

# SANTA MONICA BOWLS CLUB

## BY-LAWS

Adopted February 23, 2014

---

---

### ARTICLE I NAME

---

This club shall be known as the **SANTA MONICA BOWLS CLUB**, a California non-profit corporation.

### ARTICLE II PURPOSE

---

The purpose of this club is to provide an opportunity for its members to come together in a spirit of healthful recreation and comradeship and to foster and administer the game of lawn bowls in the Santa Monica area.

### ARTICLE III MEMBERSHIP

---

Membership in this club is open to any person over the age of 12, regardless of race, color, sex or religion, who has filed an application for membership in the form, prescribed in Section 2 and has met the Conditions of Membership as prescribed in Section 4.

1. Classes of membership: There shall be seven (7) classes of membership as follows :
  - a) **Full Members** are those Santa Monica resident or non-resident members who participate in the game of lawn bowls and shall have paid Full Member's dues;
  - b) **Dual Members** are those members who have declared another club as their "home" club;
  - c) **Associate Members** are those members who join the club for 1 month;
  - d) **Student/Youth Members** are those members under 25;
  - e) **Social Members** are those members who do not bowl but participate in the Club's social activities.
  - f) **Visiting Members** are those members who do not reside locally and pay dues for a maximum of 3 months, after which they must become a Full Member to continue.
  - g) **Life Members** are Full Members who, having made an exceptional contribution to the Club and the game of lawn bowls, have been recommended and approved as Life Members by the Board of Directors. Life Members are not required to pay Club dues but must pay Bowls USA and Division dues.
2. Application for Membership: Prospective members must apply for membership on forms provided by the Board.
3. Membership Privileges: Membership is for the purpose stated in Article II and confers the following rights:

**Full, Student & Life Members** over the age of 18 have the right to vote; the right to hold elective office; the right to play in games and Club tournaments; the right to belong to BOWLS USA and its SW Division; the right to play in Divisional, National & International tournaments; the right to use Club equipment; and the right to participate in all Club social activities.

**Dual Members** have the right to play in games and Club tournaments, the right to use Club equipment; and the right to participate in all Club social activities.
4. Conditions of Membership:
  - a) **Full, Life & Student** members must exhibit bowling proficiency and a general knowledge of the etiquette and courtesies of the game (as determined by the Instruction Committee), pay all dues and fees when due, and execute the Club's Waiver and Release of Liability form.
  - b) **Dual, Visiting & Associate** Members must pay all dues and fees when due; and execute the Club's Waiver and Release of Liability form.
5. Termination of Membership: Membership may be terminated at the discretion of the Board of Directors under the following conditions :
  - a) voluntary resignation or death;
  - b) failure to pay dues, fees or s when due;
  - c) by majority vote of the Board of Directors concluding that :

- i) the member failed to abide by these Bylaws and the Standing Rules;
  - ii) the member failed to abide by BOWLS USA rules; or
  - iii) the member's conduct is detrimental to the Club;
- Provided, that the Board of Directors adhere to the following procedure:
- i. receipt of a written complaint from a member;
  - ii. written notification to the offending member of such complaint;
  - iii. discussion with that member in a closed-session Board meeting;
  - iv. final determination of the Board of Directors; and
  - v. written notice of the decision to the offending member.

#### **ARTICLE IV DIRECTORS**

---

1. **Directors:** The Board of Directors shall consist of no less than four (4) or more than seven (7) directors who are Full or Life Members, and they shall serve a term of one (1) year or until selection of a successor.
2. **Nominations:** At least thirty (30) days prior to the Annual Meeting the President, with the approval of the Board of Directors, shall appoint a Nominating Committee of three Full Members. This committee shall select candidates, with the consent of the nominees, for director (including four officer positions) and shall post the names on the Club bulletin board at least two (2) weeks prior to the Annual Meeting. Other nominations may be made from the floor at the Annual Meeting.
3. **Elections:** Directors shall be elected by a majority vote of those Full, Student & Life Members over the age of 18 at the Annual Meeting and shall assume their offices at the conclusion of the Annual Meeting. If any nominee shall be unopposed, no balloting shall be required, and the nominee shall be declared unanimously elected; otherwise, the Chair shall conduct a vote during the meeting in the manner approved by a majority of those in attendance.
4. **Vacancies:** A vacancy in the Board of Directors may be filled by a majority vote of the remaining Directors. Each Director so elected shall hold office until the next Annual Meeting.
5. **Indemnification:** The Corporation will hold harmless and agrees to indemnify the Directors and Officers of the corporation from and against personal liability for the acts and omissions of the Directors and Officers committed in the performance of their duties as Directors and Officers.

