

## BYLAWS

### FOREST PARK SWIMMING ASSOCIATION

### A NONPROFIT CALIFORNIA CORPORATION

#### ARTICLE I

##### PURPOSE

The primary purpose of the corporation is the acquisition, construction, ownership, and operation of a swimming pool and other related recreational facilities for the exclusive use of the members of the corporation, their spouses and children, and guests, in accordance with these Bylaws and the Rules and Regulations promulgated in accordance herewith.

#### ARTICLE II

##### MEMBERSHIP

Section 1. This corporation shall be composed of a membership not to exceed 185 members, except as may be otherwise provided herein.

Section 2. A membership in this corporation shall be evidenced by a certificate of membership issued by the corporation in such manner and form as may be directed by a majority of the members of this corporation.

Section 2.1. A membership may be owned jointly by husband and wife, or singularly by husband or wife or unmarried head of household. All of the rights, duties, obligations and benefits of a membership shall inure to the immediate family residing together with owner(s) in a single household.

Section 2.2. Member(s) shall designate family members (Limited to (8) eight) each year upon payment of membership dues. Designated family members shall enjoy all rights and privileges of membership. Designated family members must be related to Member(s) (as a child, stepchild, adopted or foster child, parent, grandparent, grandchild, aunt, uncle or ex-spouse).

Section 2.2.1. Member(s) may, as one of the eight designated Family members, designate a child care provider who shall enjoy all rights and privileges of membership during the course and scope of performing duties as a child-care provider for a member.

Section 2.2.2. Houseguests of Member(s) (Limited to 4 four) are guests staying in

the home of one of the Members for at least 2 weeks out of the current swim season. Houseguests of Members can use the pool but can not participate on the swim team or bring guests into the facility.

Section 2.2.3. Any "Membership" that is called into question by two (2) or more memberships in writing will be reviewed by the Board.

Section 2.2.4. The Annual Membership Statement shall be completed and submitted to the Board of the Forest Park Swimming Association mailing by March first of each year. The "Membership" will not be activated until the Annual Membership Statement is received and reviewed by the Board of Directors.

Section 2.2.5 New members will be granted a temporary membership at the discretion of the Membership Director and such membership will be brought to the board for approval at the next regularly scheduled board meeting.

Section 3. Each membership in good standing shall be entitled to one (1) vote at any regular or special meeting of this corporation.

Section 4. No person or persons shall be admitted to membership in this corporation, except upon duly executed application for membership, approved by a majority of the Board of Directors. This section shall not apply to memberships defined as "Founder Memberships" in Section 5 of this ARTICLE II, immediately hereinafter set forth.

Section 5. Classes of membership shall be as follows:

1. Founder Memberships - shall consist of all memberships applied for in writing on or before June 1, 1962.

2. General Memberships - shall consist of all full and active memberships accepted after June 1, 1962.

3. Inactive Memberships - This type of membership may be granted by majority vote of the Board of Directors to Founder or General Memberships who will be absent for a limited period of time. The membership fee will be retained by the corporation, but the inactive membership will not be subject to dues. The granting of an inactive membership will create a vacancy in the total membership. Upon returning from the limited absence, the Inactive Member will be readmitted to active membership.

4. Guaranteed Buy-Back Memberships - The Corporation may issue new pool memberships, to bring the total corporation membership to that specified in ARTICLE II, Section 1, under a buy-back guarantee category. These guaranteed memberships shall be sold by the corporation for a sum as provided for under ARTICLE II, Section 6 herein at the time of the sale, and will guarantee the purchaser that the

corporation will buy back said membership at a sum equal to 50% of the current membership fee for new members at the time of the sale and the membership must be in good standing at the time they notify the Board of Directors of their intent to quit the pool and for twelve months prior to the notification of their intent to quit the pool.

Section 6. The consideration to be paid to the corporation for any Membership called the Membership Fee shall be such sum or sums as may be directed from time to time by a majority of the Board of Directors and approved by the members at any annual meeting or at any special meeting called for that purpose.

