

HILLSIDE CLUB BYLAWS - DO NOT EDIT
Proposed for Amendment effective 1 April 2026

ARTICLE I
MEMBERSHIP

SECTION 1. Membership shall consist of regular, junior, and lifetime members, with voting privileges as follows. All three classes of members shall be considered voting members.

SECTION 2. The Hillside Club Board of Directors ("Board") shall set the maximum number of regular club members from time to time.

SECTION 3. Any adult resident of Berkeley or its vicinity may become an active member of the Club upon approval by the Board of their membership application in accordance with the qualifications of these Bylaws and payment of the required dues.

SECTION 4. A person becomes eligible for Club membership after attending one Club function and informing a member of their desire to also become a member, then submitting an application for Club membership. The Membership Committee then reviews the qualifications and application of the prospective member and provides relevant information in that regard to the Board, which subsequently proposes and conducts a majority vote to determine the applicant's admission as a Club member. Upon approval by a quorum of the Board, the Financial Secretary shall extend an invitation to membership

SECTION 5. Any person under the age of 30 meeting all other criteria for membership may become a Junior Member. Junior Members are only required to pay one-half of regular Club dues.

SECTION 6. Invitations, applications, and payments for Club membership may be made via postal mail or electronic communications (**as defined in Article XIII**). If a candidate fails to respond within 60 days after being invited to become a member, the Board of Directors may cancel the invitation.

SECTION 7. An individual who has served the Club in an outstanding capacity may be nominated as an honorary member of the Club by the Board of Directors, pursuant to the recommendation of the Board of Directors followed by a majority vote of members present and voting at a regular business meeting. Duly elected honorary Club members will not be required to pay Club dues or assessments thereafter.

SECTION 8. Individuals (member or non-member) who have benefitted the Club notably well in a Club event such as a Fireside presentation, or in other significant ways, may be recommended to receive a free complimentary membership through the end of the following fiscal year. A Board member may propose that such an individual receive this complimentary membership by motion, and such membership will be awarded following a favorable vote by a majority of Board members present at a Board meeting. A complimentary membership may be awarded upon a given individual for no greater than three consecutive years.

ARTICLE II
GOVERNMENT AND MANAGEMENT

SECTION 1. The general operation of the Club shall be vested in a Board of nine Directors, consisting of six principal Officers and three Directors at Large, all serving without financial responsibility. All Directors shall be elected for a term of one year. The six principal Officers shall constitute the Executive Committee of the Board. The Board serves as the corporation's governing body under California law.

SECTION 2. No Director may be elected to serve more than five consecutive terms but may be re-elected after a lapse of at least one-year. No person may be elected to serve more than two consecutive terms in the same role. The offices of Treasurer and Financial Secretary are exempt from these term limits.

SECTION 3. The Board of Directors shall fill a vacancy occurring in any office except the presidency during the same Club year. In the event that the office of President is vacated, the First Vice President shall assume the office of President.

SECTION 4. The fiscal year of the Club shall be from June 1st to May 31st of the following year. Terms of offices of the Board of Directors shall coincide with the fiscal year.

SECTION 5. The quorum for a Board of Directors meeting shall be a majority of the total number of sitting Directors. Between board meetings, expenditures or other issues may be proposed and/or approved via electronic communications (**as defined in Article XIII**) by an affirmative vote of the Board of Directors.

SECTION 6. The Board may operate in-person or via electronic communications (**as defined in Article XIII**), and may propose and/or approve board motions via electronic communications.

ARTICLE III DUTIES OF OFFICERS

SECTION 1. The President shall preside at all meetings of the Board of Directors and shall be an ex-officio member of all committees; shall appoint the Chairs of all committees; have power to appoint additional committees; have general charge for the year; and with the Secretary shall sign all notes and obligations. They or their appointed agent shall sign all contracts with the exception of rental contracts.

SECTION 2. The First Vice-President shall be responsible for arranging programs for all Fireside meetings and other Club meetings except those assigned to section programs by the President. In the absence of the President, the First Vice-President shall assume the duties of the President.

SECTION 3. The Second Vice-President shall be responsible for the coordination of the preparation and distribution of the monthly Club Bulletin, the Club Handbook and the annual Yearbook. In the absence of the President and the First Vice President, the Second Vice President shall assume the duties of the President.

SECTION 4. The Secretary shall keep the minutes of the Annual Meeting of the Club, Special Club Meetings and the Board of Directors; shall sign with the President all notes, obligations and contracts excepting rental contracts and shall conduct the general correspondence.

