

Exhibit R — The Club’s Legal Framework

Purpose. To summarize the binding governance texts and the external legal doctrines that require SERC to ground discipline in **written, duly adopted rules**, follow **fair procedure**, and avoid **arbitrary enforcement**—and to show how those standards apply here.

- The By-Laws require the Board to **maintain written rules** and to **adopt/interpret** them by a **2/3 vote**. The Code of Conduct urges “**benefit of the doubt**” and constructive dialog. Facility hours specify entry/exit timing.
Appeal Handout — Suspension Bas...

Exhibit P — Signage and “ClubSp...

<https://github.com/n5ro/serc/blob/main/Exhibit%20P%20%E2%80%94%20Signage%20and%20%E2%80%9CClubSpot%E2%80%9D%20Email%20Are%20Not%20a%20Substitute%20for%20an%20Adopted%20Rule.pdf>

I. Governing Documents (Internal Authority)

- **By-Laws (Art. V §1).** “The Board shall maintain a set of written rules and procedures... A **2/3 vote** of the elected officers... is required to adopt, interpret, amend, or repeal such rules or procedures.”

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Appeal Handout — Suspension Bas...

<https://github.com/n5ro/serc/blob/main/Appeal%20Handout%20Summary%20%E2%80%94%20Suspension%20Based%20on%20%E2%80%9CDoor%E2%80%91Propping%E2%80%9D.pdf>

- **Code of Conduct.** Members and leaders should “**Give each other the benefit of the doubt**... Board members can help facilitate dialog. **Observe club policies, procedures, and regulations.**”

Appeal Handout — Suspension Bas...

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- **Facility Use / Hours.** Members may be present within the posted hours (entry cutoff; depart by 11:00 pm), which affects any “after-hours” framing.

Appeal Handout — Suspension Bas...

<https://github.com/n5ro/serc/blob/main/Appeal%20Handout%20Summary%20%E2%80%94%20Suspension%20Based%20on%20%E2%80%9CDoor%E2%80%91Propping%E2%80%9D.pdf>

- **Notice vs. Adoption. Signage or blast emails** are **notice**, not an adopted disciplinary rule, absent a pre-incident 2/3 vote and written incorporation.
Exhibit 0 — The 2020 Szabo v
- <https://github.com/n5ro/serc/blob/main/Exhibit%20O%20%E2%80%94%20The%202020%20Szabo%20v.pdf>

Application here. In September, SERC’s letters acknowledged **no explicit rule** against “door-propping” and instead leaned on the Code analogy to vandalism. The President further wrote the Board was “**not agreeing to base its decision on whether a rule explicitly forbade your conduct**”; closed-session minutes are **kept but not published** (tight record control). That contemporaneous record supports that **no adopted rule** existed in force on Aug 19.

Micah Blumberg Letter Sept 12 2...

[https://github.com/n5ro/serc/blob/main/Micah%20Blumberg%20Letter%20Sept%202012%202025%20\(1\).pdf](https://github.com/n5ro/serc/blob/main/Micah%20Blumberg%20Letter%20Sept%202012%202025%20(1).pdf)

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[https://github.com/n5ro/serc/blob/main/Micah%20Blumberg%20Letter%20Sept%202012%202025%20Revised%20\(1\).pdf](https://github.com/n5ro/serc/blob/main/Micah%20Blumberg%20Letter%20Sept%202012%202025%20Revised%20(1).pdf)

SERC Dear Micah

<https://github.com/n5ro/serc/blob/main/SERC%20Dear%20Micah.pdf>

II. External Legal Doctrines (California)

1. Common-Law “Fair Procedure.”

California requires private associations with significant control over members’ interests to act **non-arbitrarily** and provide **fair procedure** (notice of the specific charge and a meaningful opportunity to respond), and not to disregard their own written standards. See **Pinsker v. Pacific Coast Society of Orthodontists** (Cal. Sup. Ct. 1974) (organization must comply with minimal fair-procedure requisites; “arbitrary” includes irrational reasons or unfair application), and **Ezekial v. Winkley** (Cal. Sup. Ct. 1977) (notice and opportunity to respond required). [Scocal+1](#)

Scope. Later cases (e.g., **Potvin v. MetLife**) refine when an entity’s power is substantial enough to trigger the doctrine; the core principle remains that **arbitrary, non-rule-based discipline** is disfavored. [Scocal](#)

2. **Member Inspection Rights (Nonprofit Mutual Benefit Corps).**

California Corporations Code §8333 gives members the right to **inspect accounting books, records, and minutes** for a purpose reasonably related to membership interests. When minutes are withheld from publication, **time-stamped, authenticable records** (emails with headers, agenda/minutes with dates) are the practical evidentiary substitute. [Justia](#)

3. **Unruh Civil Rights Act (Civ. Code §51) — *when it applies.***

If a “private club” functions as a **business establishment**, Unruh’s nondiscrimination mandate may apply (e.g., **Warfield v. Peninsula Golf & Country Club** held that a country club’s operations brought it within §51). This is **context-dependent**; if applicable, selective enforcement based on protected characteristics would be unlawful. [Scocal](#)

III. Why the Club’s Own Record Falls Short

- **No adopted rule cited at the time.** SERC’s Sept. 12/13 letters concede “**nothing in our Procedures explicitly says**” members can’t “prop the door open,” substituting Code rhetoric and a vandalism analogy.