Section 7. Except as may be otherwise expressly provided for herein, there shall be no distinction between the rights, duties, benefits, or obligations of Founder Memberships or General Memberships.

Section 8. No membership in this corporation shall be subject to attachment, garnishment, execution, or other process, nor shall it be subject to voluntary or involuntary assignment in bankruptcy or for the benefit of creditors, and such membership shall not constitute an asset of the estate of any debtor. In the event of the occurrence of any one of the foregoing conditions, such membership shall automatically revert to the corporation and the former owner thereof, his heirs, trustees, creditors, or assigns corporation shall pay to such former member or to his successor in interest at the option of the corporation a sum of money not to exceed the current membership price as defined in Section 6 above.

Section 9. All applications for membership shall be placed in the order of the date of receipt of such applications and shall be considered for acceptance in the order in which received.

Section 10. In the event that applications for membership shall exceed the then existing number of memberships authorized by the Bylaws, all such excess applications shall be placed in numerical order in the order of the date of receipt of such applications upon a membership waiting list. New members shall be admitted from said waiting list in accordance with such numerical order, save and except that, in the event that the owner of a membership should sell his home, he may also sell his membership to such purchaser. Such purchaser shall forthwith submit, in writing, an application for membership to the Board of Directors along with a membership transfer fee of \$50.00. A majority of the Board of Directors must approve such application before such applicant shall be admitted to membership. Such application shall confer upon the Board of Directors to purchase said membership from thirty (30) days by the Board of Directors to purchase said membership from said applicant for a sum equal to the current membership price as defined in Section 6 above. In the event that a majority of the Board of Directors shall be obligated to accept the option tendered by such application and to refund the \$50.00 membership transfer fee. In the event that the Board of Directors shall purchase such membership, it must then be offered for sale to the person highest on the waiting list, or if there be none, then such membership may be withheld until such time as a majority



of the Board of Directors shall determine that a qualified applicant there for has been found.

Section 11. In the event that the holder of a membership desires to sell the same, (except to the purchaser of this home - see Section 10 above), he shall be obligated to first offer it for sale to the corporation at the current membership price as defined in Section 6 above. The corporation shall have thirty (30) days from and after the date it has received notice in writing of the offer for sale of such membership, within which to purchase such membership at said price. In the event that the corporation shall not purchase said membership at said price within said period of thirty (30) days, then the holder of any such sale shall be void and of no force and effect until such time as such purchaser shall have paid a membership transfer fee of \$30.00 and filed a written application for membership in the corporation and the same shall have been approved by the Board of Directors.

Section 12. A membership shall survive and automatically be transferred to the surviving spouse in the event of death or incompetence of one (1) or more members of a family, provided, however, that in the event of the demise or incompetence of the last adult member of such family, said membership shall automatically revert to the corporation and shall not be an asset of the estate of such decedent. In such event, the corporation shall pay to the executor, administrator, or other legal representative of such estate a sum equal to the current membership price as defined in Section 6 above.

Section 13. A membership may be canceled and all privileges accruing thereto shall automatically be terminated upon a two-thirds (2/3) vote of the members voting at an annual or special meeting of the member for any act deemed by the said membership to be detrimental to the best interest of the corporation. The membership shall revert to the corporation and will be forfeited without remuneration.

Section 14. All membership fees, dues work party fines or obligations, penalties and assessments must be paid in full in order to be entitled to the rights and privileges of said membership. No member shall be deemed in good standing unless and until the records kept by the Treasurer reflect such member has paid in full all dues, work party fines, penalties and assessments levied in accordance herewith. Members whose dues, work party fines, penalties, or assessments that are two (2) months in arrears shall be notified in writing by the Board of Directors. Unless approved by the Board, failure to pay dues within thirty (30) days of written notification shall result in the membership reverting to the association without remuneration.

### ARTICLE III

#### DIRECTORS

Section 1. The Board of Directors shall consist of eleven (11) members of this



corporation.

Section 2. Ten (10) Directors of this corporation shall be nominated and elected for staggered regular terms of two (2) years so that the regular of five (5) Directors shall expire each year. The eleventh Director shall be designated by the Swim Team Board of Directors.

