**BLSC Annual Membership Meeting: JANUARY 18, 2025 @ 1:00 PM / Blacklake Community Room**

**DRAFT**

*TO PROVIDE A STRUCTURE FOR THE EFFECTIVE MANAGEMENT OF ALL SWIM CLUB OPERATIONS,
TO IDENTIFY AND IMPLEMENT CURRENT NEEDS, AND INSURE LONG-TERM VIABILITY AND OPERATIONAL EXCELLENCE.*

**Call to Order** - Steve Herrera, President - 1:00 PM

**Establish Quorum** (25% of 159 = Minimum of 40 – Attendance plus Proxy) - **YES**.
 Members present: 11 members stayed for the meeting. 6 Board Members present. Proxies added to total > 40.

**Welcome** - All Board and Swim Club Members

* President: Steve Herrera
* Vice President: Becca Kellenberger
* Treasurer: Martha Pignone
* Secretary: Gayle Turner
* Operations: Samantha Nagler (late)
* Membership: Linda Graham

**Reason for this meeting**: To approve the 2025 Budget, elect the new Board members, and approve Bylaws changes
RequiredAnnouncement - Fire extinguisher by front door, First Aid Kit is located in the kitchen

**Minutes: Motion to approve Minutes from January 20, 2024 and November 16, 2024. Approved for both meetings.**

**Presidents Report** – Steve Herrera:

* Appreciates all the work the Board members have done , especially Becca Kellenberger, Gayle Turner, and Linda Graham, who are leaving the Board.
* Pool is doing well. Has been in balance. Request all present to volunteer in some compacity, especially needing a VP.
* Suggested to have a fund set up for specifics: Deck replacement, Pergola, Fence, etc. $100,000 would make the pool nice. Would require $500 from each member, in addition to membership. Not feasible.
* Pool decking estimates were given – from $30,000 up. Concrete is pitted. Perimeter has brickwork with no deterioration. Could pavers be an alternative? Would have to remove all concrete. Too expensive.

**Board Reports**

**VP** – Becca Kellenberger:

* Old website is not sustainable, but it has been updated.
* We are working with CC Design Pros to develop a new website. They will maintain it. This was the best bid (5 bids were quoted). Develop plus maintenance. BLSC to keep domain name for the new site. Security will be added. No more individual accounts. Proposal said CC Design Pros owns & manages website, but we own the domain name. This will be confirmed. Website is not yet complete.
* Becca will stay with the website until it is transferred to another member liaison.

**Treasurer** – Martha Pignone:

* Handed out the 2025 budget. More members than expected, less expenses. More than $15,000 than when we started with it. Hopefully we will be able to add $1000 to a reserve fund.
* Budget: mildly conservative with expenses. Need some repairs.
* 140 members will support budget. 160 members last year, 50 of those were new members.
* Member comments:
	+ Optimal number of memberships has not been chosen.
	+ Increase in membership, majority is from outside of Blacklake. More families. Was it considered to increase membership fees for a family vs a single? Board decided to increase all memberships $25.
	+ Cleaning Company is $400/month plus $25/month for trash removal. Board makes dump runs.
	+ Need new furniture. Fundraiser or dip into reserve? (under $2000 for current furniture 5 years ago).
	+ Pool ops/supplies = Cost of chlorine has increased. More members use more chlorine. Chlorine for pool is tested daily. Ranges between 2 & 10 (acceptable). Chlorine level is stable.
	+ Cover not worth putting on. Doesn’t save that much. Vandalism & wind issues. Board decided against it.
	+ Can’t have pool open after dark per county regulation. Pool is not lit, so can’t be used after dark.
* **Motion to approve 2025 Budget as presented. Approved.**

**Membership** – Linda Graham:

* We ended 2024 with 160 members. Over 50 new members. Signage during the summer helped.
* A rental unit owner wondered if we could offer 1-month memberships (Possibility of $100 for 1st month, $75 for subsequent months?). The Board voted this down earlier because it might take away from yearly memberships. Will look into this at next board meeting, but may be a nightmare for bookkeeping.

**Operations** – Samantha nagler: Going smoothly, though things come up.

* Tree in corner - trimming or removal? To discuss at board meeting.
* Motion sensor light installed in men’s restroom (someone keeps turning it on).
* Women’s restroom wiring is different than men’s. Need estimate to fix. Has a couple of electricians to call. Continue to get bids. Sara Dalton said her husband, Pat, can discuss this.
* Member concerns:
	+ Cleaning service picks up shower mat & cleans quarterly. Should be done more often.
	+ Consider putting a meter on the shower? Many use it as their daily shower / shampoo.
	+ Grates in the spa are deteriorating.
	+ Pool water is getting low. Must be filled every day. Not pool maintenance’s responsibility to fill.

