

Bylaws

FOR THE REGULATION, EXCEPT AS  
OTHERWISE PROVIDED BY LAW OR ITS  
ARTICLES OF INCORPORATION

-of-

Canyons Aquatic Club, Inc.

A California Nonprofit Mutual Benefit Corporation

UPDATED 10-2-14. Updates reflected in September Club Minutes

## **ARTICLE I. ORGANIZATION**

### ***Section A. Name & Governing Law.***

The name of this corporation is CANYONS AQUATIC CLUB, INC. (hereafter referred to as the "CLUB"), which was organized under the laws of the State of California and exists as a nonprofit mutual benefit corporation. These Bylaws are supplemented by all laws and regulations affecting or relating to nonprofit mutual benefit corporations, and shall be applied and interpreted in a manner that is consistent therewith. The CLUB shall observe all local, state, and federal laws which apply to nonprofit organizations as defined in Section 501(c)(3) of the Internal Revenue Code and Section 23701(g) of the California Revenue & Taxation Code (and any laws that may hereafter succeed to and replace said code sections), as existing on the date hereof or as may hereafter be amended.

### ***Section B. Principal Office.***

The principal office of the CLUB is hereby fixed and located at 26455 Rockwell Canyons Road, Santa Clarita, CA 91355. The Board of Directors of the CLUB is hereby granted full power and authority to change said principal office from one location to another. Any change shall be noted in these Bylaws by the Secretary, by amendment hereto.

### ***Section C. Purpose.***

The purpose of the CLUB is to further interest in amateur aquatic sports and to provide an opportunity for the development of amateur swimmers in and around the greater Santa Clarita Valley, by providing technical training and to conduct public relations and promotional activities related thereto.

### ***Section D. Purposes Exclusively Nonprofit.***

The CLUB is dedicated to recreational, athletic and nonprofit purposes, no part of the net earnings of which shall inure to the benefit of any private party. Furthermore the CLUB shall have no capital stock and no stockholders

## **ARTICLE II. MEMBERSHIP**

### ***Section A. Eligibility.***

Membership in the CLUB of all classifications shall be open to any and all organizations and persons interested in promoting or supporting or participating in aquatic sports regardless of age, sex, color, religion, national origin or residence, subject only to the prerequisites for membership appearing in these Bylaws, below.

### ***Section B. No Limit on Number of Members.***

There shall be no limit on the number of members the CLUB may admit or have at any given time; provided, however, that the aforesaid eligibility requirements are satisfied with respect to each member.

### ***Section C. No Fractional Memberships.***

The CLUB shall not issue, nor shall any member in the CLUB hold any fractional memberships.

### ***Section D. No Membership Certificates***

The CLUB shall not issue membership certificates.

### ***Section E. Commencement & Term of Memberships.***

Memberships in the CLUB of all classifications shall commence upon receipt by the CLUB of written application therefore (in a form as may be prescribed by the Board of Directors from time to time) and certifications by the CLUB's Membership Director that the respective applicant has satisfied the prerequisites for membership set forth in these Bylaws. All memberships shall continue thereafter in full force and effect for such term as the respective member remains eligible for membership, unless membership is terminated by the Board of Directors for any cause enumerated in these Bylaws or by applicable law, statute, regulation or ordinance.

### ***Section F. Dues.***

Dues for membership shall be payable by the members at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors. A default on the part of any member in the payment of membership dues, which default continues for a period of time exceeding thirty (30) days, shall constitute grounds for termination of the membership by the Board of Directors.

### ***Section G. Good Conduct Requirements.***

In addition to the eligibility requirements for membership, each member shall be charged with the responsibility of conducting himself or herself in a manner that is consistent with customary standards of good sportsmanship and respect for athletic traditions. No member shall be expelled for violation of these requirements except upon affirmative vote of the CLUB's Board, and after reasonable opportunity to be heard.

