

**THE BY-LAWS OF THE SOUTHGATE SWIM CLUB, INC.**  
**A Nonprofit Corporation**

Revised: 3/10/09

**ARTICLE I**  
**OFFICES**

The principle office of the Corporation in the State of California shall be located in the City of Hayward, County of Alameda. The Corporation may have such other offices, either within or without the County of Alameda, State of California, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

**ARTICLE II**  
**MEMBERS**

**Section 1: Membership**

The Corporation shall be composed of a membership not to exceed 250 families. A membership may be owned by an individual or by two adults residing in the same home and all the rights and benefits of a membership shall accrue to the dependents permanently residing in the home, up to 4 minors, unless otherwise approved by the board.

**Section 2: Acceptance of New Members**

Members shall be accepted by the Board of Directors. An affirmative vote of a majority of the Directors shall be required for such acceptance.

**Section 3: Voting Rights**

Each membership shall be entitled to one vote on each matter submitted to a vote of the membership.

**Section 4: Termination of Membership**

A majority of the Board of Directors may suspend or expel a member for cause after an appropriate hearing. Reasons for termination may include non payment of dues or for actions adverse or harmful to or not in the best interest of the Corporation. Members who have resigned after November 11, 1987, and who have not transferred their membership within two years of the acceptance of their resignation by the Board of Directors shall have their membership revert back to the Corporation. No terminated member shall have any right, title or interest in and to the Corporation.

**Section 5: Resignation**

Any member may resign by filing a written resignation with the Board of Directors, by registered mail, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. In the event of any action of law taken to recover said dues, assessments, or other charges, the Corporation shall be entitled to recover all costs and expenses including reasonable attorney's fees as fixed by the court. Any member so resigning shall relinquish all right, title and interest in and to the Corporation.

**Section 6: Reinstatement**

Upon written request to the Board of Directors, a resigned member who has not transferred his membership may apply for reinstatement. The Board may reinstate such former member by an affirmative vote of two-thirds of the members of the Board with the requirement that he pay either (a) an initiation fee of 75% of the current value of said membership in the Corporation, or (b) all unpaid dues and assessments which such former member would have incurred had he not resigned.

**Section 7: Transfer of and/or Resale of Membership**

Membership in this Corporation is transferable. However, no transfer of any membership is valid until (a) any member desiring to transfer his membership has first notified the Board of Directors of the Corporation, in writing, of his intention to transfer his membership and (b) thirty (30) days from the date of the delivery of such written notice of intention to transfer his membership has elapsed, and (c) the Corporation, by any of its duly elected officers or directors, has not, during the above mentioned thirty day period, delivered or mailed to said member its intention to purchase back the membership of said member desiring to transfer his membership, and (d) the Board of Directors approves such transfers. The Corporation shall have thirty (30) days from the date of delivering or mailing such notice of intention to purchase back said membership at a price to be set by the Board of Directors to the Corporation. Members resigning after November 11, 1987 have only two years in which to transfer their memberships. All memberships not transferred on or before two years of the date of resignation shall revert back to the Corporation.

**ARTICLE III  
MEETING OF MEMBERS****Section 1: Annual Meeting**

An annual meeting of the general membership shall be held at an appropriate place in Hayward, California during the month of November each year for the purpose of electing Directors for the coming year and for the purpose of transacting any other such business as may come before the meeting. If the election of the Directors shall not be held during the month of November, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

**Section 2: Special Meetings**

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

**Section 3: Place of Meetings**

The Board of Directors may designate any place, either within or without of the State of California, as the place of the meeting for the annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if special meeting be otherwise called, the place of the meeting shall be the registered office of the Corporation in the State of California; but if all of the members shall meet at any time and place, either within or without the State of California, and consent to holding of a meeting, any corporate action may be taken.

**Section 4: Notice of Meetings**

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or by these By-Laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

**Section 5: Informal Action by Members**

Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

**Section 6: Quorum**

The members holding fifteen (15) percent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

**Section 7: Proxies**

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after the meeting for which it was executed.

**Section 8: Voting by Mail**

Where the Directors or Officers are to be elected by the members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 1: General Powers**

The affairs of the Corporation shall be managed by the Board of Directors. Directors must be residents of the County of Alameda but need not be members of the Corporation.

