

Amended and Restated By-Laws of Larkey All-Year Swim Club

(A Non-Profit Corporation)

Amended February 19, 2021

I. PURPOSE

The purpose of this corporation (hereinafter referred to as the Club) is to acquire, construct, and maintain a swimming pool and related facilities, including a wading pool and other recreational facilities, for the use of members of the Club, their families, and guests.

II. PRINCIPLES AND PRACTICES

The organization shall be cooperative and democratic principles shall govern. In all of its dealings, neither the organization nor its members or agents shall discriminate against any individual or group for reasons of race, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, religion, political affiliation, or any category protected by state or federal law.

III. MEMBERSHIP

- A. This Club shall be composed of a membership not to exceed 200 families; provided that the membership may be increased upon the approval of a majority of all members of the Club responding by ballot vote.
- B. A member family shall be deemed to be those persons residing together as a family in a single household, and each member family shall be considered as one member and shall have one vote, that is, one vote per family. Questions concerning memberships shall be handled by the Board of Directors (Board) on a case-by-case basis.
 - (i) Extended families—adult sons and/or daughters—living away from the member family household listed on the membership contract or on the roster are not considered

part of the member family but will be considered as non-members or guests of the Club.

- (ii) In the case of divorced families, the partner who retains the household or is listed on the membership roster shall be considered the member family and the other partner shall be considered as non-members or guests of the Club. Such delineations concerning which partner is considered the member shall be determined at the start of the season, and that partner pays all dues and is responsible for all obligations for membership.
- C. The Board shall determine from time to time the amount of Initiation fee for membership herein, and annual dues payable by members.
- D. Memberships shall not be subject to attachment, garnishment, or execution and shall not be an asset of the member in the event of bankruptcy or assignment for benefit of creditors.
- E. Upon the occurrence of any of the foregoing conditions or upon any involuntary transfer of membership or voluntary transfer without written approval of the Board of Directors, the membership shall automatically terminate and revert back to the Club, and the former member, his heirs, trustees, executor, administrator, assigns, transferees, others claiming membership by or through such occurrences or conditions, shall have no right title, or interest thereto or therein, provided, nevertheless, in the event of any of the foregoing, the Club shall on such reversion then pay to the former member the value of said membership as established in accordance with Section C of Article II, less dues and other sums unpaid at the time thereof.

- F. A Larkey membership is held by the member family during their time with the Club. By paying dues, members have the privilege of holding their membership, even though that membership ultimately belongs to the Club. Larkey memberships will revert to the club when a family decides to end their participation in the club. The Club is the only entity licensed to grant memberships to families.
- G. If there are applications for membership and the membership is full, a waiting list will be kept and maintained by the Larkey Membership Director. As memberships become open, those families at the top of the waiting list will be granted the opportunity to join the Club.
- H. A membership shall not be affected by the death of one or more family members, so long as such death is not the death of the last adult member of such family. In the latter event, the membership shall automatically revert to the Club and shall not become an asset of the estate of the decedent. The Club shall pay to the representative of the decedent a sum of money equal to the value of such membership.
- I. Any member may be expelled by a two-thirds vote of the Board or a two thirds (2/3) vote of the membership where a member has failed in a material and serious degree to observe the rules of conduct of the organization or for any act of misconduct deemed to be detrimental to and/or materially and seriously prejudicial to the best interests of the organization and/or has endangered the welfare, character, or best interests of the Club.
- J. Following the determination that a member should be expelled under subparagraph I above, the following procedure shall be implemented:
- (i) A notice shall be sent by prepaid, first-class, or registered mail to the most recent address of the member as shown on the Corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least 15 days before the proposed effective date of the expulsion.
 - (ii) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing of the Board to be held not fewer than 5 days before the effective date for the proposed expulsion.
- The notice to the member of his or her proposed expulsion shall state the date, time and place of the hearing on his or her proposed expulsion.
- (iii) Following the hearing, the Board shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way, including, but not limited to, the imposition of a fine. Expulsion shall require a vote of two-thirds of the Board.
 - (iv) Any and all reinstatements of membership may be heard and approved by a two-thirds majority of the Board thereafter.
 - (v) In the event of such expulsion, the member shall forfeit his/her membership.
- K. In some cases, a member family may be deemed eligible by the Board to receive an honorary membership for life, known as a Legacy Membership. Legacy Memberships only pertain to the heads of the original member household, and not their adult children (who may seek memberships of their own households).
- (i) In order for a family to be granted a Legacy Membership, a motion must be raised with the Board, and a majority vote given
- L. Memberships become vested in the ownership of Larkey over time. In the event that Larkey is to be closed as a club and the land sold, vested members will be entitled to a share of the sale proceeds, based on the following length of membership:
- (i) Less than 2 years members: The family will not be vested
 - (ii) 2 years membership: The family will be 20% vested
 - (iii) 5 years membership: The family will be 50% vested
 - (iv) 7 years membership: The family will be 75% vested
 - (v) 10 years membership (or greater): The family will be 100% vested