SECTION 5. The Treasurer shall pay all routine bills and other charges upon authorization of the Board of Directors; shall keep an itemized accounting of all expenditures, receipts and other funds; shall present monthly reports to the Board of

Directors and an annual report to the Club. In the absence of the Treasurer, only the President, Financial Secretary, or the Secretary is authorized to act as Treasurer.

SECTION 6. The Financial Secretary shall notify all members of dues and assessments; shall extend an invitation to membership, after the Board's approval of an applicant, and shall bill applicants the amount required, to become members in good standing. The Financial Secretary further shall receive all funds; determine methods of payment; keep an itemized account of all funds received; deposit all funds within 48 hours; and present monthly reports to the Board of Directors and an annual report to the Club.

SECTION 7. The Directors at Large may be given assignments by the President.

SECTION 8. Upon the vote of a majority of The Board of Directors, a request shall be made for the resignation of an Officer or Director who is not fulfilling the requirements of his or her office. If the member does not resign, upon a majority vote of the Board, the Officer or Director will be removed from the Board.

SECTION 9. The Board may create or modify officer roles as needed.

SECTION 10. The Board may use electronic signatures, online record-keeping, and/or electronic reporting at its discretion for club activities and records.

ARTICLE IV NOMINATIONS AND ELECTIONS

SECTION 1. A Nominating Committee consisting of three Club members selected by the Club President will be announced at the regular business meeting of the Club held in October each year. At least one year of membership in the Club is required to serve on the Nominating Committee. The President shall appoint the Chairperson of the Nominating Committee.

SECTION 2. It shall be the duty of the Nominating Committee to present at the regular business meeting of the Club in February a list of proposed Board Member nominees for Officers and Directors at Large for the ensuing year. Nominations for Officers and Directors at Large may also be made from the floor at such meeting, with the prior consent of the nominee. For continuity of the Board of Directors operation, every effort should be made by the Nominating Committee to nominate at least three of the outgoing Directors who are eligible for another term.

SECTION 3. The persons nominated in the manner provided for or authorized in Section 2 of the Article shall constitute the ballot to be voted on at the regular business meeting in March.

SECTION 4. The election of Officers and Directors at Large for the ensuing Club year shall be held at the annual meeting of the Club in March of each year. The regular Club Newsletter for the month of February, to be forwarded to the membership at the beginning of February, shall contain the notice that Officers and Directors at Large for the ensuing Club year are to be elected at that meeting. It shall set forth the Officers and Directors at Large to be elected, and the names of the persons nominated and qualified to be elected. The election of Officers and Directors at Large shall be by secret ballot if the number of nominees exceed the number of positions to be filled; otherwise, the election may be made by motion that the Secretary be directed to cast a unanimous ballot for the election of such nominees. A majority of all votes cast on the first ballot shall be necessary to elect, and each candidate who shall have received a

majority of all votes cast on such ballot shall be declared elected. In the event that more than one ballot becomes necessary, the two candidates who shall have received the largest number of votes on the first ballot shall be candidates on the second ballot. At the Board's direction, the Secretary may implement alternative options for voting including, but not limited to, online platforms, regular mail, or email.

SECTION 5. Any member shall be eligible to serve on the Board of Directors who has been a member of the Club for at least twelve months prior to taking office.

ARTICLE V STANDING COMMITTEES

SECTION 1. The Finance, Building, and Membership Committees are standing committees. Other Committees may be created as needed with approval of the President, and with oversight from the Board. Standing committees shall produce monthly reports for the Board in each month the Board holds a scheduled meeting.

SECTION 2. FINANCE COMMITTEE

A Finance Committee shall be named at the beginning of each fiscal year. The Committee shall be composed of at least three members, including President, Financial Secretary and Treasurer. Others may be appointed by the President. The duties of the Finance Committee include having general charge of the finances of the Club and delivering reports at each Board Meeting, and annually to the Club membership. This Committee shall examine the income and expenditures of the Club and, at the beginning of each fiscal year. The Committee shall prepare an annual budget for the Club for the ensuing year for Board review and approval. The Committee shall monitor for unusual expenditures of the Club and report any concerns to the Board of Directors.

SECTION 3. BUILDING COMMITTEE

A Building Committee shall be named at the beginning of each fiscal year. The Chair of the Committee shall be appointed by the President from the Club Membership. The Committee supervises the upkeep of the clubhouse and makes recommendations for improvements and renovations to the Board of Directors. The committee shall make at least semiannual inspections of the building and maintain a prioritized list of deferred maintenance items. In addition, it develops a list of specific maintenance tasks to be undertaken on club Workdays.

