

## San Diego Lifesaving Association

### Minutes of the Board Directors Meeting

May 31, 2008

1. **Attendance:** All actions were mutually agreed via email by the Board of Directors: Randy Eickhoff (also President and CEO) and B. Chris Brewster (also Secretary/Treasurer).
2. **Financial Update:** Mr. Brewster presented and explained the attached financial statements, covering 2006, 2007, and 2008.
  - 2.1. **2006:** In accordance with decisions reached during the April 11, 2006 Board of Directors meeting, \$46,000 was transferred from the San Diego Lifesaving Association accounts to the newly formed nonprofit San Diego Lifesaving Foundation, the role of which is to invest these funds to the benefit of the San Diego Lifesaving Association. During that year, the SDLA had various minor income and expenses as noted in the statement. In addition, the SDLA received donations from a golf tournament arranged by Mr. Nick Lerma of: \$2,997.81 - Sierra Nevada Brewing; \$6,424.81 - P.B Bar and Grill; and \$7,307.81 - Valley Golf Enterprises. In accepting these donations, the SDLA was informed that it was the intention of the donors that the funds would go toward the purchase of a new lifeguard tower for the San Diego Lifeguard Service when these and future donations for like purpose were adequate to do so. Mr. Brewster noted that Mr. Lerma had subsequently informed him that the tower was since replaced by the City of San Diego, without need for financial support, and Mr. Lerma would need to provide counsel as to appropriate uses for funds generated for that specific purpose to ensure they were in keeping with the desires of the donors. The opening value of the cash account in 2006 was \$48,458.15 and the closing value was \$7,307.81. These funds were the sole assets of the San Diego Lifesaving Association. At year end, there were no liabilities.
  - 2.2. **2007:** Aside from incidental expenses, the only significant income and expenditure was to facilitate conduct of a lifeguard scuba rescue course by accepting tuition payments and paying the independent contractor instructor in the precise amount of the tuition checks. The opening value of the cash account in 2007 was \$7,307.81 and the closing value was \$7,115.81. These funds were the sole assets of the San Diego Lifesaving Association. At year end, there were no liabilities.
  - 2.3. **2008:** The report to date is as follows: Tuition payments were accepted (as in 2007) for a lifeguard scuba rescue course to pay the independent contractor instructor in the precise amount of the tuition checks. This expenditure was made. Separately, the SDLA received two donations totaling \$1,100 to fund a program to help the children of The Purple Palace of Tijuana, Mexico learn to swim. (For details on this organization see <http://www.thepurplepalace.org/>). An expenditure of \$1,100 was made to cover expenses related to this project. It will be the responsibility of the new Treasurer to garner appropriate receipts to cover this expenditure. The opening value of the cash account in 2007 was \$7,115.81 and the closing value as of the date of this meeting is \$6,903.81. These funds are the sole assets of the San Diego Lifesaving Association. At years end, there are no liabilities.
3. **Election of Officers:** It was proposed by Mr. Brewster to elect the following slate of candidates, thus replacing Mr. Eickhoff and Mr. Brewster in their current positions as President and Secretary/Treasurer and adding additional officers. This was agreed by consensus.
  - 3.1. Jeffrey Hatfield-President

- 3.2. Eric Care-Vice President
- 3.3. Maureen Rabe-Secretary
- 3.4. James Gartland-Treasurer
- 3.5. Neal Collins-Vice President for Special Events
- 3.6. Mark Korch-Vice President for Administration
- 3.7. James Lockwood - Vice President for Communications
4. **Change in Governance Structure:** Mr. Brewster explained that key members of the group listed in the foregoing section had agreed that their appointments would be for a finite period of time, during which they would endeavor to reinvigorate the chapter and garner additional members. Their intent and that of the current Board (Mr. Eickhoff and Mr. Brewster) would be that by or before the end of August 2008, the new officers would hold elections for Directors in accordance with the attached draft Bylaws. Once that election had taken place and Directors were selected, the existing Directors would appoint the Directors who had been elected, approve enactment of the draft Bylaws in place of the existing Bylaws, and would resign from their positions as Directors, leaving leadership of the SDLA fully in the hands of the new Directors.
5. **Address:** The new officers propose that there be a new address for the SDLA which will be P.O. Box 99025 San Diego CA, 92169. This was agreed by consensus.
6. **Action Steps:** Mr. Brewster will take the following actions:
  - 6.1. Advise officers of their election.
  - 6.2. Notify the California Surf Lifesaving Association of their election.
  - 6.3. Work with Mr. Gartland to transfer the financial account and bookkeeping to the SDLA. (It was agreed that there would be a double signature check process with the Treasurer and President's names required on all checks.)
  - 6.4. Assist in advising the State of California of the change in officers and address.
  - 6.5. Assist in advising the IRS of the change in officers and address.
  - 6.6. Transfer corporate records to Ms. Rabe.
  - 6.7. Advise the officers of various statutory responsibilities (e.g. annual reports to the IRS, biannual reports to the Secretary of State, etc.)
7. **X. Adjournment:** Subsequent to the above action, the meeting was adjourned.