Section 3. Election of the ten Elected Directors shall take place at the regular annual meeting of the members of this corporation to be held at the time and place fixed in the manner hereinafter set forth. The Appointed Swim Team Director shall be chosen subsequent to the regular annual meeting of the members of this corporation.

Section 4. In the event of a vacancy in the Board of Directors for any reason other than the expiration of the regular term of such Director, the Board of Directors may fill such vacancy by unanimously appointing a member of the corporation to fill the vacancy, except that the director designated by the Swim Team Board of Directors will be replaced by the Swim Team Board of Directors.

Section 5. The following procedure shall be followed for the election of the Board of Directors at the Annual membership meeting:

A. No member shall be eligible for election as a member of the Board of Directors unless present at said meeting or unless the candidate-member has given written consent to such candidacy prior to said meeting.

B. All balloting shall be by secret ballot.

C. No member shall have a vote unless he has been certified by the Secretary as being in good standing.

Section 6. The term of office of each member of the Board of Directors shall commence as of the day following his election or appointment and shall terminate as of the effective date of the election or appointment of his successor. No person shall be eligible for election as a Director or serve as an Elected Director for more than two (2) consecutive terms. Any Director may be removed from office at any time by a majority of the membership at an election held pursuant to a special meeting called for such purpose. Such special meeting shall be called only upon delivery to the President or Vice President of a petition for removal of such Director, signed by at least fifteen percent (15%) of the members in good standing.

Section 7. Immediately following their election, the Board of Directors shall meet and shall decide among them who shall hold the office of President, Secretary, Treasurer, Buildings & Grounds Director, Pool Facilities Director, Personnel director, Membership Director, Social Director, Marketing Director and Assistant Treasurer, respectively, for the coming year. When the Board of Directors has appointed said officers, it shall notify

the members of such appointments.

Section 8. All action taken by the Board of Directors must be consistent with these Bylaws and the existing resolutions of the membership.

Section 9. The Board of Directors shall exercise all of the corporate powers of this corporation, and all necessary and proper powers relating thereto.

Section 10. The Board of Directors shall meet no less often than once in every three (3) calendar months at such time and place as may be designated by the President. The President may call any special meeting of his own motion or at the instance in writing of any five (5) Directors. Notice of the meeting delivered at least three (3) days prior to said meeting, provided, however, that the Board of Directors or any six (6) of them, may, by executing a written waiver of notice of time and place of any meeting, dispense with the same. Any resolution passed by the Board of Directors, which is reduced to writing and duly signed by at least six (6) Directors, shall be conclusively deemed valid, notwithstanding that there may be any defect in the call or conduct of the meeting at which resolution was passed.

Section 11. A majority of the Board of Directors shall constitute a quorum for the conduct of any business of the corporation at any meeting of the Board of Directors. In the absence of a quorum, the President, of his own motion, or on the written request of any five (5) Directors, shall call a new meeting.

Section 12. All meetings of the Board of Directors shall be recorded by the Secretary, who shall keep and maintain a separate minute book for said meetings. Minutes of Board of Directors' meetings, through September 1963, shall be available to the membership.

## ARTICLE IV

### OFFICERS

Section 1. The officers of this corporation shall consist of the following:

- A. President \*\*
- B. Secretary \*\*
- C. Treasurer \*\*
- D. Building & Grounds Director \*\*
- E. Pool Facilities Director \*\*
- F. Personnel Director \*\*
- G.\* Swim Team Representative \*\*
- H. Membership Director \*\*
- I. Social Activities Director \*\*

- J. Marketing Director\*\*
- K. Assistant Treasurer\*\*

\* Swim Team Board of Directors will select the Swim Team Representative.

\*\* Voting Board Members

Section 2. All of the officers designated in Section 1 of this ARTICLE IV shall be members of the Board of Directors.

Section 3. The Board of Directors, at its sole discretion, may from time to time designate and elect such additional officers as may be necessary and proper.

