

**WINNERS CIRCLE BEACH AND TENNIS RESORT TIME SHARE CONDOMINIUM  
OWNERS ASSOCIATION**

A California nonprofit mutual benefit corporation

**AMENDMENT TO BY-LAWS OF WINNERS CIRCLE BEACH AND TENNIS RESORT  
TIME SHARE CONDOMINIUM OWNERS ASSOCIATION**

Pursuant to the approval of at least thirty percent (30%) of the total voting power of Winners Circle Beach and Tennis Resort Time Share Condominium Owners Association ("**Association**"), and the authority of Article IX, Section 1 of the By-Laws, the Association's By-Laws are hereby amended and adopted, as follows.

1. **Article II, Section 5, of the By-Laws is amended to read in full as follows:**

Section 5: Voting. The Association shall have one class of voting membership:

Class A. Class A Members shall be all Time Share Owners. Class A Members shall be entitled to one (1) vote for each Time Share in which they hold the interest required for membership by this Article. When more than one person or entity holds a Time Share interest, the vote for such Time Share interest shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Time Share interest.

2. **Article III, Section 1(a), of the By-Laws is amended to read in full as follows:**

Section 1(a): Organizational Meeting. An organizational meeting of the members of the Association shall be held no later than six (6) months after recordation of the deed to the first Time Share interest in the Properties.

Regular meetings of members shall thereafter be held on an annual basis, on the same day of the month in which the organizational meeting was held; provided, however, that should said day fall upon a legal holiday, then any such annual meeting shall be held at the same time and place on the next day thereafter ensuing which is not a legal holiday.

Notice of such organizational meeting shall be sent to each Time Share interest Owner in writing, by first class mail, not less than thirty (30) days before the day designated for such meeting, nor more than ninety (90) days before said designated day, and shall specify the place, the day and the hour of such meeting, a brief statement of the matters which the governing body intends to present or believes that others will present for action by the members.

3. **Article III, Section 2, of the By-Laws is amended to read in full as follows:**

Section 2: Notice of Meetings. Written notice of each annual meeting shall be given to each member entitled to vote, either personally or by sending a copy of the notice through the mail or by electronic transmission, such as e-mail, to his address appearing on the books of the Association, or supplied to the Association by him, for the purpose of notice. If a member supplies no address, notice shall be deemed to have been given him if mailed to the place where the principal office of the Association is situated, or published at least once in some newspaper of general circulation in San Diego County. Such notice shall be sent to each member entitled thereto not less than thirty (30) days before said annual meeting, nor more than ninety (90) days before such meeting, and said notice shall specify the place, the day and the hour of such meeting, and the general nature of the business to be transacted.

4. **Article III, Section 3, of the By-Laws is amended to read in full as follows:**

Section 3: Special Meetings. Special meetings of members for any purpose or purpose whatsoever, may be called at any time by the governing body upon the vote of a majority of the governing body or upon receipt of a written request signed by members representing at least five percent (5%) of the voting power of the Association residing in members. If a special meeting is called by members, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by electronic transmission or other facsimile transmission to the President, any Vice-President or the Secretary of the Association. The officer receiving the request shall cause notice to be promptly given to the members, that a meeting will be held. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices shall be sent to each member entitled thereto not less than thirty (30) days before each special meeting, nor more than ninety (90) days, and said notice shall specify the place, the day and the hour of such meeting, and the general nature of the business to be transacted.

5. **Article III, Section 6, of the By-Laws is amended to read in full as follows:**

Section 6: Quorum.

- (a) Definitions. For purposes of this Section, the following term shall have the following meaning.
  - (i) "Net Total Votes" means that number of votes which is equal to the difference between the total number of votes in the Association and the number of votes as to which voting rights are suspended at the time of the subject meeting in accordance with these By-Laws.

