

PART II

# 5

# SAN CLEMENTE LIFEGUARD ASSOCIATION

## SCLA ASSOCIATION BYLAWS

CREATED: JANUARY 2015

### BOARD OF DIRECTORS


ERIC MARTIN

1/1/2015

  
\_\_\_\_\_  
PRESIDENT DATE

CHRISTOPHER LEE

1/1/2015

  
\_\_\_\_\_  
VICE PRESIDENT DATE

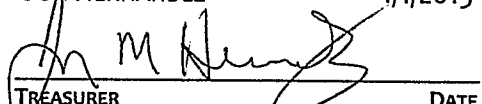
BRADLEY ROLINS

1/1/2015

  
\_\_\_\_\_  
SECRETARY DATE

JON HERNANDEZ

1/1/2015

  
\_\_\_\_\_  
TREASURER DATE

\_\_\_\_\_  
PUBLIC RELATIONS

\_\_\_\_\_  
DATE

## CONTENTS

### ARTICLE I – NAME AND STATUS

Section 1	Name	4
Section 2	Status	4

### ARTICLE II – GENERAL PURPOSES AND OBJECTIVES

Section 1	Purpose	5
Section 2	Objectives	5

### ARTICLE III – MEMBERSHIP

Section 1	Membership Qualifications	6
Section 2	Association Members	6
Section 3	Member in Good Standing	6
Section 4	Membership Voting	6
Section 5	Assign Ability of Membership	6

### ARTICLE IV – EXECUTIVE BOARD OF DIRECTORS AND DELEGATES

Section 1	Definition	7
Section 2	Duties and Powers	7
Section 3	Nomination and Election to the Executive Board of Directors	7
Section 4	Vacancy	8
Section 5	Resignations	8
Section 6	Officers of the SCLA Executive Board	8
Section 7	Executive Director	10
Section 8	Suspension, Expulsion or Termination of Directors	10
Section 9	Compensation	10

### ARTICLE V – MEETINGS IN GENERAL

Section 1	Frequency	11
Section 2	Notice of Meetings	11
Section 3	Quorum and Voting Requirements	11
Section 4	Presiding Officer	11
Section 5	Secretary	11
Section 6	Proxies	11
Section 7	Suspension, Expulsion, or Termination of Members	11

### ARTICLE VI – PARLIAMENTARY AUTHORITY

Section 1	Robert's Rules of Order	12
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### ARTICLE VII – COMMITTEES

Section 1	Appointment	13
Section 2	Standing Committees	13

### ARTICLE VIII – SPECIAL MEETINGS

Section 1	Special Meetings	14
Section 2	Presiding Officer	14
Section 3	Secretary	14

SAN CELMENTE LIFEGUARD ASSOCIATION Bylaws

**ARTICLE IX – DUES**

Section 1	Establishment	15
Section 2	Dues Distribution	15
Section 3	Membership Duration	15
Section 4	Reinstatement	15

**ARTICLE X – SEAL**

Section 1	Seal	16
-----------	------	----

**ARTICLE XI – RECORDS AND REPORTS**

Section 1	Transparency	17
-----------	--------------	----

**ARTICLE XII – AUDIT AND BONDING**

Section 1	Annual Audit	18
Section 2	Bonding	18
Section 3	Earnings of the Association	18
Section 4	Dissolution	18

**ARTICLE XIII – AMENDMENTS**

Section 1	Proposed Amendments	19
Section 2	Adopting Amendments	19
Section 3	Notice of Amendment Change	19

## **ARTICLE I – NAME AND STATUS**

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### **Section 1            Name**

The organization shall be known as the SAN CELMENTE LIFEGUARD ASSOCIATION referred to here after as the SCLA or Association.

### **Section 2            Status**

The SCLA is established for educational purposes and shall be conducted as a Non Profit Corporation under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE II – GENERAL PURPOSES AND OBJECTIVES**

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### **Section 1          Purpose**

The purpose of the SCLA is to promote and advance beach and open water safety education for open water aquatic lifesavers and other public safety personnel; and, to support programs and initiatives that foster public safety awareness and response in the coastal or aquatic environments.

### **Section 2          Objectives**

The SCLA is organized exclusively for the following objectives:

- A.      Establish and maintain high standards of professional surf and open water lifesaving for the maximizing of public safety.
- B.      Educate all parties interest both private and public regarding:
  - 1.    Water safety in an aquatic environment.
  - 2.    How lifeguards can serve the community.
  - 3.    How lifeguards can cooperate with other lifeguard agencies.
- C.      Increase the communications between lifesaving agencies.

