

BYLAWS OF



HUNTINGTON BEACH SURF LIFESAVING ASSOCIATION

(A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION)

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**Bylaws of
Huntington Beach Surf Lifesaving Association
A California Nonprofit Mutual Benefit Corporation**

**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:

<u>103 Pacific Coast Hwy, Huntington Beach CA 92648</u>	Dated: _____, 19__
_____	Dated: _____, 19__
_____	Dated: _____, 19__

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, 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.

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.

(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. Non-voting members include, but are not limited to, Alumni Members, Lifetime Members, Honorary Members, and Corporate Members.

SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership on making application in writing and upon payment of the annual dues. The term of the annual membership shall begin on the first day of July in the current year and shall terminate on the first day of July in the following year.

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. 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 or by 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.

(3) Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the Association. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30)-day period following the member's receipt of the written notification of delinquency.

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

SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP

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

ARTICLE 4 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the Association or at such other place or 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

The members shall meet in June of each year at a date and time to be specified by the Board for the purpose of electing directors and transacting other business as may come before the meeting. Cumulative voting for the election of directors shall not be permitted. Each voting member shall cast one vote per Board position, with voting being by ballot only. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected.

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 §§7511(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 their addresses with the Secretary of the Association and notices of meetings mailed to them at such addresses shall be valid notices thereof.

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

