

LAS POSAS CLUB, INC.
224 Ramona Place, Camarillo, CA 93010
PO Box 3089 Camarillo, CA 93011
Incorporated, 1952

BYLAWS

Revised, April 1995

ARTICLE I - ADMINISTRATION

Section I. Name

This corporation shall be known as the: **"Las Posas Club, Incorporated"**.

Section 2. Purpose

The objectives of the Las Posas Club, hereinafter referred to as the Club, shall be to promote and maintain swimming and other sports, recreational and social activities among and for its members and their guests. The Club shall operate and maintain the Club facility, located at 224 Ramona Place, Camarillo, CA in such a manner as to further promote and enhance the objectives of the Club.

Section 3. Seal

The Club shall have a seal, which shall consist of two concentric circles with the words "Las Posas Club, Incorporated May 2, 1952" inscribed between the circles.

Section 4. Management

The management of the affairs of the Club shall be vested in a Board of Directors, hereinafter called the Directors, consisting of at least six (6) regular members who shall be elected as hereinafter provided. The Directors shall conduct the affairs of the Club in conformity to the laws of the State of California, the County of Ventura, and these Bylaws of the Corporation, as amended.

ARTICLE II - MEMBERSHIP

Section I. Membership

The membership of this Club shall consist of one classification, termed "regular members". Additional classifications may only be created by amendment of these by-laws.

Section 2. Regular Members

Regular members are those persons who have now subscribed for regular membership, or who shall hereafter apply for and be accepted to regular membership as provided by these by-laws. There shall be no restrictions to membership based upon religion, race, national origin, or sex. Regular members shall have the right to vote in all Club elections, run for all Club offices, and serve on boards or committees of the Club as may be appointed from time to time.

Section 3. Number of Members

The maximum number of members shall be set by the Directors. No Club memberships will be sold which exceed the maximum number set by the Directors.

Section 4. Application for Membership

All applications for membership shall be in writing, on a form prescribed by the Directors, and shall be signed by the applicant(s). This application shall be submitted to the Directors for approval. Applicants must be 18 years of age or older. The names and ages of all members of the applicant's immediate family who are expected to be using the Club facilities shall be included on the application. All applications shall be accompanied by the initial fees and current dues.

Transferring membership must be done through the Club when the prospective member intends to acquire an existing regular membership. Approval of the Directors, by majority vote, on an application for membership is required before the membership is effective. Disapproval of an application will require the Directors to state the reasons for rejection in writing and provide a copy of these reasons to the applicant. Applicants will not be rejected on the basis of race, religion, national origin, or sex.

Section 5. Purchase of Membership

A regular membership may be purchased from the Club, if available, at a fee to be set by the Directors, or through negotiation, acquisition and transfer from the holder of a regular membership. Regular memberships may be transferred by any holder thereof in good standing to any person who is eligible for regular membership, provided that such person to whom the membership is to be transferred shall be elected to membership as herein provided and shall pay the Club a transfer fee.

The fee for transfer of membership shall be set by the Directors. The buyer shall pay all fees and dues to the Club treasurer. All checks shall be made payable to "Las Posas Club, Inc.". The treasurer shall subtract any indebtedness the seller owes the Club, and pay the seller the remainder, if any.

Section 6. Dues and Special Assessments

The dues of regular members shall be paid quarterly, in advance. The dues shall be set by the Directors and shall be published to the membership in a newsletter, or special mailing to the membership. Special assessments of the membership can be made by the Directors to cover special needs of the Club, or to repay indebtedness of the Club. An itemized statement shall be mailed to each member of the Club quarterly, showing the amount of dues for the coming quarter, and any indebtedness and special assessments incurred. All such dues and other indebtedness shall become due and payable upon receipt and shall become delinquent on the last day of the first month of the quarter being billed. Any member who is delinquent to the Club after three months shall be mailed a "**Notice of Delinquency**". This notice shall be sent by Certified Letter, and shall be sent to the last known address of the member, with a request for payment. In the event a member does not pay their dues and any fines or assessments in full within 30 days of the notice, the Directors may, by a 2/3 majority vote, declare the member in default for nonpayment, and shall sell the membership. A written notice of default and sale will be sent to the member by the Board.

Section 7. Membership Certificates

Upon acceptance by the Directors, and the full payment of the membership fees, as provided in these by-laws, there shall be issued to the member a "**Certificate of Membership**", a copy of the by-laws, and the Rules of the Club. These documents shall be considered the contract of membership between the Club and such member .

Section 8. Transfer of Membership

In the case of the death of a member, his or her membership may be transferred in like manner to the surviving spouse. If there is no surviving spouse, the membership may be transferred by the member's will or trust to the estate of the member or to a next-of-kin. In the case of transfer, however, the membership certificate shall not be transferable, but must be surrendered to the Directors. A new certificate will be issued in the name of the new member. The new member shall pay a transfer fee to the Club.

