind shall be erected or permitted upon the premises of any member unless the plans and specifications shall have first been submitted to and approved by the Board of Directors.

Section 4. No member shall own more than three (3) lots.

Section 5. The grantee or grantees of any property and premises, and the property and the premises within the tract of the corporation, shall be subject at all times to the Articles of Incorporation, By-Laws, rules and regulations of the corporation which shall in turn bind every subsequent grantee, his or her executors, administrators, successors or assigns.

#### ARTICLE XVII.

##### ANNUAL DUES AND OTHER CHARGES

Section 1. The annual dues of each member shall be \$20.00 for each lot held by him, payable in advance by each member.

Section 2. In addition to the foregoing annual dues, each member shall also pay monthly, upon rendition of a bill at the end of the month, such charges as may be fixed by

## ARTICLE XXII.

## DISSOLUTION

Section 1. Upon the termination of the life of the corporation, or upon its sooner dissolution for any cause, all restrictions, regulations and limitations as to the sale and conveyance, possession, occupancy and enjoyment of any lot or lots owned by the members hereof ipso facto, terminate. All assets of whatever kind, character or nature shall be converted into cash and the net thereof divided among the members proportionately to the number of lots owned by each. Nothing herein contained shall be construed to prevent a renewal of the charter of the corporation in the manner provided by law thereby extending the life of the corporation.

## ARTICLE XXIII.

## FISCAL YEAR

Section 1. The fiscal year of the corporation shall begin with the 1st day of July and extend to the 30th day of June both days inclusive, unless otherwise provided by resolution of the Board of Directors.

## ARTICLE XXIV.

## AMENDMENTS

Section 1. These By-Laws may be amended by majority vote of the members present at any regularly called meeting of members, provided, however, that written notice of the proposed change shall have been given to each member at least ten days before the meeting.

## ARTICLE XXV.

## SUPERVISOR OF PROPERTIES

Section 1. The Board of Directors shall appoint a Supervisor of Properties as permitted by these By-Laws, and he shall, in addition to performing such duties and having such powers, not in conflict with the Articles of Association and these By-Laws as shall be assigned and granted him by the Board of Directors:

- (a) Enforce the rules and regulations promulgated by the Board of Directors.
- (b) Supervise all work contracted to be performed by the corporation.
- (c) Supervise the work of the caretaker and report to the Board of Directors or an appropriate committee thereof.
- (d) Receive all complaints by the members in regard to the work of the caretaker and present them to the Board of Directors or an appropriate committee thereof.

Section 2. The Supervisor of Properties shall be directly responsible to the Board of Directors and may be removed by them at will.

Section 3. The Supervisor of Properties may receive compensation for such services in a sum not to exceed \$120 per annum.

Section 4. The Supervisor of Properties shall have power to incur indebtedness of not over \$25.00 each for minor repairs and improvements.

## ARTICLE XXVI.

## CARETAKER

Section 1. A Caretaker shall be employed by the Board of Directors upon such terms and conditions as may be imposed by the Board of Directors to whom he shall be directly responsible. No Caretaker shall be retained by a contract for services in excess of one year.

Section 2. In addition to the specific duties imposed by the Board of Directors, it shall be the duty of the Caretaker to provide all tenants with a copy of the By-Laws and Rules and Regulations of the corporation immediately upon their taking possession, and report to the Supervisor of Properties all violations.

Section 3. Each member shall notify the Caretaker of the name of any renter and the dates of his tenancy.

I, ROBERT W. WELLS, Vice-President of Elkpoint Corporation, do hereby certify that the above and foregoing, is a true copy of the By-Laws of Elkpoint Country Club as amended on the 22nd day of August, 1948; that said By-laws became effective August 23, 1948, save and except Section 1 of Article II thereof, which said Section I of Article II shall become effective on the 3rd day of July, 1949.

Robert W. Wells

SUBSCRIBED and SWORN to before me this 16 day of September, 1948.

Helen Irving  
Notary Public in and for the County of Washoe, State of Nevada.