**New business** – Steve Herrera:

* Membership Fees: January 2025 returning increased from $500 to $525 / new members increased to $550.
	+ Need increase to re-coop credit card costs plus maintenance cost increases.
* Member concerns:
	+ Went outside of Blacklake to increase pool membership. This has become a community pool.
	+ Email a reminder in the summer that the pool capacity is 18.
	+ Who will enforce rules? General membership: See something, say something.
	+ Incident log discussed to report violations. With multiple violations, can take appropriate action.
* **Motion to approve new changes to bylaws. Approved. (see attached)**

**Nominations and elections:**

* **Secretary - Motion for Sara Dalton to replace Gayle Turner for a 2-year term. Approved.**
* **Membership - Motion for Darian Hansen to replace Linda Graham for a 2-year term. Approved.**
	+ Irene Woo: Linda has done a fantastic job keeping everything updated.
* **Vice President** - No nominations from the floor. Will discuss at next Board meeting.

**2025 Board Members –**

* **President**: Steve Herrera (2024-2026)
* **Vice President**: VACANT
* **Treasurer**: Martha Pignone (2024-2026)
* **Secretary**: Sara Dalton (2025-2027)
* **Operations**: Samantha Nagler (2024-2026)
* **Membership**: Darian Hansen (2025-2027)

**Final Acknowledgements** – Thank you to exiting Board members Becca Kellenberger, Gayle Turner, and Linda Graham for their service to the Board this past year.

**Adjourned -** 1:55 PM

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**2025 Board Meetings: April 19, July 19, October 18 – All at 1:00 PM in the Blacklake Community Room**

# Bylaws of the Blacklake Swim Club

# Revisions voted on and approved at the January 18, 2025 Annual Meeting

**ARTICLE I – NAME:** The name of the club will be “The Blacklake Swim Club.”

**ARTICLE II – OBJECTIVE:**The objective of this club is to administer the use of the Tourney Hill swimming pool facility for the benefit and enjoyment of all who are members of this club. This is a member-managed, nonprofit mutual benefit corporation. The club will abide by the CC&Rs of Blacklake Village and Tourney Hill Owners Association.

**ARTICLE III – MEMBERSHIP:**

* Membership will be limited to persons who are residents or homeowners in either the Blacklake Village or nearby residential areas, pay non-refundable annual membership dues and sign an agreement accepting certain responsibilities and holding the Swim Club harmless.  New members will pay a one-time initiation fee.  Owners of multiple Blacklake units must have a paid membership for each unit from which residents enjoy Swim Club privileges.  People who reside at the unit for which a membership fee is paid shall be considered to be full members.  Guest visitors of members have full use of the Swim Club facilities in accordance with the BLSC Rules and Regulations.   If membership fobs or keys are lost, a replacement fee may be charged.
* Members will have full voting privileges at the annual meeting and special meetings of members.
* Membership may be canceled at any time, for cause, by a majority vote of the Board of Directors.
* Membership in this club may be sold or transferred to another eligible homeowner or resident upon payment of a transfer fee of $50 payable to the Swim Club. The Board shall approve all membership transfers.
* The total number of memberships will be limited, as determined by the Board of Directors.  Blacklake residents or homeowners on the waiting list will have priority when vacancies occur.

**ARTICLE IV – BOARD OF DIRECTORS:**

* The Board of Directors will consist of a minimum of six members.
* A nominating committee of three members will be appointed by the Board of Directors on or before September 1st.   It will be the duty of this committee to nominate candidates for vacancies on the Board of Directors.  The list of nominees will be sent to all members no later than 30 days prior to the election.  At the time of the election, additional nominations will be taken from the floor.
* The Directors will consist of the President, Vice President, Secretary, Treasurer, Membership, and Operations. These Directors will be elected to a two-year term by a majority vote at the annual meeting.
* In case of a vacancy, the Board will appoint a replacement to serve until that position’s term expires.
* All Board members will be members of the Blacklake Swim Club.
* Any Director who misses three consecutive meetings without cause may be terminated from the Board and a replacement named.
* The Board of Directors may establish committees to assist them in managing the club and the facilities.

**ARTICLE V – MEETINGS:**

* The annual meeting will be held within  30 days after  January 1 of each year for the purpose of electing the Board of Directors, approving the annual budget,  *[deleting since this is included in the budget]* and approving any changes to the Bylaws.  All approvals will be by a simple majority of the membership.
* The Board of Directors will meet at least quarterly.  Minutes of the Annual and all Board of Director meetings shall be made available to members on request.  Notices of Board of Director meetings shall be posted on the Swim Club Bulletin Board at least seven days in advance of each meeting.
* The Treasurer will prepare a written report to the Board that compares the financial activity to date to the annual budget. The report will be accompanied by a current Balance Sheet indicating Assets, Liabilities, Income, Expenses and Equity. The Board will review and approve the actions of the Treasurer.
* The Board of Directors will prepare an annual budget that includes anticipated expenditures, planned contributions to reserve funds, planned capital improvements and the annual dues, fees and assessments required to operate the facility. The budget for the ensuing year will be presented at the Annual Meeting for approval by the membership.
* Regular  Board meetings shall be open to all members; however, no member who is not an officer or director shall participate in any deliberation or discussion unless expressly authorized by the President or a majority of the Board. The Board may meet in Executive Session, without the presence of other members, for the purpose of addressing legal, contractual or personnel matters.
* Annual dues will be used to operate the pool, enhance the value of the facility and provide reserve funds to cover the replacement costs of pool assets. Capital improvement expenditures exceeding 10% of the operating budget require the approval of 51% of the membership.
* The quorum for meetings of the membership will be 25% either in attendance or by proxy.
* A member who is unable to attend a meeting may submit a proxy. A proxy must be signed and dated.  A proxy may be given to another member or a member of the Board of Directors. A proxy will be valid only at the meeting for which it is issued.
* Special Meetings may be called by the President or by 15 members of the club. The purpose of the meetings will be stated in the call. Except in cases of emergency, at least seven days’ notice must be given.

