

Laguna Beach Lawn Bowling Club By-Laws

Amended and approved at the AGM on November 19, 2017.

ARTICLE I--NAME

The name of this Club shall be:

LAGUNA BEACH LAWN BOWLING CLUB

This entity is a non-profit corporation.

ARTICLE II—OBJECT

The object of this Club is to provide opportunity for recreation in lawn bowling and to promote good fellowship among the members.

ARTICLE III---MEMBERSHIP

Section 1 CATEGORIES OF MEMBERSHIP

Membership of this club shall consist of Active and Honorary Members.

- A. An Active Member shall be any person of good character and reputation. Active members of good standing shall have the right to vote and hold office.
- B. An Honorary Member shall be a person who for good cause the Club wishes to honor, and said membership shall be proposed by the Board of Directors and approved at the November General Meeting by a vote of the majority of those present.

Members nominated for the Honorary membership may decline the distinction and continue as an Active Member. An Honorary may at any time retire as such and upon request be reinstated as an Active Member with all rights, privileges and obligations.

Section 2 APPLICATION

Applications for Membership shall be made to the Secretary and approved by a majority of the Board of Directors, and, if approved by same, the applicant becomes a member of the Club upon payment of Fees and/or Dues.

Section 3 FEES, DUES AND CHARGES

The initiation fee and annual dues for Active Members will be proposed by the Board of Directors to the Members at the November General Meeting for their approval. All other fees and charges will be determined by the Board of Directors as indicated in Article IV—Directors.

Section 4 RULES

All members shall be subject to the ground rules, fees, and regulations established by the club.

Section 5 VISITING PLAYERS AND NON-MEMBERS

Fees to be paid by visiting players and non-members shall be fixed from time to time by the Board of Directors.

Section 6 REVOCATION OF MEMBERSHIP

Members may have their membership cancelled at the discretion of the Board of Directors under the following conditions:

- a) Failure to pay prescribed dues or assessments by the defined deadline for receipt and 30 day in arrears from date of second notice; to be posted at the Clubhouse.
- b) On complaint of misconduct or dishonorable action made in writing to the Board of Directors by at least three (3) members of the Club. Such complaint must be acted by the Board of Directors by directing the Secretary to give written notice to the accused member at least ten (10) days prior to a Board of Directors Meeting called to take action on the charges, at which the accused member will be given full opportunity to be heard. Membership cancellation shall therefore be considered, and only an affirmative vote of five (5) of the seven (7) Board members, shall the cancellation be made effective and the member under review be notified thereof in writing.

Section 7 GOOD STANDING

A member in good standing is a member whose dues are paid on or before the first of February of each year or is an Honorary Member.

ARTICLE IV—DIRECTORS

Section 1 POWERS

Subject to the limitations of the By-Laws and with respect to actions to be authorized or approved by members of the Club, the Board of Directors shall have full power to control and conduct the business and affairs of the Club, to elect members and revoke membership for cause, to supervise expenditures of the Club funds and other aspects of Club finances, to purchase, lease or otherwise acquire or dispose of Club property or equipment, or to engage or terminate the services of contractors of the Club, and to approve execution of contracts and other financial agreements on behalf of the club.

Section 2 NUMBER OF DIRECTORS

The authorized number of Directors of the Corporation shall be seven (7) all of whom shall be Active Members in good standing. In addition to the seven (7) authorized members, the immediate Past President shall serve as a non-voting member of the Board of Directors for a term of one year.

Section 3 ELECTIONS AND TERM OF OFFICE

Directors shall be elected at each November General Meeting of the Membership. If this meeting is not held, the Directors may be elected at any Special Meeting of the Membership held for that purpose. Only members who have claimed Laguna Beach as their home club are eligible to sit on the Board of Directors.

All Directors shall hold office for a period of two (2) years and until their respective successors are duly elected and qualified. A Director who has served a full two year term is eligible to be elected to serve one more consecutive year. Upon the expiration of the aforesaid two year terms and/or additional one year term, such Director is not eligible for re-election until at least one year after the expiration of such term.

Any Director missing more than three Board of Directors meetings in a twelve month period, unless excused by the Board for good cause, shall automatically be removed from the Board and the vacancy filled.

Section 4 VACANCIES

Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, or by a sole remaining Director, and each Director so elected shall hold office until his/her successor is elected at the November General Meeting or the next Special Meeting of the Membership. The membership may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors. Each Director so elected shall hold office until his/her successor is elected. In no event shall any member serve as a Director more than three (3) consecutive years.