My Commission Expires April 14, 1951.

Filed For Record at request of Brown & Wells, September 17, 1948, at 28 min. past 11 o'clock A. M., Recorded in Book D Miscellaneous, Page 408, Douglas County, Nevada Records.

ETHEL N. SCHACHT  
COUNTY RECORDER

#6652 COMPARED

-----oOo-----

STATE OF NEVADA, }  
COUNTY OF DOUGLAS. } SS.

CHRIS CORDES being first duly sworn on his oath deposes and says: that he is over the age of 21 years and resides at Gardnerville, Nevada; that he was well acquainted with Katherine Thran Radke over a period of many years and knows of his own knowledge and accordingly states that the said Katherine Thran Radke, now deceased, was born in March, 1887, and on December 21, 1912, was over the age of 21 years; that it was the said Katherine Thran Radke who, with her brother Willie Thran, conveyed certain premises by deed dated December 21, 1912 recorded in Book O of Deeds, Page 406, records of Douglas County, Nevada.

Dated Sept. 17, 1948:

Chris Cordes

Subscribed and sworn to before me this 17th day of September, 1948.

Albert G. Heidtman  
Notary Public in and for the County of Douglas, State of Nevada.  
My Commission Expires Dec. 10, 1950.

Filed For Record at request of Washoe County Title Guaranty Co., September 21, 1948 at 16 min. past 11 o'clock A. M., Recorded in Book D Miscellaneous, Page 417, Douglas County, Nevada Records.

ETHEL N. SCHACHT  
COUNTY RECORDER.

#6654 COMPARED

-----oOo-----

STATE OF NEVADA, }  
COUNTY OF Douglas. } SS.

MINNIE DRESSLER, being first duly sworn on her oath deposes and says: that she is over the age of 21 years and resides at Minden, Nevada; that she knew and was well acquainted with Jennie Sprague both prior and subsequent to the year 1916; that she knows of her own knowledge and accordingly states that on October 14, 1916, and on November 1, 1919, the dates when the said Jennie Sprague conveyed certain premises by deeds dated on the said 14th day of October, 1916 recorded in Book F of Deeds, page 312, records of Douglas County, Nevada, and

FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

MAR 24 1976

WAL SWACIOMANIS - SECRETARY OF STATE

CERTIFICATE FOR RENEWAL OF  
ARTICLES OF INCORPORATION OF  
ELK POINT COUNTRY CLUB, INC.

*[Signature]*  
No. 305-25

ELK POINT COUNTRY CLUB, INC., No. 305-25, a Nevada non-profit, non-stock, corporation, does hereby certify as follows:

1. That it is a Nevada corporation in good standing, which has its principal place of business at Elk Point, Nevada, County of Douglas, State of Nevada.
2. That the corporation was originally incorporated on March 21, 1925, for a period of 50 years. That the renewal of its Articles of Incorporation should, therefore, commence on March 23, 1975.
3. That the renewal is to be for 50 years.
4. That the corporation has been duly organized and carrying on its activities pursuant to its original Articles and amendment thereto.

WHEREFORE, the corporation desires to renew its existence, under and pursuant to and subject to the provisions of Chapter 78 of Nevada Revised Statutes for 50 years.

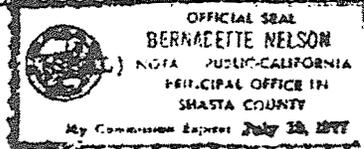
DATED: March 23, 1975.

ELK POINT COUNTRY CLUB, INC.  
A Nevada Corporation

SUBSCRIBED and SWORN to before  
me this 14th day of March, 1975.

*Bernadette Nelson*  
NOTARY PUBLIC

By *[Signature]*  
DR. ROY THOMAS, President



ATTEST:

*Kathryn Morrison*  
KATHERYN MORRISON, Secretary

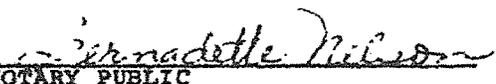
STATE OF CALIFORNIA )  
 )  
COUNTY OF H. Santa ) ss.