#### **ARTICLE V DUTIES OF DIRECTORS**

---

1. **Powers:** Subject to limitations of these Bylaws with respect to action to be authorized or approved by members of the Club, the Board of Directors shall have full power :
  - a) to control and conduct the business and affairs of the Club;
  - b) to fill vacancies on the Board;
  - c) to elect and expel members;
  - d) to approve and supervise all committees;
  - e) to set the level of dues, fees and s;
  - f) to supervise expenditures of Club funds and other aspects of Club finances;
  - g) to purchase, lease or otherwise acquire or dispose of Club property or equipment;
  - h) to engage or terminate the services of employees of the Club; and
  - i) to approve contracts and other financial agreements on behalf of the Club.
2. **Meetings:** Regular meetings of the Board of Directors shall be held each month at a time and place determined by the Board of Directors. Special meetings may be convened by the President or by request of three (3) Directors. Reasonable notice of all meetings shall be given by the President or Secretary.
3. **Quorum:** The presence of four (4) or more Directors shall constitute a quorum for the transaction of business.

#### **ARTICLE VI OFFICERS**

---

1. **Officers:** The officers of this Club shall be: President, Vice President, Secretary and Treasurer, each of whom shall be Full or Life Members & Directors, and shall serve a term of one (1) year or until selection of a successor. The President's term of office shall be limited to two (2) consecutive years.
2. **Vacancies:** A vacancy in any elective office may be filled by a majority vote of the Directors. Each Officer so elected shall hold office until the next Annual Meeting.

3. Termination: Any Officer can be removed from office for just cause and replaced by a majority vote of the Board of Directors.

## **ARTICLE VII DUTIES OF OFFICERS**

---

1. President: The President shall be the Chief Executive Officer of the Club and shall (subject to the approval of the Board of Directors) have general supervision, direction and control of all Club business and activities. The President shall preside at all meetings of the Club and of the Board of Directors and shall be an ex-officio member of all committees except the Nominating Committee.
2. Vice President: In the absence of the President, 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 upon, the President.
3. Secretary: The Secretary shall
- a) keep minutes of all Club and Board of Directors meetings;
  - b) issue notices as required by these Bylaws;
  - c) maintain and issue annually the Club Roster;
  - d) conduct the Club's general correspondence;
  - e) preserve the Club records and documents;
  - f) submit all required documentation for corporate compliance and tax reporting, if necessary;
  - g) send membership invitation letters to prospective members; and
  - h) issue membership cards upon request.
4. Treasurer: The Treasurer (or in his absence or inability to perform his duties, any other Officer) shall :
- a) collect all dues, fees, s and other income;
  - b) deposit all funds in depositories approved by the Board of Directors;
  - c) set up special accounts, safe deposit boxes and Funds as authorized by the Board of Directors;
  - d) pay all indebtedness and obligations of the Club;
  - e) sign all checks for withdrawal;
  - f) transfer funds between authorized bank accounts;
  - g) invest the Club's funds under the direction of the Board of Directors;
  - h) keep complete books and records of the Club's finances and submit reports to the Board of Directors at its regular meetings;
  - i) submit a fiscal yearend financial report, including a budget for the ensuing year, to the general membership at the Annual Meeting.

## **ARTICLE VIII COMMITTEES**

---

Appointment: Shortly after the Annual Meeting, the new President, with the approval of the Board of Directors, shall appoint Chairpersons to preside over the Committees listed below and any other committee or appointed position the Board of Directors may create from time to time: The Chairpersons shall appoint such other Committee members as necessary.