SECTION 4. MEMBERSHIP COMMITTEE

A Membership Committee shall be named at the beginning of each fiscal year. The Chair of the Committee shall be appointed by the President from the Club Membership. The Committee is responsible for attracting new Club Members, processing new member applications, welcoming new members, creating and distributing new member welcome packets, ensuring the accuracy of member data for master list roster, coordinating with other committees for engaging members in committee work, and continuing education of and information exchange between membership, committees, and the Board.

SECTION 5. Other standing committees shall be appointed by the President, with approval of the Board of Directors.

SECTION 6. An Advisory Committee may be appointed by the President at the beginning of each Club year. So far as feasible, a majority of the Committee shall be selected from members who shall have served as President of the Club and the balance from members who shall have been members of the Club for at least three years immediately prior to their appointment to the Committee. The Committee shall function in an advisory capacity only. Its duties shall be to meet from time to time during each Club year to consider such matters, as it may deem appropriate and for the best interest of the Club. It shall offer or bring to the attention of the Officers or Directors, or the membership at large, such matters, suggestions or recommendations as it deems appropriate and which may pertain to the maintenance of the standards or traditions of the Club, or which in its judgment may seem desirable and for the general welfare and advancement of the interests of the Club.

SECTION 7. The chair of the Rental Committee shall be an ex-officio member of the Board of Directors, without voting privileges.

ARTICLE VI DUES AND ASSESSMENTS

SECTION 1. Annual dues shall be payable, at the beginning of each Club year, on June first. Membership accounts become delinquent if the current dues have not been received 60 days after the date they became payable. Approved applicants become members in good standing on the first day of the month following the payment of their first-year membership dues. New members' first-year dues shall be calculated as follows: If they join between June 1 and November 30: full year of membership dues payable for the first year; if they join between December 1 and May 31: one half-year of membership dues payable for the first year. The setting of the annual membership dues shall be reviewed on a yearly basis. Proposed changes in the annual rate of dues will be recommended by the Finance Committee and voted on for approval by the Board of Directors in the January Board Meeting. Members shall be notified the amount of dues to be charged in the coming year in March, at the Fireside meeting and via other communication channels. Dues shall be payable via check or online payment methods as determined by the Financial Secretary and approved by the Board.

SECTION 2. Membership dues may be reduced or waived by the Board of Directors in special circumstances.

SECTION 3. An assessment may be recommended by the Board of Directors or by a majority of members present and voting at a regular Club meeting. After notice in the Club Newsletter or by separate notification, acceptance of the recommendation shall be made by a documented vote of members and requires a two-thirds vote of members voting within ten days of the notice in the Club Newsletter. Voting may take place in person, via mail and/or by electronic means, as determined by the Secretary.

SECTION 4. If dues or assessments are two months in arrears, membership may be denied by the Board of Directors, who shall notify the member.

SECTION 5. Resignations of members in good standing are requested to notify the President or Membership Committee.

SECTION 6. Reinstatement of membership shall be by request sent to the President or Membership Committee and voted upon by the Board of Directors.

SECTION 7. Guests of members shall be admitted to all functions except those restricted in the Calendar or Newsletter for "Members Only" or "Members and families."

ARTICLE VII SPECIAL FUNDS

SECTION 1. A building fund shall be designated for making improvements or additions to Club property or for payment of any indebtedness of the Club. At the beginning of the Club year, the Board of Directors shall budget the amount to be allocated to this fund on May 31 of that Club year. If the full budget amount is not available, the Board shall either officially reduce the amount to be allocated that year or explore alternative ways of raising the budgeted amount (fundraisers, special assessments, etc.).

SECTION 1. A memorial fund shall be established to receive funds designated as memorials or honoraria and shall be used only by approval of the Board of Directors.

SECTION 2. Special funds may be established by the Board of Directors.

SECTION 3. Endowment funds may be established as designated by special bequests using only the income derived and approved by the Board of Directors.

ARTICLE VIII MEETINGS

SECTION 1. The annual meeting of the Club shall be held on the first Monday in March, at which meeting Board elections shall be held, and reports of Officers and Committees shall be requested, and such other business transacted as may come before any regular meeting.

SECTION 2. Regular business meetings shall be held on the first Monday of each month except as follows: July, August and December — no meetings. These dates may be changed by the Board of Directors if necessary.

SECTION 3. Special meetings of the Board or the Club may be called at any time by the President or by vote of the Club or by any three of the Directors. Due notice, of at least 14 days, for such meetings shall be sent to the members. Business transacted at a special meeting shall be limited to that for which the meeting was called.