DR. ROY THOMAS, being first duly sworn, deposes and says:

That he is the President of the above corporation; that he has read the foregoing Certificate and knows the contents thereof, and that the same is true of his own knowledge, except as to those matters therein stated on his information and belief, and that as to such matters he believes it to be true.

  
DR. ROY THOMAS

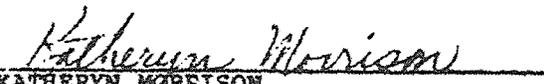
SUBSCRIBED and SWORN to before  
me this 14th day of March, 1975.

  
NOTARY PUBLIC

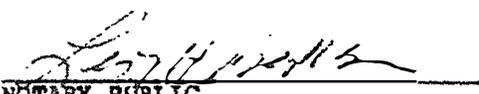
STATE OF NEVADA )  
 )  
COUNTY OF DOUGLAS ) ss.

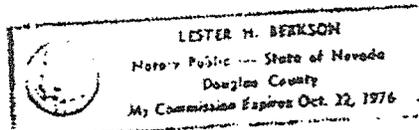
KATHERYN MORRISON, being first duly sworn, deposes and says:

That she is the Secretary of the above corporation; that she has read the foregoing Certificate and knows the contents thereof, and that the same is true of her own knowledge, except as to those matters therein stated on her information and belief, and that as to such matters she believes it to be true.

  
KATHERYN MORRISON

SUBSCRIBED and SWORN to before  
me this 17th day of March, 1975.

  
NOTARY PUBLIC



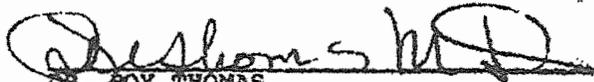
-2-

R E S O L U T I O N

BE IT RESOLVED by the undersigned Directors of ELK POINT COUNTRY CLUB, INC.:

That the corporation renew its Articles of Incorporation pursuant to Chapter 78 of the Nevada Revised Statutes, with the renewal to commence on March 23, 1975, and run for 50 years.

DATED: March 11, 1975.

  
DR. ROY THOMAS

  
JOEL ANDERSON

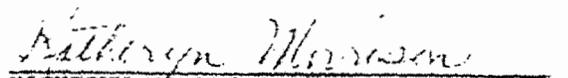
  
GENEVIEVE M. BISHOP

  
DOROTHY LUNGE

  
RAY MORRISON

\* \* \* \* \*

I hereby certify that the above is a true and correct copy of a Resolution unanimously passed by the Board of Directors of ELK POINT COUNTRY CLUB, INC.

  
KATHERYN MORRISON, Secretary

STATE OF NEVADA. :  
                  :: SS.  
COUNTY OF WASHOE. :

On this 21st day of March, 1925, personally appeared before me, J. H. GILNE, a Notary Public in and for said Washoe County, G.C. Steinmiller, A. Parker, H.E. Stewart, H.C. Douglas, J.M. Gardner, George A. Campbell & H.W. Schell known to me to be the persons described in and who executed the annexed instrument, who acknowledged to me that they executed the same, freely and voluntarily, and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at my office in the County of Washoe, the \_\_\_\_\_ day and year in this certificate first above written.

J. H. Gilne  
Notary Public.

# EXHIBIT “5”



# EXHIBIT “5”

32-

ELK POINT COUNTRY CLUB

P.O. Box 9  
Zephyr Cove,  
NEVADA 89448

ATTN: STEVE AGLARD

BYLAWS  
OF  
ELK POINT COUNTRY CLUB, INC.

COPY

July 2, 1994  
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**PROPOSED AMENDMENT - 1981**

**BYLAWS OF ELK POINT COUNTRY CLUB INCORPORATED**

**Preamble**

The Elk Point Country Club, hereafter called Corporation, is a membership corporation organized under the General Non-Profit Corporation Laws of the State of Nevada. Its primary purpose is hereby affirmed to be to provide its members the pleasure of fellowship and recreation, and its corporate functioning shall be designed to achieve in highest measure such purpose. It shall not operate its properties or facilities with the view of providing profit to its members but rather such properties and facilities shall be held, operated, and made available for the use and enjoyment of its members upon payment of such assessments and charges as will fairly meet its cost of operation and provide a reasonable accumulation of funds for repairs, replacements and additions.