## **ARTICLE III: RIGHTS, PRIVILEGES, RESTRICTIONS PERTAINING TO MEMBERS AND MEMBERSHIP**

### ***Section A. Membership Classifications and Qualifications***

#### **1. TEAM Membership.**

Team members shall participate in program and/or programs of their choice according to the proficiency they demonstrate to the Head Coach. Adult Team Members (18 years of age or older) shall have the right to vote and hold office. Team Members shall agree to conduct themselves and act in accordance with these Bylaws and the Rules and Code of Conduct as established by the Board of Directors. Team Membership shall be granted to candidate upon:

- a) Recommendation of the Head Coach;
- b) Submission of written Membership Application and Parental Release Form (signed by the prospective member if he or she is 18 years or more of age);
- c) Payment of all applicable dues.

#### **2. CLUB Membership.**

CLUB Members are parents and guardians of the Team Members. They agree to participate in the promotional, administrative, and/or public relations activities of the CLUB. All adults holding CLUB membership shall have the right to vote and hold office, which privileges and powers are reserved exclusively to such class of members. Each swimmer may have no more than two guardians. In such situations as a divorced family, the two custodial parents will be designated as CLUB Members and have rights to their swimmer's account. NON-CUSTODIAL adults have no rights to a swimmer's account without the express written consent of both "Custodial" parents.

### 3. HONORARY Membership.

Honorary Members are individuals or organizations who, in the sole opinion of the Board of Directors, are worthy of this honor. Honorary Members shall have the right to attend meetings and serve on committees, plus such other rights in accordance with these Bylaws as the Board of Directors deems it propitious to confer, except the power to vote. Such honorary membership shall be for life, shall have the full rights and privileges of regular membership for the first year and thereafter on a year by year basis by majority vote of the Board.

### 4. Patron Membership.

A Patron CLUB Member is an individual or organization who contributes financially to the CLUB under conditions defined by the Board of Directors. Patron Members shall have the right to attend meetings and support the CLUB, but shall not enjoy voting rights.

#### ***Section B. One Vote Per Membership, Etc.***

On any matter presented for a vote by the members of the CLUB, each Club Membership and Adult Team Membership, so authorized, shall represent a single vote. No person or entity may hold more than one membership. Further defined, each custodial parent Club Members has one vote.

#### ***Section C. Non-transferability of Membership.***

Neither a membership in the CLUB nor any rights in the membership may be transferred or assigned for value or otherwise.

#### ***Section D. Dues & Fees***

1) DUES – Dues shall be set by the Board and shall be sufficient to provide for the anticipated expenses of the CLUB.

- (a) Member Dues – Dues for members shall be assessed on an annual basis, per fiscal year and billed on a monthly basis.
- (b) Guest Member Dues – Dues for guest members shall be for the period authorized.
- (c) Amount – The amount of dues shall be computed on the basis of a schedule set by the Board which shall take into account both the number swimmers, the cost to rents pool space and overhead to operate a safe and effective swim club.
- (d) Changes in Dues Schedule - The dues schedule may be changed retroactively.
- (e) Payment – The Board of Directors shall be responsible for establishing the payment schedule for dues and the appropriate policies governing payment of said dues.
- (f) Change in Swimmer's Team Status – In the event that team assignment of a team member is changed during the year, the resulting change in dues shall be computed on a pro rata basis per month. Swimmer promoted during a term will not be charged the new fee until the next term. Excess dues paid shall be refunded.
- (g) Refunds – There shall be no refund of dues or release of obligation to pay dues except as follows:
  - (1) Change in Swimmer's Team Status – In accordance with Article III, Section D1 (f).

(2) Swimmer Quitting Team – In the event a swimmer quits the team for any reason, upon giving thirty days' notice, the member shall be entitled to a refund of any dues installments paid in advance of the end of such notice period.

(3) Resignation on Increase of Dues – If dues are increased during the fiscal year in accordance with, Article III, Section D1(d), a member resigning because of such increase shall be entitled to a pro rata refund of dues paid, computed on a monthly basis.

(4) Resignation on Passage of Assessment – If a new assessment is passed during the fiscal year in accordance with Article III, Section D2, a member resigning because of such increase shall be entitled to a pro rata refund of dues paid, computed on a monthly basis as of the effective date of the assessment.

