



## BYLAWS

### **HERMOSA BEACH LAWN BOWLING CLUB**

(Amended and Restated April 16, 2022)

#### **ARTICLE I - ORGANIZATION**

This organization shall be known as HERMOSA BEACH LAWN BOWLING CLUB (club).

#### **ARTICLE II - PURPOSE**

The purpose is to promote the benefits of the sport of lawn bowls by providing free instruction, lawn bowling recreational games, and sponsoring organized tournaments.

#### **ARTICLE III - ORGANIZATION STRUCTURE**

1. The Officers of this club shall consist of a President, Vice President, Secretary, and Treasurer.
2. There shall be a Board consisting of the following:
  - A. President
  - B. Vice President
  - C. Secretary
  - D. Treasurer
  - E. Member at Large
  - F. Building Chair
  - G. Tournaments Chair
  - H. Publicity Chair
  - I. Greens Chair
  - J. Membership Chair
  - K. Coaching Chair
3. To become a candidate or be appointed to serve as an Officer or Board member, individuals must be full members of the Hermosa Beach Lawn Bowling Club.
4. The President, Vice President, Secretary, and Treasurer shall comprise the Executive Committee.

5. The President shall appoint all Chairpersons, as well as the Member at Large. All committee chairpersons shall have the authority to select and appoint members of their respective committees. Committee Chairs remain in office unless they are removed by a majority vote of the Board at a general meeting of the membership. Committee Chairs may be removed with or without cause by the vote of a majority of the Board members then in office, other than the subject Chair, who shall not be entitled to vote.

6. The Board is the body which develops and implements club policies and procedures. The Board, by two-thirds (2/3) vote, may adopt Operating Policies to implement the club's purposes. Members desiring to implement new initiatives or organize events consistent with the purpose of the club must receive approval of their activities from the Board prior to implementation.

7. Vacancies in the office of President, Vice President, Secretary, or Treasurer, which occur during the official year, may be filled by a majority vote of the Executive Committee at a special meeting.

8. The official club year shall be the calendar year. Officers are elected at the annual general meeting and serve for the next calendar year. There is no limit to the amount of time an Officer may serve.

9. The qualifications, duties and responsibilities of Committees and Chairs are described in an Operating Policy – Board Members Duties.

10. The Board may conduct an entire meeting, or permit any Committee Chair to participate in a regular or special meeting through the use of any means of communication by which all Chairs participating may hear each other during the meeting. A Chair participating in a meeting by this means is deemed to be present in person at the meeting.

11. Each Chair is entitled to cast one vote on any matter coming before the Board for decision. Except as otherwise specified in these Bylaws, the act of the majority of the Chairs present and their proxies at a meeting at which a quorum is present shall be an act of the Board. The President may elect to vote or to abstain. Any tie in a vote among the chairs shall be broken by a vote of the President. A Chair who is unable to attend a meeting may provide a signed written proxy for a particular proposal that is described with reasonable specificity in the proxy to another Chair. The proxy shall be in writing and provided to the President prior to the start of the meeting. Upon affirmative vote of a majority of Chairs present, the meeting may be adjourned to a closed or executive session, having only the Chairs present. All actions taken in closed or executive session shall be valid and fully binding as the actions of the members of the Board.

12. No Committee Chair shall receive any compensation as a Chair or for attendance at meetings of the Board or for services as a Committee Chair.

13. A Committee Chair who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered

in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by certified mail to the secretary of the club immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Chair who voted in favor of such action.

14. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a unanimous consent in writing, setting forth the action so taken, shall be signed by all of the Committee Chairs. Such consent shall have the same force and effect as a unanimous vote of the Chairs. From time to time, the President may poll the Executive Committee by e-mail or telephone; any decisions made as a result of such informal action shall be promptly documented by unanimous written consent at the next meeting of the Executive Committee.

#### **ARTICLE IV - MEETINGS**

1. The Annual General Meeting of the club shall be held during the month of December at the Hermosa Beach Lawn Bowling Club facility.

2. A General Meeting shall also be held in July.

3. Meetings of the Executive Committee or Board can be called by the President or Vice President, or on written request of three (3) members of the Executive Committee or two-thirds (2/3) of the Board. Notice of meetings to the membership will be made by posting on the club bulletin board or by email seven (7) days prior to the meeting.

4. A special meeting of the club membership may be called by the President, or the written request of thirty percent (30%) of full club members. Notice of the meeting shall be posted on the club bulletin board and by email at least fourteen (14) days prior to said meeting and state the subject matter to be considered.

5. Two-thirds (2/3) of the members of the Executive Committee shall constitute a quorum at Executive Committee meetings. Two-thirds (2/3) of the members of the Board shall constitute a quorum at Board meetings.

#### **ARTICLE V - VOTING**

1. The President and Vice President shall appoint a Nominating Committee at least forty-five (45) days prior to the annual general meeting, and this committee shall report to the Executive Committee. The duties of the Nominating Committee, and voting procedures are described in the Operating Policy – Elections and Voting. The Nominating Committee has the responsibility of managing all elections and votes of the members of the club. The Secretary shall be the office through which the Nominating Committee communicates with club membership. Notice of votes and elections will be made by posting on the club bulletin board and by email.

