

BYLAWS

WOODLAKE SWIMMING CLUB

I. NAME

The name of this non-profit corporation shall be WOODLAKE SWIMMING CLUB.

II. PURPOSE

The purposes for which this corporation is formed are stated in the Articles of Incorporation and the nature of the business it is to transact is summarized as follows:

- A. To create a corporation to be operated without profit to its members;
- B. To construct, maintain and operate for the sole benefit of its members, swimming pools and all appurtenances and to participate on behalf of its members in any and all contests that might occur in the field of sport;
- C. To operate, or grant others to operate, refreshment stands, dressing rooms, reading rooms, telephones and other conveniences for the use of the members of this corporation;
- D. To do any and all of the things stated in the Articles of Incorporation of WOODLAKE SWIMMING CLUB to the same extent and as fully as natural persons might or could do as principals, agents, contractors or otherwise.

III. MEETINGS

- A. The regular semi-annual meetings of the membership shall be held in October and April of each year in the City of Sacramento, County of Sacramento, State of California, unless otherwise notified.
- B. Special meetings of the members may be called at any time by the president or by a majority of the directors or by one fifth of the members of the club.
- C. Notice of all meetings of the members stating the date and time shall be sent electronically to all members and posted on the swim club web site at least seven days prior to the date of the meeting. No other notices of meetings of the members need be given.
- D. At any scheduled meeting of the members as duly noticed, one fifth of the subscribed memberships of the Club must be represented in person, and such one fifth of the subscribed memberships shall be a quorum for any and all purposes, including the election of Directors.
- E. The President or, in his/her absence, the Vice-President or, in the absence of the President and Vice-President, a senior board member, shall call the meeting of the members to order and shall act as the presiding officer.
- F. The Secretary of the club or, in his/her absence, the Secretary, shall record the minutes at all meetings of the members. If they both are absent, the presiding officer may appoint any person to act as secretary.
- G. At the regular October meeting of the members, a Board of Directors shall be ballot elected by the members as constituted by these Bylaws.

- H. At each meeting of the members, each membership shall have the right to one (1) vote in person (not by proxy) according to the membership standing in his/her own name on the books of the Club at least ten days prior thereto.

IV. MEMBERSHIP

- A. Any person over the age of eighteen years whose application shall have been favorably passed upon and permission granted by the Board of Directors shall be eligible to membership in this club, provided that the membership shall at all times be limited to one hundred ten as in the Articles of Incorporation provided.
- B. Applications for membership shall be on the form prescribed by the Board of Directors and shall be filed with the Secretary of the Club. Such applications shall be numbered by the Secretary in the order of their receipt by him/her and shall be taken up and considered by the Board of Directors in such numerical sequence. Any applicant rejected by the Board may not make a new application for six months thereafter. Upon acceptance by the Board, the applicant must sign the Bylaws, which shall entitle him/her and spouse/significant other and all members of the family residing with him/her under the age of 25 to all the privileges of membership. Additional adult family members residing with him/her age 25 or older may be added to the membership provided: (1) they produce proof that they reside in at the same residence and (2) he/she pay an additional impact fee per additional adult. The amount of the impact fee is determined by the Board. A membership, although in the name of an individual, shall be considered to be in the name of the family.
- C. The membership fee shall be established by the Board of Directors. This fee shall accompany the written application for membership. Assessments may be levied as needed by the Board.
- D. A membership cannot be sold, assigned or transferred so that such purchaser or assignee can, by its transfer, become a member of the Club, except by and with the consent of the Board and then only in the event that such purchaser or assignee assume any indebtedness of such selling member in the club, and shall sign the Bylaws.
- E. A member may be permitted to withdraw by and with the consent of the Board, provided he/she is not indebted to the Club. In case of such withdrawal, the Board shall not repay to such withdrawing member the membership fee or any part thereof.
- F. The Board of Directors shall determine the manner of settlement of a deceased member's membership and account and the canceling or succession of such membership.
- G. For the violation of any of these Bylaws or of any of the rules and regulations promulgated by the Board for the government of the Club or the control or regulation of the Club property, any member may be suspended and pending the outcome of a hearing. Charges shall be preferred against such member in writing by any member or by the Board of Directors of its own motion, and such member shall have five days written notice of the time and place set for such hearing. Such notice shall be served upon such member by mailing a copy thereof to his or her last known address as shown on the books of the Club. At such hearing the Board shall hear such testimony as may be relevant thereto and shall, within seven days after the conclusion of such hearing, determine the truth of the charges. The determination by the Board shall be final and conclusive. In case any member shall be expelled, the membership fee shall not be

returned to such expelled member.

- H. Minor infractions of rules and regulations established by the Board of Directors shall be subject to disciplinary action of the Lifeguard. If infractions are repetitive or of such a serious nature as beyond the responsibility of the Lifeguard, the Board shall in its judgment impose disciplinary action.
- I. Dues shall be established by the Board of Directors for the year May 1 to April 30, inclusive, payable on or before June 15 of that year with the method of payment to be set by the Board. Non-payment of such dues may suspend privileges of the Club until same are paid.
- J. A member who has been suspended for non-payment of dues for a period of one or more years may, upon motion of the Recording Secretary, be deprived of membership. In case of such deprivation, the Board shall not repay to such deprived member the membership fee or any part thereof.
- K. The Board of Directors shall establish rules regarding the use of the club's facilities by guests.