**ARTICLE VI – DISSOLUTION:**

Upon dissolution of the corporation, all remaining uncommitted funds shall be distributed to the current membership based on the following formula.

Assuming that memberships are not prorated and that all members have paid the full price: The total remaining funds **(A)** are divided by sum total of membership months that have been paid for but not used **(B)** which results in an amount per unused month **(C)**. For each member, the amount per unused month (C) is multiplied by the number of months member does not have access to pool.

***Example***: Assume the pool closes Sept 30. (9 months of operation in current year) with 150 members and funds of $10,000 to distribute (A).

* 135 members paid in January – 3 months pool not used (Oct, Nov, Dec). 135 members x 3 months = 405 months not used
* 10 members paid in April – 6 months pool not used (Oct, Nov, Dec, Jan, Feb, Mar). 10 members x 6 months = 60 months not used
* 5 members paid in July – 9 months pool not used.  5 members x 9 months = 45 months not used
	+ *Total months paid for but not used (B):* 405 + 60 + 45 = **510**
* Total remaining funds (A) is divided by (B): $10,000 / 510 = $19.61 per unused months (C)
	+ Each member that paid in January would receive $58.83 ($19.61 x 3 months)
	+ Each member that paid in April would receive $117.66 ($19.61 x 6 months)
	+ Each member that paid in July would receive $176.49 ($19.61 x 9 months)

**ARTICLE VII – PARLIAMENTARY AUTHORITY:**All questions of parliamentary procedure will be decided in accordance with Robert’s Rules of Order.

 **ARTICLE VIII – INDEMNIFICATION:**

* Each member shall be liable to the Corporation for any damages to the facility caused by negligence or willful misconduct of the member or their family, guest, invitee, or lessee.
* To the fullest extent permitted by law, the Corporation shall indemnify its Agents (Directors, Officers, employees, authorized volunteers and other persons formerly agents, including persons formerly occupying any such positions) against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding and including any action by or in the right of the Swim Club by reason of the fact that such person is or was an Agent.
* The Swim Club shall purchase and maintain insurance on behalf of its Agents against other liability asserted against or incurred by any Agent in such capacity or arising out of the Agent’s status as such. In addition to the coverage of Directors and Officers Insurance stated above, the Swim Club will carry General Liability Insurance. Any cause of action in tort will be limited to the Blacklake Swim Club rather than against the individual member.
* Any indemnification granted is conditional as follows:
	+ The Agent must be found to have acted in good faith in a manner he or she believed to be in the best interest of the Blacklake Swim Club, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The Termination of any proceeding by judgment, order, settlement, conviction or on a plea of contender or its equivalent shall not, of itself, create a presumption that the Agent did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of the Swim Club or that the Agent has reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the Agent must have had no reasonable cause to believe his or her conduct was unlawful.
	+ Manner of Determination of Good Faith Conduct.  The determination that the Agent did act in a manner complying with subparagraph (a) above shall be made by:
		- The Board by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
		- The affirmative vote or written ballot of a majority of the total votes of the Members of the Swim Club, with the persons to be indemnified not being entitled to vote hereon; or
		- The court in which the proceeding visor was pending, upon application made by the Swim Club or the Agent or the attorney or other person rendering services in connection with the defenses of the Agent, whether or not the application by the Agent, attorney or other person is opposed by the Swim Club.

**ARTICLE IX – DISPUTE RESOLUTION:**A Dispute Resolution Committee (DRC) will attempt to resolve all disputes between members or with the Board of Directors. If the parties cannot resolve the issue or disagree with the Board’s decision, the President will initiate a DRC. The parties may agree to a binding decision to resolve the dispute. Each party involved with the dispute will appoint one member to the committee. Then the two appointees will select a third member to the committee. The President will appoint one of the three members to chair the DRC.

**ARTICLE X – BYLAW AMENDMENT PROCEDURE:**These bylaws may be amended at the Annual Meeting or by a Special Meeting called for that purpose.  A vote of the majority of members present or by proxy will be required to adopt amendments.  All amendments must be submitted in writing to the members at least thirty days prior to the meeting.