

**BYLAWS OF  
HUNTINGTON BEACH SURF LIFESAVING  
ASSOCIATION (HBSLSA)**

(A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION)



**Adopted June 24, 1996**

**Updated December 2020**

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# ARTICLE 1 OFFICES

## SECTION 1. PRINCIPAL OFFICE

The principal office of the Association for the transaction of its business is located in Orange County, California.

## SECTION 2. CHANGE OF ADDRESS

The county of the Association's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, 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 an amendment of these Bylaws:

Current: 103 Pacific Coast Highway, Huntington Beach, CA, 92648

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

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

## SECTION 3. OTHER OFFICES

The Association may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

# ARTICLE 2 PURPOSES

## SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this Association shall be to:

- (a) Establish and maintain high standards of professional surf and open water lifesaving in the interest of public beach and ocean safety.
- (b) Provide public education in beach and ocean safety, including a program of preventative awareness.
- (c) Actively support other organizations and activities devoted to lifesaving, beach and ocean safety, public education, drowning prevention, and humanitarianism.

# **ARTICLE 3 MEMBERS**

## **SECTION 1. QUALIFICATIONS OF MEMBERS**

To qualify for membership in the Association, the individual must be a member of a professional ocean or open water lifesaving service administered by the City of Huntington Beach, California, and shall have paid the dues assessed upon him or her. Members are expected to conduct themselves with a professional demeanor at all times and adhere to all local, state, and federal laws.

## **SECTION 2. CLASSES OF MEMBERS**

(a) The Association shall have only one class of members. No member shall hold more than one membership in the Association. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this Association, all memberships shall have the same rights, privileges, restrictions and conditions.

(1) Professional Members- current, active lifeguards for the City of Huntington Beach to include those of recurrent, reserve and permanent status.

(b) The Board of Directors may from time to time apply the term "member" to individuals or groups who shall not be deemed members as defined in these Bylaws. Such individuals or groups shall be clearly specified as "non-voting" members by the Board of Directors, and shall have neither voting privileges nor notification requirements.

(c) Non-voting members include, but are not limited to:

(1) Alumni Members- If a professional member retires from professional ocean lifesaving and terminates professional membership from this association in good standing, that member shall be eligible to be designated as an Alumni Member in following years. In order to qualify as an alumni member, the person shall have been a professional member in good standing and would have qualified to work the following year.

(2) Lifetime Members- must be recommended by written recommendation from a member in good standing, submitted and approved by the Association Board of Directors with a majority vote.

(3) Associate Members- must be related to a Professional, Alumni, or Lifetime member

(4) Honorary Members- must be designated by the Board

(5) Corporate Members- must be designated by the Board

## **SECTION 3. ADMISSION OF MEMBERS**

Applicants may be admitted to membership on making application in writing, to include online forms, and upon payment of the annual dues. The term of the annual membership shall begin on the first day of January in the current year and shall terminate on the 31<sup>st</sup> day of January the next year.

(a) Member in Good Standing. A member in good standing shall have and enjoy the privileges and benefits of HBSLSA, if the member pays all required dues and abides by all membership standards as set forth herein and by the Association.

## **SECTION 4. DUES**

The annual dues payable to the Association by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors.

## **SECTION 5. NUMBER OF MEMBERS**

There is no limit on the number of members the Association may admit.

## **SECTION 6. [RESERVED]**

## **SECTION 7. NONLIABILITY OF MEMBERS**

A member of this Association is not, as such, personally liable for the debts, liabilities, or obligations of the Association.

## **SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

## **SECTION 9. SUSPENSION OF MEMBERSHIP**

(a) The membership of a member shall be suspended upon majority vote of the Board of Directors.

(b) Grounds for Suspension. Occurrence of any of the following events 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 Association. This includes both during and outside of Association sponsored events. This may include, but is not limited to:

- (1) Interaction between members in person, witnessed by other members
- (2) Social Media interaction
- (3) A member engaging in any behavior or activity that may bring discredit to the Association, Huntington Beach Fire Department, or the City of Huntington Beach
- (4) Any other act that the Board of Directors deems to negatively affect the Association

(b) Procedure for Suspension. The Board of Directors, with the support of the Officers shall, upon determination of membership suspension, inform the member personally, by mail, or by e-mail with information about the suspension and how it can be rectified. The Board of Directors has the authority to decide the length of time of suspension and what actions the member must take to be reinstated as a member in good standing.