Respectfully submitted,



B. Chris Brewster, Director and outgoing Secretary/Treasurer

Attachments:

SDLA Financial Transactions: January 1, 2006 – May 11, 2008  
Wells Fargo Checking Statement: May 22, 2008  
Proposed Bylaws SDLA

San Diego Lifesaving Association Accounts

**January 1, 2003 - December 31, 2003**

1-Jan-03      \$58,414.43    Opening value  
                  \$49,625.09    Closing Value  
  
                  \$7,299.35    Total Income  
                  -\$16,088.69   Total Expenses

**Wells Fargo Checking Account 075-8285092**

Date	Amount	Balance	Income/Expenditure
1-Jan-03		\$17,809.23	Opening balance
24-Jan-03	\$1.41	\$17,810.64	Interest
25-Feb-03	\$1.40	\$17,812.04	Interest
24-Mar-03	\$1.19	\$17,813.23	Interest
10-Apr-03	-\$192.00	\$17,621.23	Mail Boxes Etc. (box rent)
22-Apr-03	\$0.87	\$17,622.10	Interest
22-May-03	\$0.65	\$17,622.75	Interest
23-Jun-03	\$0.70	\$17,623.45	Interest
23-Jul-03	\$0.69	\$17,624.14	Interest
23-Jul-03	\$34,515.08	\$52,139.22	Transfer from closed account
28-Jul-03	\$1.28	\$52,140.50	Transfer from closed account
4-Aug-03	\$500.00	\$52,640.50	Donation from San Diego Community Foundation for Competition
7-Aug-03	-\$500.00	\$52,140.50	SD Lifeguard Competition Association
22-Aug-03	\$1.93	\$52,142.43	Interest
23-Sep-03	\$2.06	\$52,144.49	Interest
21-Oct-03	-\$25.00	\$52,119.49	Check #1102 California Department of Justice Charitable Trust Fee
23-Oct-03	-\$2,500.00	\$49,619.49	Check #1103 Ceferino Fajardo, Jr. (auditing fees)
23-Oct-03	\$1.93	\$49,621.42	Interest
25-Nov-03	\$2.02	\$49,623.44	Interest
22-Dec-03	\$1.65	\$49,625.09	Interest
		-----	
		\$49,625.09	Total

**Wells Fargo Checking Account 083-1010012**

Date	Amount	Balance	Income/Expenditure
1-Jan-03		\$40,605.20	Opening balance
23-Jan-03	\$3.40	\$40,608.60	Interest
24-Feb-03	\$3.21	\$40,611.81	Interest
11-Mar-03	\$500.00	\$41,111.81	Fox Sports West for Nationals filming
21-Mar-03	-\$1,500.00	\$39,611.81	Check # 590 Ceferino Fajardo, Jr. (auditing fees)
23-Mar-03	\$2.51	\$39,614.32	Interest
21-Apr-03	\$2.20	\$39,616.52	Interest
13-May-03	-\$9,500.00	\$30,116.52	Check 591 First Installment to USLA for Nationals
21-May-03	\$1.36	\$30,117.88	Interest
22-Jun-03	\$1.11	\$30,118.99	Interest
11-Jul-03	\$6,267.78	\$36,386.77	City of San Diego TOT funds for 2002 Nationals
21-Jul-03	-\$1,871.69	\$34,515.08	Check 593 Final payment to USLA for Nationals
23-Jul-03	\$1.28	\$34,516.36	Interest
23-Jul-03	-\$34,515.08	\$1.28	Account closed transfer to main account
28-Jul-03	-\$1.28	\$0.00	Account closed transfer to main account
		-----	
		\$0.00	Total