- (b) The presence either in person or by proxy at a Members' meeting of members representing and entitled to cast at least fifteen percent (15%) of the Net Total Votes shall constitute a quorum for any action by the members, unless a different requirement is imposed by these By-Laws, the Articles or the Declaration. A majority of the Net Total Votes present at a meeting at which a quorum is present shall prevail at such meetings unless a difference percentage is required by these By-Laws, the Articles, or the Declaration. Unless otherwise expressly authorized by these By-Laws or the Declaration, all action required or permitted to be taken by the members may be taken only at a duly called and properly noticed organization, annual or special meeting at which quorum is present. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If, however, such quorum shall not be present or represented, at any meeting of the members, no business shall be conducted, and the presiding officer shall adjourn the meeting sine die. If less than one third of the total voting power of the Association is in Attendance in person or by proxy, at a regular or special meeting of the Association, only those matters of business, the general nature of which was given in the notice of the meeting, may be voted on by those members.

6. **Article IV, Section 2, of the By-Laws is amended to read in full as follows:**

Section 2: Number, Qualifications, Term of Office. The affairs of the Association shall be managed by a Board of five (5) directors each of who must be a Member of the Association. A person is disqualified from serving as a director if the person, if elected, would be serving on the Board at the same time as: (i) another person who is serving on the Board in his/her capacity as a representative/agent of the same legal entity (where that legal entity is a Member of the Association) or a related legal entity (e.g., subsidiary, parent corporation, etc.); (ii) another person who is serving on the Board where both persons are members of the same household; or (iii) another person who is serving on the Board where both persons share ownership in the same Time Share interest. The Board also has the authority to remove a director if he/she is not current in the payment of his/her assessments or has his/her privileges suspended pursuant to the Declaration. At the organization meeting, the Members shall elect five (5) directors, three (3) of who shall hold office for three (3) years; and two (2) of whom shall hold office for two (2) years. At each annual meeting of the Members thereafter, the Members shall elect a new director to fill each vacancy created by the expiration of a prior director's term of office. Such new directors shall serve for a term of two (2) years or until the later election of their successors.

Notice of the meeting at which directors are to be elected shall set forth the number of directors to be elected by Members and shall call for nominations. Any Member entitled to vote at the meeting pursuant to the provisions of these

By-Laws shall be eligible as a candidate for the position of director. Nominations shall be made as set forth in Section 3 of this Article VI.

The number of directors may be increased or decreased from time to time [but in no event shall be less than five (5)] by an amendment to these By-Laws by the Members as hereinafter provided by these By-Laws.

7. **Article IV, Section 3 of the By-Laws is amended to read in full as follows:**

Section 3: Nominating Committee. The President of the Association shall appoint a committee to select qualified candidates for election to the Board at least ninety-five (95) days before the date of the election, and the Secretary shall forward to each Member, with the notice of meeting required-by Article III, Section II, a list of candidates nominated, by office.

Members representing five (5%) percent-of the membership may nominate candidates for directorships at any time before the thirtieth (30th) day preceding such election. On timely receipt of a petition signed by the required number of Members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the nominating committee. At the meeting to elect directors, any Member present at the meeting, in person or by proxy, may place names in nomination.

8. **Article IV, Section 4, of the By-Laws is amended to read in full as follows:**

Section 4: Removal and Vacancies. The entire Board or any individual director may be removed from office, with or without cause, at any duly called, noticed and held annual or special meeting of the Members, at which a quorum is present, by a majority of the total votes present at such meeting either in person or by proxy, and entitled to vote, provided, however that unless the entire Board is removed from office by the vote of the Members, no individual director shall be removed prior to the expiration of his term of office if the votes cast against removal or not consenting in writing to such removal would be sufficient to elect the director if voted cumulatively at an election at which the same number of votes were cast and the entire number of directors authorized at the time of the most recent election of the director were then being elected. A director may be removed from office prior to the expiration of his term of office only by the vote of at least a simple majority of the voting power. A vacancy in the Board created by the removal of a director shall be filled by a majority of Members at a duly called special meeting, and each director so elected shall hold office until his successor is elected at an annual meeting of Members or at a special meeting duly called for that purpose. A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any director, or if the Members shall increase the authorized number of directors but shall fail at the meeting at which such increase is authorized or any adjournment thereof to elect the additional director so provided for, or in case the Members fail at any time to elect the full number of authorized directors. In the event of an increase in the authorized

number of directors, no more than one director may be appointed, rather than elected to fill a vacancy created thereby. If the Board accepts the resignation of a director tendered to take effect at a future time, the Board shall have the power to elect a successor to take office when the resignation shall become effective.