**ARTICLE I**

**MEETINGS OF MEMBERS**

Section 1. All meetings of the members shall be held on the property of Elk Point Country Club, Inc., Lake Tahoe, Nevada.

Section 2. A majority of the membership certificates issued and outstanding represented by the holders thereof either in person or by proxy shall constitute a quorum for the transaction of business at all meetings of members.

Section 3.

a) The annual meeting of the members shall be held at Elk Point Country Club, Inc. on the first Saturday of July of each year at the hour of 1:00 P.M. thereof.

b) At such annual meeting each holder of a certificate of membership in the Corporation, which said certificates of membership were registered in the name of the member on the 90th day preceding the meeting, exclusive of the day of such meeting, shall be entitled to one vote in person or by proxy.

c) At such meetings the members shall elect by a plurality by ballot the Board of Directors from among the qualified members as defined by the Articles of Incorporation and the Bylaws.

Section 4. Notice of annual meeting of the members shall be given by depositing the notice in the U.S. mail addressed to each member at the address of the member as the members name appears upon the records of the Corporation, at least fifteen calendar days prior to the meeting, exclusive of the day of the mailing.

Section 5.

a) At such annual meeting, if a quorum of the membership certificates shall not be present or represented, the members present shall have the power to adjourn to a day certain, and notice of the meeting to the adjourned day shall be given to the members by depositing the notice in the U.S. mail addressed to each member at the address of the member, as the same appears upon the records of the Corporation, at least five calendar days prior to such adjourned meeting, exclusive of the day of the mailing.

b) If a majority of the membership is present at such annual meeting in person or by proxy, such majority shall have power from time to time to adjourn the annual meeting to any subsequent day or days, and notice of the adjourned meeting need not be given.

Section 6. Special meetings of the members may be held when called by the President, by a majority of the Directors, or by one third of the members of the Corporation. Notice of special meetings shall be given by depositing the notice in the U.S. mail addressed to each member of the address of the member as the same appears upon the records of the Corporation, at least seven calendar days prior to the meeting, exclusive of the day of the mailing.

Section 7. Personal notice shall be equivalent to the notice by U.S. mail in all cases wherein notice by mail is authorized by these Bylaws.

Section 8. At all meetings of the members, the order of business shall be as follows:

- (a) Calling of roll;
- (b) Proof of notice of meeting;
- (c) Approving of Minutes of previous meeting;
- (d) Reports of Directors and Officers;
- (e) Election of Directors;
- (f) Miscellaneous Business.

**ARTICLE II**  
**DIRECTORS**

Section 1. The Board of Directors shall constitute the ruling and governing body of the Corporation. It shall apply all rules regulating the affairs and conduct of the Corporation, subject in each case to the provisions of these Bylaws the Articles of Incorporation and subject to the laws of the State of Nevada.

Section 2. Qualification for Directors: A director must be a member of the Corporation in good standing for two years prior to election to office. If any director shall cease to be a member or fail to continue to be a member in good standing, the office of that director shall be deemed to be vacant.

Section 3. Directors of the corporation shall be five in number and shall fill the terms of office as follows: Beginning with the elections scheduled in July of 1991 and thereafter, three (3) directors shall be elected on even numbered years for two (2) year terms each, and two (2) directors shall be elected on odd numbered years for (2) year terms each.

Section 4. The Directors shall meet at such time at the office of the Corporation, or at such other convenient places upon the Corporation property. A meeting of the Board shall be held the last Sunday in June, and again immediately succeeding every annual meeting of the members of the Corporation.