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- **Presidential admission & opaque minutes.** The President confirmed the Board was **not** tying its decision to an explicit rule; closed-session minutes are **not published** and documents are tightly controlled (handed out and collected).
SERC Dear Micah <https://github.com/n5ro/serc/blob/main/SERC%20Dear%20Micah.pdf>
- **Late “signage since June” claim lacks adoption proof.** The signage/email assertion surfaced **after** those September admissions and is unsupported by **time-stamped** adoption records (agenda/minutes showing a **2/3 vote** with exact text). **Notice ≠ adoption.**
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IV. Remedy Aligned with These Standards

- **Internal resolution (preferred):** Withdraw or convert to a **neutral, non-disciplinary reminder**; adopt a **clear, prospective door policy** by 2/3 vote; publish via official channels; post signage; and ensure the minutes expressly identify the **rule basis** (or state none existed).

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- **Record clarity:** If the Board proceeds, it should identify the **specific written section** in force on Aug 19; otherwise, the minutes should **plainly state** that no such adopted rule existed.

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This exhibit summarizes governing texts and publicly available authorities.

Appendix A — Authorities and Application Table

Authority / Law	Citation	Principle Established	Application to This Matter
<i>Pinsker v. Pacific Coast Society of Orthodontists</i>	12 Cal.3d 541 (1974)	<i>Private membership organizations must provide fair procedure and may not discipline members arbitrarily or contrary to their own rules.</i>	<i>SERC’s suspension without an adopted written rule violates this precedent; Board acted arbitrarily and outside its own By-Laws.</i>

Ezekial v. Winkley	20 Cal.3d 267 (1977)	<i>Requires notice of the specific charge and opportunity to be heard before expulsion or suspension; actions inconsistent with organizational rules are voidable.</i>	<i>SERC failed to identify a written rule or provide complete evidence; thus the decision is voidable for lack of fair procedure.</i>
Potvin v. Metropolitan Life Insurance Co.	22 Cal.4th 1060 (2000)	<i>Extends the fair-procedure requirement to private entities with substantial power over members' interests.</i>	<i>Reinforces that SERC's discretion is limited by fair-procedure duties when suspending a member.</i>
California Corporations Code § 8333	Cal. Corp. Code § 8333	<i>Members of nonprofit mutual benefit corporations may inspect books, records, and minutes for a purpose related to membership.</i>	<i>Because SERC withholds its minutes, members have statutory inspection rights to verify adoption votes and evidence.</i>
California Civil Code § 3517	<i>"No one can take advantage of his own wrong."</i>	<i>Public-policy principle prohibiting selective or retaliatory enforcement.</i>	<i>The Board cannot retroactively fabricate a rule or use inconsistent claims ("signage since June") to justify prior discipline.</i>
Unruh Civil Rights Act	Cal. Civ. Code § 51	<i>Prohibits discrimination by business establishments on protected grounds; some "private clubs" remain covered if quasi-public.</i>	<i>If SERC functions as a public accommodation, selective enforcement or retaliation could constitute a § 51 violation.</i>

<i>Marsh v. Alabama</i>	326 U.S. 501 (1946)	<i>A private entity performing a public function may trigger limited constitutional protections.</i>	<i>If SERC operates under city lease or delegated authority, constitutional-fairness principles may inform equitable relief.</i>
<i>SERC By-Laws, Art. V § 1</i>	(Oct. 27 2022 edition)	<i>Requires a 2/3 vote of elected officers to adopt, interpret, amend, or repeal rules or procedures.</i>	<i>The Board never produced time-stamped minutes showing such a vote; therefore no rule existed to support discipline.</i>
<i>SERC Code of Conduct</i>	(Procedures V2.5 p. 20)	<i>Directs members and leaders to “give each other the benefit of the doubt” and “facilitate dialog.”</i>	<i>Applying “benefit of the doubt” requires resolving ambiguous, uncodified conduct with education, not punishment.</i>
<i>California Common-Law Contract</i>	—	<i>Membership constitutes a contractual relationship governed by written by-laws and rules; breach occurs if the club acts outside them.</i>	<i>By suspending without a written rule and later shifting rationale (“signage since June”), SERC breached its own contract.</i>

Summary Paragraph (insert beneath the table)

*The authorities above collectively require that discipline by a private association be **non-arbitrary, rule-based, and procedurally fair**. SERC’s own correspondence (President’s admission that no rule existed) and its failure to produce time-stamped adoption records (Exhibits P & Q) demonstrate violations of these duties. The record supports withdrawal or conversion of the suspension and adoption of a clear, prospective policy consistent with California’s fair-procedure doctrine and statutory transparency rights.*

