

**Lake Los Carneros Swim Club, Inc.,
A California 501(c)(7) Non-Profit Corporation
02/02/2016**

By-Laws

Article 1.0 Offices

The principal office of the Corporation shall be located in the State of California, County of Santa Barbara.

Article 2.0 Membership

2.1 Eligibility for Membership

Persons residing in the two hundred thirteen homes in Tract 10347, County of Santa Barbara, also known as the Lake Los Carneros Tract, shall be eligible for membership in the corporation. Persons residing outside tract 10347 shall be eligible for membership in the corporation at the discretion of the Board of Directors.

2.2 Election of Members

Members shall be elected by the Board of Directors after receipt by the secretary of the prescribed application and payment of initiation fees.

2.3 Voting rights

The head of each member household, or spouse, shall be entitled to one vote on each matter submitted to a vote of the membership. No proxies shall be permitted.

2.4 Termination of Membership

The Board of Directors, by affirmative vote of two thirds of all the members of the board, may suspend or expel a member for cause after an appropriate hearing; and, by a majority vote of those present at any regularly constituted meeting of the Board of Directors, may terminate the membership of any member who becomes ineligible for membership or any member who shall be in default in the payment of dues, fees or assessments for the period fixed in Article 10.0 of these ByLaws, but such termination shall not relieve the member so terminated of the obligation to pay any dues, assessments, or other charges heretofore accrued and unpaid.

2.5 Resignation

Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges heretofore accrued and unpaid.

2.6 Reinstatement

Upon written request signed by a former member and filed with the secretary, the Board of Directors, by affirmative vote of a majority of all the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

2.7 Transfer of Membership

Membership in this corporation shall not be transferable or assignable.

Article 3.0 Meetings

3.1 Annual Meeting

An annual meeting of the members shall be held in the County of Santa Barbara during the month of March or April each year, beginning in 1970, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held at any annual meeting, or at any adjournment, the Board of Directors shall cause the election to be held at a special meeting of members as soon thereafter as convenient.

3.2 Special Meetings

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

3.3 Place of Meeting

The Board of Directors may designate any place within the County of Santa Barbara, State of California, as the place of meeting for any annual meeting or for any special meeting of the members. If no designation is made, the place of meeting shall be the principal office of the corporation.

3.4 Notice of meetings

Notice stating the place, day, and hour of any meeting of members shall be delivered by email to each member entitled to vote at such meeting, not less than ten or more than fifty days before the date of such meeting, by or at the direction of the chairman, the secretary, or the directors or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

3.5 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 the members, may be taken without a meeting if the consent in writing, setting forth the action to be taken, shall be signed by all members entitled to vote with respect to the subject matter thereof.

3.6 Membership Quorum

The total number of members present at any meeting shall constitute a quorum at such meeting.

Article 4.0 Board of Directors

4.1 General Powers

The affairs of the corporation shall be managed by its Board of Directors. Each director shall be a member of the corporation.

4.2 Number, Tenure, and Qualification of Directors

The number of directors shall be five. Each director shall hold office for a two year term or until a successor shall have been elected and qualified.

4.3 Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, 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, within the county of Santa Barbara, State of California, for the holding of additional regular meetings of the board without other notice than such resolutions.

4.4 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the chairman or any three directors. The person or persons authorized to call special meetings of the board may fix any place, with the County of Santa Barbara, State of California, as the place for holding such special meeting called by them.

4.5 Notice

Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto by email to each director. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends the 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 meeting, unless required by law or by these bylaws.

4.6 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.

4.7 Manner of Acting

The act of a majority 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 bylaws.

4.8 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 so elected to fill a vacancy shall complete the unexpired term of his predecessor in office.

4.9 Compensation

Directors may receive reimbursement of annual dues, excluding assessments, for each year served. Directors shall not receive any further compensation for their services as such directors. Nothing herein

contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

4.10 Removal

Directors may be removed by affirmative vote of two thirds of all the members of the corporation entitled to vote at any annual or special meeting of members.

Article 5.0 Officers

5.1 Officers

The officers of the corporation shall be a chairman, a vice chairman, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this Article. All officers shall be members of the Board of Directors, and the officers will be chosen by the Board. The same person shall not hold more than one such office, except that one person may be secretary and treasurer.

5.2 Election and Term of Office

The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board. If the election of officers cannot be held at such a meeting, such election shall be held as soon as thereafter convenient. 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 and shall have qualified.