San Diego Lifesaving Association Accounts

**Income**

\$500.00 Gifts, grants, contributions, and similar  
\$0.00 Program service revenue including government fees and contracts  
\$0.00 Membership dues and assessments  
\$31.57 Investment income  
\$0.00 Sale of assets other than inventory  
\$6,767.78 Special events and activities  
\$0.00 Gross sales of inventory  
\$0.00 Other income  
  
\$7,299.35 **Total Income**

**Expenses**

-\$500.00 Grants and similar amounts paid  
\$0.00 Benefits paid to or for members  
\$0.00 Salaries, other compensation, and employee benefits  
-\$4,000.00 Professional fees and other payments to independent contractors  
-\$192.00 Occupancy, rent, utilities, mailbox rent, and maintenance  
\$0.00 Printing, publications, postage, and shipping  
-\$25.00 Taxes and government fees  
-\$11,371.69 Other expenses  
  
-\$16,088.69 **Total Expenses**

San Diego Lifesaving Association Accounts

**January 1, 2004 - December 31, 2004**

**1-Jan-04    \$49,625.09    Opening value**  
**\$49,267.85    Closing Value**

**Wells Fargo Checking Account**

<b>Date</b>	<b>Amount</b>	<b>Balance</b>	<b>Income/Expenditure</b>
1-Jan-04		\$49,625.09	Opening balance
14-Jan-04	-\$93.99	\$49,531.10	Franchise Tax Board (2002 Tax and Penalty)
26-Jan-04	\$2.13	\$49,533.23	Interest
24-Feb-04	\$1.77	\$49,535.00	Interest
12-Mar-04	-\$20.00	\$49,515.00	California Secretary of State (biannual filing)
22-Mar-04	\$1.64	\$49,516.64	Interest
29-Mar-04	-\$192.00	\$49,324.64	Mail Boxes Etc. PO Box Rent 1 Year
22-Apr-04	\$1.89	\$49,326.53	Interest
12-May-04	-\$73.46	\$49,253.07	Franchise Tax Board (2000 Late Filing Fee)
24-May-04	\$1.94	\$49,255.01	Interest
22-Jun-04	\$1.75	\$49,256.76	Interest
23-Jul-04	\$1.88	\$49,258.64	Interest
23-Aug-04	\$1.88	\$49,260.52	Interest
23-Sep-04	\$1.87	\$49,262.39	Interest
25-Oct-04	\$1.94	\$49,264.33	Interest
23-Nov-04	\$1.76	\$49,266.09	Interest
22-Dec-04	\$1.76	\$49,267.85	Interest
		-----	
		\$49,267.85	Total

**Income**

\$0.00 Gifts, grants, contributions, and similar  
 \$0.00 Program service revenue including government fees and contracts  
 \$0.00 Membership dues and assessments  
 \$22.21 Investment income  
 \$0.00 Sale of assets other than inventory  
 \$0.00 Special events and activities  
 \$0.00 Gross sales of inventory  
 \$0.00 Other income

**\$22.21 Total Income**

**Expenses**

\$0.00 Grants and similar amounts paid  
 \$0.00 Benefits paid to or for members  
 \$0.00 Salaries, other compensation, and employee benefits  
 \$0.00 Professional fees and other payments to independent contractors  
 -\$192.00 Occupancy, rent, utilities, mailbox rent, and maintenance  
 \$0.00 Printing, publications, postage, and shipping  
 -\$187.45 Taxes and government fees  
 \$0.00 Other expenses

