

Southampton Swim Club, Inc.

By-Laws of Southampton Swim Club, Inc.

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BY-LAWS OF
SOUTHAMPTON SWIM CLUB, INC.

ARTICLE I
DEFINITIONS

“Swim Club” or “Association” shall mean Southampton Swim Club, Inc., a non-profit corporation formed pursuant to the General Non-Profit Corporation Law of the State of California.

“Member” shall mean a Member of Swim Club holding an issued and outstanding Membership and an Owner of a Lot in the Development as described in the Covenants and Conditions.

“Covenants and Conditions” or “Declaration” shall mean that certain document entitled “Reciprocal Covenants and Conditions” dated January 8, 1969, executed by Citizens Federal Savings and Loan Association, recorded on January 10, 1969, in the Office of the Recorder of the County of Solano, at Book 1543, pages 429 to 466, and any amendment thereto.

Other terms used herein shall have the meanings given to them in the Covenants and Conditions and the Articles of Incorporation.

ARTICLE II
MEMBERSHIP

Section 1. Members.

(a) There shall be one class of Members. The maximum number of Memberships shall be 500, including Associate Members. A Member shall be the record Owner of one or more Lots or parcels of and to which such Memberships have been made appurtenant, in accordance with the Covenants and Conditions or other recorded instruments. Associate Memberships consisting of families who are not Owners of property subject to the Southampton Declaration may be granted by the Swim Club on the following basis:

- (1) Associate Memberships shall be limited to 103 or such lesser number as the Swim Club Board of Directors may deem proper.
- (2) Associate Members shall pay a fee at least equal to the assessments paid by Members; and an additional use fee if deemed proper by the Swim Club Board of Directors.
- (3) The Swim Club may charge an additional fee per person in the Associate Member's family, whether they use the Swim Club facilities or not.
- (4) The Swim Club may grant Associate Memberships to a single individual who must present positive proof of identification upon use of the facilities.
- (5) The Swim Club may cancel any and all Associate Memberships without cause upon return of any pro rata fee representing advance payments for future use of Swim Club facilities.
- (6) The Swim Club may charge a separate use fee for each use in addition to or in lieu of the fees states above.

(b) No Membership may be severed or separated from the Lot or parcel to which it is appurtenant, and any sale, transfer or conveyance of such Lot or parent shall operate to sell or transfer the appurtenant Membership without the requirement of express reference thereto.

(c) No more than one Membership may be made appurtenant to any Lot zoned for single family residential use. Non-resident Owners, their family and guests may not use Common Area facilities while a tenant occupies the Owner's Lot or parcel. Nothing herein contained shall be deemed to increase the maximum number of authorized Memberships.

Section 2. Common Ownership.

In the case of any Lot or parcel to which a Membership is appurtenant held by more than one person in joint tenancy or as tenants in common, the votes shall be cast as determined jointly by the co-Owner Members. Any co-Owner may cast the Membership vote. If the vote is protested or a conflicting vote is attempted to be cast by another co-Owner, no votes will be counted unless subscribed to by a majority of the co-Owners.

Section 3. Qualification for Membership.

The sole qualifications for Membership shall be as set forth in this Article II and the Covenants and Conditions. No Initiation fees, costs or dues shall be assessed against any person as a condition to his exercise of the rights of Membership except such assessments, levies and charges as are specifically authorized by these By-Laws and the Covenants and Conditions.

Section 4. Proof of Membership.

No person shall exercise the rights of Membership until satisfactory proof has been furnished to the Swim Club of qualification as a Member.

ARTICLE III

VOTING

Section 5. Voting Rights.

Each Member shall be entitled to one vote for each Lot or parcel owned by him or her with respect to which an outstanding Membership is appurtenant thereto.

Section 6. Exercise of Voting Rights.

