

By-Laws
Dewing Park Recreation Club
A Non-Profit Corporation
Revised: September 2002

I. PURPOSES:

The purposes of this corporation are to acquire, construct, operate and maintain a swimming pool and related facilities and other recreational and social facilities, for use of members of the corporation, their families, and guests.

II. MEMBERSHIP:

- (a) This corporation shall be composed of a membership not to exceed three-hundred (300) families; provided, that the membership may be increased upon the approval of a majority of the members present and in good standing at any regular or duly called special membership meeting.
- (b) A member family shall be deemed to be those persons including at least one adult residing together as a family in a single household, and each member's family shall be considered as one (1) member and shall have one (1) vote.
- (c) There may be up to fifteen (15) swim team junior memberships ages 15 to 18 years old in order to join the swim team. The cost is \$50 per year plus swim team dues. The junior memberships may not use the pool or related facilities other than at swim team activities. Junior memberships are not included in calculating the total membership of the corporation.
- (d) Rental memberships are non-recurring, non-refundable one (1) year memberships that cost fifty (50) dollars plus annual dues (see DUES). All rental memberships shall be issued by the corporation and no more rental memberships will be sold when the total membership (regular and rental) equals the number of members specified in (a). However, the Board of Directors, in its discretion (depending on the number of unpurchased memberships and the financial status of the corporation), may rent out the membership of any member in good standing who so desires for one year only. In such case that member shall be reimbursed annual membership dues already paid. Rental members do not have equity interest or voting rights in the corporation, and may not serve on the Board of Directors.
- (e) The price of a membership is set by a two-thirds (2/3rds) vote of the Board of Directors. Memberships are non-transferable.
- (f) Memberships shall not be subject to attachment, garnishment, or execution and shall not be an asset of the member in the event of bankruptcy or assignment for benefit of creditors. Upon occurrence of any of the foregoing, or any other involuntary transfer, the membership shall automatically revert to the corporation, and the former member, his trustees, assigns, or successors shall have no right, title or interest therein.
- (g) Any member who requests termination of their membership and a refund of their membership fee shall be given it provided that there are over 250 members in good standing. If there is not, the member is given the following two options: 1) apply the value of their membership fee towards a final year's dues, or 2) forfeit their membership fee and terminate their membership.
- (h) If there are applications for membership and the membership is full, a waiting list shall be kept. As memberships become available through the corporation, they shall be offered for sale to those on the waiting list in the order in which they appear on said waiting list.
- (i) A membership shall not be affected by the death of one or more members or a member family, unless such death is the death of the last adult member of such member family. In the latter event,

the membership shall automatically revert to the corporation and shall not become an asset of the estate of the decedent.

- (j) Any member may be expelled by a two-thirds (2/3rds) vote of the members in good standing present at any regular membership meeting for any act deemed by the membership to be detrimental to the best interest of the organization; provided that corporation shall offer the member reasonable notice in writing and an opportunity to be heard before a membership meeting (or before the Board of Directors, if the member prefers) before any action is taken by the membership.
- (k) Members shall be deemed to be in good standing for purposes of voting, use of the pool and related facilities and all other rights and privileges of membership if they have paid all dues, assessments and other financial obligations owed to the corporation at that time. In the event a member is delinquent in their financial obligations to the corporation in excess of thirty (30) days, the board may at any time thereafter send by certified mail a request for payment within fifteen (15) days. If the payment is not received within fifteen (15) days, the member is expelled and will not receive a refund of their cost of membership.
- (l) Except as otherwise provided in these By-laws, each membership is equal with respect to voting, property and other rights and interests.

III. DUES:

- (a) The annual membership dues of the corporation, junior membership costs and rental membership costs may be changed by a two-thirds (2/3rds) vote of the Board of Directors at the fall membership meeting. However, any changes in annual membership dues greater than 15% per year must be approved by a majority of members in good standing present at the fall membership meeting. The Board of Directors, in its discretion, may exempt particular member(s) from payment of dues for a year for hardship reasons.
- (b) Notice of annual membership dues will be mailed to each member by March 1 of each year.
- (c) Annual membership dues must be paid by April 1 of each year, and become delinquent on April 15 of that year. A Ten Dollar (\$10.00) late processing fee will be imposed for dues paid between April 15 and April 30 of the year. Payment of annual dues made after April 30 will be subject to a Twenty-Five Dollar (\$25.00) late fee, and the Board of Directors may commence expulsion procedures against the delinquent member consistent with these By-laws.