(5) Special Situations – The Board, in the event of special situations, may by two-thirds (2/3) vote of the full Board, authorize the refund of dues on a pro rata basis.

The rate, schedule, computation and other terms of payment for dues shall, to the extent reasonably practicable, be assessed and applied uniformly and fairly among all members of the same class.

## 2) FEES

(a) Entry Fees - The CLUB will enter swimmers in the Gold Group and above. Entry fees will be charged to swimmer's account and paid for at the next billing cycle.

(b) Deficiencies - No swimmer shall be entered by the CLUB in any event in any swim meet if their account is in arrears unless the deficiency is occasioned by bookkeeping or billing delays.

(c) Special Fees - Fees for special events and activities shall be set by the Board in a uniform manner and shall be paid in advance in full.

(d) Late Fees - Late fee information will be kept on the team web site and amended as needed by the Board of Directors. Swimmers who are late 3 times in a swim year will need to pay the remainder of the short or long course season if full.

(e) Loss of Privileges - Deactivated swimmers lose all CLUB privileges and will be placed at the end of the wait list (if any) for readmission to the program.

### ***Section E. Non-liability of Members.***

A member of the CLUB shall not, solely by virtue of such membership, be personally or individually liable for debts, obligations, or liabilities of the CLUB.

### ***Section F. Club Policies and Procedures.***

CLUB policies not mentioned in these bylaws will require a majority vote from the Board of Directors and will be maintained on the CLUB website. As policies are changed, amendments to the web site will inform membership of said changes.

## **ARTICLE IV. MEETING OF MEMBERS**

### ***Section A. Annual Meetings; Notice.***

(1) There shall be a general meeting of the membership of the CLUB held annually with reasonable notice to the membership.

(2) Reasonable and sufficient notice of annual meetings shall be deemed to have been given if published in the CLUB's newsletter not less than thirty (30) days prior to the date of the meeting or by mailed notice in the manner prescribed in subdivision (a) of Section 7511 of the California Corporations Code.

***Section B. Place of Meetings.***

Meetings of the membership shall be held at a suitable place, convenient to the membership at large, as may be designated by the Board of Directors.

***Section C. Special Meetings; Notice.***

(1) Special meetings of the members may be called by the Board of Directors or the CLUB President or Vice President. In addition, special meetings of the members for any lawful purpose may be called by any three (3) or more members of the Board of Directors. The right of any other person, entitled to call a special meetings of the members shall be enforceable as provided in subdivision (c) of Section 7511 of the California Corporations Code.

(2) Reasonable and sufficient notice of special meetings shall be deemed to have been given if published in the CLUB's newsletter not less than thirty (30) days prior to the date of the meeting or by mailed notice in the manner prescribed in subdivision (a) of Section 7511 of the California Corporations Code.

***Section D. Quorum.***

The presence, either in person or by absentee ballot, of at least one third (33 1/3%) of the members of record (eligible to vote) of the CLUB shall be requisite for and shall constitute a quorum for the transaction of business at all meetings of the members.

***Section E. Adjourned Meetings.***

If any meeting of the members cannot be conducted because a quorum has not been attended, the members who are present, may, except as otherwise provided by law, adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time the original meeting was called, at which subsequent meeting the number of members required to meet the quorum requirement shall be twenty five percent (25%).

***Section F. Voting.***

At every regular meeting of the members, each member present, or duly represented thereat, shall have the right to cast one vote on each question. The majority of votes cast shall decide any question brought before such meeting, unless the question is one upon which, by express provision of statute or of the CLUB's Articles of Incorporation, or by these Bylaws, a different vote is required, in which case such express provision shall govern or control. No member shall be entitled to vote or to be elected to the Board of Directors who is shown on the books of the CLUB to be more than thirty (30) days delinquent in the payment of dues.

***Section G. Cumulative Voting.***

The members of the CLUB shall be entitled to exercise cumulative voting in the manner authorized by applicable California law.