### **ARTICLE III – MEMBERSHIP**

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#### **Section 1        Membership Qualifications**

To qualify for SCLA membership in the Association each individual must:

- A.        Be a direct, active or retired employee of the California State Lifeguard Service.
- B.        Pay annual dues to the SCLA.

#### **Section 2        Association Members**

- A.        Professional – Each individual who meets the qualifications shall be eligible for membership.

Professional members shall be of three types:

- 1.        Permanent – Those individuals who by reason of job title or salary are considered by their hiring agency to be permanent in status.
- 2.        Recurrent (Seasonal) – Those individuals who by reason of job title or salary are considered by their agency to be seasonal or hourly in status.
- 3.        Retired – Those individuals who are considered by the agency to be retired in status.

- B.        Supporting Membership – Individuals, corporations and places of business may join the SCLA as supporting members.

#### **Section 3        Member in Good Standing**

Those individuals who have paid the required dues, fees and assessments in accordance with these by-laws and as established by the Board of Directors and who conform to the membership standards set by the SCLA and who are not suspended, shall be members in good standing.

#### **Section 4        Membership Voting**

Each individual member of the SCLA in good standing shall be entitled to one vote in all matters requiring the participation of the general membership in all proceedings submitted for decision before the general membership.

#### **Section 5        Assign Ability of Membership**

Membership is not transferable or assignable.

## **ARTICLE IV – EXECUTIVE BOARD OF DIRECTORS AND DELEGATES**

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### **Section 1            Definition**

The SCLA Executive Board of Directors shall be composed of a President, Vice-President, Treasurer, Secretary and Public/Alumni relations' director.

SCLA Delegates shall be composed of three members in good standing as outlined in Article III, Sections 1, 2, and 3.

### **Section 2            Duties and Powers**

- A. The duties, business and affairs of the Association shall be exercised, conducted and controlled by the Executive Board of Directors.
- B. The Executive Board of Directors, except as provided otherwise in the Bylaws, may authorize any agent to enter into any contract or execute any instrument in the name of and on behalf of the association. Such authority may be general or confined to specific instances. Unless so authorized by the Executive Board of Directors no person shall have the power or authority to bind the Association in any contract or agreement, or to pledge credit or to render it liable for any purpose or to any amount.
- C. The Executive Board of Directors shall have full power and authority to borrow money on behalf of the Association, including the power to borrow money from any of the members, directors or officers of the corporation and otherwise incur an indebtedness on behalf of the Association, and authorize the execution of promissory notes and other evidence of indebtedness of the Association and to agree to pay interest thereon; to sell, convey, alienate, transfer, assign, exchange, lease, and otherwise encumber the assets, tangible or intangible, in the franchise of the Association; to lease or otherwise acquire property, real and personal on behalf of the corporation; and generally to do and perform or cause to be done and perform every act which the Association may lawfully do and perform.

### **Section 3            Nomination and Election to the Executive Board of Directions**

#### **A.            Qualifications:**

The privilege of being a Director, holding office and voting shall belong to each member in good standing.

The privilege of being a Delegate, holding office and voting shall belong to each member in good standing.

#### **B.            Voting Privileges**

Each Director and Delegate shall be entitled to one vote.

**Section 4          Vacancy**

Any Director vacancy on the Executive Board of Directors by reasons of death, resignation or otherwise shall be filled by a Delegate under a unanimous vote by the remaining Executive Board Members.

Any Delegate vacancy by reason of death, resignation or otherwise shall be filled by majority vote of the remaining Delegates and Executive Board Members.

**Section 5          Resignations**

A Director or Delegate shall give notice to the Executive Board of Directors of the intent to resign. Filling the resigned position will follow the same Bylaws as a vacancy.

**Section 6          Officers of the SCLA Executive Board**

- A. Election of Officers: A ballot vote shall elect the President, Vice-President, Secretary, Treasurer, Public/Alumni Relations Director and Delegates every second year. Election shall be by ballot and a majority vote shall elect. Election of Board shall take place the second Tuesday of August every two years. Absentee ballots can be accepted during the proceeding three days up to the election date.
- B. Terms of Office: The term of office for the President, Vice-President, Secretary, Treasurer, Public/Alumni Relations Director and Delegates shall be for two years with no limit on the number of terms. Terms of Board Members shall begin on December 1st of an election year and expire upon non-reelection two years there after. If the elected Recurrent Representative status changes during the term, the term may be completed but the incumbent is not eligible for any subsequent terms.
- C. Quorum: A majority of officers shall constitute a quorum for the transaction of business.
- D. Duties of the Officers:

1. President

The President shall be the Chief Executive Officer of the Association and shall:

- a. Preside at all meetings of the members. The President shall have general charge of the business of the Association and shall execute with the Secretary, in the name of the Association, all deeds, bonds, contracts, and other obligations and instruments authorized by the Executive Board of Directors and Delegates to be executed.
- b. Subject to approval of the Executive Board of Directors, annually appoint such standing or special committees and sub-committees.
- c. Annually prepare a report to the Executive Board of Directors on the activities and affairs of the Association.
- d. Have such other powers and shall perform such other duties as may be prescribed by the Executive Board of Directors.



