

# *California Surf Lifesaving Association*

## **BYLAWS**



Adopted: October 13, 2017



# California Surf Lifesaving Association Bylaws

## TABLE OF CONTENTS

Article	Content	Page
	<b>Table of Contents</b>	<b>2</b>
<b>Article I</b>	<b>Name and Status</b>	<b>3</b>
Section 1	Name	3
Section 2	Status	3
<b>Article II</b>	<b>General Purposes and Objectives</b>	<b>4</b>
Section 1	Purpose	4
Section 2	Objectives	4
<b>Article III</b>	<b>Powers</b>	<b>5</b>
Section 1	Powers	5
Section 2	Restricted Activities	5
<b>Article IV</b>	<b>Dissolution</b>	<b>6</b>
Section 1	Proposal for Dissolution	6
Section 2	Dissolution of the Association	6
<b>Article V</b>	<b>Membership</b>	<b>7-8</b>
Section 1	Association Membership	7
Section 2	Individual Membership	7-8
Section 3	Member in Good Standing	8
Section 4	Assignability of Membership	8
<b>Article VI</b>	<b>Local Chapter Membership</b>	<b>9-10</b>
Section 1	Local Chapter Definition	9
Section 2	Qualifications for Chapter Membership	9-10
Section 3	Good Standing	10
<b>Article VII</b>	<b>Board of Directors</b>	<b>11-12</b>
Section 1	Definition	11
Section 2	Duties and Powers	11
Section 3	Appointment to the Board of Directors	11-12
Section 4	Selection of Delegates	12
Section 5	Suspension, Expulsion or Termination of Delegates, Chapters or Members	12
<b>Article VIII</b>	<b>Executive Board</b>	<b>13-17</b>
Section 1	Definition	13
Section 2	Nomination for Office	13
Section 3	Election or Appointment of Officers	13
Section 4	Terms of Office	13
Section 5	Quorum	14
Section 6	Duties of Executive Board	14-16
Section 7	Vacancy in Office	16
Section 8	CSLSA Executive Director	16
Section 9	Compensation	16
Section 10	Indemnification of Directors and Officers	16
Section 11	Insurance for Corporate Agents	17
<b>Article IX</b>	<b>Meetings of the Board Directors</b>	<b>18-19</b>
Section 1	Frequency	18
Section 2	Notice of Meetings	18
Section 3	Quorum and Voting Requirements	18-19
Section 4	Presiding Officer	19
Section 5	Secretary	19
<b>Article X</b>	<b>Parliamentary Authority</b>	<b>20</b>
<b>Article XI</b>	<b>Committees</b>	<b>21</b>
Section 1	Appointment	21
Section 2	Standing Committees	21
Section 3	Special Committees	21
<b>Article XII</b>	<b>Dues</b>	<b>22</b>
Section 1	Establishment of Dues	22
Section 2	Dues Collection and Distribution	22
Section 3	Membership Duration	22
Section 4	Reinstatement	22
<b>Article XIII</b>	<b>Official Seal</b>	<b>23</b>
<b>Article XIV</b>	<b>Amendments</b>	<b>24</b>
Section 1	Proposed Amendments	24
Section 2	Adopting Amendments	24
Section 3	Notice of Bylaw Change	24



# *California Surf Lifesaving Association*

## *Bylaws*

### ARTICLE I

#### **NAME AND STATUS**

##### **SECTION 1 - Name**

The organization shall be known as the CALIFORNIA SURF LIFESAVING ASSOCIATION, hereinafter referred to as the CSLSA or the Association, a region of the United States Lifesaving Association (USLA).

##### **SECTION 2 - Status**

The CSLSA is established for educational purposes and shall be conducted as a non-profit corporation under Section 501(c)(3) of the Internal Revenue Code of 1986.



# *California Surf Lifesaving Association*

## *Bylaws*

### ARTICLE II

#### **GENERAL PURPOSES AND OBJECTIVES**

##### **SECTION 1 - Purpose**

A. Purpose of the CSLSA is:

1. to promote and advance beach and open water safety education for open water lifesavers and other public safety personnel; and
2. to support programs and initiatives that foster public safety awareness and response in open water environments.