Any Member entitled to vote may attend and vote at in person, or by agent or agents duly appointed by a written proxy signed by the Member and filed with the Secretary of the Swim Club. Any proxy shall be for a term of not to exceed 11 months unless otherwise expressly provided therein and may be revoked at any time by written notice to the Secretary. It shall be deemed revoked when the Secretary shall receive actual notice of the death or judicially declared incompetence of such Member or upon disqualification of the Member to exercise the rights of Membership pursuant to the terms hereof.

ARTICLE IV

AUTHORITY AND POWERS

Section 7. General Powers.

In addition to the powers and duties set forth herein and in Its Articles of Incorporation, and all powers conferred by law, the Swim Club shall have such powers and shall perform such duties as are delegated to it and set forth in the Covenants and Conditions, including, without limiting the generality of the foregoing, the power to provide all goods, services and insurance for the Swim Club, to assess the costs thereof to the Members and to enforce payment of such assessments.

Section 8. Assessments.

Prior to the beginning of each calendar year the Board of Directors shall estimate the net cash requirements during such year for the payments to be made by it pursuant to the terms hereof (including a reasonable provision for contingencies and replacements and less any expected income and any surplus from the prior year's fund). The pro forma budget (estimate) shall be distributed to all Members 45 to 60 days prior to the beginning of each fiscal year. Said estimated cash requirements shall be assessed equally to the Memberships outstanding.

The Board of Directors may increase this regular assessment a maximum of 20% of the previous fiscal year's regular assessments. A majority of a quorum of Members at a duly Noticed meeting may approve regular assessments in excess of 20% over the previous fiscal year.

If said estimate proves inadequate for any reason, including nonpayment of any Member's assessment, the Board of Directors may at any time levy a special assessment not to exceed 5% of the Association's budgeted annual expenses without approval of the Members. Members may approve an increase in excess of 5% of the budgeted annual expenses by vote of a majority of a quorum present in a duly convened meeting, which shall be assessed to the Members in like proportions, unless otherwise provided herein.

The Board of Directors may increase assessments at any time for emergency expenditures as follows:

1. An extraordinary expense required by an Order of the Court.
2. An extraordinary expense necessary to repair or maintain the Development, or any part of it, for which the Association is responsible where a threat to personal safety on the property is discovered.
3. An extraordinary expense necessary to repair or maintain the Development, or any part of it, for which the Association is responsible that could not have been reasonably foreseen by the Board in preparing and distributing the pro forma operating budget.

Prior to levy of an emergency assessment, the Board shall pass a resolution containing written findings as to the necessity of the extraordinary expense involved and why the expense was not, or could not have been, reasonably foreseen in the budgeting process, and the Resolution shall be distributed to the Members with the Notice of Assessment.

Each Member shall be obligated to pay assessments levied pursuant to this paragraph to the Swim Club in equal monthly installments on or before the 1st day of each month during such year, or in such other manner as the Board of Directors shall designate.

Section 9. Enforcement.

Assessments against all Members attributable to Membership in the Swim Club shall be separate, distinct and personal obligations of the Members against whom they are assessed. In the event any Member shall fail to pay any assessment within 15 days after receipt of notification of such assessment, such Member shall also pay to the Association a late payment charge in such amount as may be fixed from time to time by the Board of Directors of the Swim Club, which shall be the greater of \$10.00 or 10% of such assessment, and such late payment charge shall constitute an additional assessment payable by such Member. All assessments not paid within 30 days of the due date will be charged interest in the maximum legal amount (12% per annum in 1989) compounded monthly, semi-annually, or at such other interval as the Board of Directors shall designate from time to time, until paid in addition to the **ONE TIME LATE CHARGE**. Moreover, all costs and expenses, including reasonable attorneys' fees, incurred in collecting or attempting to collect any assessment from a Member shall be promptly reimbursed by such Member and shall constitute an additional assessment payable by such Member and are a lien on the Member's property. If any assessment hereunder remains unpaid for 30 days following receipt by any Member of notification of such late payment charge, such Member shall thereupon be denied all the privileges of Membership, including use of all properties and facilities of the Swim Club, until all delinquent assessments, interest, and late charges are fully paid; provided, however, that should such Member request a hearing he may do so by directing a written request therefore to the Board of Directors and all privileges of Membership shall be restored until following such hearing and determination of the Board of Directors. The date for the hearing shall be set by the Board of Directors not less than 10 nor more than 30 days following the request. Additional assessments, however, shall be charged to such Member as if no payment delinquency existed.