Section 5 ORGANIZATION MEETING

Immediately following each November General Meeting of the Membership, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with. The newly elected Directors shall begin holding office on January 1, following the November AGM meeting.

Section 6 REGULAR MEETINGS

The Board of Directors may provide that regular meetings shall be held once a month at a place to be fixed in the resolution. In case such regular meetings are provided for, it shall not be necessary to give notice of any other such regular meeting, nor the business to be transacted at such meeting.

Section 7 SPECIAL MEETINGS

Special Meetings of the Board of Directors for any purpose, or purposes, may be called at any time by the President, or if he/she is absent or unable or refuses to act, by the Vice President or by any two Directors. Written notice of the time and place of Special Meetings shall be delivered to each Director. Such mailing, , emailing, phone, or personal delivery as above provided shall be deemed due notice to any such Director.

Section 8 NOTICE OF ADJOURNMENT

If the time and place of holding an adjourned meeting is fixed at the meeting adjourned, no further notice need be given.

Section 9 ENTRY OF NOTICE

At any Special Meeting of the Board of Directors, an entry, duly made in the minutes to the effect that notice has been duly given, such entry shall be conclusive and binding on all Directors.

Section 10 WAIVER OF NOTICE

The transaction of any meeting of the Board of Directors, however called and noticed, or whenever held, shall be valid if a quorum is present and if either before or after the meeting, each of the Directors not present shall sign a written waiver of notice and consent to holding such meeting or an approval of the minutes thereof.

All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11 QUORUM

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business unless a greater number be required by law or the Articles of Incorporation. Every act by a majority of the Directors shall be deemed the act of the Board of Directors.

Section 12 ADJOURNMENT

A quorum of the Directors may adjourn any Director's meeting to meet again at a stated day and hour. Absence of a quorum, a majority of the Directors present may adjourn until a quorum is present.

Section 13 FEES AND COMPENSATION

Directors shall not receive any compensation for their services.

ARTICLE V—OFFICERS

Section 1 TYPES OF OFFICERS

The officers of the Club shall be President and Vice President who shall be members of the Board of Directors, and a Secretary and a Treasurer who need not be members of the Board of Directors. At the discretion of the Board of Directors the offices of Secretary and Treasurer may be held by one or two persons.

These officers shall be elected at the Annual Organization Meeting of the Board of Directors and shall hold office for one year or until their successors are elected and qualified.

Section 2

A. PRESIDENT

The President shall preside at all meetings of the Board of Directors of the Club, and shall perform all other duties to that office, or which may from time to time be prescribed by the By-Laws or by the Board of Directors.

B. VICE PRESIDENT

The Vice President shall perform all duties of the President in his/her absence, or in the event of the President's inability to discharge his/her duties, or whenever requested by the President to do so.

C. SECRETARY

The Secretary shall keep the minutes of all proceedings of the Board of Directors and of all meetings of the members of the Club. He/She shall attend to giving and serving of notices of all meetings. He/she shall be sure a roster of all the members of the Club, showing their names, addresses, telephone numbers and current email addresses is kept. He/she shall execute, with President, in the name of the Corporation, all deeds, bonds, contracts, or other obligations and instruments authorized by the Board of Directors to be executed. He/She shall, in general, perform all duties incident to the office of Secretary subject to the control of the Board of Directors. He/She shall perform the duties of the Treasurer in case of the absence or disability of the Treasurer.

D. GIVING OF NOTICES

Notices may be given by the President or by any person authorized by the President or by the Board of Directors in event of the absence or disability of the Secretary, or his/her refusal or neglecting to act.

E. TREASURER

The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements. He/She shall receive and deposit or cause to be kept and deposited, all monies and other valuables of the Corporation, in such depositories as may be designated by the Board of Directors.

All checks shall be signed by two of the following officers: namely, the President, the Vice President, the Secretary, and the Treasurer. He/she shall render to the President and the Board of Directors, whenever they may require, an account of all transactions and of the financial condition of the Corporation at the November meeting of the Membership.

He/She shall, in general, perform all of the duties incident to the office of the Treasurer, subject to the control of the Board of Directors.

ARTICLE VI--MEETINGS

Section 1 FISCAL YEAR

The fiscal year of the Club shall be from January first to December thirty-first; effective 2011.