**-\$379.45 Total Expenses**

San Diego Lifesaving Association Accounts

**January 1, 2005 - December 31, 2005**

**1-Jan-05    \$49,267.85    Opening value**  
**31-Dec-05    \$48,458.15    Closing Value**

**Wells Fargo Checking Account**

<b>Date</b>	<b>Amount</b>	<b>Balance</b>	<b>Income/Expenditure</b>
1-Jan-05		\$49,267.85	Opening balance
25-Jan-05	\$2.06	\$49,269.91	Interest
23-Feb-05	\$1.76	\$49,271.67	Interest
4-Mar-05	-\$38.00	\$49,233.67	California Secretary of State (SDLF Filing Fee)
18-Mar-05	-\$500.00	\$48,733.67	IRS (SDLF Filing Nonprofit Fee)
22-Mar-05	\$1.64	\$48,735.31	Interest
6-Apr-05	-\$192.00	\$48,543.31	Check #1112 Mail Boxes Etc. Box Rent
22-Apr-05	\$1.86	\$48,545.17	Interest
23-May-05	\$4.72	\$48,549.89	Interest
22-Jun-05	\$5.39	\$48,555.28	Interest
25-Jul-05	\$5.93	\$48,561.21	Interest
22-Aug-05	\$5.03	\$48,566.24	Interest
25-Sep-05	\$5.75	\$48,571.99	Interest
25-Oct-05	\$5.75	\$48,577.74	Interest
24-Nov-05	\$5.21	\$48,582.95	Interest
13-Dec-05	-\$130.00	\$48,452.95	Franchise Tax Board
20-Dec-05	\$5.20	\$48,458.15	Interest
		-----	
		\$48,458.15	Total

**Income**

\$0.00 Gifts, grants, contributions, and similar  
 \$0.00 Program service revenue including government fees and contracts  
 \$0.00 Membership dues and assessments  
 \$50.30 Investment income  
 \$0.00 Sale of assets other than inventory  
 \$0.00 Special events and activities  
 \$0.00 Gross sales of inventory  
 \$0.00 Other income

**\$50.30 Total Income**

**Expenses**

-\$538.00 Grants and similar amounts paid  
 \$0.00 Benefits paid to or for members  
 \$0.00 Salaries, other compensation, and employee benefits  
 \$0.00 Professional fees and other payments to independent contractors  
 -\$192.00 Occupancy, rent, utilities, mailbox rent, and maintenance  
 \$0.00 Printing, publications, postage, and shipping  
 -\$130.00 Taxes and government fees  
 \$0.00 Other expenses

**-\$860.00 Total Expenses**

San Diego Lifesaving Association Accounts

**January 1, 2006 - December 31, 2006**

**1-Jan-06    \$48,458.15    Opening value**  
**31-Dec-06    \$7,307.81    Closing Value**

**Wells Fargo Checking Account**

<b>Date</b>	<b>Amount</b>	<b>Balance</b>	<b>Income/Expenditure</b>
1-Jan-06		\$48,458.15	Opening balance
25-Jan-06	\$6.10	\$48,464.25	Interest
23-Feb-05	\$5.19	\$48,469.44	Interest
25-Feb-06	-\$20.00	\$48,449.44	California Secretary of State (SDLF Filing Fee)
22-Mar-06	\$4.84	\$48,454.28	Interest
30-Mar-06	\$55.34	\$48,509.62	Franchise Tax Board Refund
24-May-06	\$5.90	\$48,515.52	Interest
24-Apr-06	-\$192.00	\$48,323.52	Check #1114 Mail Boxes Etc. Box Rent
19-May-06	-\$46,000.00	\$2,323.52	Donation to San Diego Lifesaving Foundation
22-May-06	\$4.29	\$2,327.81	Interest
22-Jun-06	-\$10.00	\$2,317.81	Monthly Service Fee
25-Jul-06	-\$10.00	\$2,307.81	Monthly Service Fee
19-Oct-06	\$690.00	\$2,997.81	Golf Tournament Donation - Sierra Nevada Brewing
19-Oct-06	\$3,427.00	\$6,424.81	Golf Tournament Donation - P.B Bar and Grill
19-Oct-06	\$883.00	\$7,307.81	Golf Tournament Donation - Valley Golf Enterprises
		-----	
		\$7,307.81	Total

**Income**

\$5,000.00 Gifts, grants, contributions, and similar  
 \$0.00 Program service revenue including government fees and contracts  
 \$0.00 Membership dues and assessments  
 \$26.32 Investment income  
 \$0.00 Sale of assets other than inventory  
 \$0.00 Special events and activities  
 \$0.00 Gross sales of inventory  
 \$55.34 Other income

**\$5,081.66 Total Income**

**Expenses**

\$46,000.00 Grants and similar amounts paid  
 \$0.00 Benefits paid to or for members  
 \$0.00 Salaries, other compensation, and employee benefits  
 \$0.00 Professional fees and other payments to independent contractors  
 \$192.00 Occupancy, rent, utilities, mailbox rent, and maintenance  
 \$0.00 Printing, publications, postage, and shipping  
 \$20.00 Taxes and government fees  
 \$20.00 Other expenses