***Section H. Proxies Prohibited.***

No member may nominate any person or entity as the representative of such member's proxy nor assign or delegate any proxy or appoint any agent with respect to such member's right to vote on any question presented to the members.

***Section I. Inspector of Election.***

In advance of each membership meeting, the CLUB secretary will appoint one (1) inspector of election who shall be charged with determining the existence of a quorum at such meeting (if applicable), receiving all ballots cast with respect to such meeting (if applicable), tabulating the votes cast and otherwise performing the functions of such inspectors as prescribed by law.

***Section J. Order of Business.***

The order of business at all annual meetings of the membership shall be as follows:

- (1) Roll call.
- (2) Proof of notice of the meeting or waiver of notice.
- (3) Reading of minutes of preceding meeting.
- (4) Reports of officers.
- (5) Reports of committees (if any).
- (6) Election of Directors.
- (7) Unfinished business.
- (8) New business.

In the case of a special meetings, items (1) through (5), above, shall be applicable and thereafter the agenda shall consist of items specified in the notice of the meeting.

**ARTICLE V. DIRECTORS**

***Section A. Establishment of Board of Directors.***

All powers of the CLUB shall be exercised by or under the authority of, and the business and affairs of the CLUB shall be conducted by, a Board of Directors (referred to herein below as the "Board"), which shall be vested with all corporate powers permitted by law to be exercised by a nonprofit mutual benefit corporation.

***Section B. Number and Qualification.***

The Board shall be composed of six (6) persons, unless and until this number is changed in the manner authorized by applicable California law. No person may sit on the Board who is not also a CLUB Member or Adult Team Member. Five seats on the Board will be filled via nomination and election as per Section D, below. One seat on the Board of Directors shall be appointed by the majority board vote, through the use of an application process, with the explicit purpose of expanding on the collective skill set of the Board toward fulfillment of current needs in the normal development of the CLUB.

***Section C. Powers and Duties of the Board.***

The powers of the Board shall include, but not be limited to, the following:

- (1) To promulgate and adopt Rules and Code of Conduct for Team Members and amend same from time to time as may appear reasonably necessary;
- (2) To establish policies regarding the fulfillment of the CLUB's purposes;
- (3) To fixing the amount of dues;
- (4) To supervise and direct the officers of the CLUB in the performance of their duties.
- (5) To exercise such other powers as may be allocated to a Board of Directors by applicable laws and customs.

***Section D. Nomination of Directors; Election.***

Nomination to run for a Board of Directors position shall be achieved in either of the following two ways:

- (1) Nomination by the Nominating Committee.

The nominating committee shall consist of a chairman and (2) two members appointed by the president not less than five (5) days before delivery of notices of the annual meeting of members. It shall be the duty of this committee to nominate candidates to fill the vacancies on the Board created by expiring terms. Such candidates shall have given their consent prior to nomination. Service on the nominating committee shall not disqualify a member from nomination.

Notice: The report of the nominating committee shall be distributed to members no later than fourteen (14) days prior to the annual meeting and shall include the names of the nominating committee. The candidates selected by the nominating committee shall be placed into nomination automatically.

- (2) Nomination from the floor of the Annual Meeting.

The name of any CLUB Member or Adult Team Member not nominated by the Nominating Committee may be submitted to the secretary of the CLUB by any member, or a member may submit the member's own name, for nomination to the office of Director of the CLUB at any time, either in writing or orally from the floor of any meeting or the members whereat the election of director(s) is presented to the members and such name(s) so submitted shall be deemed placed in nomination upon receipt of a three (3) seconds from CLUB or adult team members in attendance. Sitting members of the board may not offer a second for a floor nomination.

At any meeting whereat the election of director(s) is presented to the members, the Secretary shall, prior to calling for a vote, announce the names of all nominees and call for final nominations prior to the close thereof. Following the close of nominations, a vote shall be taken (by secret, written ballot if the number of nominations exceeds the number of seats being voted upon; otherwise by raised hand count) and the inspector of elections shall count all votes so cast (including absentee ballots). The nominee(s) receiving the greatest number of votes for any seat on the Board shall hold such seat until his or her successor is duly elected and qualified (unless earlier removed in accordance with these Bylaws). In the event there are an equal number or less of candidates on the ballot than open Board positions, the election will be considered "moot" and will be ratified by the Club members in attendance.