IV. LOANS AND ASSESSMENTS:

- (a) The Board of Directors shall have the authority to obtain secured loans and levy and collect assessments for maintenance and improvements to the swimming pool and related facilities. However, the construction of facilities having an expected cost greater than Thirty-Five Thousand (\$35,000) dollars shall not be undertaken unless approved by a majority of members in good standing present at any regular or duly called special membership meeting.
- (b) Assessments must be approved by 2/3 of the members in good standing present at any regular or duly called special membership meeting.

V. DIRECTORS:

- (a) Subject to the limitations of the Articles of Incorporation and the California Corporations Code, all corporate powers shall be exercised by or under the authority of the corporation, and its affairs shall be controlled by the Board of Directors. The Board of Directors shall employ the services of whatever personnel it deems necessary for the proper operation of the facility.

- (b) The Board of Directors shall be composed of a minimum of nine (9) adult members of the corporation in good standing, two (2) of which shall be Swim Team representatives. The remaining directors shall be elected by the membership.
- (c) Directors shall be nominated and elected for regular terms of two (2) years. The terms of the Directors shall be staggered so that at least three (3) Directors are elected each year. The term of each Director shall commence on January 1st of the year succeeding the meeting at which such Director is elected.
- (d) The annual election of Directors shall take place at the regular Fall membership meeting. Concurrently with or immediately following the election of the Board of Directors, the membership shall elect from the Directors the primary officers as further described below.
- (e) In the event a vacancy or vacancies shall occur on the Board of Directors for any reason other than the expiration of a regular term, such vacancy or vacancies shall be filled by the remaining Directors from the members in good standing, and the person selected shall hold office for the remainder of the unexpired term.
- (f) No member may be nominated for election to office unless that member is present at the meeting or written consent has been obtained prior to said meeting.
- (g) The Board of Directors shall have the power to call special meetings of the membership or the Board of Directors. Any action taken by the Board of Directors shall be consistent with these By-laws and with existing resolutions of the membership.
- (h) Directors shall not receive any compensation for their services.
- (i) All Directors shall be exempt from annual dues, although this exemption shall not apply to assessments or other fees applicable to the general membership.

VI. OFFICERS:

- (a) The Officers of the corporation shall be a president, a vice president, a secretary and a treasurer. Officers must be members of the Board of Directors. The president must have previously served on the Board of Directors. Each of said Officers shall have the authority and duties customarily associated with his office as set forth below, together with such other authority and duties as shall be delegated to or placed upon him by the membership. Officers shall not receive any compensation for their services as Officers.
- (b) Any Officer may be removed for good cause by a majority of the Directors in office at any regular meeting of the Board of Directors. Any Officer may resign at any time by giving written notice to the Board of Directors.
- (c) A vacancy in any office shall be filled and a successor appointed by a majority of the Directors.
- (d) Each of the Officers shall have the customary duties and authority as follows:
 - (1) The president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the affairs of the corporation; preside over all meetings of members and the Board of Directors; have the general powers and duties of management usually vested in the office of president of a non-profit corporation; sign all contracts and other instruments which have been approved by the Board of Directors; and have such other powers and duties as may be prescribed by the Board of Directors or these By-laws.
 - (2) The vice president, in the absence or disability of the president, shall perform all the

duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice president shall have such other power and perform such other duties as from time to time may be prescribed by the Board of Directors or these By-laws. The vice president shall also be responsible for the employment of qualified lifeguards.

- (3) The secretary shall keep a record of all proceedings of the Board of Directors and of all meetings of the membership. The secretary shall serve all notices required by law or by these By-laws; maintain appropriate records of the membership of the corporation; and have such other powers and perform such other duties as are ordinarily incident to the office of secretary or as may be prescribed by the Board of Directors or these By-laws.
- (4) The treasurer shall keep and maintain adequate and correct accounts of the properties and transactions of the corporation, including accounts of assets, liabilities, receipts, disbursements, gains, losses, capital and surplus; the treasurer shall be custodian of the funds of the corporation, depositing such funds in a bank designated by the Board of Directors; effect payments of all obligations which have been approved by the Board of Directors; sign all checks, together with the president, vice president or a bookkeeper appointed by the Board of Directors; make a report of the corporation's financial standing at each regular meeting of the Board of Directors or meeting of the membership; keep a list of all tax papers, insurance papers, license, permits and the like; file or have filed all corporation tax data and returns with the proper federal, state and local authorities; perform all duties ordinarily incident to the office of treasurer of a nonprofit corporation; and have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these By-laws.

VII. COMMITTEES:

- (a) The Board of Directors may appoint such special committees as it deems necessary or advisable in connection with the affairs of the corporation, and may delegate to any such committee such authority as is, in the opinion of the Board of Directors, appropriate and adequate to enable the committee to perform the functions desired.