**\$46,232.00 Total Expenses**

San Diego Lifesaving Association Accounts

**January 1, 2007 - December 31, 2007**

1-Jan-07     \$7,307.81    Opening value  
 31-Dec-07     \$7,115.81    Closing Value

**Wells Fargo Checking Account**

Date	Amount	Balance	Income/Expenditure
1-Jan-07		\$7,307.81	Opening balance
28-Mar-07	-\$192.00	\$7,115.81	Check #1116 Mail Boxes Etc Box Rent
4-Sep-08	\$930.00	\$8,045.81	Scuba Course Tuition Checks
11-Sep-08	-\$930.00	\$7,115.81	Check #1117 Reimburse Stropky Scuba
		-----	
		\$7,115.81	Total

**Income**

\$0.00 Gifts, grants, contributions, and similar  
 \$930.00 Program service revenue including government fees and contracts  
 \$0.00 Membership dues and assessments  
 \$0.00 Investment income  
 \$0.00 Sale of assets other than inventory  
 \$0.00 Special events and activities  
 \$0.00 Gross sales of inventory  
 \$0.00 Other income

**\$930.00 Total Income**

**Expenses**

\$0.00 Grants and similar amounts paid  
 \$0.00 Benefits paid to or for members  
 \$0.00 Salaries, other compensation, and employee benefits  
 \$930.00 Professional fees and other payments to independent contractors  
 \$192.00 Occupancy, rent, utilities, mailbox rent, and maintenance  
 \$0.00 Printing, publications, postage, and shipping  
 \$0.00 Taxes and government fees  
 \$0.00 Other expenses

**\$1,122.00 Total Expenses**



San Diego Lifesaving Association Accounts

**January 1, 2008 - December 31, 2008**

1-Jan-08     \$7,115.81    Opening value  
 31-Dec-08    \$6,903.81    Closing Value

**Wells Fargo Checking Account**

Date	Amount	Balance	Income/Expenditure
1-Jan-07		\$7,115.81	Opening balance
4-Jan-08	\$1,525.00	\$8,640.81	Scuba Course Tuition Checks
10-Jan-08	-\$20.00	\$8,620.81	Secretary of State Filing Fee
25-Jan-08	-\$1,525.00	\$7,095.81	Check #1118 Reimburse Stropky Scuba
1-Apr-08	-\$192.00	\$6,903.81	Check #1119 PO Box Rent
5-May-08	\$1,100.00	\$8,003.81	Donations Shaun Ericson (\$1,000), Duane Ericson (\$100)
9-May-08	-\$1,100.00	\$6,903.81	Reimbursement M. Ericson for Purple Palace swim lessons
		-----	
		\$6,903.81	Total

**Income**

\$1,100.00 Gifts, grants, contributions, and similar  
 \$1,525.00 Program service revenue including government fees and contracts  
     \$0.00 Membership dues and assessments  
     \$0.00 Investment income  
     \$0.00 Sale of assets other than inventory  
     \$0.00 Special events and activities  
     \$0.00 Gross sales of inventory  
     \$0.00 Other income

**\$2,625.00 Total Income**

**Expenses**

\$1,100.00 Grants and similar amounts paid  
     \$0.00 Benefits paid to or for members  
     \$0.00 Salaries, other compensation, and employee benefits  
 \$1,525.00 Professional fees and other payments to independent contractors  
     \$192.00 Occupancy, rent, utilities, mailbox rent, and maintenance  
     \$0.00 Printing, publications, postage, and shipping  
     \$20.00 Taxes and government fees  
     \$0.00 Other expenses

**\$2,837.00 Total Expenses**

WELLS FARGO BANK, N.A.  
P.O. BOX 6995  
PORTLAND, OR 97228-6995

PAGE 1 of 2

Account Number: XXXXXXXXXX  
Statement End Date: 05/22/08

SD LIFESAVING ASSOC  
1804 GARNET AVE # 402  
SAN DIEGO CA 92109-3352

IF YOU HAVE ANY QUESTIONS ABOUT THIS STATEMENT OR YOUR ACCOUNTS,  
CALL: 800-225-5935 (1-800-CALL-WELLS).

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**YOUR ACCOUNTS AT A GLANCE**

ACCOUNT TYPE	ENDING BALANCE
NON-PROFIT CHECKING 075-8285092	6,903.81

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**NEWS FROM WELLS FARGO**

Thank you for being a Wells Fargo business customer. During the months of May and June, we are showing our appreciation for business owners with special offers and discounts on many of our business products and services.