5.3 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 interests of the corporation would be served thereby.

5.4 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.

5.5 Qualification

Each officer shall be a director of the corporation.

5.6 Chairman

The chairman shall be the principal executive officer of the corporation and shall supervise and control all of the business affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the secretary or any other officer of the corporation authorized by resolution of the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have previously 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 chairman shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors from time to time.

5.7 Vice Chairman

The vice chairman shall perform the duties of the chairman when required to do so by the chairman or by two thirds of all the directors, and when so acting shall have all the powers of and be subject to all the restrictions upon the chairman. The vice chairman shall perform such other duties as may from time to time be assigned to them by the chairman.

5.8 Treasurer

The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source, and deposit all such monies in the name of the corporation in such institutions as shall be selected in accordance with the provisions of Article 11.0 of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to them by the Board of Directors.

5.9 Secretary

The secretary shall keep the minutes of the meetings of the members and of the Board of Directors; shall see that all notices are duly given in accordance with the provision of these bylaws or as required by law; shall be custodian of the corporate records and of the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation is duly authorized in accordance with the provisions of these bylaws; shall keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general shall perform the duties incident to the office of secretary and such other duties as from time to time may be assigned to them by the Board of Directors.

Article 6.0 Contracts, Checks, Deposits, and Funds

6.1 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 bylaws, to enter into any contract or execute and deliver an instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

6.2 Checks and Drafts

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, or the corporation and in such manner as shall from time to time be determined by the Board of Directors. All expenditures in excess of \$500 shall be approved by a majority of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the chairman or a vice chairman of the corporation.

6.3 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such institutions as the Board of Directors shall select.

6.4 Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for the special purposes of the corporation. Such contributions are not tax-deductible.

Article 7.0 Certificates of membership

When a person has been elected to membership and has paid any initiation fee and dues that may then be required, an access key or device shall be issued in his name and delivered to them by the secretary.

Article 8.0 Records

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its meetings of members and 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 shall be open to inspection at the principal office by any member, or his agent or attorney, for any proper purpose and at any reasonable time.

Article 9.0 Fiscal Year

The fiscal year of the corporation shall begin on the first day of April and end on the last day of March of the following year.

Article 10.0 Dues, Fees, Assessments, and Indebtedness

10.1 Annual Dues

The Board of Directors shall determine from time to time the amount of annual dues payable to the corporation by members for each membership that is entitled to one vote. Increases or decreases in dues voted by the Board of Directors shall not be retroactive and shall take effect on the first day of the next fiscal quarter following the action by the Board. Nothing herein shall be construed to limit the obligations of members to pay fees or assessments as otherwise provided for in these bylaws.

10.2 Payment of Dues

Annual dues are payable on the fifteenth day of April each year.

10.3 Default

When any member shall be in default in payment of dues, fees, or assessments for one month from the date such dues, fees, or assessments become payable, his membership may be terminated by the Board of Directors in the manner provided in Article 2.0 of these bylaws.

10.4 Outside Assessments

Taxes or other assessments levied on the corporation by governmental units, taxing authorities, or regulatory agencies not included in the regular budget funded by dues shall be assessed to members on a prorata basis.

10.5 Self Assessments

Assessments for repair, improvement, or expansion of facilities or other similar purposes not included in the regular budget funded by dues shall require action in a special meeting of members and shall require the affirmative vote of a membership quorum.

10.6 Indebtedness

The aggregate indebtedness of the corporation, including outstanding financial commitments but excluding outside assessments as defined by paragraph 10.4 and long-term debt approved by a membership quorum, shall not exceed fifty dollars per member entitled to vote.

10.7 Special Fees

Nothing herein shall be construed to prohibit the Board of Directors from establishing special activity or use fees, except that no fees shall be assessed for general supervision and safety when the facilities are open for general recreational use.

Article 11.0 Seal

The Board of Directors shall provide a corporate seal.

Article 12.0 Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Non Profit Corporation Law of California, or under the provisions of the Articles of Incorporation or the bylaws, 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 13.0 Amendments

These bylaws may be altered, amended, repealed or modified and new bylaws may be adopted, by a majority of the members present at any annual meeting of members, or any special meeting of members; provided that, the changes are proposed by a majority of the Board of Directors or any ten members having voting rights; and provided that at least fifteen days written notice is given of the intention to alter, amend, repeal or modify, or to adopt new bylaws at such meeting.