##### **SECTION 2 - Objectives**

- A. To endorse and maintain high standards of open water professional lifesaving.
- B. To enhance beach and open water safety education for lifesavers and other public safety personnel through seminars, training materials and other educational services.
- C. To develop, support and sponsor programs and other undertakings intended to improve lifesaving.
- D. To advance public safety and other related humanitarian causes
- E. To educate the public regarding:
  1. water safety in open water environments through programs of preventive awareness and response; and
  2. service to the community by open water lifesavers, and other public safety personnel; and
  3. methods and means of civic support for local, regional and national lifesaving agencies.
- F. To encourage and reward excellence in lifesaving skills and performance through professional exchanges and relationships, awards and declarations, sponsored competitions and other means, as appropriate.



# *California Surf Lifesaving Association*

## *Bylaws*

### **ARTICLE III**

#### **POWERS**

##### **SECTION 1 - Powers**

- A. The CSLSA shall have power to engage in, and do, any lawful act consistent with the stipulations of the Bylaws and its non-profit tax exempt status, including, but not limited to, the collection of membership dues and other assessments, management of bank accounts and investments, promotion of fund raising activities to support educational and charitable programs, projects and activities sponsored by the Association and to publish and distribute a newsletter devoted to matters of education, interest and importance to open water lifesavers and other public safety personnel.
- B. In addition, the CSLSA Board of Directors shall have the full power and authority to borrow money on behalf of the Association, including the power to borrow money 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 and to lease or otherwise acquire property, real and personal, on behalf of the Association; and generally to do and perform or cause to be done and performed every act which the Association may lawfully do and perform.

##### **SECTION 2 - Restricted Activities**

Notwithstanding any provisions of these Bylaws and the policies and procedures of the CSLSA, or its Chapters shall not engage in any activities or exercise any powers that are inconsistent with the Association's nonprofit tax exempt status or the furtherance of the purposes and objectives described herein.



# *California Surf Lifesaving Association*

## *Bylaws*

### **ARTICLE IV**

### **DISSOLUTION**

#### **SECTION 1 - Proposal for Dissolution**

- A. A proposal for dissolution of the CSLSA shall be considered at a regular meeting of the CSLSA Board of Directors and only after written notice is given at least four (4) weeks in advance to each Chapter in good standing.
- B. A three-fourths (3/4) majority vote of the quorum at a regular meeting of the Board of Directors shall be required before a proposal for dissolution shall be considered.
- C. To dissolve the Association, there must be at least a three-fourths (3/4) majority vote for dissolution by the Board of Directors.

#### **SECTION 2 - Dissolution of the Association**

- A. In the event of the dissolution of the CSLSA, the assets of CSLSA shall be distributed to an organization(s) or association(s) engaged in activities similar to those for which the CSLSA was established, as agreed upon by the Board of Directors.
- B. No distribution of assets shall be made to any organization(s) or association(s) unless the cause(s) and activities of such organization(s) or association(s) are consistent with the educational and charitable intent of the CSLSA within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
- C. The CSLSA Board of Directors shall determine the distribution of assets.



# *California Surf Lifesaving Association*

## *Bylaws*

### **ARTICLE V**

### **MEMBERSHIP**

#### **SECTION 1 - Association Membership**

The membership of the CSLSA shall be made up of the following members: Professional Members, Life Members, Alumni Members, Junior Lifeguard Members, Associate Members and other such Special Memberships as defined in Section 2 of this Article.

#### **SECTION 2 - Individual Membership**

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

1. To qualify as a Professional Member, an individual must:
  - a. be a direct, active, seasonal or retired employee, including a chief, director or equivalent, of an ocean, bay, lake, river or open water lifesaving or rescue service; and
  - b. have worked a minimum of eight hours annually for a respective service, or is retired from service and has worked in the service fifteen (15) years or more and maintained membership, in good standing, in the CSLSA; and
  - c. be a member of a local chapter for voting privileges; and
  - d. pay annual dues to the Chapter, Region and National organization as prescribed by the Board of Directors of each.
2. A Professional Member is eligible to exercise voting privileges and to hold office at the Chapter, Regional or National level.
3. A Professional Member who elects to pay a one-time membership fee, as defined and established in Policies and Procedures, shall be known as a Perpetual Member (refer to Policies and Procedures Number II-L Membership Duration and Dues).