Section 5. Special meetings of the Board of Directors shall be held when called by the President, or when requested by a majority of the Directors. Notice of special meetings of the Board of Directors shall be given to each Director by depositing the

notice in the U.S. mail addressed to the Director at the address of the Director as the same appears upon the records of the Corporation, or shall be given personal notification, at least seven calendar days prior to the meeting exclusive of the day of the mailing or giving personal notification. The fact of notice and the time and method thereof shall be entered upon the minutes of the meeting. Upon request, any member shall receive notice of special meetings after payment of a reasonable fee for such service. The fee shall be paid to the Treasurer. The amount of the fee shall be established annually by the Board of Directors.

Section 6. The Board of Directors may have an office on the premises of the Corporation and shall keep the books of the Corporation as the laws of the State of Nevada require to be kept within the State of Nevada, at such office. Other books of the Corporation shall be kept at such place or places as the Board of Directors may from time to time determine.

Section 7. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 8. Any act of a majority of the Directors, although not taken or done at a regular or special meeting of the Board of Directors, if such action and the record thereof is assented to in writing by all members of the Board of Directors, shall be as valid and effective as if taken or done by the Board of Directors at a regularly called meeting.

Section 9. Any notice required to be given by this Article may be waived by the party to whom such notice is required to be given, provided such waiver is in writing,

duly signed either before, at, or after the meeting. The waiver shall be filed with the Secretary of the Corporation.

### ARTICLE III

#### POWERS OF DIRECTORS

Section 1. The Directors shall have power to appoint and remove at pleasure, all officers, agents and employees of the Corporation, prescribe their duties, fix their compensation and require from them security for faithful services.

Section 2. The Directors shall have power to conduct, manage and control the affairs and business of the Corporation and to make rules and regulations not inconsistent with the laws of the State of Nevada, the Articles of Incorporation and the Bylaws of the Corporation.

Section 3. The Directors shall have power to incur indebtedness, except as limited by Article V of these Bylaws, the terms and amounts of which shall be entered upon the Minutes of the Board of Directors meeting, and the note or writing given for the same shall be signed officially by the Officer or Officers authorized by the Board of Directors.

Section 4. The Board of Directors may not increase or decrease the number of members of the Board of Directors.

## ARTICLE IV

### LIMITATIONS OF POWERS

Section 1. The enumeration of the powers and duties of the Directors in these Bylaws shall not be construed to exclude all or any of the powers and duties, except insofar as the same are expressly prohibited or restricted by the provisions of these Bylaws or Articles of Incorporation, and the Directors shall have and exercise all other powers and perform all such duties as may be granted by the laws of the State of Nevada and do not conflict with the provisions of these Bylaws and the Articles of Incorporation.

Section 2. The Board of Directors shall not borrow money or incur any indebtedness in excess of the annual budget amounts approved by a majority vote of the members first had at a regularly called annual or special meeting of the members.

Section 3. The Board of Directors shall not enter into any contract, the performance of which would require over twelve (12) months, nor any contract for personal services for a period exceeding twelve (12) months.

Section 4. The Board of Directors shall not sell, convey, or encumber any of the real property of the Corporation without the unanimous consent of the total Membership first obtained.

(Note: Amendment of this section is restricted. See Article XXIV, Section 1.)

Section 5. The compensation of all employees and of all Officers of the Corporation, other than the Directors, shall be fixed and determined by the Board of Directors as herein provided.

## ARTICLE V

### DUTIES OF DIRECTORS

Section 1. It shall be the duty of the Directors:

(a) To cause to be kept a complete record of all the accounts and the proceedings of the members and to present a full statement thereof at the annual meeting of the members, showing in detail the receipt and disbursements and the assets and liabilities of the Corporation, and generally the condition of its affairs, a similar statement shall be presented at any other meeting of the members when thereby required by persons holding at least one-third of the issued and outstanding membership certificates.

(b) To supervise all officers, agents, the caretaker and employees and see that their duties are properly performed.

(c) To cause to be issued the certificates of membership upon admission to membership of new members.

(d) To approve the employment of a caretaker, to reside on the premises throughout the year.