2. Vice President

- a. The Vice President shall be vested with all the powers and shall perform all the duties of the President, in the absence or disability of the President.
- b. The Vice President shall also have such other powers and shall perform such other duties as may be directed by the Executive Board of Directors and Delegates.

3. Secretary

- a. The Secretary shall keep a full and complete record of the proceedings of the Executive Board of Directors, of meetings of the members; shall keep the seal of the Association and affix same to such papers and instruments as may be required in the regular course of business; shall make service notices as may be necessary and proper; shall distribute the minutes of the Executive Board of Directors, and meetings of members within 30 days; shall prepare an annual updated copy of the Bylaws; shall determine quorum and number of votes needed to pass on any item and shall verify Directors in good standing.
- b. In case of absence or disability of the Secretary, or refusal or neglect to act, notices may be given and served by the President or by the Vice President or the Executive Board of Directors.
- c. The Secretary shall also have such powers and shall perform such duties as may be prescribed by the Executive Board of Directors.

4. Treasurer

- a. The Treasurer shall receive and safely keep all funds of the Association and deposit same funds in such bank or banks as may be designated by the Executive Board of Directors. Such funds shall be paid out only on the check of the Association, signed as directed by the Executive Board of Directors or authorized designee of the Executive Board of Directors. The Treasurer shall control the keeping of the books and accounts of the Association and shall be responsible for the preparation of complete financial statements of the Association. The financial statements shall consist of a balance sheet, income statement and other financial statements as may be required of this Association and shall be prepared annually or as otherwise directed by the Executive Board of Directors. The Treasurer shall compile a record and accurate account of all receipts and disbursements. All finance records shall be maintained on a fiscal year.

**5. Public Relations Director**

- a. Shall expose and provide pertinent, positive relations with general public through various media sources. With approval from the board, shall submit news worthy information to help promote the efforts of Lifeguarding and specifically the services of the SCLA to the general public. This individual maintains current contact information and relations with local media outlets and conducts press releases regarding only SCLA activities whenever necessary.
- b. In conjunction with the Secretary, maintains current contact information for all members included in Article III, section 2 and develops alumni contact list to continuously provide information (through e-mail, media and newsletters) regarding SCLA endeavors and future activities.
- c. Establishes positive relations with other Lifeguard agencies throughout the county, state, national and international community.

**Section 7          Executive Director**

An Executive Director and/or other professional staff may be employed by the Executive Board of Directors to administer the affairs and business of the SCLA. Such Executive Director and/or other professional staff shall be at all times controlled by the Chief Executive Officer (a.k.a. President) and the Executive Board.

**Section 8          Suspension, Expulsion or Termination of Directors**

The Board of Directors shall have the power by 3/5ths of those directors eligible to vote to suspend, expel or terminate any member of the Executive Board of Directors or Delegates for the reasons outlined in Article V, Section 7.

**Section 9          Compensation**

The Executive Board and Delegates shall receive no compensation beyond the extent of actual expenses incurred on behalf of the SCLA.

## **ARTICLE V – MEETINGS IN GENERAL**

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### **Section 1            Frequency**

The General Membership shall twice meet twice annually on the dates established by the Executive Board of Directors in June and August of each year. Such Board meetings shall not be conducted in conjunction with competitions conducted by the Association or other agencies.

### **Section 2            Notice of Meetings**

Notice of meetings of the Executive Board of Directors shall be given in writing and posted in various work locations, via Internet and phone calls to as many members as possible. The effort will be designated as such to the best ability to notify as many members as possible. Such notice to be given by the Secretary of the Executive Board at least 30 days prior to the date of the meeting. Such notice to state the date, time and location of the meeting.

### **Section 3            Quorum and Voting Requirements**

At any meeting a simple majority of Directors shall constitute a quorum to transact business and a majority of those votes shall be sufficient to pass any item of business. The Secretary will announce prior to the meeting the number of Directors that constitute a quorum. Each Director must be duly registered for the current meeting to be eligible to vote on matters before the Board.

### **Section 4            Presiding Officer**

The President or in their absence, the Vice President, or in the absence of both, a chairman elected by the Executive Board of Directors shall call the meeting to order and shall act as Presiding Officer.

### **Section 5            Secretary**

The Secretary of SCLA shall act as secretary of all meetings. In the absence of the Secretary the presiding officer shall appoint a person to act as Secretary.