We want you to know that you can depend on us to provide financial products and services to help you succeed financially - in business and personally. And know that you're in good hands with one of the world's most respected financial services companies and America's #1 lender to small businesses.

Stop by any store location and visit a banker during business hours to find out more.

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**NON-PROFIT CHECKING 075-8285092**

SD LIFESAVING ASSOC

APR 22 BEGINNING BALANCE	6,903.81
TOTAL DEPOSITS/CREDITS	1,100.00
TOTAL WITHDRAWALS/DEBITS	- 1,100.00
MAY 22 ENDING BALANCE	6,903.81

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**DEPOSITS AND CREDITS**

POSTED DATE	TRANSACTION DETAIL	AMOUNT
MAY 05	ATM DEPOSIT - 05/05 MACH ID 0959M 1302 GARNET ST SAN DIEGO CA 2803	1,100.00

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**CHECKS PAID**

CHECK #	DATE	AMOUNT	CHECK #	DATE	AMOUNT
1120	MAY 20	1,100.00			

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**DAILY BALANCE SUMMARY**

DATE	BALANCE	DATE	BALANCE
APR 22	6,903.81	MAY 05	8,003.81

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CONTINUED ON NEXT PAGE

DAILY BALANCE SUMMARY -----

DATE	BALANCE	DATE	BALANCE
MAY 20	6,903.81		

The following change is effective July 1, 2008.\*  
 Overdraft Items and Returned Items (Non-Sufficient Funds/NSF): 1st occasion in the preceding 12-month period, \$25 per Item; 2nd and subsequent occasions, \$35 per Item. An occasion is a day in which your account does not have enough money to cover an Item. A daily maximum of 10 Overdraft and/or Returned Item fees applies.

For questions, please contact your Wells Fargo Banker or call 1-800-CALL WELLS (1-800-225-5935). We appreciate your business and look forward to continuing to serve your financial needs.

\*Effective August 15, 2008, for quarterly savings accounts.

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THANK YOU FOR BANKING WITH WELLS FARGO.

**Bylaws  
of the  
SAN DIEGO LIFESAVING ASSOCIATION  
a California Public Benefit Corporation**

**ARTICLE 1  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is located in San Diego County, California.

**SECTION 2. CHANGE OF ADDRESS**

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

\_\_\_\_\_

Dated: \_\_\_\_\_

\_\_\_\_\_

Dated: \_\_\_\_\_

\_\_\_\_\_

Dated: \_\_\_\_\_

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

**ARTICLE 2  
PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES**

The primary objectives and purposes of this corporation shall be:

- (a) To provide beach and water related public safety education to the general public through presentations to schoolchildren and adults, public service advertising, written material and in other ways as may be deemed appropriate.

(b) To enhance the education of lifeguards, marine safety officers and other public safety personnel in beach and water safety through training seminars, training materials and in other ways as may be deemed appropriate.

(c) To encourage professional lifesavers to learn and improve their skills by providing scholarships, issuing awards, sponsoring competitions and generally promoting excellence.

(d) To support and encourage general efforts or individual acts of members of the public which are intended to result in or which result in improvements in public safety, particularly as it relates to the coastal or aquatic environment.

(e) To provide charitable support to volunteer lifesaving groups within and outside the State of California.

(f) To support of program intended to promote public safety in the coastal or aquatic environment.

(g) To support activities of the United States Lifesaving Association.

## **ARTICLE 3 DIRECTORS**

### **SECTION 1. NUMBER, QUALIFICATIONS, AND APPOINTMENT**

The corporation shall have nine (9) voting directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. Directors with voting rights must at all times qualify as voting members of the corporation, as specified in Article 12 of these Bylaws, and be active members of the corporation.

At all times, at least one director shall be currently employed in and represent each recognized public safety job classification within the San Diego Lifeguard Service. In classifications with only one budgeted position and/or incumbent, the incumbent shall be invited to participate as a non-voting director. There shall also be at least one director who is a former safety employee of the San Diego Lifeguard Service and who currently qualifies as a professional or alumni member of the San Diego Lifesaving Association. The Board of Directors may also appoint non-voting advisors.

