

# Los Angeles Peninsula Swimmers (LAPS)

## BYLAWS

of

### LOS ANGELES PENINSULA SWIMMERS INC.

#### ARTICLE I - OFFICES

1) Principal Office

The principal office of the corporation is located in Los Angeles County, State of California.

2) Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: \_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

New Address: \_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

New Address: \_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

#### ARTICLE II – PURPOSE

1) The specific objectives and purpose of this corporation shall be:

a) To act as a member club of the Southern Pacific Masters Association (SPMA).

b) To provide a swimming environment for members to improve their health and physical fitness, to train for and compete in various swimming events, and socialize amongst themselves.

c) To engage in other activities related to swimming as necessary to support its purpose of health, physical fitness, and socialization amongst its members.

2) This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

3) This corporation will not participate in any political campaign or attempt to influence any Federal, State or local legislation.

### **ARTICLE III – MEMBERS**

- 1) Determination and Rights of Members: The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.
- 2) Qualifications of Members: The qualifications for membership in this corporation are as follows:
  - a) Any adult person over the age of 18 years, regardless of race, creed or color, shall be eligible for membership in Los Angeles Peninsula Swimmers Inc.
  - b) Members must be currently registered as members of United States Masters, Inc.
  - c) An active member and member in good standing are defined as a member who is currently registered as a member of United States Masters, Inc., has no outstanding back dues, and who has paid for the current month.
- 3) Number of Members: There is no limit on the number of members the corporation may admit.
- 4) Membership Book: The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office.
- 5) Nonliability of Members: A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.
- 6) Nontransferability of Memberships: No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.
- 7) Termination of Membership: The membership of a member shall terminate upon the occurrence of any of the following events:
  - a) Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
  - b) If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.
  - c) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

## **ARTICLE IV – DIRECTORS**

- 1) The control and management of the affairs, funds and property of the Club shall be vested in the Board of Directors. The number of directors shall be as fixed from time to time by the Board of Directors, but shall be no less than five (5). The term of office of the members of the Board of Directors shall be for one year, beginning January 1 through December 31. Directors shall be of the age of majority in this state.
- 2) It shall be the duty of the directors to:
  - a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
  - b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
  - c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
  - d) Meet at such times and places as required by these bylaws;
  - e) Register their addresses with the secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.
- 3) The Board shall include a President, a Vice President, a Secretary, Treasurer, Communications Officer, and such other designated offices or categories as the Board shall from time to time deem necessary.
- 4) Vacancies on the Board of Directors, other than by annual election as set forth below, shall be filled by the Board, and such appointment shall continue for the duration of the term of the Director replaced.
- 5) The Board of Directors shall be elected annually by the members of the Club as follows:
  - a) The President shall appoint a Nominating Committee by June 30th of each year. The Nominating Committee will be constituted as follows, the current President, plus the past President, plus three regular club members. The current President will chair the nominating committee. The final slate of nominated officers must be approved by a majority of the committee.
  - b) The Nominating Committee shall submit to the membership of the Club names of at least one candidate for each position in the Board of Directors for the next succeeding term, with reference to a specific office. This information is to be made available to all current members at least ten (10) days before the General Meeting where membership will confirm nominations.
  - c) The slate of board members shall include recommendations for President, Vice President, Secretary, Treasurer, and such other designated offices or categories as the Board shall from time to time deem necessary.
  - d) A General Meeting where membership will confirm nominations will be held by September 30th of each year. Notice of this meeting will be made available to all members at least ten (10) days before the meeting date

- e) At the General Meeting where membership will confirm nominations, nominations for the various offices may be made from the floor by members of the club in attendance, provided that the nomination is seconded and that the verbal or written acceptance of said nominee is tendered at that same time. Nominations shall be for one office only. Also, in the absence of any nominations for any of the respective offices from the floor, nominations for that office shall be deemed closed and the nominated officer shall be elected upon the appropriate motion from the floor.
  - f) In the event of a contest between candidates for a particular office or offices, a vote will be taken at the General Meeting where membership will confirm nominations. The candidate receiving the largest number of votes for each office from the membership in attendance shall be declared elected. In the event of a tie vote by the membership, a majority vote of the existing Board of Directors shall break the tie.
  - g) The results of the election of the members of the Board of Directors, and their designated offices to which elected, where applicable, shall be made available to the membership within two weeks following the General Meeting where membership confirmed the nominations.
- 6) Nonliability of Directors: The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
- 7) Indemnification by Corporation of Directors and Officers: The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.
- 8) Insurance For Corporate Agents: Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