V. DIRECTORS

- A. The corporate powers, business, and property of the Club shall be exercised, conducted and controlled by a board of seven directors.
- B. To be eligible for election as a director, a person must hold a membership standing in his/her name on the books of the club and owe no outstanding fees to the club. If a director ceases at any time to be a member or accrues outstanding fees for more than 30 days, he thereby ceases to be a director.
- C. Each director shall hold office for two years or for such shorter period as he/she may have been elected and until his/her successor shall have been elected. Four members of the Board will be elected in an odd year, and three elected in an even year. No director shall serve more than two consecutive terms.
- D. Any vacancy occurring in the office of director by reason of death, resignation or otherwise, or caused by the removal of a director pursuant to the laws of the State of California, shall be filled by a member elected at a special general meeting to complete the expired terms.
- E. Immediately after each annual election of directors, the directors shall meet for the purpose of organization, the election of officers, and the transaction of other business.
- F. All meeting of the Board of Directors shall be held on the premises of the Club in the City of Sacramento, County of Sacramento, State of California, unless otherwise notified.
- G. Stated meetings of the Board shall be held biweekly in the months, May through September, at an agreed hour. Times and dates of meetings shall be posted for members.
- H. Special meetings of the Board shall be called at any time on the order of the President or on the order of four directors.
- I. Notices of special meetings of the Board, stating the time and agenda, shall be mailed or telephoned not later than the day before the day appointed for the meeting. If all the directors are present at any meeting, any business may be transacted without previous notice. An entry of the service of notice, given in the manner above provided, shall be made in the minutes of

the proceedings of the Board, and such entry, if read and approved at a subsequent meeting of the Board, shall be conclusive on the question of service.

- J. A majority of the whole number of directors shall constitute a quorum for the transaction of business, and every decision of this quorum shall be valid as a corporate act.
- K. All business transactions of the Board of Directors as incurring indebtedness or capital expenditures of \$2,500. or more shall require approval of one fifth of the membership.
- L. The directors shall receive no compensation for board duties, for services as an employee or for services as an independent contractor.
- M. The Board shall have power, and it shall be their duty to exercise full and complete authority and supervision over the affairs of the Club and all its properties and resources.
- N. The Board will be responsible for originating, maintaining and updating all rules and recommendations pertinent to the operation of the pool and posting these rules on the bulletin board.

VI. OFFICERS

The executive officers of the Club shall be President, Vice-President, Secretary, and Treasurer. The officers shall be elected by the Board from their own number at the first meeting after the regular annual election of Directors. The Board may also establish standing committees as they deem necessary and shall define the broad responsibility of these committees.

A. PRESIDENT

The President shall be the chief executive officer of the Club. He/she shall preside at all meetings of the members and of the Board of Directors. He/she shall have general charge of the business of the Club and shall execute with the Secretary, in the name of the Club, all deeds, bonds, contracts and other obligations and instruments authorized by the Board of Directors to be executed. The President shall also have such other powers and shall perform such other duties as may be assigned to him/her by the Board of Directors.

B. VICE-PRESIDENT

The Vice-President shall be vested with all the powers and shall perform all the duties of the President in case of the absence or disability of the President. He/she shall also have such other powers and shall perform such other duties as may be assigned him/her by the Board of Directors.

C. SECRETARY

The Secretary shall keep minutes of all proceedings of the members and of the Board of Directors in books provided for that purpose. He/she shall execute with the President in the name of the Club all deeds, bonds, contracts and other obligations and instruments authorized by the Board of Directors to be executed. He/she shall be the custodian of the corporate seal of the Club and, when so ordered by the Board of Directors, shall affix the seal to deeds, bonds, contracts and other obligations and instruments. He/she shall have and keep charge of the journal of the meetings of the Board and of the members, the membership book, the book of membership applications, the book of Bylaws and such other books and papers as the Board may direct. He/she shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors. He/she shall perform the duties of the Treasurer in case of the absence or disability of the Treasurer.

E. TREASURER

The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books to be kept for that purpose. He/she shall receive and deposit, or cause to be received and deposited, all moneys and other valuables of the Club in the name and to the credit of the Club, in such depositories as may be designated by the Board of Directors. He/she shall disburse or cause to be disbursed the funds of the Club as may be directed by the Board, taking proper vouchers for such disbursements. He/she shall render to the President and to the Board of Directors, whenever they may require, accounts of all his transactions as Treasurer and of the financial condition of the Club. He/she shall in general perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

VII. SEAL

The Board of Directors shall provide a suitable corporate seal for the Club which shall be in circular form, which shall contain the following inscription:

**Woodlake Swimming Club, Incorporated
June 16, 1928, North Sacramento, California**

VIII. AMENDMENTS

These Bylaws may be repealed or amended, or new Bylaws may be adopted, at any annual meeting or at any other meeting of the members called for that purpose by the Board of Directors, by a vote representing one fifth of the memberships of the Club or a majority of the memberships of the Club present, whichever is greater. The written assent of a majority of the membership shall also be effectual to repeal or amend any Bylaws or to adopt additional Bylaws. A copy of all petitions to amend the bylaws shall be posted on the bulletin board. The petition shall contain an initiation and expiration date and be posted on the club bulletin board prior to the initiation date.

have received and read a copy of the WOODLAKE SWIMMING CLUB By-Laws.

Print
Name _____ Signature _____ Date _____