ARTICLE III - BOARD OF DIRECTORS

Section I. Powers

The management of the affairs, and the determination of policies of the Club shall be vested in a Board of Directors, hereinafter called, the Directors. The Directors shall consist of at least six (6) regular members of the Club. Additional Directors may be appointed by the Board. The Directors shall have the power and authority to make "**Rules of the Club**" for the conduct of the members and their guests, and for the use of Club property. The Directors shall have the power to set and enforce penalties for any and all violations of these by-laws and/or the Rules of the Club. A decision of the Directors can be overturned by a 51% vote of the general membership. (See Article V, Section II.)

The Directors shall have the power to fill any vacancies among the officers or Directors of the Board, or any committees established by the Directors. Such appointments will be until the next regular election of officers.

The Directors shall have the power to establish or otherwise set the membership fees, dues, and any special assessments, fines or penalties.

The Directors, by affirmative vote of the majority of its members, may fine, suspend, or expel and forfeit the membership of any member for conduct on his or her part which is likely, in their opinion, to injure the welfare or character of the Club, or for any conduct in violation of these by-laws or established Rules of the Club, or when dues or indebtedness of members are not paid, as provided in these by-laws. The Directors shall deliver written notice to the member(s) of the charges against him or her, and shall give a minimum of seven (7) days for the member to respond to the charges before voting. The decisions of the Directors shall be final, in such matters.

The Directors shall have the power to hire employees, to set their wages, and benefits, if any, to determine their hours of duty and other conditions of employment. The Directors shall also have the power to terminate an employee for cause, misconduct or failure to perform. Supervision of employees shall be vested in the President of the Club, or his designated alternate.

The Directors shall have the power to enter into contracts for labor, services and supplies to facilitate the operation and maintenance of the Club.

The four principal officers of the Club shall be the minimum signatories on the checking and savings accounts of the Club. The other elected and/or appointed members of the Directors may also be signatories on the checking and savings accounts. Two (2) signatures will be required on all checks or drafts drawn on the Club's accounts. At least one of these persons must be one of the four principal elected officers. Monies may also be deposited into Certificates of Deposit or such other instruments that provide a good return on investment with government-backed security.

Section 2. Meetings

The Directors shall meet at such time and place as decided by the Directors, but not less than once a quarter. At the first meeting of the Directors after their election to office, they shall organize by electing a President, Vice-President, Secretary, Treasurer, and any other office(s) as may be necessary.

Special meetings of the Directors may be called at any time by the Secretary on order of the President or by two or more Directors. Each Director shall be given notice of at least one day prior to such meeting either personally, in writing, or by telephone. At least four (4) members of the Directors shall be present to constitute a quorum to transact business.

Roberts Rules of Order, the latest edition, shall be used for the conduct of business. Should a conflict exist between these by-laws and Roberts Rules of Order, these by-laws shall have precedence.

Section 3. Election and Term of Office

The Directors shall be elected to three-year terms of office. The terms of office shall be staggered so that one-third of the Directors are elected each year to replace the retiring one-third plus any current vacancies on the Directors. The Board of Directors shall, prior to the annual election, appoint a nominating committee of three regular members of the Club in good standing who shall solicit nominations for Directors for the current vacancies. They shall mail notice thereof to all members at least two weeks prior to the election. Other nominations may be made by written petitions signed by at least five (5) regular members in good standing and submitted to the Directors at least one week prior to the election. The nominating committee shall be responsible for conducting a mail-in ballot vote.

In the event two or more candidates have received an equal number of votes and all cannot be elected, a second ballot shall be taken at the Annual Membership Meeting, with members present. This ballot shall be between the candidates having an equal number of votes, and of these, the one or ones receiving the greater number of votes shall be declared elected.

ARTICLE IV - OFFICERS

The principal officers of the Club shall be:

Section 1. President

The President shall be the Chief Operating Officer of the Club. he/she shall supervise the affairs of the Club.

It shall be the duty of the President to preside at all meetings of the Directors and of the Club; to call such meetings as are herein provided; to see that these by-laws and the Rules of the Club are enforced; and at the Annual Meeting to make a report of the accounts and general business of the Club during the previous year. he/she shall be an ex-officio member of all committees.

The President shall administer any contracts let by the Directors. he/she shall be ultimately responsible for all employees of the Club.

Section 2. Vice-President

In the absence or inability of the President, the Vice-President shall perform all the duties of the President. The Vice-President shall be an alternate signatory on the checking and savings accounts.

Section 3. Secretary

The Secretary shall keep a record of all proceedings of the Directors' meetings and of the Club. he/she shall conduct the official correspondence and perform such other duties as the Directors may prescribe. Special meetings of the Directors may be called at any time by the Secretary on order of the President or any two Directors, as provided. The Secretary shall keep the official files and historical records of the Club.