### **Section 2: Number, Tenure and Qualifications**

(a) The term shall commence on January 1 for a period of two (2) years and end on December 31, with the following exception: If the Board member be an officer, his term shall continue past December 31 until such time as his successor shall have been elected by the new Board of Directors.

(b) The number of Directors shall be eleven (11), except in the period stated in Section 2(a) above, when the outgoing officers remain in office until their successors are elected by the new Board of Directors.

### **Section 3: Regular Meetings**

A regular meeting (annual) of the Board of Directors shall be held without other notice than this By-Law, immediately after and at the same place as the Annual Meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of California, for the holding of additional regular meetings of the Board without other notice than such resolution.

### **Section 4: Special Meetings**

Special Meeting of the Board of Directors may be called by or at the request of the President or any two Directors.

### **Section 5: Notice**

Notice of any special meeting of the Board of Directors shall be given at least twenty-four (24) hours previously thereto by telephone or written notice delivered personally or sent by mail or e-mail to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice be given by e-mail, such notice shall be deemed to be delivered when the e-mail is delivered to the e-mail company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such a meeting unless specifically required by law or these By-Laws.

**Section 6: Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. But if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 7: Manner of Acting**

The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the Act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

**Section 8: Vacancies**

Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**Section 9: Compensation**

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board. But nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

**ARTICLE V  
OFFICERS****Section 1: Officers**

The officers of the Corporation shall be the President, one or more Vice President(s), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**Section 2: Election and Term of Office**

Six Directors shall be elected in odd number years and five Directors shall be elected in the even numbered years at the regular Annual Meeting of the Members. The officers for the new year will be elected from the Board of Directors at the first regularly scheduled Board meeting with the ranking member of the Board presiding at the election. The old and new Board members

shall meet at the first regularly scheduled meeting after the general membership to transfer pertinent records and information.

New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected.

### **Section 3: Removal**

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

### **Section 4: Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

### **Section 5: President**

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Corporation; and in general the President shall perform duties as may be prescribed by the Board of Directors from time to time.

### **Section 6: Vice President**

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform 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. Any Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

### **Section 7: Treasurer**

If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; and in general perform all the duties incident to the office of Treasurer by the President or by the Board of Directors.

**Section 8: Secretary**

The Secretary shall keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these By-Laws or as required by law; be custodian of the Corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of the By-Laws; keep a register of the Post Office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

**Section 9: Assistant Treasurers and Assistant Secretaries**

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

**ARTICLE VI  
COMMITTEES****Section 1: Committees of Directors**

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of the authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by the law.

**Section 2: Other Committees**

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such a removal.

**Section 3: Term of Office**

Each member of a committee shall continue as such until the next Annual Meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be

sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**Section 4: Chairman**

One member of each committee shall be appointed chairman by the person or persons authorized to appoint members thereof.

**Section 5: Vacancies**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6: Quorum**

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 7: Rules**

Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

**ARTICLE VII  
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1: Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and other such authority may be general or confined to specific instances.

**Section 2: Checks, Drafts, Etc.**

All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Corporation.

**Section 3: Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 4: Gifts**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or any special purposes of the Corporation.

**ARTICLE VIII  
BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of the account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

**ARTICLE IX  
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE X  
DUES**

**Section 1: Annual Dues**

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members.

**Section 2: Payment of Dues**

The annual dues for each fiscal year shall be paid on or before the opening date of the pool or April 1, whichever date is first. Dues payments for the current year will not be accepted until all dues, assessments, and charges from the previous year have been paid.

**Section 3: Default and Termination of Membership**

When any member of any class shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or period of which such dues became payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these By-Laws.

**ARTICLE XI  
CORPORATE SEAL**

The Board of Directors shall provide a corporate seal.

**ARTICLE XII  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the General Nonprofit Corporation Law of California or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIII  
AMENDMENTS TO THE BY-LAWS**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the total membership or by two-thirds of the Directors holding office at any regular meeting or at any special meeting, if at least ten (10) days written notice is given of intention to alter, amend, or repeal or to adopt new By-Laws at such meetings.

**CERTIFICATE**

Know all persons by these presents: that the undersigned Secretary of the Corporation known as the Southgate Swim Club, Inc., does hereby certify that the above and foregoing By-Laws were duly adopted by the members of said Corporation, as the By-Laws of said Corporation on the \_\_\_\_\_, and that they do now constitute By-Laws of said Corporation.

I declare under penalty of perjury that the foregoing is true and correct.

Cindy Watson, Secretary