SECTION 4. The Board of Directors shall meet every month except in July and August, unless at the discretion of the Board an additional meeting is needed. The time, place, and method of the meetings (in-person or via electronic communications as defined in Article XIII) are to be determined by the President with approval by the Board. Special meetings of the Board of Directors may be called by order of the President or on request of three Directors.

SECTION 5. The official Club year shall begin on June first, at which time the Officers and Directors for the ensuing year shall assume their duties.

ARTICLE IX

QUORUM

SECTION 1. A majority of Board Members and at least twenty percent (20%) of the full membership (defined as current voting members) shall constitute a quorum for the transaction of business. Any action requiring a quorum can be conducted in-person, via postal mail, or via electronic communications (**as defined in Article XIII**), as determined by the Secretary and approved by the Board. Should a quorum not be met, any action taken at the meeting shall be ratified at the next meeting.

ARTICLE X CONDUCT OF MEETINGS

SECTION 1. All meetings of the Club, including Board of Directors and Member Meetings, shall be conducted according to Robert's Rules of Order, except in cases where they are inconsistent with the Bylaws of the Club.

ARTICLE XI AMENDMENTS

SECTION 1. Additions and Amendments to these Bylaws may be made by two-thirds vote of all members voting at any regular business meeting of the Club in-person, via postal mail, or via electronic communications (**as defined in Article XIII**), as determined by the Secretary and approved by the Board. The text of the proposed Additions and Amendments, and notice of the time of voting thereon, shall be given in two regular Club Newsletters issued prior to the meeting at which action on such proposed Additions and Amendments shall be taken.

ARTICLE XII NON-DISCRIMINATION

SECTION 1. Affirm equal opportunity regardless of race, gender, age, disability, sexual orientation, religion, or national origin.

ARTICLE XIII CONSENT TO USE ELECTRONIC COMMUNICATIONS

SECTION 1. The Club may send meeting notices, annual reports, and all other materials ("Records"), and hold votes via electronic communications, defined as electronic transmission of any form, as determined by the Secretary and approved by the Board of Directors. This includes but is not limited to: Board communications and voting, Membership communications and voting, Membership applications and Membership payments.

SECTION 2. The Club may hold meetings in-person or via electronic communications, ensuring all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting, as determined by the Secretary and approved by the Board of Directors. This includes, but is not limited to: Board meetings, Membership meetings and Committee meetings.

ARTICLE XIV CONFLICT OF INTEREST & ETHICS

SECTION 1. A conflict of interest can arise when a Board member or an officer stands to benefit financially or provide a benefit to a personal acquaintance from a decision he or she makes on behalf of the Club. This financial benefit can be direct or indirect, such as a payment to the Board member or officer, a family member, or a business entity with which the Board member or officer is closely associated.

SECTION 2. A conflict is a concern to the Club if not fully disclosed to the Club and if the conflicted Board member or officer participates in the decision that benefits the Board member or officer.

SECTION 3. To prevent conflicts of interest and the appearance of conflicts, the Board of Directors adopts this Conflict of Interest Policy:

- Board members and officers must disclose any potential conflict of interest when a Board member or officer knows the Club is considering entering a contract with, or making a financial payment to, a third party, such as a vendor, consultant, or other organization.
- New Board members and officers must disclose to the Board any potential conflict of interest that could interfere with their duties before assuming that position of authority.
- All contracts (except standard rental agreements) made by the Club shall be reviewed by the Board for any potential conflict of interest.
- A Board member or officer with a conflict of interest cannot vote on, or participate in deliberations concerning, a matter in which he or she has a conflict of interest. The member's or officer's recusal shall be noted in the corporate minutes.

ARTICLE XV INDEMNIFICATION & INSURANCE

SECTION 1. In consideration for directors' consent to serve as volunteer directors of the Club, the Club hereby indemnifies and holds harmless directors, to the fullest extent allowed by applicable state and federal laws, from and against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any and all claims, actions, or proceedings, whether civil, criminal, administrative, or investigative, and whether threatened, pending, or completed, brought by reason of their position as director of the Club, including, without limitation, all reasonable attorneys' fees, costs, and other expenses incurred in connection with such claims, actions, or proceedings, and/or with establishing a right to indemnification under this Article.

SECTION 2. The Club shall retain the right to select counsel of its choice to represent a director in connection with any such claims, actions or proceedings, in order to ensure that the best possible legal defense is mounted on behalf of the director.

SECTION 3. The Club shall purchase and maintain insurance on behalf of its officers, directors, employees, and other agents against any liability asserted against or

incurred by any such person in such capacity or arising out of such person's status as such.