ARTICLE V
MEETINGS OF MEMBERS

Section 10. Place of Meeting.

All Meetings of Members shall be held at the principal office of the Swim Club or at such other reasonable place in Solano County, State of California, as may be designated by the Board of Directors.

Section 11. Annual Meetings.

The Annual Meeting of Members for the election of Directors and for the transaction of such business as may properly come before the meeting shall be held on the first Saturday of March of each year at 11:00 a.m., or at such other reasonable time (not more than 60 days before or after such date) as may be designated by the Board of Directors.

Section 12. Special Meetings.

Special Meetings of Members for any purpose may be called at any time by the President, or by the Board of Directors, or by any 2 Directors thereof, or by Members having 5% of the total votes of the Swim Club.

Section 13. Notice of Meetings.

Written Notice of each Meeting of Members, whether Annual or Special, shall be given to each Member, entitled to vote thereat, and such Notice shall specify the place, the day and the hour of the Meeting and, in the case of Special Meetings, the general nature of the business to be transacted. A Notice may be given to any Member personally or by sending a copy of the Notice through the mail or by telegram, with charges prepaid, addressed to the Member at his address appearing on the books of the Swim Club or given by him to the Swim Club for the purpose of Notice, or, if no address is so given, addressed to the place where the principal office of the Swim Club is situated. All notices required by law or by this By-Law shall be sent to each Member entitled thereto not less than 10, 20 if Notice given by mail other than first class certified or registered, nor more than 60 days before such Meeting. When a Meeting is adjourned for 30 days or more, Notice of the adjourned Meeting shall be given as in case of an original Meeting, but, except as aforesaid, it shall not be necessary to give any Notice of an adjournment or of the business to be transacted at an adjourned Meeting other than by announcement at the Meeting at which such adjournment is taken.

Section 14. Quorum - Adjournment.

Except as otherwise provided by law, the presence in person or by proxy of Members having a majority of the total votes shall constitute a quorum for the transaction of business at any Annual or Special Meeting of Members. In the absence of a quorum, any Meeting of Members may be adjourned for 5 to 30 days by vote of Members having a majority of the votes present, In person, or represented by proxy thereat, but no other business may be transacted. The Meeting may be reconvened without additional Notice at a time and place announced at the adjourned Meeting. The quorum at the reconvened Meeting shall be 25% of the Members' voting power. At any such reconvened Meeting at which the requisite amount of votes shall be represented, any business may be transacted which might have been transacted at the Meeting from which the adjournment was taken.

The Members present at a duly called or held Meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of Members having sufficient votes to leave less than a quorum.

Section 15. Consent to Members' Meetings.

The transactions of any Meeting of Members, however called and Noticed and wherever held, shall be as valid as though taken at a Meeting duly held after regular call and Notice, if a quorum be present either in person or by proxy, and if, either before or after the Meeting, each of the Members entitled to vote who are not present in person or by proxy, signs a written waiver of Notice, or a consent to the holding of. such Meeting, or an approval of the Minutes thereof. All such waivers, consents or approvals shall be made a part of the Minutes of the Meeting.

Section 16. Action Without a Meeting.

Any action which, under any provision of these By-Laws, may be taken at a Meeting of Members may be taken without a Meeting if authorized by writing signed by all the Members and filed with the Secretary of the Swim Club or by a majority of Members by written ballot as provided by Corporations Code Section 7513.