## **SECTION 10. TERMINATION OF MEMBERSHIP**

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

- (1) Upon his or her notice of such termination delivered to the President or Secretary of the Association personally, by mail, or by e-mail. Such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- (2) 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 Association

and does not qualify for temporary suspension of membership as set forth in Article 3, Section 9.

(3) Upon a failure to renew his or her annual membership by paying dues on or before their due date. A member may avoid such termination by signing up using the appropriate method and paying the amount of delinquent dues.

(b) Procedure for Expulsion. The procedure for expulsion shall be as set forth in Corporations Code §7341.

## **SECTION 11. RIGHTS ON TERMINATION OF MEMBERSHIP**

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

(b) Upon termination, the member may appeal the decision by sending a letter in writing detailing why they believe they should not have been terminated and any information that may be used by the Board of Directors to consider the appeal. The Board of Directors shall utilize the information to discuss and vote on the Appeal.

(1) In order for the appeal to be approved, there must be a majority vote of the Board.

# **ARTICLE 4 MEETINGS OF MEMBERS**

## **SECTION 1. PLACE OF MEETINGS**

Meetings of members may be held at the principal office of the Association, via internet meeting sources, or at such other places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

## **SECTION 2. ANNUAL MEETINGS**

(a) The members shall meet in June of each year at a date and time to be specified by the Board for the purpose of announcing elected directors, reviewing the year, and transacting other business as may come before the meeting.

(b) Voting- Cumulative voting for the election of directors shall not be permitted. Each voting member shall cast one vote per Board position, with voting being done by paper ballot or online at the discretion of the Board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Voting shall be done prior to the Annual meeting for the purpose of announcing the newly elected board.

(1) The votes shall be reviewed by at least 2 Board Members and/or Directors prior to the Annual Meeting.

## **SECTION 3. SPECIAL MEETINGS**

Special meetings of the members shall be called by the Board of Directors, the Chairperson of the Board, or the President of the Association. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

## **SECTION 4. NOTICE OF MEETINGS**

(a) Notice of meetings shall be as required by Corporations Code §7511.

(b) 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 the provisions of Corporations Code §87511(e) and (f) are adhered to.

## **SECTION 5. QUORUM FOR MEETINGS**

A quorum shall consist of a majority of the voting members of the Association.

## **SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this Association, or these Bylaws require a greater number.

## **SECTION 7. VOTING RIGHTS**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by ballot.

## **SECTION 8. PROXY VOTING**

Members entitled to vote shall be permitted to vote or act by proxy in accordance with the provisions of Corporations Code §7613.

## **SECTION 9. CONDUCT OF MEETINGS**

(a) Meetings of members shall be presided over by the Chairperson of the Board, or, if there is no Chairperson, by the President of the Association or, in his or her absence, by the Vice President of the Association or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the Association shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

(b) Meetings shall be governed by Sturgis Code of Parliamentary Procedure, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Association, or with any provision of law.

## **SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING**

Any action which may be taken at any annual or special meeting of members may be taken without a meeting in accordance with Corporations Code §7513.

## **SECTION 11. NOMINATION AND ELECTION PROCEDURES**

Directors shall be nominated and elected in accordance with procedures set forth in Corporations Code §7520, et seq.

## **SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, as provided in Corporations Code §7516.

## **ARTICLE 5 DIRECTORS**

### **SECTION 1. NUMBER AND DETERMINATION**

The Association shall have seven (7) directors and collectively they shall be known as the Board of Directors. The number of directors may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

### **SECTION 2. POWERS**

Subject to the provisions of the Corporations Code and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Association, the activities and affairs of this Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **SECTION 3. DUTIES**

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 of this Association, 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 Association;
- (c) Supervise all officers, agents and employees of the Association to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register as members of the Association with the information required of all members in the annual Association registration.

### **SECTION 4. TERMS OF OFFICE**

Each director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies.