## **ARTICLE V – OFFICERS**

- 1) The officers shall be a President, a Vice President, a Secretary, and a Treasurer.
- 2) The President shall preside over all meetings of the membership and the Board of Directors, insure that the By Laws are followed, and direct the club's general affairs. The President will also appoint all committees.
- 3) The Vice President shall take over for the President when the President is not available.
- 4) The Secretary shall be responsible for recording and keeping records of the club's business meetings, and coordinating communication with the membership. The Secretary will also keep a list of the current membership and report from time to time on the status of club member's registration as members of United States Masters, Inc.
- 5) The Treasurer shall be responsible for safe-guarding the financial assets of the club, recording and keeping accurate records of dues received and payments made, reporting on a monthly basis the club's financial position, and insuring that all necessary financial statements and tax forms are generated and submitted on a timely and accurate basis.

- 6) All checks, bonds, contracts or other written instruments required for conducting club business must be signed by at least two officers. The Treasurer can set up an account to pay standard on-going payments such as coach fees, pool fees, office supplies, and auditor expense on a single signature basis.
- 7) An officer can be removed by vote of at least 50% of the clubs active members at a general meeting provided that at least ten (10) days advance notice of the meeting is given.

## **ARTICLE VI - OBLIGATIONS AND DISCIPLINE**

- 1) Acceptance of membership shall bind each member to comply with all the conditions, rules, and regulations of the club.
- 2) It is each member's responsibility to get a clean bill of health from a competent medical professional before engaging in club activities.
- 3) It is each member's responsibility to keep their registration with United States Masters, Inc. current.
- 4) It is each member's responsibility to insure that the club has their current mailing and email addresses.
- 5) Refusing or neglecting to comply with the rules and regulations of the Club or with its decisions shall render any member liable to suspension or expulsion. Suspension or expulsion shall be by two-thirds vote of the Board of Directors in attendance at any regular or special meeting as long as a quorum is present.

## **ARTICLE VII – MEETINGS**

- 1) Meetings of members:
  - a) Shall be held at least annually at a place determined by the Board of Directors.
  - b) Notice of these meeting will be made available to all the membership at least five (5) days before the meeting. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by email, posted on the corporations website, or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
  - c) Meetings may be called at any time by the Secretary based on an order from the President, by written request of any four (4) members of the Board of Directors, or by written request by fifteen (15) percent of members in good standing.
  - d) Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws or with provisions of law.
- 2) Meetings of the Board of Directors:
  - a) Shall be held at least once per quarter at a place and time as determined by the President.

- b) Notice of these meetings will be made available to all Directors at least five (5) days before the meeting. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by email or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or email notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile or email transmission. A waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.
- c) Meetings may be called at any time by the Secretary based on an order from the President, or by written request of any four (4) members of the Board of Directors.
- d) Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws or with provisions of law.

### **ARTICLE VIII – QUORUM**

- 1) Official business of and by the Corporation at any regular or special meeting may not be transacted unless at least fifteen (15) percent of the regular members in good standing are present.
- 2) Official business of and by the Board of Directors may not be transacted at any meeting of the Board of Directors unless at least four (4) members of the Board are present.

### **ARTICLE IX - DUES AND FEES**

- 1) Dues and fees shall be set by the Board of Directors.
- 2) Dues and fees not received by the 15th of each month shall be considered delinquent.
- 3) Dues and fees once paid are not refundable for the current month. Dues and fees paid for future months are refundable if a request is made in writing during the current month.

### **ARTICLE X – MISCELLANEOUS**

Posting of information to the club's website, email messages, and regular first class mail, are all acceptable methods of communicating to members.

### **ARTICLE XI – AMENDMENTS**

- 1) These By-Laws shall not be changed or amended except by a two-thirds majority of regular members in good standing, present at a regular or special meeting that may be held for that purpose.
- 2) Any change or amendment proposed by the Board or the members shall be made available to all members in good standing at the time of the distribution not less than ten (10) days nor more than ninety (90) days prior to a regular meeting of the membership at which it shall be considered. Approval by a two-thirds majority of the members present at such a meeting shall constitute adoption.

## **ARTICLE XII - DISTRIBUTION OF ASSETS UPON DISSOLUTION**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

## **ADOPTION OF BYLAWS**

I the undersigned, being the Secretary of Los Angeles Peninsula Swimmers Inc., do hereby certify the foregoing to be the By-Laws of said Corporation as amended and approved by the Board of Directors in attendance at an October 11, 2007 Board of Directors meeting, and as approved by the General Membership at a General Meeting held on October 27, 2007, and as subsequently confirmed in writing by the all of the Board of Directors.

\_\_\_\_\_/sig/Beth Overstreet\_\_\_\_\_

Beth Overstreet - Secretary