- (3) If less than a quorum of members entitled to vote for directors is present at a meeting whereat directors are to be elected, the meeting need not be recalled and noticed if voting information is posted on the CLUB web site. The election will continue for the next 10 business days culminating at 6:00 pm on the final day of voting.



Votes may be cast at the CLUB office during business hours. Reasonable attempts will be made by the CLUB to collect votes at all remote sites at least once during the election. Dates of remote site collection will be posted on the CLUB web site.

#### ***Section E. Terms of Office of Directors.***

The first Directors of the CLUB (as appointed by the Incorporator of the CLUB) shall serve an initial term until the succeeding November. An entire slate of five (5) directors shall be nominated and elected at the first annual meeting of the members and at each annual meeting thereafter. The person receiving the greatest number of votes for each office of director shall, upon qualification therefore, be elected to serve as director. All Directors will assume their duties on December 15th and serve until installation of the Board in the succeeding year. The 6th board seat is designated for the HEAD COACH and is not an elected position.

#### ***Section F. Vacancies.***

(1) A vacancy on the Board shall be deemed to exist in the case of the resignation, removal, or death of any director or if the authorized number of directors is increased or if the members fail, in any election for director or directors, to elect the full authorized number of directors to be voted for in such election.

(2) Vacancies on the Board may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual or special meeting of the members, or until his successor is otherwise elected and qualified.

(3) The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

(4) Any director may resign, effective upon giving written notice to the Board, the President, or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. If the Board receives the resignation of a director tendered to take effect at a future time, the Board members shall have the power to elect a successor to take office when the resignation is to become effective.

(5) No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of a director's term of office.

#### ***Section G. Removal of Directors.***

At any regular or special meeting of the membership duly called, any director may be removed, with or without cause, by the affirmative vote of the membership. However, unless the entire Board is removed, no director may be removed where the votes cast against removal would be sufficient to elect such director if voted cumulatively at an election at which the same total number of votes were cast and the entire number of the directors authorized at the time of the director's most recent election were being elected. After removal of any director, a successor may then and there be elected to fill the vacancy thus created. The Board may declare vacant the office of any director who has been found of unsound mind by final order of the court, or convicted of a felony. Any director, whose removal has been proposed by the members or by a member of the Board, shall be given an opportunity to be heard at the meeting called to consider such removal.

#### ***Section H. Compensation.***

No compensation shall be paid to directors for their services as directors. Board Members may not hold a tuition compensated Committee Director position in the CLUB that offers tuition compensation.

***Section I. Regular Meetings of the Board.***

Within forty five (45) days following the election of directors at each annual meeting, the newly elected Board shall meet and, in addition to such other business as may lawfully come before the Board, it shall appoint officers of the CLUB to serve until the next regularly meeting of the Board.

***Section J. Special Meetings of the Board.***

Special meetings of the Board may be called by the President, Vice President or any three (3) directors. Special meetings of the Board may be held on notice of no less than twenty four (24) hours, delivered by telephone or telegram to each director. A notice of a special meeting of the Board shall state the time and place of the meeting but need not specify the purpose for which the meeting is called.

***Section K. Place of Board Meetings.***

Meetings of the Board may be held at any place within or without the State of California which has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at such place as shall be fixed by resolution of the Board.

***Section L. Waiver of Notice.***

Before or at any meeting of the Board, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board shall be a waiver of notice by such director of the time and place thereof. If all the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

***Section M. Quorum.***

At all meetings of the Board, a majority of the directors present shall constitute a quorum for the transaction of business and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board. If, at any meeting of the Board, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called, may be transacted without further notice.

***Section N. Actions Without Meeting.***

Any action by the Board may be taken without a meeting if all members of the Board unanimously consent to such action in writing. Such consent(s) shall be recorded in the minutes of the proceedings of the Board and shall have the same force and effect as a majority vote by such directors.