VIII. MEETINGS:

- (a) Meetings of the Membership
 - (1) Regular meetings of the members of the corporation shall be held twice annually, in the Spring and Fall of each calendar year, at such date, hour, and place as shall be designated by the Board of Directors. Notice of said meetings shall be given at least ten (10) days prior to the meeting.
 - (2) Special meetings of the members may be called by the Board of Directors or by the president. The president shall also call such a meeting upon the written request to the president of at least ten (10) percent of the membership in good standing. Said special membership meeting must be called by the president within two (2) weeks after receipt of a written request. The written request shall set forth the purpose of the meeting. Only such matters as are referred to in the request shall be considered at a special membership meeting. Notice of the time, place, and purpose of a special membership meeting shall be given at least six (6) days prior to the meeting.
 - (3) Not less than fifteen (15) percent of the membership in good standing shall constitute a quorum at any regular or special membership meeting. In the absence of a quorum the members shall have no authority except to adjourn from day to day or until such time as may be deemed proper by the members present.

- (b) Meetings of the Directors
 - (1) Meetings of the Board of Directors shall be held on the call of the president. Meetings shall also be held on the request of any five (5) Directors. Notice of any meeting shall be given to each Director by the secretary at least seven (7) days prior to the meeting.
 - (2) A majority of the members of the Board of Directors shall constitute a quorum for the purpose of any Board of Directors meeting. If less than a quorum is present, the members of the Board of Directors present shall have the authority only to adjourn the meeting.

IX. RECORDS:

- (a) The records of this corporation shall consist of its Articles, these By-laws, complete minutes of all meetings of the members and Directors, a roll of the members, statements completely reflecting the financial affairs of the corporation, and any such other records as may be designated from time to time by the Board of Directors.
- (b) All general and subsidiary ledgers and accounts shall be reviewed as of December 31st of each year and an annual report including a complete financial statement mailed to each member. The fiscal year shall be January 1 through December 31.
- (c) All of said records shall be open to the inspection of any member of the corporation at any and all reasonable times.

X. BUSINESS PRINCIPLES AND PRACTICES:

The organization shall be cooperative and the following principles shall be observed:

- (a) Democratic principles shall govern. Each member family in good standing shall be entitled to one (1) vote at membership meetings.
- (b) Proxy voting shall be permitted, both for voting and quorum purposes, if the proxy has been signed by an absent member in good standing on a form approved by the Board of Directors. Proxies shall be limited to voting at one membership meeting and shall expire at the conclusion of that meeting.
- (c) The organization shall be neutral with respect to race, religion and politics.
- (d) All meetings of this corporation shall be conducted under Robert's Rules of Order, except as otherwise provided herein.

XI. AMENDMENTS:

These By-laws or any part thereof may be adopted, amended or repealed by a vote of two-thirds (2/3) of the members present and in good standing at any regular or duly called special membership meeting; provided, that the portions of the By-laws to be amended and the proposed amendments are presented to the members in writing at least twenty (20) days prior to the meeting. Such amendments shall be properly formalized and kept on record by the secretary.

**Amendment "A" To By-Laws
Dewing Park Recreation Club
A Non-Profit Corporation
Adopted: November 2004**

XII. LIFETIME MEMBERSHIP:

- (a) Any member or prospective member of the corporation may purchase a Lifetime Membership for the cost of five thousand (\$5,000) dollars. Lifetime Members are exempt from paying annual memberships dues, but are obligated to pay all assessments and other financial obligations required of members pursuant to the by-laws. Lifetime Memberships are non-refundable and non-transferable.
- (b) A Lifetime Member family shall be deemed to be those persons including at least one adult residing together as a family in a single household. Lifetime Memberships shall not be affected by the death of one or more members or a member family, unless such death is the death of the last adult member of such member family. In the latter event, the Lifetime Membership shall automatically revert to the corporation and shall not become an asset of the estate of the decedent.
- (c) Each Lifetime Member is a member of the corporation pursuant to the bylaws and, except as specifically stated herein, shall have the same rights, privileges and obligations of all other members.
- (d) Lifetime Memberships shall not be subject to attachment, garnishment, or execution and shall not be an asset of the Lifetime Member in the event of bankruptcy or assignment for benefit of creditors. Upon occurrence of any of the foregoing, or any other involuntary transfer, the Lifetime Membership shall automatically revert to the corporation, and the former Lifetime Member, and his or her trustees, assigns, or successors, shall have no right, title or interest therein.