Section 4. Treasurer

The Treasurer shall have custody of all monies and securities of the Club, and shall have supervision of the regular book of accounts. he/she shall manage the funds of the Club. he/she shall render to the Directors, on a monthly basis, an account of all the transactions and a statement of the financial condition of the Club.

Section 5. Director

Other members of the Board shall be termed Directors. They may be appointed to various committees and shall perform such duties as may be required by the Directors.

ARTICLE V - MEMBERSHIP MEETINGS

Section 1. Annual Meeting

The Club shall hold at least one general meeting of the regular membership annually.

The annual meeting shall be held at a date selected by the Directors. A written notice of such meeting shall be given by the Club Secretary, by mail, to each regular member in good standing at least two weeks prior to the meeting. Any issues the Directors may decide should be brought before the general membership may be placed on a ballot, and included in that mailing.

Initiatives by the general membership may be placed on the annual meeting ballot. They must be submitted to the Directors at least three weeks prior to the voting date set by the Directors, and must be signed by at least ten (10) regular members in good standing.

Section 2. Special Meetings

The Directors may call Special Meetings of the regular members of the Club by giving at least ten (10) days written notice, mailed to the regular members in good standing. The Directors shall call a Special Meeting of the regular members of the Club upon written application of at least (10) regular members in good standing. A majority of members present at such a meeting can approve a motion to put an issue to a mail-in vote of the membership. 51% of total Club membership is required to pass such a motion.

ARTICLE VI - MISCELLANEOUS

Section I. Fiscal Year

The fiscal year of the Club shall be the calendar year .

Section 2. Family Privileges

The immediate household family of members shall be entitled to all the privileges of regular membership of the Club. Married children and their families whose residence is different than the members' are not considered immediate family, but may use the Club as guests of the member under the provisions of guests.

Section 3. Guests

Any regular member may invite friends or other family members as their guests to use the facilities of the Club. The member must always accompany such guests while they are using the Club's facilities. The number of guests allowable shall be specified in the Rules of the Club.

Section 4. Conduct

The Directors shall make and publish the Rules of the Club to govern the use of the Club and its facilities. Copies of these by-laws and the Rules of the Club and any other such rules shall be made available to he membership. Any time the Rules are revised, they shall be re-published, and a copy sent to each member family of the Club. Each member shall be held responsible for compliance by his family and guests with these by-laws, the Rules of the Club, and such other rules as may hereafter be prescribed by the Directors.

Section 5. Damage to Club Property

Any member, spouse, family member or guest of a member willfully breaking or damaging any Club property shall pay the full cost of repair or replacement. If the injury or damage was done by a family member or guest of the member, the member shall be held responsible. The member shall also be subject to such other penalties as the Directors may elect to impose, including reprimand, fine, suspension or expulsion. Section 6. Change of Address or Status All members must notify the Treasurer of any change of address or status, such as , additions or deletions of immediate family members. Family members not on the Club roster may be denied access to the Club.

ARTICLE VII - DISSOLUTION

Section 1. Vote to Dissolve

A vote to dissolve the Club and cease doing business as a club may be made only at a special meeting called for that specific purpose. At least thirty (30) days prior written notice must be given to each member of the Club. A two-thirds (2/3) majority vote of the members of the Club, either present and voting or represented by proxies, shall be required to dissolve the Club.

Section 2. Property

The directors, at the time of an affirmative vote to dissolve the Club, shall obtain legal counsel to aid and assist in the orderly dissolution of the Club.

ARTICLE VIII – BY-LAWS

Section 1. By the Membership

New by-laws may be adopted or these by-laws amended or repealed by a two-thirds (2/3) majority vote of the regular membership of the Club present and voting at the Annual Meeting of the Club, or at a special meeting of the regular members called for that specific purpose. At least ten (10) days prior written notice shall be given to the membership of such a meeting.

Section 2. By the Directors

Subject to the right of the membership, as provided in Section 1 of this article, these by-laws may be adopted, amended or repealed by a two-thirds (2/3) majority vote of the Directors.

END

Historical note:

The by-laws of the Club were originally adopted in May 1952, with the incorporation of the Las Posas Club.

The by-laws were rewritten, incorporating previous amendments and minor revisions and adopted at the annual meeting in June 1964. They were again amended at the Annual meetings in 1969, 1973, and 1981.

The by-laws were reviewed in 1990, and found to be out-of-date, and no longer in compliance with California State law. They were completely rewritten, and presented to the membership for approval in 1990 and 1991, but were not adopted.

In 1995 the Directors reviewed and the 1991 draft and revised. and expanded several areas to reflect concerns of the members and on advise of counsel.

The by-laws were approved at a Directors meeting held on April, 23, 1995 and were submitted and approved at a vote of the general membership at the annual meeting on June 10, 1995.