2. All actions subject to a vote by full club members shall be determined by a majority vote of members in good standing present, except at the election of officers at the annual general meeting when a mail-in ballot or club proxy vote form will be allowed. A decision will be made by the Nominating Committee at least forty-five (45) days prior to the meeting on the type of voting the election will use; either completely by mail-in, or in-person with the use of mailed in or collected proxy forms. The mail-in ballots or proxy forms should be issued at least thirty (30) calendar days before the meeting and should be received by the club seven (7) days prior to the day of the meeting.

3. At some future time an electronic voting process may be implemented to improve access to voting. Any such process must be approved by a two-thirds (2/3) vote of the Board. The process must comply with the intent and spirit of this Section and the Elections and Voting Operating Policy with respect to timelines, notification and instructions, and use a proven off-the-shelf application.

4. All full members are welcome to attend Board meetings, but only members of the Board may vote. Minutes of Board meetings will be posted on the bulletin board within seven (7) days of the meeting.

## **ARTICLE VI - DUTIES OF OFFICERS**

1. The **President** shall have general and active control of the affairs of the club and shall preside and maintain order at all meetings of the club and of the Executive Committee and Board meetings. The President shall see that all orders and resolutions of the Executive Committee and Board are carried into effect, and shall have authority to execute on behalf of the club any contract or other instrument requiring the signature of an Officer of the club. The President shall have the power to appoint *ad hoc* committees as he deems necessary, subject to approval of a majority of the Executive Committee. The President and Vice President shall be *ex-officio* members of all committees. The President or other presiding officer, in cases of a tie, shall have the deciding vote at all meetings of the club, Board or committees.

2. The **Vice President** shall discharge all the duties of the President in the President's absence, and in the event of the absence of both President and Vice President, the meeting assembled shall elect a Presiding Officer who shall have, *pro tem* all the rights and powers of the President.

3. The **Secretary** shall keep a record of the proceedings of all meetings. The Secretary shall keep a record of the club membership and shall send out all notices of meetings and conduct all routine correspondence of the club.

4. The **Treasurer** shall collect all monies due the club from all sources, giving proper credit for same and depositing all monies in a bank approved by the Executive Committee. The Treasurer will keep a complete monthly record of all transactions. At the annual general meeting in December, the Treasurer shall submit a detailed report on paid club membership, as well as a closing financial statement for the year. The Secretary and Treasurer shall coordinate to develop a single club roster denoting different types of membership.

## **ARTICLE VII - FINANCIAL**

1. The fiscal year of the club shall be the calendar year. Procedures for Financial matters are described in the Operating Policy – Financial Matters.
2. The club is a non-profit entity. No part of its net earnings shall inure to the benefit of any Member, Officer, Committee Chair or individual.
3. Expenses must be generally consistent with an annual budget approved at the annual general meeting. The President shall have authority to authorize expenditures up to \$300, and the Executive Committee may change this amount after giving notice to the Board and revising the Operating Policy. All expenditures in excess of \$300 must have the approval of a majority of the Executive Committee. No expenses shall be permitted without prior approval.
4. The Treasurer and President must both sign all checks in excess of \$2000.
5. In the event of dissolution of the club, any unexpended funds shall be paid to the Treasurer of the City of Hermosa Beach, California
6. The club makes no loans of its funds to any Officer, Member, other individuals or organizations. Any Officer voting for or assenting to the making of any such loan, and any Officer participating in the making thereof, shall be jointly and severally liable to the club for the amount of such loan until repayment thereof.

## **ARTICLE VIII - TOURNAMENTS AND SPECIAL EVENTS**

At its first meeting after the annual general meeting, the Board will adopt a schedule of tournaments and special events.

## **ARTICLE IX - MEMBERSHIP AND DUES**

1. Membership shall be open to all persons age 12 and over who are interested in participating in lawn bowling. Those who wish to become members of the Hermosa Beach Lawn Bowling Club shall fill out an application provided by the Membership Committee and submit it to the Executive Committee for consideration.
2. See the Operating Policy – Membership for more information.
3. Classes of Membership. There shall be two classes of membership as follows:

Full. Has paid dues for at least a thirteen consecutive month period, and whose dues are currently paid and up to date. Only full members shall have voting rights at club meetings which will begin in their thirteenth month of membership.

Associate. A non-voting member whose dues are currently paid and up to date. This includes but is not limited to individuals who have been members less than thirteen months, multi-club members, and youth under age 18. Associate members do not have the same rights and privileges as full members.

4. Multi-club members are those persons who belong to another lawn bowling club as their home club but enjoy limited benefits in the Hermosa Beach Lawn Bowling Club. These members will be allowed to bowl on days and hours set by the club. Notwithstanding the language in paragraph 5 immediately below, dues for multi-club members shall be set by the Board.