Section 4. The officers shall possess the authority and duties enjoined upon them by law and these Bylaws and such other and additional duties as may be delegated to them by the membership, and without limiting the generality of the foregoing:

- A. The President shall preside over all meetings of the members and Directors and generally direct the affairs of the corporation in accordance with the law and these bylaws.
- B. The Secretary shall keep a record of all proceedings of the Directors and the members, and shall serve all notices required by law or these bylaws, and maintain all necessary and appropriate records of the corporation.
- C. The Treasurer shall keep complete financial records of the affairs of the corporation and shall receive and deposit, disburse and account for all funds of the corporation in accordance with the directions of the Directors and the membership.
- D. Building & Grounds Director shall oversee the maintenance aspects of the surrounding grounds including shut down of the site for the winter; opening of the site during the spring; trimming of grass, trees and shrubs; watering of grass and shrubs; order of supplies needed to maintain the grounds and the removal of trash from the site. Also oversees the maintenance aspects of the physical buildings including repairs of building systems and components, painting, etc.
- E. Pool Facilities Director shall oversee the maintenance aspects of the swimming pools and pump equipment, including pool cleaning; pump and heater maintenance, repairs as need, ordering of chemicals for the pool.
- F. Personnel Director shall oversee the hiring and management of volunteer and paid staff to run the pool. Duties include advertising

- openings for lifeguards and gatekeeper, interviewing and hiring lifeguards and gatekeepers, scheduling of lifeguards and gatekeepers, management of lifeguards and gatekeeper.
- G. Swim Team Representative shall act as the liaison between the Board of Directors of the Association and the Forest Park Flyers Swim Team. The Swim Team appoints this person.
- H. Membership Director shall sign up new members and receive payment to be turned over to the Treasurer. To bring the new contracts to the Board of Directors for review, and to dissolve memberships as needed.
- I. Social Activities Director shall oversee the social activities of the pool. Duties include scheduling private parties booked by the General Members and pool usage by outside organizations. To organize parties for the General Membership which include: July 4th, Labor Day Potlucks.
- J. Marketing Director shall oversee the marketing of the Association to the community at large. Duties include creation distribution of advertisement, flyers and promotional programs. Also to oversee the Open-House style parties used to promote membership to our pool.
- K. Assistant Treasurer shall assist the Treasurer to maintain the financial records of the Association including arranging bank deposit, writing checks to pay Association expenses, maintaining the financial books, and oversight of vending machine operation.

Section 5. The President shall appoint such committees as he/she may deem necessary from time to time, or as he/she may be directed by the membership. Such committees shall perform such functions and possess such authority as may be directed by the President or the membership.

## ARTICLE V

### MEETINGS OF THE MEMBERSHIP

Section 1. The regular annual meeting of the members of the corporation shall be held during the month of September of each calendar year, at such time and place as shall be designated by the Board of Directors. Such meetings shall in no event be called later than the 30th day of September.

Section 2. Notice of the annual meeting of the members of the corporation shall

be given, in writing, to each member at this last known address at least ten (10) days prior to the date of said meeting.

Section 3. Special meetings of the members may be called by the President or by a majority of the Board of Directors, and the President shall call such special meetings upon the written request of at least ten percent (10%) of the members in good standing. Such special meeting must be called by the President within two (2) weeks from the date he[/she] shall have received a written request, thereof. All such written requests for such special meetings shall set forth the purpose of said meetings and the matters to be presented at such meetings. Only such matters as are set forth in such request shall be considered at such special meeting. Notice of such special meeting shall be served upon all members in good standing at least six (6) days prior to the date of said meeting.

Section 4. All business matters voted upon in a regular or special meeting must be passed by a two-thirds (2/3) vote of those members present.

## ARTICLE VI

### RECORDS

Section 1. The records of the corporation shall consist of its Articles, these Bylaws, minutes of all meetings of the members and of the Board of Directors, a roll of the members, books of accounting and financial statements reflecting the financial affairs of the corporation, and such other and additional records as may be designated from time to time by the Board of Directors or the members.

## ARTICLE VII

### DUES AND ASSESSMENTS

Section 1. All memberships in this corporation shall be subject to and liable for dues, work party fines, penalties and/or assessments which shall be due and payable in such amounts and in such manner as provided for herein.