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

1. To qualify as a Life Member, an individual must:
  - a. be recommended; and
  - b. duly submitted; and
  - c. be approved according to the Policies and Procedures prescribed by the CSLSA.
2. A Life Member 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**

1. To qualify as an Alumni Member, an individual must:
  - a. have previously been a Professional Member; and
  - b. be currently ineligible for Professional Member status; and
  - c. be a member of a Local Chapter; and
  - d. pay annual dues to the Chapter, Region and National organization as prescribed by the Board of Directors of each.
2. An Alumni Member is eligible to exercise voting privileges and to hold office at the Chapter, Regional or National level.



# *California Surf Lifesaving Association*

## *Bylaws*

3. An Alumni member may choose to affiliate with a Chapter for whom they have never worked due to geographical or logistical reasons. The affiliate Chapter must approve the request and the Alumni Member shall pay applicable Chapter dues.

### **D. Junior Lifeguard Member**

1. To qualify as a Junior Lifeguard Member, an individual:
  - a. must be enrolled in a CSLSA recognized junior lifeguard program;
  - b. shall pay annual dues to the chapter, region, and national association as prescribed by the Board of Directors at each level.
2. A Junior Lifeguard Member has no voting rights and is not eligible to hold an elective office.

### **E. Associate Member**

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

### **F. Honorary Member**

1. 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.
2. 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**

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

## **SECTION 3 - Member in Good Standing**

CSLSA members in good standing shall have and enjoy all the privileges and benefits of the CSLSA, if such member:

- A. pays all required dues and assessments in accordance with these Bylaws and as assessed by the Board of Directors at each level; and
- B. abides by all membership standards as set forth herein and by the Association.

## **SECTION 4 - Assignment of Membership**

Membership in the CSLSA is not transferable or assignable.



# *California Surf Lifesaving Association*

## *Bylaws*

### ARTICLE VI

#### **LOCAL CHAPTER MEMBERSHIP**

##### **SECTION 1 - Local Chapter Definition**

A local Chapter may be formed by two or more individuals who qualify as Professional Members under Article V, Section 2 A of these Bylaws.

##### **SECTION 2 - Qualifications for Chapter Membership**

###### A. Qualifications

To be qualified as a Local Chapter of the California Surf Lifesaving Association, a region of the United States Lifesaving Association, the following qualifications must be met. Each Chapter shall:

1. Define a sphere of influence for a Local Chapter that does not conflict in any manner with the sphere of influence of any other qualified USLA/CSLSA Local Chapter.
  2. Maintain clearly defined requirements that all Local Chapter members must meet, such as working for a specific employer, or working as open water lifesavers within the defined geographic area.
  3. Subscribe to and abide by the general purposes and objectives of the USLA as defined in Article II, General Purposes and Objectives, of these Bylaws.
  4. Operate in a manner consistent with the requirements of a non-profit organization as defined in section 501(c)(3) of the Internal Revenue Code of 1986 whether or not the certifying Chapter is required to file for Section 501(c)(3) status under regional or state law.
  5. Call for a Chapter General Election of officers on a regular basis, time and method and manner of said election to be determined by the Chapter.
  6. File an application for Chapter Membership, which shall include the Chapter's proposed Bylaws with the Regional Board of jurisdiction or, in the absence of a Regional Board of Directors, the USLA Board of Directors by submission to the USLA Secretary.
  7. Pay a Chapter Membership application fee to the Regional Board of Directors of jurisdiction.
  8. Allow for a Chapter Review by a Chapter Review Committee assigned by the Regional Board of Directors or, in the absence of a Regional Board of Directors, the USLA Board of Directors by the USLA Board of Directors.
- B. All existing Chapters of this association as of June 21, 1983 shall be deemed to have qualified for the purposes of members serving on the Board of Directors or Executive Board of CSLSA.



# *California Surf Lifesaving Association*

## *Bylaws*

### C. Vote of Approval

A two-thirds (2/3) majority vote is required of the Regional Board of Directors of jurisdiction to acknowledge that the applicant for Chapter Membership has met all the requirements listed in Section A above and to approve the applicant as an official Chapter of the USLA with all the rights and benefits recognized in these Bylaws and by the Association.

### **SECTION 3 - Good Standing**

A. A Chapter will remain in good standing:

1. if the Chapter abides and acts according to all Bylaws, Policies and Procedures of the CSLSA and the USLA.
2. The Chapter shall either:
  - a. pay the annual USLA membership dues of its USLA members; or
  - b. ensure the direct payment of dues by its USLA members to the USLA in an amount established and in the manner prescribed by the Regional Board of Directors of jurisdiction.