***Section O. Indemnification of Agents of the CLUB; Purchase of Liability Insurance.***

The CLUB may, subject to the provisions of applicable statutes, indemnify any of its directors, officers, employees or agents who was, were or is a party, or is threatened to be made a party to any proceeding (other than an action by or in the right of the CLUB) by reason of the fact that such person is or was a director, officer, employee, or agent of the CLUB, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding where the Board determines that such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the CLUB and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceedings, judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a

presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the CLUB or that the person had reasonable cause to believe that the person's conduct was unlawful. The term "proceeding" is used herein to mean any threatened, pending, or completed action, whether civil, criminal, administrative, or investigative. The term "expenses" include, without limitation, attorney's fees, costs of suit and any other costs related to a proceeding referred to herein. To effectuate the purposes of this Section, the Board may, at the CLUB's expense, obtain liability insurance covering the CLUB, its directors, officers, employees, and agents for errors and omissions occurring in the course of their duties.

## **ARTICLE VI: OFFICERS**

### ***Section A. Designation.***

The CLUB shall have officers consisting of a President, a Vice President, a Secretary, and a Chief Financial Officer and such other assistant officers as the Board may deem necessary to conduct the CLUB's business from time to time.

### ***Section B. Election of Officers.***

The officers of the CLUB shall be elected annually by the Board at the regular meeting thereof and shall hold office at the pleasure of the Board.

### ***Section C. Removal of Officers.***

Upon an affirmative vote of a majority of the members of the Board, any officers may be removed, either with or without cause, and his successor elected at any regular meeting of the Board or at any special meeting of the Board called for such purpose.

### ***Section D. President.***

The President shall:

- (a) be the chief executive officer of the CLUB.
- (b) Preside at all meetings of members of the Board, have general and active management of the business of the CLUB, and see that all orders and resolutions of the Board are carried into effect.
- (c) Appoint standing and special committees, subject to approval of the Board, and serve as ex-officio member of such committees except for the nominating committee.
- (d) Perform such other duties as the Board may direct.
- (e) Have the power to appoint committees from among the membership from time to time as he or she may in his/her discretion decide is appropriate to assist in the conduct of the business of the CLUB.

### ***Section E. Vice President.***

The Vice-President shall:

- (a) In the absence of the President, or in case of his failure to act, in conjunction with the Secretary, have all the powers of the President, and the two of them acting together shall see that all orders and resolutions of the Board are carried into effect.
- (b) Perform such other duties as the Board may direct.

**Section F. Secretary.**

The Secretary shall:

- (a) Have charge of the records and seal of the Corporation, and perform all the duties inherent to the office of the Secretary of the Corporation subject at all times to the direction and control of the Board.
- (b) Record and keep in a separate book, the minutes of all meetings of members.
- (c) Record and keep in a separate book, the minutes of all meetings of the Board of Directors, which minutes shall be presented to the next meeting of Directors for approval.
- (d) Keep a separate book, a copy of the Charter of the Corporation, together with a dated copy of the current bylaws and amendments.
- (e) Conduct the general correspondence of the CLUB.
- (f) Be responsible for the timely sending of notices and calls of meetings and for keeping members informed of decisive actions by the Board and of issues to be brought before the membership.

**Section G. Treasurer.**

The Treasurer shall:

- (a) be the chief financial officer of the CLUB and shall have responsibility for corporate funds and for keeping full and accurate accounts of all receipts and disbursements in books belonging to the CLUB.
- (b) Keep accurate and full accounts of receipts and disbursements, collect and deposit all monies and other properties and effects in the name of and to the credit of the CLUB in such depositories as the Board may direct.
- (c) Disburse the funds of the CLUB as may be ordered by the Board, taking proper vouchers for such disbursements.
- (d) Render to the Board upon its request, an account of any and all transactions as Treasurer and of the financial condition of the CLUB, and at the annual meeting of members present a like report for the preceding year.
- (e) Appoint, with approval of the Board, one or more Assistant Treasurers, who may or may not be Directors, to whom from time to time, may be delegated, under the Treasurer's supervision, responsibility for specific operational "funds".
- (f) Serve as ex-officio member of all standing and special committees that have control over any funds of the CLUB.
- (g) Perform such other duties as are inherent in the office of treasurer or as directed by the Board.
- (h) The position of Treasurer cannot be held for more than four (4) consecutive years.