### **SECTION 5. COMPENSATION**

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as



specified in Section 3 of this Article. Directors may not be compensated for rendering services to the Association in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

## **SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS**

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Association for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

## **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the Association unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors.

## **SECTION 8. ANNUAL MEETINGS**

The annual meeting of the Directors shall be held within 90 days of the annual members meeting.

## **SECTION 9. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Association.

## **SECTION 10. NOTICE OF MEETINGS**

Notice of meetings other than the annual meeting shall be made in accordance with Corporations Code §7211.

## **SECTION 11. [RESERVED]**

## **SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

Meetings may be held without notice as provided in Corporations Code 87211.

### **SECTION 13. QUORUM FOR MEETINGS**

A quorum shall consist of four (4) Directors, who must be present at the commencement of the meeting, but who need not be present during the entire meeting thereafter.

### **SECTION 14. MAJORITY ACTION AS BOARD ACTION**

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 is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Association, or provisions of Corporations Code 887212, 7233, 7234, 7237(e) and 5233 require a greater percentage or different voting rules for approval of a matter by the Board.

### **SECTION 15. CONDUCT OF MEETINGS**

(a) Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the Association or, in his or her absence, by the Vice President of the Association or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Association shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

(b) Meetings shall be governed by Sturgis Code of Parliamentary Procedure, as such rules may be revised from time to time, insofar as such rules are not inconsistent with Bylaws, with the Articles of Incorporation of this Association, or with provisions of law.

### **SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

(a) Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting in accordance with Corporations Code §7211(b).

(b) Actions and votes required to be taken by the Board of Directors during the membership year may be accomplished using e-mail or text message means if the Board should so decide. At the beginning of the term, the Board will decide if both options or only one option will be appropriate for official Association votes, discussions, and decisions.

### **SECTION 17. VACANCIES**

(a) Vacancies on the Board of Directors shall exist:

- (1) on the death, resignation or removal of any director, and
- (2) whenever the number of authorized directors is increased.

(b) The Board of Directors may declare vacant the office of a director as provided in Corporations Code §7221.

(c) Directors may be removed or reduced in number as provided in Corporations Code §7222.

(d) Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Association would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

(e) Vacancies on the Board shall be filled in accordance with Corporations Code §7224.

### **SECTION 18. NON-LIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Association

### **SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

Each person who is, or was, a director, officer, employee or other agent of this Association shall be indemnified in accordance with Corporations Code 87237.

### **SECTION 20. INSURANCE FOR CORPORATE AGENTS**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association under the provisions of Corporations Code §7237.

## **ARTICLE 6 OFFICERS**

### **SECTION 1. NUMBER OF OFFICERS**

The officers of the Association shall be a President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The Association may also have, as determined by the Board of Directors, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Treasurer may serve as the President or Chairperson of the Board.

### **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any person may serve as officer of this Association. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **SECTION 3. SUBORDINATE OFFICERS**

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the

President or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Association.

## **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

## **SECTION 6. DUTIES OF PRESIDENT**

(a) The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Association and the activities of the officers.

(b) He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Association, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Association, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

(c) The President shall have the authority to spend up to \$100 of Association funds on Association related business without the approval of the Board of Directors. All spending over \$100 must be brought to a vote for approval or disapproval by the Board of Directors.

## **SECTION 7. DUTIES OF VICE PRESIDENT**

(a) In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

(b) The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

## **SECTION 8. DUTIES OF SECRETARY**

The Secretary shall:

(a) Certify and keep at the principal office of the Association, or in digital format, the original, or a copy of these Bylaws as amended or otherwise altered to date.

(b) Keep at the principal office of the Association, or in digital format, or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether annual or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records and of the seal of the Association.

(e) Keep a record of the annual membership that includes the name, address, phone number and e-mail address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book, together with the date on which such membership ceased.

(f) Exhibit at all reasonable times to any director of the Association, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the Association

(g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 9. DUTIES OF TREASURER**

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.

(c) Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(e) Exhibit at all reasonable times the books of account and financial records to any director of the Association, or to his or her agent or attorney, on request, therefore.

(f) Prepare reports, annually and quarterly, consisting of a balance sheet and income s any other information required by Corporations Code 888321 and 8322 or requested by the Board.