- Greens;
- Hospitality;
- Facilities;
- Instruction;
- Marketing;
- Membership;
- Tournament & Visitation; and
- Website.

## **ARTICLE IX MEETINGS**

---

1. Notice of Meetings: The Secretary will give notice of any general meeting of the Club membership by email or posting the time and place on the Club bulletin board two (2) weeks in advance.
2. Annual Meetings: The Annual Meeting of the Club shall be held in January at a time and place selected by the Board of Directors.
3. Special Meetings: A Special Meeting of the Club for a stated specific reason may be called at any time either by a majority of the Board of Directors or by a petition signed by ten (10) voting members.

4. Quorum: The presence at any Annual or Special Meeting of fifteen (15) or more members eligible to vote shall constitute a quorum for the transaction of business.
5. Order of Business: The order of business at Annual or Special Meetings shall be :
  - a) call to order;
  - b) declaration by the Chair that a quorum is present;
  - c) reading, correction and approval of the minutes of the previous meeting (may be waived by a majority of voting members) ;
  - d) report of the President;
  - e) report of the Treasurer;
  - f) report of the Committees;
  - g) old business;
  - h) election of Directors;
  - i) new business;
  - j) adjournment.
6. Voting: All actions subject to vote by Club members shall be determined by majority vote of those Full, Student & Life Members present, or represented by signed proxy. Voting shall be by any manner adopted by a majority of those voting members in attendance.

#### **ARTICLE X DUES & FEES**

---

All dues and fees will be determined by the Board of Directors from time to time.

1. Annual Dues: Any proposed change in the Annual dues will be posted on the bulletin board or sent to Full Members 30 days prior to the Annual General Meeting. Annual dues are payable each January 31 and are considered delinquent if not paid by February 28. Dues may be pro-rated by the Board of Directors.
2. Initiation Fees: If authorized by the Board, a one-time initiation fee will be payable by every new member at the time of acceptance of membership.
3. Guest & Visitor Fees: Guests of members and other occasional visitors are entitled to 3 free games after which they must pay a per game fee. Visitors who desire bowling privileges for up to 3 months will pay a monthly fee; those wishing to bowl longer than 3 months will be expected to become Full or Dual Members of the Club.
4. BOWLS USA & SW Division dues: All Full, Student & Life Members shall automatically become members of BOWLS USA & its SW Divisions, and the Club will remit the prescribed dues owed to each respective organization.
5. Delinquencies: Members who have not paid their dues or fees within thirty (30) days of its due date shall be considered delinquent and will be dropped from the Roster, will not be permitted to bowl or enter tournaments at the club; and will be reinstated to good standing only when all amounts owing have been paid in full, including a Reinstatement Fee, if any.

#### **ARTICLE XI AMENDMENTS**

---

These Bylaws may be amended by majority vote of the Full, Student and Life Members present or represented by signed proxy at any Annual or Special Meeting, provided:

- a) the proposed amendment is given to the Secretary in writing thirty (30) days prior to such meeting;
- b) the amendment is endorsed by four (4) voting members or initiated by the Board of Directors; and
- c) the proposed amendment is posted on the Club bulletin board at least two (2) weeks prior to such meeting.

#### **ARTICLE XII DISSOLUTION**

---

In the event of termination or dissolution of the SANTA MONICA BOWLS CLUB, all of its remaining assets, after payment of all of its liabilities, shall be donated in such amounts and proportions as may be determined by the Board of Directors to: the Southwest Division of Bowls USA; to Bowls USA; to the USLBA Memorial Fund; any local lawn bowling club; or any qualified tax exempt organization.

**ARTICLE XIII**  
**STANDING RULES**

---

The Standing Rules of the Club, adopted and amended from time to time by a majority of the Board of Directors, will have the same force and effect as these Bylaws; however; they cannot contradict or supersede any Bylaw.

**ARTICLE XIV**  
**MISCELLANEOUS**

---

1. Fiscal Year: The fiscal year of the Club shall be January 1 thru December 31.
2. Rules: *Robert's Rules of Order* shall apply in the conduct of all meetings of the Club.
3. Emblem: The official emblem for use on pins & badges shall be approved by the Board of Directors.