**ARTICLE VII. AMENDMENTS OF BYLAWS**

Unless otherwise restricted by statute, these Bylaws may be amended or repealed by an affirmative, majority vote of the membership or the Board of Directors.

## **ARTICLE VIII. CORPORATE SEAL**

The Board shall provide a suitable corporate seal containing the name of the CLUB which shall be evidence of the authority of any officer of the CLUB executing any instrument in the name of, or on behalf of, the CLUB.

## **ARTICLE IX. FISCAL MANAGEMENT**

### ***Section A. Fiscal Year.***

The fiscal year of the CLUB shall be determined by the Board and may be changed by the Board if, in its discretion, such a change is determined to be in the best interests of the CLUB.

### ***Section B. Books and Accounts.***

Books and accounts of the CLUB shall be regularly kept under the direction of the Treasurer.

### ***Section C. Inspection of the Books.***

Financial reports and the membership records of the CLUB shall be available at the principal office of the CLUB for inspection at reasonable times by any member, during regular business hours. Inspection of the books must be done with a board member present.

### ***Section D. Annual Reports.***

As soon as practicable following the closing of each fiscal year, the books and records of the CLUB shall be reviewed by a member appointed by the Board, and annual report shall be prepared and made available to the membership (publication in the CLUB newsletter will satisfy this requirement).

### ***Section E. Execution of CLUB Documents.***

With the prior authorization of the Board, all contracts and other documents may be executed on behalf of the CLUB by either the President or the Vice President, and all checks shall be executed on behalf of the CLUB by the President, Vice President, or the Treasurer.

## **ARTICLE X. MISCELLANEOUS**

### ***Section A. Parliamentary Procedure.***

At all meetings of the Board and of its members, any issue that may arise pertaining to procedure shall be decided and resolved according to Robert's Rules of Order

### ***Section B. Conflicting Provisions.***

If any inconsistency is found to exist at any time between or among any provision contained in these Bylaws and the California Nonprofit Mutual Benefit Corporation Law or any other governing law, regulation, statute, or ordinance, then the applicable law, statute, regulation, or ordinance shall prevail.

### ***Section C. Severability.***

In the event that any provisions, clause, article, restriction, or covenant contained in these Bylaws is determined to be invalid, void, or unenforceable by a forum of competent jurisdiction, the same shall not affect any other provision, clause, article, restriction, or covenant and the remainder of these Bylaws shall remain in full force and effect as if such invalid, void, or unenforceable provision, clause, article, restriction, or covenant did not appear herein.

***Section D. Captions.***

All captions (paragraph headings) appearing in these Bylaws are set forth only as a matter of convenience and for reference, and shall not be construed to define, limit, interpret, prescribe, or describe the scope or intent of these Bylaws, or any part hereof, nor affect its meaning, and shall not be considered for such purposes.

***Section E. Applicability of Statutes.***

In the event that any statute or law referred to in this Bylaws is amended, superseded or repealed, the portion of these Bylaws so affected shall be deemed to automatically refer to such statute of law that is designated by the legislative or judicial action to replace the amended or repealed statute or law.

***Section F. Compensated Positions***

No CLUB member shall be paid for services rendered; rather compensation for Director and Support positions will be in the form of tuition reimbursement. Compensated positions are designated as either COMMITTEE DIRECTOR or SUPPORT STAFF.

Committee Director

Meet Committee Director

Canyons Store Committee Director

Support Staff

Office Staff I

Office Staff II

Hospitality Coordinator

Volunteer Coordinator

Positions receiving a waiver of the Family Commitment Fee include:

Board of Director

Timing Coordinator

Awards Coordinator