5. All members are required to pay annual dues as determined by the membership. The amount of the dues shall be determined at the annual general meeting. Dues are payable on January 1st and delinquent February 1st. Full members whose dues are received after January 31 will have their full membership terminated, and will be Associate members for that year.

6. All members shall receive and be responsible for all information provided in the Operating Policy – Membership, and the New Member Welcome Packet. Other types of membership may be developed by the Board.

7. All members shall adhere to the following Code of Conduct and Etiquette:

A. All members shall dress appropriately, i.e. shirts and slacks/shorts/skirts shall be worn at all times. Whites shall be worn when specified for club functions. Flat-soled shoes are required on the green.

B. No smoking at any time.

C. The use of profane language is prohibited on the club premises.

D. All members who bowl at regular scheduled times as set forth by the club shall participate in the draw that determines teams' makeup.

E. During the game, communications and movement between adjacent lanes shall be minimized.

8. Disciplinary Action:

A. The success and welfare of bowls require that members may expect appropriate and sportsmanlike behavior by and between members.

B. If a complaint is made to a member of the Executive Committee, which appears to describe a violation of this behavioral standard, by a member, they shall report that information to the President who will refer the matter to the Ethics Committee.

C. An *ad hoc* Ethics Committee, formed by the President, shall consist of not more than three (3) members, including its Chairman. They shall investigate the incident as completely as possible and may schedule and conduct a hearing. All allegations shall be provided to the accused at least two (2) weeks prior to a possible hearing. The accused may respond in writing or in person to all allegations.

D. At the conclusion of that hearing, the Ethics Committee shall report its findings clearly, concisely and in writing to the Executive Committee and the accused, stating either that the allegations do not justify further action, or that the allegations are substantiated and the Ethics Committee has recommended one of the following courses of action, to be implemented by the Executive Committee:

- i. Warning
- ii. Probation
- iii. Temporary suspension from the club privileges
- iv. Termination of membership

E. The accused then has ten (10) days in which to appeal to findings in writing to the Executive Committee. During any appeal period, the penalty implemented by the Executive Committee will be suspended.

F. If, after ten (10) days, no appeal has been filed in writing with the Secretary by the accused, the findings by the Ethics Committee and recommended action shall become final and will go into effect on the eleventh (11<sup>th</sup>) day after the decision date. The result shall be reported at the next Board meeting for information only.

G. If, within ten (10) days the accused does file an appeal, the Executive Committee will consider his/her verbal and/or written testimony at its next meeting and make a final decision by majority vote and the penalty period if any, will commence. If the decision is termination, that decision may be appealed at the next annual general meeting or special meeting called by the President and the majority vote of the members at such meeting will be final and binding.

## **ARTICLE X - DELEGATES**

The Executive Committee shall appoint all delegates to the Southwest Division of *Bowls USA* and will represent the Hermosa Beach Lawn Bowling Club in their regular assemblies.

## **ARTICLE XI - RULES OF ORDER**

Robert's Rules of Order shall govern meeting matters not otherwise covered by the Bylaws.

## **ARTICLE XII - ANNUAL GENERAL MEETING ORDER OF BUSINESS**

1. Call to Order
2. Introductions
3. Additions to the Agenda
4. Adoption of the Agenda
5. Minutes
6. Treasurer's Report
7. Membership Report
8. Correspondence and Bills
9. Unfinished Business
10. Dues and Fees
11. Election of Officers
12. New Business
13. Adjourn

## **ARTICLE XIII - LIABILITY**

1. A Board member is not liable as such to the club for any action taken, or omitted to be taken, as a Board member in connection with such action or omission, that the Board member performed the duties of the position in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Board member reasonably believes to be in the best interests of the club.
2. The Board members of the club are not, as such, personally liable for the acts, debts, liabilities or obligations of the club, including under a judgment, decree or order of a court.

## **ARTICLE XIV - AMENDMENTS TO BYLAWS**

1. Amendments to these Bylaws may be made by a vote of two-thirds majority of the full members present at a general or special general member meeting, where the notice to the membership of the proposed amendment was given in writing by the Secretary at least thirty (30) days prior to the date of the meeting.
2. These Bylaws were amended and adopted at a general member meeting on April 16, 2022. At least two-thirds (2/3) of the full members present voted in favor of the adoption of these Bylaws.




3. A favorable vote by the methods described in paragraph 1 above is required in order for an amendment to be adopted. Upon adoption of these Bylaws, the Bylaws under which the club has previously operated shall become invalid and thus be automatically repealed.

4. Amendments shall take effect at the time stated in the proposal for their adoption, or, if no such time is stated, immediately upon their adoption. The date of the most recent amendment to the Bylaws shall be indicated in the Certification, herein.

### CERTIFICATION

The undersigned Secretary of the Hermosa Beach Lawn Bowling Club certifies that the foregoing Bylaws, which consist of fourteen (14) Articles on nine (9) pages, and which amend and restate all previous Bylaws, were adopted on April 16, 2022 by the affirmative vote of at least two-thirds (2/3) of the full members present and entitled to vote.

  
Cindie Chafe, Secretary

  
Date