(e) To issue to the caretaker each month, or following each meeting of the Board of Directors, orders setting forth a monthly schedule of work to be performed by the caretaker in the ensuing month.

(f) To appoint a committee of three members of the Corporation, none of whom shall be incumbent directors, to make an independent annual audit of the financial condition of the Corporation and submit the same to the Directors at the

meeting of Directors held the last Sunday of June.

(g) To adopt annually, rules for the conduct and government of the members, their guests and tenants, in connection with the exercise of their privileges as members, tenants and guests and their use of the Corporation property, and cause the same to be published and mailed to each member at the address of the member as the same appears upon the records of the Corporation. It shall be each member's responsibility to require guests and tenants to obey said rules.

## ARTICLE VI

### OFFICERS

Section 1. The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. No Offices shall be consolidated. The Board of Directors shall, at their first regular meeting, elect from its members a President, Vice President, a Secretary and a Treasurer.

Section 2. No member may act in the capacity of more than one officer position for any transaction or series or related transactions.

Section 3. The Treasurer and any other Officers with authority to disburse funds of the Corporation shall be bonded for an amount determined by the Board of Directors. Each such bond shall be not less than \$2,000.00.

## ARTICLE VII

### PRESIDENT

Section 1. The President shall be the chief officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Corporation. If at any time the President shall be unable to act, the Vice President shall take the place of the President and perform such duties, and, in case of the inability of the Vice President to act, the Board of Directors shall appoint a member of the Board to do so, and such member shall be vested for the interim period with all powers and shall discharge and perform all duties and functions of the office.

Section 2. The duties of the President shall be:

- (a) To preside over all meetings of the members and Directors.
- (b) To sign, as President, all certificates of membership and all contracts and other instruments in writing which have been approved first by the Board of Directors.
- (c) To call the Directors together whenever he shall deem it necessary; and to have, subject to the advice of the Directors, charge of all affairs of the Corporation, and generally to discharge such other duties as may be required of the President by the Bylaws of the Corporation.

**ARTICLE VIII**  
**VICE PRESIDENT**

Section 1. The Vice President shall be vested with the powers and shall perform all of the duties of the President in the absence of the President and at other times shall have authority and shall perform such duties as the Board of Directors may prescribe.

**ARTICLE IX**  
**SECRETARY**

Section 1. The Secretary shall give all required notice of all meetings of the members and meetings of the Board of Directors, keep minutes of all the meetings of members and Board of Directors, register and countersign all certificates of membership, countersign contracts, and other instruments in writing requiring the signature of the President, be custodian of the seal and attach the same to all documents and instruments requiring the seal, and in general, perform all acts incident to the office of Secretary.

Section 2. The Secretary shall mail to each member a copy of the Minutes of Directors' meetings, and all meetings of the members, within five calendar days after any such meeting, whether the said Minutes have been approved or not.

**ARTICLE X**  
**TREASURER**

Section 1. The Treasurer shall receive all moneys and funds of the Corporation

and shall deposit the same in such depository or depositories as from time to time may be selected by the Board of Directors.

Section 2. The Treasurer shall perform all other duties respecting moneys, funds, securities and property of the Corporation which the Treasurer may receive, or which may be confided to the care of the Treasurer as the Board of Directors may from time to time prescribe or direct.

Section 3. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors or by an authorized Officer of the Corporation, only upon proper vouchers for such disbursements and as required by Article XIV of these Bylaws.

Section 4. The Treasurer shall render to the President and Board of Directors at regular meetings of the Board, or whenever they may require it, an account of all actions as Treasurer, and of the financial condition of the Corporation.

Section 5. The Treasurer shall submit to the Board of Directors an annual statement showing in detail all receipts and disbursements at the meeting of the Board of Directors which shall be held on the last Sunday of June of each year.

## ARTICLE XI

### VACANCIES

Section 1. If the office of any Director or of any appointed official of the Corporation shall become vacant for any cause, the remaining Directors, if more than a quorum, may elect a successor or successors who shall hold office for the unexpired