(g) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Association.

(h) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(i) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 10. COMPENSATION**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Association, provided, however, that such compensation paid a director for serving as an officer of this Association shall only be allowed if permitted under the provisions of Article 5, Section 6 of these Bylaws. In all cases, any salaries received by officers of this Association shall be reasonable and given in return for services actually rendered for the Association which relate to the performance of the charitable or public purposes of this Association.

## **ARTICLE 7 COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this Association) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Association, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- (c) The fixing of compensation of the directors for serving on the Board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the Board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (h) The approval of any transaction to which this Association is a party and in which one or more of the directors has a material financial interest, except as expressly provided in the Corporations Code.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

### **SECTION 2. OTHER COMMITTEES**

(a) The Association shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees shall be appointed by either the President or the Board of Directors, and may consist of persons who are not also members of the Board. Committees shall act only in service to the Board of Directors.

(b) Unless specifically authorized to do otherwise in these bylaws or by the Board of Directors, such other committees shall: Act only in an advisory capacity to the Board; Collect, hold or disburse funds only through regular financial channels of the organization; Not represent the association to any outside person or organization.

(c) Committees shall keep regular minutes of their meetings, recording therein the time and place of holding, whether annual or special, how called, how notice thereof was given, the names of those

d at the meeting, and the proceedings thereof, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

### **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for annual meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

### **SECTION 4. PUBLIC EDUCATION COMMITTEE**

The Public Education Committee shall:

- (a) Design education programs and materials to provide public education concerning beach and ocean safety;
- (b) Submit public education programs and materials to the Board of Directors for approval;
- (c) Implement Board-approved programs as directed by the Public Education Committee chairman;
- (d) In general, perform all duties as may be required by law, by the Articles of Incorporation of the Association, by these Bylaws, or which may be assigned from time to time by the Board of Directors.

### **SECTION 5. MEMBERSHIP COMMITTEE**

The Membership Committee shall:

- (a) Represent the interests of the membership, as a whole, to the Board of Directors; ne members of the association, and only the members, with information regarding the association and its activities,
- (c) Solicit memberships as directed by the Board of Directors;
- (d) In general, perform all duties as may be required by law, by the Articles of Incorporation of the Association, by these Bylaws, or which may be assigned from time to time by the Board of Directors.

## **SECTION 6. COMPETITION COMMITTEE**

The Competition Committee shall:

- (a) Promote lifeguard related sports within the membership as beneficial to ocean rescue performance and fitness of mind and body;
- (b) Solicit, receive, assemble and distribute to the members of the association, and only to the members, information on lifeguard related sports and events;
- (c) Act as a liaison between the association and any athletic team seeking sponsorship from the association;
- (d) Manage and maintain competition equipment owned by the association
- (e) In general, perform all duties as may be required by law, by the Articles of Incorporation of the Association, by these Bylaws, or which may be assigned from time to time by the Board of Directors.

## **SECTION 7. SOCIAL COMMITTEE**

The Social Committee shall:

- (a) Solicit, receive, assemble and distribute to the members of the association, and only to the members, information regarding social opportunities that may be of interest to the members;
- (b) Affiliate neither itself nor the association with any event unless specifically directed to do so by the Board of Directors;
- (c) In general, perform all duties as may be required by law, by the Articles of Incorporation of the Association, by these Bylaws, or which may be assigned from time to time by the Board of Directors.

## **SECTION 8. PRODUCT COMMITTEE**

The Product Committee shall:

- (a) Solicit product information and samples for consideration by the Board of Directors;
- (b) Submit product acquisition recommendations to the Board of Directors for approval;
- (c) Disclose to the Board of Directors as an option for action any business opportunity that arises from serving as a Product Committee member, before pursuing it otherwise unless the Association would clearly have no interest in that business opportunity;
- (d) Order and maintain an inventory of approved products, in accordance with guidelines established by the Board of Directors;
- (e) Market and sell approved products, in accordance with guidelines established by the Board of Directors and with the statutes and regulations pertaining to unrelated business income;
- (f) Keep and maintain adequate and correct accounts of the product committee properties and business transactions, including accounts of inventory, assets, liabilities, receipts, disbursements, gains and losses.
- (g) Exhibit at all reasonable times the books of account and financial records to any director of the Association, or to his or her agent or attorney, on request therefor.
- (h) Render to the President and directors, whenever requested, an account of any or all product committee transactions and/or inventories.
- (i) Work with the Treasurer to prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (j) In general, perform all duties as may be required by law, by the Articles of Incorporation of the Association, by these Bylaws, or which may be assigned from time to time by the Board of Directors.