IV. FEES, DUES AND ASSESSMENTS

- A. Membership dues as set by the Board shall be paid annually in advance or in installments as the Board may direct. Any family joining the Club during the calendar year shall have their dues for the year pro-rated as follows: July 1st 1/4 reduction in dues; August 1st 1/2 reduction in dues
- B. Assessments and dues increases not exceeding a total of ten percent (10%) of dues per active member in any fiscal year, may be assessed and levied for good cause upon the vote of a 5/7 majority of the Board. Assessments in excess of said figure may be assessed and levied on the membership under the provisions of Article III, subpart C.
- C. There shall be such special assessments as may be necessary to carry out any purpose of this Club; provided that such assessments shall be recommended by the Board and approved by a majority of the members present at a subsequent meeting, and provided further, that where a special assessment is recommended by the Board, written notice of each recommendation shall be sent to all members of the Club by the Secretary via email at least one week before the meeting at which such assessment is to be voted upon.
- D. If a member fails to pay any dues or assessment by a deadline set by the Board, such membership shall be deemed delinquent and use of all the facilities of the Club shall be denied until arrears have been paid. If the Board determines that a member has not made a reasonable attempt to pay his/her dues by May 1st, the membership shall be declared forfeited and shall revert to the Club. Forfeiture notices will be sent to forfeited members by registered mail as soon as possible.
- E. Additional Fees: The Club may set a separate set of fees for certain groups of non-Member swimmers, amount to be determined on an annual basis. Examples of such fees would include, but not be limited to, Splash Fees for first-time swim-team children, and a fee to allow 15-18 year-old children to be on the Swim Team if their families are no longer members.

V. GATEKEEPING AND MAINTENANCE

Each member shall be responsible for a set number of hours of gatekeeping and maintenance duties as determined by the Board each year. Maintenance duties shall be completed for the present season before the Fall closure of the Club. In the event any member fails to fulfill either the gatekeeping or maintenance requirements, that member shall be billed and pay an "in lieu of" sum of money to be set by the Board. In the event the delinquent member fails to pay the in lieu of sum of money, that member shall be subject to the provisions of Section XI of these By-Laws.

VI. BOARD OF DIRECTORS

- A. The affairs of the Club shall be managed by the Board of Directors, all of whom must be members of the Club in good standing.
- B. The number of Directors shall be seven (7). The Directors shall be elected from members in good standing for a term of two (2) years. Each member, individual, or family unit, shall have one vote for the election of each director. No member may be nominated for election to office unless he/she is present at the meeting or his/her written consent has been obtained prior to said meeting.
- C. In the event of any vacancy or vacancies in the Board of Directors for any reason other than the expiration of a regular term, the remaining directors, whether or not sufficient for quorum, shall appoint directors from members in good standing to fill the vacancies, any director so appointed shall hold office during the unexpired term of his /her predecessor.
- D. The Board shall function as an executive committee of the Club and shall have the power to formulate policies, including all rules and a discipline policy, consistent with the laws of the State of California and the Articles of Incorporation and By-Laws of the Club, and to conduct such business as may become necessary between regular meetings or on matters requiring special or immediate consideration. These powers include, but are not limited to, the following:
 - (i) The power to purchase, sell, lease, mortgage, or pledge any real or personal property as may be necessary, proper or

advisable to carry out any of the purposes of the Club.