Section 17. Election of Directors.

The Directors shall be elected annually by the Members. Every Member entitled to vote at any election may cumulate his votes and give 1 candidate a number of votes equal to the number of Directors to be elected, multiplied by the number of votes to which such Member is otherwise entitled, or distribute his or her votes on the same principle among as many candidates as he or she thinks fit. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be deemed elected.

ARTICLE VI

DIRECTORS

Section 18. Number of Directors, Term of Office, Qualification.

The Board of Directors shall consist of 5 persons. The number of Directors may be changed by amendment of this By-Law; provided, however, that there shall never be less than 3 Directors. Directors shall be elected at each Annual Meeting of Members, and each Director shall hold Office for 2 years until the election and qualification of his successor or until his death, resignation or removal. Following the election of Directors at the next Annual Members Meeting, after adoption of this Amendment, the 3 Directors receiving the highest number of votes shall serve for 2 years, the other 2 Directors shall serve for 1 year. Expiration of Directors' terms shall be staggered thereafter. Each Director shall be a Member of the Swim Club, and should any Director for any reason cease to be a member, his Directorship shall thereupon terminate.

Section 19. Organization Meeting.

Each succeeding Board shall within 5 days after the close of the Annual Meeting of Members at which they are elected, hold an organization Meeting at which the Directors shall organize by electing a President, 1 or more Vice Presidents, a Secretary, and a Treasurer.

— Section 20. Powers.

Except as otherwise expressly provided herein or by law, all corporate powers shall be exercised by or under the authority of, and the business, property and affairs of the Swim Club shall be controlled by, the Board of Directors.

Section 21. Place of Directors' Meetings.

Meetings of the Directors shall be held at the principal office of the Swim Club, or elsewhere, as may be designated from time to time by the Board of Directors. Any Meeting shall be valid wherever held if held by the written consent of all the members of the Board of Directors, given either before or after the Meeting and filed with the Secretary of the Swim Club.

Section 22. Regular Meetings.

The Board of Directors by resolution may provide for the holding of regular Meetings and may fix the time and place of holding such. Notice of regular Meetings need not be given.

Section 23. Special Meetings, Notice, Waiver.

Special Meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or by the Vice President, or by any 2 Directors. Notice of each such Meeting shall be delivered personally to each Director or sent to each Director by mail, telephone, or by telegram, charges prepaid, at least 48 hours before the Meeting is to be held.

Written Notice of the Directors' Meetings shall be posted in a conspicuous place accessible to Members 72 hours prior to the Meeting. Notice of adjournment of a Meeting need not be given to absent Directors If the time and place are fixed at the Meeting adjourned, if the Meeting is adjourned for 72 hours or less. The transactions of any Meeting of the Board of Directors, however called and Noticed and wherever held, shall be as valid as though taken at a Meeting duly held after regular call and Notice, if a quorum be present and if, either before or after the Meeting, each of the Directors not present signs a written waiver of Notice or a consent to holding such Meeting or an approval of the Minutes thereof. All waiver, consents or approvals shall be filed with the corporate records and made a part of the Minutes of the Meeting. Explanation of any action taken at a Meeting, Notice of which was riot previously posted, shall be posted in the Swim Club offices or other places for posting of notices.

Section 24. Action by Written Consent.

Any action required or permitted to be taken by the Board of Directors under any provision of law or these By-Laws may be taken without a Meeting, if all Members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Meetings of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a Meeting and that the By-Laws of this Swim Club authorize the Directors to so act and such statement shall be prima facie evidence of such authority. Explanation of any action taken shall be posted similarly to Notice of Board of Director Meetings.

Section 25. Quorum and Manner of Action.

At all Meetings of the Board of Directors, a majority of the Directors in office at the time, present in person at such Meeting, shall be sufficient to constitute a quorum. Unless a greater number is expressly required by law or by these By-Laws, every act or decision done or made by a majority of the Directors present at a Meeting duly held, at which a quorum is present and acting, shall be regarded as the act of the Board of Directors.