B. Any Chapter which fails to submit annual dues for all Chapter members by October 1 of any year shall be subject to expulsion by two-thirds (2/3) majority vote of the Directors present and voting at the time the vote is called at a Board of Directors Meeting.



# *California Surf Lifesaving Association*

## *Bylaws*

### ARTICLE VII

#### **BOARD OF DIRECTORS**

##### **SECTION 1 - Definition**

The CSLSA Board of Directors shall be composed of representatives from duly formed Chapters of the Association. Such representatives shall be known as Delegates, serving as the Directors on the Board of Directors.

##### **SECTION 2 - Duties and Powers**

- A. The CSLSA duties, powers and affairs shall be exercised, conducted and controlled by the Board of Directors.
- B. The Board of Directors, except as otherwise provided in the Bylaws may authorize any agent to enter into any contract or to execute any instrument in the name of and on behalf of the Association. Such authority may be general or restricted to specific instances. Unless so authorized by the Board of Directors, no other person shall have the power or authority to bind the Association or its representatives to any contract or agreement or to pledge credit or to render the Association or its representatives liable for any purpose or to any monetary amount.

##### **SECTION 3 - Appointment to the Board of Directors**

- A. Qualifications - Each Professional Member, Life Member or Alumni Member of the CSLSA who is also a member of a Chapter in good standing shall be qualified for appointment as a Delegate and member of the Board of Directors.
- B. Appointment of Delegates - Each Chapter:
  1. shall designate one member of their organization to be considered as the "First Delegate" to the CSLSA Board of Directors; and
  2. shall be entitled to a minimum of two Delegates to serve on the CSLSA Board of Directors.
  3. Selection of all Delegates shall be determined by the Chapters in accordance with these Bylaws.
  4. The Board of Directors shall consist of the duly elected Executive Board members and the appropriate number of Delegates from each Chapter.
    - a. The number of Delegates allowed each Chapter shall be based upon the number of:
      - 1) professional members of each Chapter for which annual dues have been submitted in accordance with these Bylaws, combined with the number of Life Members of the Chapter.
      - 2) This number shall be recalculated prior to each Fall meeting of the Board of Directors based on dues most recently submitted by each Chapter and said number shall stand until the next Fall meeting.
    - b. Chapters which fail to submit dues as required may:
      - 1) send representatives to attend Board of Directors Meetings, but said representatives shall have no voting rights.
      - 2) The right of a delinquent Chapter to send Delegates to the Board of Directors Meetings and for Delegates to vote in accordance with these Bylaws shall be restored when all Chapter dues in arrears have been submitted.



# California Surf Lifesaving Association Bylaws

5. Delegate numbers shall be determined by the following member/delegate ratio where “members” means Professional Members, Life Members and Alumni Members.

2 - 15 members:	2 Delegates	(1 First and 1 regular Delegate)
16 - 50 members:	3 Delegates	(1 First and 2 regular Delegates)
51 - 100 members:	4 Delegates	(1 First and 3 regular Delegates)
101 - 150 members:	5 Delegates	(1 First and 4 regular Delegates)
151 - 200 members:	6 Delegates	(1 First and 5 regular Delegates)
201 - 250 members:	7 Delegates	(1 First and 6 regular Delegates)
251 – members & up:	8 Delegates	(1 First and 7 regular Delegates)

6. Each Delegate shall be entitled to one vote.

## SECTION 4 - Selection of Delegates

It shall be the responsibility of each Chapter to select Delegates, to fill vacancies among their Delegates and to send Delegates to meetings of the Board of Directors.

## SECTION 5 - Suspension, Expulsion or Termination of Delegates, Chapters or Members

- A. The Board of Directors shall have the power by a three-quarter (3/4) majority vote of the delegates present and voting at the time the vote is called along with valid proxies exercised under these Bylaws to suspend, expel or terminate the membership of a Delegate to the Board of Directors, any member, or any Chapter for any of the following reasons:

1. conduct which in the opinion of the Board, disturbs the order, dignity, business or harmony of the Association; or
2. conduct which impairs the good name, popularity or prosperity of the Association; or
3. conduct, which endangers the welfare, interests or character of the Association; or
4. conduct in violation of the Bylaws or Policies and Procedures of the Association.