Except in the case of mid-term vacancies, directors shall be elected by a vote of members of the corporation with voting privileges. Members with voting privileges may nominate themselves or other voting members. A member with voting privileges may be nominated for a director position associated with a specific job classification or for an at-large director position, not associated with a specific job classification, or both. Each member with voting rights shall have two votes. If the voting member is currently employed, one vote may be cast only for a member of the voting member's current rank within the San Diego Lifeguard Service. If the voting member is not currently employed, one vote may be cast for a retired Professional or a Life or an Alumni member. The other vote may be cast only for one at-large nominee. The election may take place at a meeting of members or by written ballot. In case of a meeting of members, the meeting shall be noticed to all members with voting privileges via United States mail or by posting in the

workplace or by similar means adequate to ensure that all members with voting privileges have a reasonable opportunity to be informed. Notice shall take place at least 14 days prior to any meeting. In case of a written ballot, the Secretary shall take all reasonable steps to ensure that all members with voting privileges receive a ballot and are provide sufficient opportunity to vote. Sufficient opportunity means that the date of the election shall be noticed at least 30 days in advance and there shall be a voting period of no less than seven (7) days.

In the case of more than two nominees for a director position associated with a particular job classification, there shall be a runoff of the top two recipients of votes, unless one receives more than 50% in the initial voting process.

It shall be the responsibility of the Secretary to oversee the voting process and to ensure the all persons voting are qualified to vote.

Until an initial election of directors can be held in accordance with this Section, the current directors who are signatories to this document, shall be the directors.

## **SECTION 2. POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members with voting privileges of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

## **SECTION 3. DUTIES**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.
- (f) Ensure that the San Diego Lifesaving Association sends delegates to board of directors meetings of the Southwest Region of the United States Lifesaving Association in a number adequate to ensure that the San Diego Lifesaving Association is able to fully exercise its voting rights.

#### **SECTION 4. TERMS OF OFFICE**

Each director shall hold office for a term of two years or until the director's successor is elected and qualifies.

#### **SECTION 5. COMPENSATION**

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article and as may be approved in advance by the Board of Directors or consistent with existing policy, if any, regarding reimbursement. Directors may not be compensated for rendering services to the corporation.

#### **SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS**

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

#### **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a). Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is provide the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation;

c) The corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

## **SECTION 8. REGULAR AND ANNUAL MEETINGS**

Regular meetings of Directors shall be held on August 1 at 8:30 p.m., unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

## **SECTION 9. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chairperson of the board, the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

## **SECTION 10. NOTICE OF MEETINGS**

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or telegraph. If sent by mail or telegraph, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

## **SECTION 11. CONTENTS OF NOTICE**

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

## **SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the 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 13. QUORUM FOR MEETINGS**

A quorum shall consist of seven (7) directors.



Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

#### **SECTION 14. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

#### **SECTION 15. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

#### **SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed

under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

## **SECTION 17. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Directors may be removed without cause by a vote of a majority of all members with voting privileges of this corporation.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the board due to resignation may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director. Vacancies created by the removal of a director may be filled only by the approval of the members with voting privileges. The members with voting privileges of this corporation may elect a director at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

## **SECTION 18. NON-LIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## **SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **SECTION 20. INSURANCE FOR CORPORATE AGENTS**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE 4 OFFICERS**

### **SECTION 1. NUMBER OF OFFICERS**

The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

### **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any person who is a qualified, members with voting privileges of this corporation, including a director, may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **SECTION 3. SUBORDINATE OFFICERS**

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified

therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

## **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

## **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

## **SECTION 7. DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

## **SECTION 8. DUTIES OF SECRETARY**

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### **SECTION 9. DUTIES OF TREASURER**

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 10. COMPENSATION**

Officers shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as may be approved in advance by the Board of Directors or consistent with existing policy, if any, regarding reimbursement. Officers may not be compensated for rendering services to the corporation.

## **ARTICLE 5 COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members with voting privileges or of a majority of all of the members with voting privileges.
- (b) The filling of vacancies on the board or on any committee which has the authority of the board.
- (c) The fixing of compensation of the directors for serving on the board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (h) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

## **SECTION 2. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

## **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

# **ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

## **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

## **SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

## **ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the board and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

### **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

### **SECTION 4. MEMBERS' INSPECTION RIGHTS**

Each and every member of this corporation shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.