Section 26. Conduct of Meetings.

The President, or in his absence, the Vice President, or in the absence of the Vice President, a Chairman chosen by a majority of the Directors present, shall preside. The Secretary of the Swim Club or, in his absence, any person appointed by the presiding officer, shall act as Secretary of the Board of Directors.

All shall be open except as required to discuss litigation, personnel or other confidential matters. Association Members shall not participate in such Meeting unless specifically requested to do so by the Board of Directors.

Section 27. Resignations and Vacancies.

Any Directors of the Swim Club may resign at any time by giving written Notice to the President or the Secretary of the Swim Club or to the Board of Directors. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

If a Director is absent from 3 consecutive regular Director Meetings, the Board of Directors may declare his or her office vacant.

A vacancy or vacancies in the Board shall be deemed to exist in the event of the death, resignation or removal of any Director, or the failure of the Members at any time to elect the full number of Directors. Any vacancy in the Board of Directors may be filled by a majority of the remaining Directors though less than a quorum. Each Director so elected shall hold office until his successor is elected at any Annual Meeting of the Members or any Special Meeting called for that purpose. Members may, at any Special Meeting called, Noticed and held for that purpose, elect Directors to fill any vacancies not filled by the Directors, or to succeed Directors elected by the Directors to fill such vacancies.

Section 28. Removal of Directors.

Any Director or Directors may be removed from office by the vote of a majority of the total votes of the Membership; provided, however, that, unless the entire board is removed, an individual Director shall not be removed if the number of votes cast against such removal exceeds the quotient arrived at when the total number of votes of the Membership is divided by 1, plus the authorized number of Directors.

Section 29. Compensation.

Directors, as such, shall not receive any stated salary for their services, but may be allowed expenses of carrying out Swim Club business, if any; provided, however, that nothing herein contained shall be construed to preclude any Director from serving in any other capacity or receiving compensation for any such service.

ARTICLE VII

OFFICERS

Section 30. Number.

The officers of the Swim Club shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other subordinate officers as the Board of Directors may designate. None of the aforementioned officers need be a Director or a Member of the Swim Club.

Section 31. Election and Term of Office.

Each officer shall be elected annually by the Board of Directors and shall hold office until his successor shall have been elected and qualified, or until his death, resignation or removal.

Section 32. Removal, Resignation and Vacancies.

Any officer may be removed, either with or without cause, by the vote of a majority of the whole Board of Directors. Any officer may resign at any time by giving written Notice to the Board of Directors, the President or the Secretary of the Swim Club. Any such resignation shall take effect at the time of receipt of such Notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Vacancies in any office arising from any cause may be filled in the manner prescribed in these By-Laws for election to such office.

Section 33. President.

The President shall be the chief executive officer of the Swim Club and shall have general supervision over the affairs of the Swim Club, subject, however, to the control of the Board of Directors. He shall preside at all of the Meetings of the Members and of the Board of Directors. He may sign and execute, in the name of the Swim Club, deeds, mortgages, bonds, notes, contracts and other instruments authorized by the Board of Directors, and, in general, shall perform all duties as are incident to the office of President, or as are prescribed by the Board of Directors.

Section 34. Vice Presidents.

The Vice President or Vice Presidents shall possess such powers and perform such duties as may from time to time be assigned to them by the Board of Directors or by the President.

Section 35. Secretary.

