

# Bylaws of the Blacklake Swim Club

Approved on January 18, 2025 at the 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, 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.