- (ii) The power to make contracts, borrow money, execute and deliver promissory notes, bonds, and any and all other obligations and evidences of indebtedness, and to give any and all forms of security for the payment of such obligation or indebtedness including, but not by way of limitation, mortgages, and deeds of trust, and to designate and empower any office or officers of the Club to execute and deliver any such instruments or to incur any such obligations in the name of and on behalf of the Club.
 - (iii) The power to make and enforce rules and regulations of the management of the Club and its property, and the use, maintenance, and operation of its facilities, and to do any other act or thing not inconsistent with these By-Laws or the Articles of Incorporation, which may be reasonable or proper, convenient incidental to or connected with the purposes of this Club and the management thereof.
 - (iv) The power to consider and implement any suitable compensation for members of the Board of Directors in exchange to participation on the Board of Directors.
- E. The President shall act as Chairman of the Board of the Club. A regular meeting of the Board shall be held once every month on a date so noticed by the Board. Special meetings of the Board may be called at any time by the Chairman or by any other officer of the Club. A majority of current elected or appointed Directors shall constitute a quorum for the transaction of business.
- F. During swim season while the clubhouse is open, notices of Board meetings are to be communicated to Membership via email (5) days before each Board meeting, announcing the date, time and place.
- G. The Board, by resolution adopted by a majority of the Directors, may delegate to the duly appointed Pool Manager and his/her authorized delegates all the power necessary to enforce all Club rules and discipline policy. Thereafter, the Pool Manager and his/her authorized delegates are authorized to enforce all rules and the

discipline policy of the club.

- H. A Nominating Committee shall be established at the General Meeting in June and nominees for Board positions shall be presented to the current Board at the August meeting for review. Voting will be coordinated via email and online tools by the close of the calendar year. In the case of a tie for a Board position, a polling of the current Board members will be done. New Directors will be named before the end of the calendar year. The new Directors will assume their positions at the beginning of the new year.
- I. In addition to the four (4) officers on the Board of Directors, there shall be three (3) additional members who shall sit on the Board, including one member at large, one member concerned with maintenance and one member concerned with membership. At least one member of the Board of Directors shall also be a member representative of the Larkey Sharks Swim Team.

VII. OFFICERS OF THE CLUB

- A. Officers of the Club shall be President, Vice-President, Secretary, and Treasurer; the officers of the Club shall be at all times members of the Club and shall serve on the board of directors.
- B. All officers shall be elected to the Board from among its members at the first Board meeting following the annual meeting of the Club or as soon thereafter as possible.
- C. Any officer may resign at any time by written notice presented to the President or Secretary of the Club. A vacancy in any office shall be filled by appointment by the Board at the first meeting of the Board following the creation of such vacancy or as soon thereafter as possible.
- D. The President shall preside at all meetings of the Club and shall perform all duties consistent with his/her office, and shall serve as ex officio member of all committees.
- E. The Vice-President shall perform all duties for the President in the latter's absence.
- F. The Secretary shall take all minutes of all meetings of the Board and the Club AND shall be accountable for keeping and maintaining the minute books of the Club, a master list of all digital passwords and codes, the Seal

of the Corporation and appropriate records showing all members of the Club and their addresses; the Secretary shall be custodian of and responsible for all documents, deeds, records of correspondence and other papers of the club. All of said records shall be open to the inspection by any members of the Club at any reasonable time.

- G. The Co-Treasurers shall have custody of and shall be responsible for all money of the Club; They shall be responsible for the collection of all dues, fees and special assessments; they shall be responsible for depositing all funds of the Club in such bank or banks as may be designated and authorized by the Board; they shall issue checks manually or digitally on behalf of the Club, provided that such checks shall be reviewed by both co-treasurers; they shall pay all, and only such bills of the Club when approved by the Board or by express resolution of the membership of the Club; they shall make a report, and in writing, showing the items of all monies received and/or paid out by them at the annual meeting; all books of account shall be kept current by the Treasurers and shall be subject to review at any time as required by the Board. All financial records shall be open to the inspection of any members of the Club at any reasonable time.