(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

#### **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

#### **SECTION 6. ANNUAL REPORT**

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

#### **SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS**

This corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- (a) Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(1) Any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

(2) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members with voting privileges pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

## **ARTICLE 8 FISCAL YEAR**

### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on the first day of January and end on the thirty first day of December in each year.

## **ARTICLE 9 AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENT**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

(a) Subject to the power of members with voting privileges to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to

voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or

(b) By approval of the members with voting privileges of this corporation.

## **ARTICLE 10 AMENDMENT OF ARTICLES**

### **SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS**

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

### **SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS**

After members have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members with voting privileges of this corporation.

### **SECTION 3. CERTAIN AMENDMENTS**

Notwithstanding the above sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

## **ARTICLE 11 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

### **SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

## **ARTICLE 12 MEMBERS**

### **SECTION 1. ASSOCIATION MEMBERSHIP**

The membership of the San Diego Lifesaving Association shall be made up of the following members, who shall also be members of the United States Lifesaving Association: Professional Members, Life Members, Alumni Members, Junior Lifeguard Members, Associate Members, Honorary Members and Supporting Members, as such members are defined in Section 2 of this Article.

### **Section 2 – INDIVIDUAL MEMBERSHIP**

#### **A. Professional Member**

To qualify as a Professional Member, an individual must:

- (1) Be a direct, active, seasonal or retired employee, including a chief, director or equivalent, of the San Diego Lifeguard Service; and,
- (2) Have worked a minimum of eight hours annually, or be retired from the service, having worked in the service fifteen (15) years or more and maintained membership, in good standing, in the USLA; and,
- (3) Pay annual dues to the chapter, region and national organization as prescribed by the Board of Directors of each.

A Professional Member is eligible to exercise voting privileges and to hold office.

#### **B. Life Member**

A Life Member of the United States Lifesaving Association who is a former employee of the San Diego Lifeguard Service shall have all the privileges and benefits of a Professional Member for the remainder of their life including the privilege to vote and hold office. Dues shall not be required of Life Members.

#### **C. Alumni Member**

To qualify as an Alumni Member, an individual must:

- (1) Have previously been a Professional Member; and,
- (2) Be currently ineligible for Professional Member status.

An Alumni Member is eligible to exercise voting privileges and to hold office.

#### D. Junior Lifeguard Member

To qualify as a Junior Lifeguard Member, an individual must be enrolled in the San Diego Lifeguard Service Junior Lifeguard Program.

A Junior Lifeguard Member has no voting rights and is not eligible to hold an elective office. Junior Lifeguard Members shall pay annual dues to the chapter, region and national association as prescribed by the Board of Directors at each level.

#### E. Associate Member

Any individual who does not otherwise qualify as a member and who desires to support and obtain membership in the San Diego Lifesaving Association and the United States Lifesaving Association is eligible to be an Associate Member. An Associate Member has no voting rights and is not eligible to hold an elective office. Associate Members shall pay annual dues to the national association as prescribed by the Board of Directors.

#### F. Honorary Member

Any individual so designated by the Board of Directors may qualify as an Honorary Member under the terms and conditions and for the period specified by the Board of Directors. An Honorary Member has no voting rights and is not eligible to hold an elective office. Honorary Members shall not pay annual dues.

#### G. Supporting Member

Individuals, corporations, places of business and other such institutions may become Supporting Members of the USLA under the terms and conditions and for the period specified by the Board of Directors. A Supporting Member has no voting rights and is not eligible to hold an elective office.

### **Section 3 – MEMBER IN GOOD STANDING**

A San Diego Lifesaving Association member in good standing shall have and enjoy all the privileges and benefits of the San Diego Lifesaving Association if such member:

A. Pays all required dues and assessments in accordance with these Bylaws and as assessed by the Board of Directors; and,

B. Abides by all membership standards as set forth herein and by the Association.

**Section 4 – ASSIGNMENT OF MEMBERSHIP**

Membership is not transferable or assignable.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are the current directors of the San Diego Lifesaving Association, a California nonprofit corporation, and, pursuant to the authority granted to the directors under the current Bylaws to take action by unanimous consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of \_\_\_\_\_ pages, as the Bylaws of this corporation.

Dated: \_\_\_\_\_

\_\_\_\_\_, Director

Randy Eickhoff

\_\_\_\_\_, Director

B. Chris Brewster

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: \_\_\_\_\_

\_\_\_\_\_, Secretary

B. Chris Brewster