### **Section 6            Proxies**

Proxies will be allowed if in writing and specific to voting content.

### **Section 7            Suspension, Expulsion, or Termination of Members**

The General Membership shall have the power by vote of 3/4ths of those eligible to vote to suspend, expel or terminate the membership of a Member for the following reasons:

1. Conduct which in the opinion of the membership disturbs the order, dignity, business or harmony of the Association; and
2. Conduct which impairs the good name, popularity, and prosperity of the Association; and
3. Conduct which endangers the welfare, interests or character of the Association; and
4. Conduct in violation of the by-laws, rules and regulations of the Association.

## **ARTICLE VII – COMMITTEES**

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### **Section 1 Appointment**

The President, subject to the approval of the Executive Board of Directors, shall annually appoint such standing or special committees, as may be necessary pursuant of the goals and objectives of the HSBLA.

### **Section 2 Standing Committees**

The following shall be considered standing committees:

- A. Bylaws/Policies and Procedures, Certification/Textbook, Competition, Development, Equipment Research and Assessment, Heroic Acts, International Liaison, Junior Lifeguard, Magazine/Newsletter Publication, Membership, Public Information/Publicity, Public Education, Ways and Means/Finance.
- B. The President with the approval of the Executive Board of Directors may create additional committees and professional advisory boards.

## **ARTICLE VIII – SPECIAL MEETINGS**

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### **Section 1        Special Meetings**

The President of the Executive Board may call special meetings of the members at any time for any purpose.

### **Section 2        Presiding Officer**

The President or in their absence, the Vice President, or in the absence of both, a chairman elected by the Executive Board of Directors shall call the meeting to order and shall act as Presiding Officer.

### **Section 3        Secretary**

The Secretary of SCLA shall act as Secretary of all meetings. In the absence of the Secretary the presiding officer shall appoint a person to act as Secretary.

## **ARTICLE IX – DUES**

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### **Section 1          Establishment**

The Executive Board of Directors shall have the power to set annual dues for each member.

### **Section 2          Dues Distribution**

The Executive Board of Directors will establish all membership dues to the SCLA.

### **Section 3          Membership Duration**

The membership duration is set as the calendar year and can be paid at any time throughout the year.

### **Section 4          Reinstatement**

A member or associate terminated for nonpayment of dues may be returned to good standing upon payment of current dues. The payment of delinquent dues does not make a member eligible for past awards for achievement.

## ARTICLE X – SEAL

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### Section 1 Seal

The Executive Board of Directors shall provide a suitable Seal for the association that shall contain the inscription SAN CLEMENTE LIFEGUARD ASSOCIATION.

The Seal of the SAN CELMENTE LIFEGUARD ASSOCIATION is the following:



## **ARTICLE XI – RECORDS AND REPORTS**

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### **Section 1            Transparency**

The Executive Board of Directors shall insure that all records, documents and the original copy of these Bylaws amended or otherwise altered to date of the SAN CELMENTE LIFEGUARD ASSOCIATION be open to inspection by all members of the Association at all reasonable times.



## **ARTICLE XII – AUDIT AND BONDING**

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### **Section 1        Annual Audit**

There shall be an annual audit of all-financial records of the SAN CELMENTE LIFEGUARD ASSOCIATION conducted by an Executive Board appointed person based on a fiscal year.

### **Section 2        Bonding**

The officers or any other person entrusted with the handling of funds or property shall furnish, at the expense of the Association, a fidelity bond approved by the Board of Directors, in such a sum as the Executive Board of Directors shall prescribe.

### **Section 3        Earnings of the Association**

No part of the net earnings of the association shall inure to the benefit of or be distributable to Association members, trustees, officers or other private persons. The Association shall be allowed to pay reasonable compensation for services rendered for the furtherance of the Association's purpose set force in Article II.

### **Section 4        Dissolution**

If for whatever reason the Association is dissolved, all remaining assets shall be distributed to the State of California – Department of Parks and Recreation with the agreement that the assets be used for ocean and beach public education in accordance to the predefined departmental regulations and policies or another 501 (c) (3) organization.

## **ARTICLE XIII – AMENDMENTS**

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### **Section 1        Proposed Amendments**

Amendments to the Bylaws may be proposed at any meeting of the Association but may not be voted upon until the next regularly scheduled meeting.

### **Section 2        Adopting Amendments**

Amendments to the Bylaws may be approved at the meeting of the Executive Board of Directors and Delegates following written notification of such recommended change. A 3/5ths majority vote of the Directors present will be required to adopt such Bylaw amendments.

### **Section 3        Notice of Amendment Change**

Following an amendment change, notice shall be given by the Secretary of the Executive Board of Directors and posted for view by all members within 60 days of adoption.

**END**