VIII. MEMBERSHIP MEETINGS

- A. All Board meetings are open to any member of the Club to attend, and shall be publicized ahead of time to allow for members to plan to do so.
- B. The annual meeting of the Club shall be held on or before the last day in June of each year on a date, time and at a place to be designated in advance by the President. If the day for the meeting shall fall on a holiday, the meeting shall be held on the first day following which is not a holiday.
- C. Special meetings may be called at any time by any officer of the Club upon notice to all members. Said special membership meeting must be called by the President within two (2) weeks after he has received said written request which must be a written petition of one-third (1/3) of the members of the Club. Said Written request shall set forth the purpose of the meeting. Only such matters as are referred to in the request shall be considered at a special

membership meeting. Notice of the time, place, and purpose of a special membership meeting shall be given at least six (5) days prior to the meeting by email. No meetings shall be held on Sunday or a holiday.

IX. AMENDMENTS

- A. These By-Laws or any part thereof may be amended or repealed by a vote of two thirds (2/3) of the members present at any regular meeting, by mail through paper or electronic means, or by a duly called special meeting; provided, that the proposed amendment or repeal shall be presented in writing via email to the membership at least six (6) days prior to such meeting. Any member may propose an amendment or repeal of any part of these By- Laws. Such proposal shall be presented in writing to the Board and shall set forth the precise change proposed. After receiving such proposal, the Board shall call for a special vote or meeting of the membership within sixty (60) days before the regular annual meeting in which case the proposal shall be considered at such regular annual meeting.
- B. In instances where a ballot is authorized, the ballot will be allowed by electronic means and shall be conducted as follows: Ballots shall be to each member informing him/her of the meeting and advising of the opportunity to vote, and/or the option to attend the meeting. Ballots shall be returned by electronic means by a head of household of the family identifying the membership by the key number.

X. COMMITTEES

The Board, by resolution adopted by a majority of the Directors in office, may designate one or more committees as needed, each of which shall consist of one or more Directors, any general members deemed necessary to assist the committee as determined by the Chairman of said committee appointed by the Board, which committee, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Club; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or him/her.

XI. DELINQUENTS/FORFEITURE

- A. Members delinquent in their financial obligations to the Club shall be notified by email by the Treasurers that said membership privileges of the use of the pool and facilities shall be denied until such obligations have been paid in full.
- B. Members delinquent in their financial obligations to the Club shall face forfeiture of their membership for such delinquency.
- C. If all assessments have not been paid by a deadline set by the Board, such memberships shall be deemed delinquent and use of all facilities of the Club shall be denied until the arrears have been paid. Should a financial delinquency not be paid by a date set by the Board, the membership is then forfeited and reverts to the Club. Forfeiture notices will be sent to forfeited members via documented email in a timely manner.
- D. In the event of forfeiture the corporation shall not be obligated to pay the member any sum of money for such membership. Automatic forfeiture of membership as described above may be averted by the delinquent member according to the terms of Section XII.

XII. REINSTATEMENT

- A. Automatic forfeiture of membership as described in Section XI may be averted by the delinquent member by payment in full of the existing delinquency on or before the 31st day of December of the current year, except that in the case of dues the date is to be May 10th as outlined in Section III, C.
- B. A member whose membership has been forfeited may appeal to the Board, who by majority vote and subject to availability of a membership owned by the Club may reinstate said membership under such terms and conditions as may be acceptable to the Board. If reinstatement is granted, the reinstated member will be responsible for immediate payment of all delinquencies plus a penalty charge as a condition of reinstatement. Reinstatement and penalty fees are as established by the Board of Directors and may be set forth in publications of the Club as may be issued from time to time.

- C. "Financial obligation" as such term is used in Section XI, shall include dues, assessments, transfer fees, "in Lieu of" money for gatekeeping or maintenance obligations as may be authorized under these By-Laws. The amounts of such fees and charges are described in "Rules" and may be amended by the Board of Directors from time to time.

XIII. RECORDS

The records for this Club shall consist of its Articles, these By-Laws, complete minutes of all meetings of the members and Board of Directors, a roll of members, statements completely reflecting the financial affairs of the Club and such other records as may be designated from time to time by the Board of Directors. All of said records shall be open to the inspection of any members of the Club at any reasonable time.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the Larkey All Year Swim Club, a California Nonprofit corporation, and the above By- Laws, consisting of 6 pages, are the Amended and Restated By-Laws of the Corporation as adopted by the membership vote and finally approved at a meeting of the Board of Directors held on March 18, 2021.



Amy Bilyk,

SECRETARY
March 18, 2021