## **ARTICLE 8 DELEGATES**

### **SECTION 1. ASSIGNMENT OF DELEGATES**

The President or the Vice-President may assign delegates to represent the Association at meetings of the United States Lifesaving Association or at meetings of the California Surf Lifesaving Association.

## **ARTICLE 9 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by a duly-authorized officer of the Association.

### **SECTION 3. DEPOSITS**

- (a) All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.
- (b) The use of electronic means for fund transfer between members, the Board of Directors, Officers, or organizations, such as PayPal, Venmo, or other like programs, is authorized and shall be deposited in the bank account of the Association from time to time.

### **SECTION 4. ACCEPTANCE OF GIFTS**

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the charitable or public purposes of this Association. In the acceptance of such gifts, in the application of the proceeds thereof, and in the organization and operation of this Association, the Board shall follow procedures reasonably calculated to preserve the tax deductibility of such gifts.

# **ARTICLE 10**

## **CORPORATE RECORDS, REPORTS AND SEAL**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The Association shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the Board and, indicating the time and place of holding such meetings, whether annual or special, how called, the notice given, the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, indicating their names, addresses, and the termination date of their membership;
- (d) A copy of the Association's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Association at all reasonable times during office hours.

### **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Association. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association.

### **SECTION 4. MEMBERS' INSPECTION RIGHTS**

Each and every member shall have the inspection rights contained in Corporations Code §8330.

### **SECTION 5. [RESERVED]**

### **SECTION 6. ANNUAL REPORT**

The Board shall cause to be prepared an annual report in accordance with Corporations Code §8321, and to give any required notices thereof to members.

### **SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS**

This Association shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction as provided by Corporations Code §8322.

## **ARTICLE 11 FISCAL YEAR**

### **SECTION 1. FISCAL YEAR OF THE ASSOCIATION**

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

## **ARTICLE 12 AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENT**

Subject to any provision of law applicable to the amendment of Bylaws of mutual benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted in accordance with Corporations Code §87150 - 7151. To the greatest extent possible, these Bylaws shall be deemed automatically amended so as to comport with changes in applicable law, and in particular, to preserve the nonprofit, tax exempt status of the Association.

## **ARTICLE 13 AMENDMENT OF ARTICLES**

### **SECTION 1. AMENDMENT OF ARTICLES**

Amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors or by the approval of the members of this Association, as may be subject to approval by the California Secretary of State.

## **ARTICLE 14 PROHIBITIONS AND RESTRICTIONS**

### **SECTION 1. DISTRIBUTION OF ASSETS UPON DISSOLUTION**

On the winding up and dissolution of this Association, after paying or adequately providing for the debts and obligations thereof, the remaining assets of this Association shall be distributed to an organization or organizations organized and operated exclusively for those purposes specified in, and is tax exempt under, 26 U.S.C. §501(c)(3).

## **SECTION 2. PROHIBITION AGAINST INUREMENT OF INCOME TO NON-EXEMPT ENTITIES**

Any property of this Association which is acquired through the receipt of gifts for a charitable purpose is irrevocably dedicated to the public or charitable purposes of this Association as are set forth in the Articles of Incorporation. No part of the net earnings of this Association shall inure to the benefit of its directors, officers, members or to any individual.

## **SECTION 3. PROHIBITION AGAINST POLITICAL ACTIVITIES**

No substantial part of the activities of this Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in 26 U.S.C. §502(h). This Association shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office, except as otherwise provided in 26 U.S.C. §502(h).

# CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by a vote of the members of said corporation on the date set forth below.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice President

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Board Member

\_\_\_\_\_  
Board Member

\_\_\_\_\_  
Board Member

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Board Member

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Board Member

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Board Member

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Board Member