In the event that any member of the Board shall be absent from four (4) consecutive regular meetings of the Board of Directors, the Board may, by action taken at the meeting during which said fourth absence occurs, declare the office of said absent director to be vacant.

9. **Article IV, Section 8, of the By-Laws is amended to read in full as follows:**

Section 8: Special Meetings. Special meetings of the Board for any purpose or purposes may be called by written notice at any time, by any two directors.

Notice of the time and place of special meetings and of the nature of any special business to be considered shall be given to each director either (a) by written notice given by first-class mail or (b) by written notice given by electronic transmission, such as email, at least fifteen (15) days prior to the scheduled time of such meeting.

Whenever any director has been absent from any special meeting of the Board and notice of such meeting has been duly given to such director, an entry in the minutes to the effect that notice has been duly given shall be made.

10. **Article V, Section 1, of the By-Laws is amended to read in full as follows:**

Section 1: Enumeration of Officers. The officers of the Association shall be President, Vice President, a Secretary, a Chief Financial Officer and such other officers as the Board may deem necessary. Any person may hold more than one office, provided that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President. The President, Vice President and Secretary shall be members of the Board. The Chief Financial Officer may be, but need not be a member of the Board. Each officer must be a Member of the Association.

11. **Article V, Section 8, of the By-Laws is amended to read in full as follows:**

Section 8: Secretary. The Secretary shall keep or cause to be kept, a book of minutes at the principal office of the Association or such other places as the Board may order, of all meetings of directors and Members, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those persons present at the directors' meetings, the number of Members present or represented at Members' meetings and the proceedings thereof.

The Secretary shall give, or cause to be given, notice of all the meetings of the Members and of the Board required by the By-Laws or by law to be given, and he shall keep the seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or the By-Laws.

The Secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board, a record of the Members, showing the names of all Members, their addresses, and the class of membership held by each.

12. **Article VII, Section 5, of the By-Laws is amended to read in full as follows:**

Section 5: Maintenance and Inspection of Other Corporate Records. The accounting books, records and minutes of proceedings of the Members and the Board and any committee(s) of the Board shall be kept at such place or places designated by the Board or, in the absence of such designation, at the principal executive office of the Association. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any Member, at any reasonable time during usual business hours, for a purpose reasonably related to the Member's interests as a Member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts.

The Board shall establish reasonable rules with respect to:

- (a) Notice to be given to the custodian of records by the Member desiring to make the inspection.
- (b) Hours and days of the week when such an inspection may be made.
- (c) Payments of the cost of reproducing copies of documents requested by a Member.

Each director shall have the absolute right at any reasonable time to inspect all books, records and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a director includes the right to make extracts and copies of documents.

13. **Article IX, Section 1, of the Bylaws is amended to read in full as follows:**

Section 1: Amendments. The Articles of Incorporation and these By-Laws may be amended from time to time by vote at a duly called, noticed and held regular or special meeting of the Members. Amendment to the Articles of Incorporation may be enacted with the vote or written assent of a bare majority of the governing body and a bare majority of voting power of the Association residing in members. An amendment of the By-Laws may be enacted with the vote or written assent of thirty


percent (30%) of the voting power of the Association residing in members. Notwithstanding the prior provision, the percentage of voting power necessary to amend a specific clause or provision in these By-Laws shall not be less than the percentage of affirmative votes/written assent necessary for action to be taken under that clause or provision. Amendments shall be kept by the Secretary with the other records and books of the Association and shall become effective upon the execution of such written instrument as required by this Section without any further action or requirement.

### CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. I am the duly elected and acting Secretary of Winners Circle Beach and Tennis Resort Time Share Condominium Owners Association, a California nonprofit mutual benefit corporation ("**Association**"); and
2. The foregoing Amendment to the By-Laws of Winners Circle Beach and Tennis Resort Time Share Condominium Owners Association ("**Amendment to By-Laws**") constitutes the original Amendment to By-Laws of said corporation as duly adopted by at least thirty percent (30%) of the total voting power of the Association, pursuant to Article IX, Section 1 of the By-Laws, on September 10, 2021.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 11th day of December, 2021.

  
Nichole Peterson, Secretary