Section 2. The Board of Directors shall have the authority to levy against and collect from each member such amounts, as it may deem necessary and proper for the maintenance of the swimming pool and other facilities of the corporation. Such levies shall be known and designated as "Dues" and shall be due and payable to the corporation in such manner as the Board of Directors may direct.

Section 3. A quorum of the membership may, by majority vote, at any regular or special meeting, authorize the Board of Directors to assess each member from time to time such amount or amounts and for such purposes as may be directed at such meeting.

Such levies shall be known and designated as "Assessments". For definition of a quorum see ARTICLE VIII, Section 2.

Section 4. No member shall be deemed in good standing, unless and until the records kept by the Treasurer reflect such member has paid in full all dues, work party fines, penalties and assessments levied in accordance herewith. Members whose dues are two (2) months in arrears shall be notified in writing by the Board of Directors. Unless approved by the Board, failure to pay dues within thirty (30) days of written notification shall result in the membership reverting to the corporation without remuneration.

## ARTICLE VIII

### AMENDMENTS

Section 1. These By Laws were adopted by a vote of the members in good standing on January 16, 2003, and are effective as of January 16, 2003, until amended or repealed.

Section 2. Except as otherwise provided herein, these Bylaws, or any part hereof, may be amended or repealed by the vote of two-thirds (2/3) of a quorum of the members in good standing present at either any annual meeting or at any special meeting, provided that the motion for amendment or repeal shall be made, seconded, and voted upon at a meeting held at least ten (10) days after each member has received written notice of the proposed changes. A quorum will be 50 percent plus one of the members in good standing, and if a quorum is not reached, then written notice of a second meeting where a quorum will be 33 percent plus one of members in good standing. If no quorum is reached there, upon written notice, whatever members in good standing show up for the third meeting will constitute a quorum. All motions for the amendment or repeal of any of the Bylaws shall be presented to the President in writing, and shall set forth the portion of the Bylaws to be amended or repealed and the proposed amendment thereof. A copy of each motion shall accompany or be a part of the special notice of such meeting.

## ARTICLE IX

### MISCELLANEOUS

Section 1. No proxies or proxy-voting shall be permitted or recognized at any meeting provided for hereunder.

Section 2. All meetings of the Board of Directors or of the corporation shall be conducted in accordance with Robert's Rules of Order, except as otherwise provided herein.

## ARTICLE X

### NONPROFIT PROVISION

Section 1. This corporation is a nonprofit corporation and it is one, which does not contemplate any pecuniary or profit to any of the members thereof.

Section 2. This ARTICLE X shall not be amended or repealed.

## ARTICLE XI

### DISSOLUTION

Section 1. The corporation may be dissolved by a writing signed by two-thirds (2/3) of the total actual membership of the corporation. The date of dissolution shall be designated upon such writing.

Section 2. In the event of dissolution of the corporation, the Board of Directors in office at the time such dissolution was provided for shall act as a Board of Trustees to conclude the affairs and to effect the dissolution of the corporation. Such Trustees shall have and possess all necessary and proper powers to sell and liquidate the assets of the corporation in such manner as they may deem proper, to pay all debts and liabilities of the corporation, and to distribute any balance thereof to the members of record in good standing as of the date of dissolution in equal shares.

## ARTICLE XII

### INDEMNITY

Section 1. The corporation shall, to the maximum extent permitted by the California General Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the corporation. For purposes of this section, an "agent" of the corporation includes any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, or association. The corporation may purchase and maintain insurance on behalf of any such agent against any liability asserted against or incurred by such person in such capacity arising out of such person's status as an agent of the corporation whether or not the corporation has the power to indemnify the person against such liability under applicable law.

## ARTICLE XII

## NONDISCRIMINATION

Section 1. The Forest Park Swimming Association is a private membership organization. The Board of Directors, at the direction of the membership in good standing, shall reserve the right to refuse membership in this Association to any person or persons, at the discretion of the Board of Directors or the membership. However, no membership will be refused solely on the basis of race, creed, color, sex national origin, marital status, or sexual orientation.