The Secretary shall:

- (a) Certify and keep at the office of the Swim Club, or at such other place as the Board of Directors may order, the original or a copy of the By-Laws, as amended or otherwise altered;
- (b) Keep at the office of the Swim Club, or at such other place as the Board of Directors may order, a book of Meetings of all of the Directors and Members, recording therein the time and place of holding, whether Annual, regular or Special, and if Special, how authorized, the Notice thereof given, and the proceedings thereat;
- (c) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;
- (d) Be custodian of the records and seal of the Swim Club;
- (e) Keep, or cause to be kept, at the principal office of the Swim Club, a Membership book containing the name, address and telephone number of each Member, and, in any case where Membership has been terminated, such fact and the date of such termination shall be recorded in the Membership book;
- (f) Exhibit at all reasonable times to any Director, upon application, the By-Laws, the Membership book and Meetings of the proceedings of the Members and of the Directors of the Swim Club; and
- (g) In general, perform all duties of the office of Secretary and such other duties as may from time to time be assigned to him by the Board of Directors or the President.
- (h) Prepare and distribute to all Members the pro forma budget, year-end accounting and lien policy as required by the Declaration and Article VIII herein.

Section 36. Treasurer.

The Treasurer shall receive and have charge of all funds of the Swim Club and shall disburse such funds only as directed by the Board of Directors. He shall, in general, perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the Board of Directors or the President.

Section 37. Subordinate Officers.

Subordinate officers shall perform such duties as shall be prescribed from time to time by the Board of Directors or the President.

ARTICLE VIII

ACCOUNTING

Section 38. Annual Report:

The Board of Directors shall cause to be prepared, and distributed to the Members:

(a) A pro forma operating statement (budget), a copy of which shall be distributed to all Lot Owners at least 45, but not more than 60 days prior to the beginning of each fiscal year, which shall include:

- (1) An estimate of revenue and expenses on the accrual basis;
- (2) Identification of total cash reserves;
- (3) Identification of estimated life remaining in, and the methods of funding used to defray the cost of future repair, replacement or additions to, those major components the Association is required to maintain; and

(4) A general statement setting forth the procedures used to calculate and establish reserves.

(b) An annual review of the Association's financial statements to be distributed to all Lot Owners (1 copy per Lot or parcel) within 120 days after the close of each fiscal year, consisting of the following:

- (1) A balance sheet as of the end of the fiscal year;
- (2) An operating (income) statement for the fiscal year;
- (3) A statement of changes in financial position for the fiscal year;
- (4) Any information required to be reported under Section 8322 of the California Corporations Code.
- (5) A statement of the place where the names and addresses of the current Members are located.

The review of the annual financial statement shall be prepared by an independent accountant for any fiscal year in which the gross income of the Association exceeds \$75,000.00. If the review is not prepared by an independent accountant, it shall be accompanied by a certificate of an authorized officer of the Association that the review was prepared without audit from the books and records of the Association.

(c) A written statement of the policies and practices of the Association in enforcing lien rights and other legal remedies for default in the payment of assessments, which shall be delivered to the Membership within 60 days prior to the beginning of each fiscal year.

Section 39. Inspection of Books and Records.

The books, records and papers of the Swim Club shall be open to the inspection of any Member, on reasonable Notice.

ARTICLE IX

CERTIFICATES OF MEMBERSHIP

Section 40. No Certificates.

No Membership certificates shall be issued by the Swim Club. Membership shall be and is limited to such person or persons as are set forth and defined in these By-Laws.

ARTICLE X

FISCAL YEAR

Section 41.

The fiscal year of the Swim Club shall be fixed and may be changed from time to time by resolution of the Board of Directors.

ARTICLE XI

WAIVER OF NOTICE

Section 42.

Whenever any Notice whatever is required to be given by statute or these By-Laws, a waiver thereof, in writing signed by the person or persons entitled to said Notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XII

AMENDMENT OF BY-LAWS

Section 43.

Except as otherwise provided by law, these By-Laws may be altered, amended or repealed, and new By-Laws may be adopted and added, by vote or written assent of Members holding at least a majority of the voting power of the Swim Club.

Transcribed from the original as amended in exhibit "B" filed by the County Clerk October 11, 1990
County of Solano. Superior Court

This date January 14, 2008 David Barnhardt, President Southampton Swim Club