Section 2 GENERAL MEMBERSHIP MEETING

There will be a General Membership Meetings during the year: in the month of November, at a time and place to be designated by the Board of Directors. Notice of the meeting shall be emailed and/or posted at least one week prior to such meeting date. This notice may also be sent by E-mail.

Section 3 SPECIAL MEETINGS

Special Meetings may be held at any time for the transaction of any business necessary. Such meetings may be called by the President or by a group of twenty (20) or more members in good standing by filing with the Secretary of the Club their request in writing, whereupon the Secretary shall immediately issues such a call.

Section 4 NOTICE OF SPECIAL MEETINGS

Notice of Special Meetings may be given in writing, telephone, email, or such manner as the Board of Directors may direct. However, a notice in writing to any member of the Club shall be sent at least seven (7) days prior to the meeting.

Section 5 QUORUM

At any General Membership Meeting or any Special Meeting of the Club, twenty-five (25) members in good standing shall constitute a quorum for the transaction of business. There shall be no cumulative and NO PROXIES.

Section 6 ORDER OF BUESINESS AT GENERAL MEETING

The order of business at a General Meeting shall be:

- Declaration by the chair that a quorum is present.
- Reading of the minutes of the last General Meeting and any Special Meetings.

- Report of the President.
- Report of the Secretary and the Treasurer.
- Election of Directors (at November meeting).
- Report of the Committees and sign ups for committees for the following year.
- General Business.
- Adjournment.

Section 7 ADJOURNMENT

If at any General Meeting or Special Meeting of the members a quorum shall not be present, the meeting may be adjourned without further notice until a quorum is present.

Section 8 PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order shall govern the Club’s meetings in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Club may adopt.

ARTICLE VII—RULES AND REGULATIONS

Section 1 NOMINATING COMMITTEE

The President shall appoint a Nominating Committee subject to the approval of the Board of Directors at least sixty (60) days prior to the November General Meeting of the membership. This committee is to consist of five (5) members in good standing, whose names shall be promptly posted on the Club bulletin board.

The Nominating Committee shall select nominees to replace retiring members of the Board of Directors and shall post a list of such nominees at least two (2) weeks prior to the November General Meeting. Additional nominees may be made by any ten (10) members in good standing by a petition signed by such members naming the nominees. Such Petition list of nominees shall be posted on the club bulletin board at least five (5) days prior to the November General Meeting.

Section 2 OTHER COMMITTEES

The President shall appoint such other committees as he/she deems necessary to properly conduct the affairs of the Club, subject to the approval of the Board of Directors. Such appointed committees shall propose rules and regulations for their respective activities, which rules and regulations are subject to approval by the Board of Directors. The President shall be a member of all committees, except the Nominating Committee.

Section 3 AUDITORS

The Board of Directors may appoint one or more auditors, who shall have the authority to examine the books of accounts at all times and shall submit a report to the General Meetings and other meetings as may be directed.

Section 4 WAIVER OF DUES AND GREEN FEE

The Secretary-Treasurer may, at the discretion of the Board of Directors, be exempt from paying annual dues and green fees.

Section 5 CLUB EXPENDITURES

All expenditures of the Club in excess of two hundred fifty dollars (\$250) must be approved by the Board of Directors.

ARTICLE VIII—OFFICE

The principle office for the transaction of the business of the Corporation is hereby fixed and located at the City of Laguna Beach, County of Orange, and State of California.

ARTICLE IX—AMENDMENTS

The By-Laws may be amended, repealed, or new By-Laws adopted by a majority vote at any General Meeting or Special Meeting. Notice of the proposed amendment(s) must be submitted in writing by regular mail or by electronic communication (E-Mail) to all members at least one (1) week before such meeting. The proposed amendment(s) shall be posted at the Club bulletin board. Whenever any amendment(s) or By-Laws are adopted, they must be entered in the By-Laws together with the date of the meeting at which they are adopted. If any By-Laws are repealed, the facts of the repeal, together with the date of the meeting at which the repeal was adopted must be entered into these By-Laws.

ARTICLE X—INTELLECTUAL PROPERTY

The website domain, LagunaBeachlawnbowling.com shall remain as LBLBC property and may not be renewed by any club member unless registered as LBLBC as owner. This applies to all other information, property, and data provided to and from the club, including the LBLBC facebook page, LBLBC email address, LBLBC paypal account, LBLBC godaddy account and LBLBC mailchimp account. Passwords for all LBLBC accounts shall be given to the current Board of Directors at the end of each term.