- B. Action by Board of Directors to Suspend, Expel or Terminate

Such action to suspend, expel or terminate may be addressed at a meeting of the Board of Directors upon the initiative of any Delegate. The Board of Directors may act with respect to the complaint of conduct only after the charged Delegate has been:

1. notified, in writing, at least thirty (30) days in advance of the charges and proposed action; and
2. given the date and time of the hearing; and
3. provided an opportunity to appear in person or through a representative before the Board of Directors.

- C. Suspend, Expel or Terminate

The Board of Directors shall have the power by three-fourths (3/4) of those Delegates eligible to vote to suspend, expel or terminate any member(s) of the Association for the reasons outlined in Article VII, Section 5 A.



# *California Surf Lifesaving Association*

## *Bylaws*

### ARTICLE VIII

#### EXECUTIVE BOARD

##### **SECTION 1 - Definition**

The Officers of the CSLSA shall be a President, Vice President, Secretary, Treasurer, Past President/Advisor and Executive Delegates shall be called the Executive Board. The Officers shall have the authority to conduct general business and to act on behalf of the Association excluding the power to adopt, amend, or repeal the Bylaws or any other act excluded by the Board of Directors.

##### **SECTION 2 - Nominations for Office**

Any member in good standing of CSLSA may be nominated for an Officer's position. Such nominations may be submitted prior to an election meeting, which is held in odd numbered years. Any Director present at the election meeting may also make nominations from the floor.

##### **SECTION 3 - Election or Appointment of Officers**

- A. The President, Vice President, Secretary, Treasurer, and Executive Delegates shall be elected by the Board of Directors in odd numbered years at the Fall Board of Directors Meeting.
- B. Election shall be by secret ballot and a majority of votes cast shall elect. In the event that only one individual is nominated for an office, a motion shall be made to elect said individual by affirmation.
- C. The President shall appoint two independent election scrutineers who have no standing in said election. They shall organize, run, count ballots, and announce winners of the elections.
- D. In cases where more than two persons are nominated for a given office;
  1. a preliminary ballot shall first be taken.
  2. If any person garners more than one-half (1/2) of the votes cast in the preliminary vote, that person shall be declared the winner and no further vote shall be taken for the office.
  3. If no person receives more than one-half (1/2) of the votes, the two persons with the highest number of votes shall then be announced and a final ballot shall be taken to select between the two. The person receiving the greater number of votes shall be declared the winner.
  4. In the event of a tie, the presiding officer shall cast the deciding vote regardless of whether the presiding officer has already voted as a Delegate from a Chapter.
- E. Following the election, the presiding officer shall call for the destruction of the ballots.

##### **SECTION 4 - Term of Office**

- A. The term of office for Officers shall be two years and shall commence on January 1<sup>st</sup> of the year immediately following the election. There shall be no limitation on the number of terms allowed.
- B. The Past President/Advisor position shall be filled by the immediate predecessor to the President elect, with no confirmation vote required.
- C. If the immediate Past President should decline to serve, the President-elect shall instead appoint an Advisor to serve on the Executive Board.



# *California Surf Lifesaving Association*

## *Bylaws*

- D. The appointment of an Advisor must be confirmed by a majority vote of the Directors present and voting at a Board of Directors Meeting along with valid proxies exercised under these Bylaws.

### **SECTION 5 - Quorum**

Five Officers shall constitute a quorum for the transaction of business on the Executive Board.

### **SECTION 6 - Duties of the Executive Board**

#### **A. President**

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

1. preside at all meetings of the Members, Board of Directors and Executive Board; and
2. have general charge of the business of the Association and shall execute, with the Secretary, in the name of the CSLSA, all deeds, bonds, contracts and other obligations and instruments authorized by the Board of Directors; and
3. appoint such standing or special committee and subcommittee chair persons as appropriate; and
4. prepare a written report on the activities and affairs of the Association for each meeting of the board of Directors; and
5. have such other powers and perform such other duties as may be prescribed by the Board of Directors.
6. The President shall be the First CSLSA Delegate to the USLA Board of Directors.

#### **B. Vice President**

The Vice President shall:

1. be vested with the same powers and shall perform the duties of the President in case of absence or disability of the President, and
2. also have such duties as may be prescribed by the Board of Directors; and
3. prepare a written report including all duties and activities of the Vice President for each meeting of the Board of Directors.
4. The Vice President shall be the Second Delegate to USLA.

#### **C. Secretary**

The Secretary shall:

1. keep a full and complete record of the proceedings of the Board of Directors, Executive Board, and meetings of the Members; and
2. keep the seal of the Association (corporation) and affix same to such papers and instruments as may be required in the regular course of business; and
3. make and serve notices as may be necessary; and
4. retain a membership roll; and
5. distribute the minutes of the Board of Directors and Executive Board within thirty (30) days; and



## *California Surf Lifesaving Association Bylaws*

6. maintain an updated copy of the Bylaws and Policies and Procedures; and
7. determine a quorum and the number of votes needed to pass on any item; and
8. verify Directors in good standing; and
9. perform all other duties incidental to the office of the Secretary; and
10. have such other powers and duties as may be prescribed by the Board of Directors.
11. In the event of absence or disability of the Secretary, or refusal or neglect to act, the presiding officer shall appoint a person to act as the recorder of meetings. In such absence notices may be given and served by the President or the Vice President, or by any other person authorized by the President, or Executive Board.
12. The Secretary shall be the Third Delegate to USLA.

### .D Treasurer

The Treasurer shall:

1. receive and safely keep all funds of the Association and deposit same in such bank or banks as may be authorized by the Board of Directors.
  - a. CSLSA funds shall be disbursed only in accordance with the provisions of the Bylaws and the rules established by the Board of Directors on checks of the Association,
  - b. signed as directed by the Board of Directors; and
2. control the keeping of the books and accounts of the Association; and
3. be responsible for the preparation of complete financial statements of the CSLSA.
  - a. 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 Board of Directors.
  - b. A record and accurate account of all receipts and disbursements shall be compiled by the Treasurer.
  - c. All finance records shall be maintained on a financial calendar year from January 1 to December 31; and
4. prepare a written financial status report for each meeting of the Board of Directors.
5. The Treasurer shall be the Fourth Delegate to USLA.

### E. Past President/Advisor

The Past President/Advisor shall:

1. serve as an advisor to the Executive Board and be a voting member thereof; and
2. prepare a written report including all duties and activities for each meeting of the Board of Directors.
3. The Past President/Advisor shall be the Fifth Delegate to USLA.

### F. Executive Delegates

There shall be four Executive Delegates who are entitled to one vote each on the Executive Board.



# *California Surf Lifesaving Association*

## *Bylaws*

1. The First Executive Delegate shall:
  - a. serve as an advisor to the Executive Board of the CSLSA, represent the recurrent lifeguards who are members; and
  - b. prepare an annual report on recurrent employment standards and testing to be posted on the CSLSA website; ~~and~~
  - c. The First Executive Delegate shall be the Sixth Delegate to USLA.
2. The Second Executive Delegate shall:
  - a. serve as an advisor to the Executive Board of the CSLSA; and
  - b. prepare a written report including all duties and activities for each meeting of the Board of Directors.
  - c. The Second Executive Delegate shall be the Seventh Delegate to USLA.
3. The Third Executive Delegate shall:
  - a. serve as an advisor to the Executive Board of the CSLSA; and
  - b. prepare a written report including all duties and activities for each meeting of the Board of Directors.
  - c. The Third Executive Delegate shall be the Eighth Delegate to USLA.
4. The Fourth Executive Delegate shall:
  - a. serve as an advisor to the Executive Board of the CSLSA
  - b. prepare a written report including all duties and activities for each meeting of the Board of Directors.
  - c. The Fourth Executive Delegate shall be the Ninth Delegate to USLA.

### **SECTION 7 - Vacancy in Office**

A vacancy occurring for any reason to the Executive Board shall be filled by a person appointed by the Executive Board until the next meeting of the Board of Directors, at which time a confirmation or election will be held to elect for the balance of the term.

### **SECTION 8 - CSLSA Executive Director**

- A. An Executive Director and/or other professional staff may be employed by the CSLSA to administer the affairs of the Association.
  1. Such person or persons shall be appointed by the President; and
  2. each appointment must be confirmed by majority vote of the CSLSA Board of Directors.
- B. No current member of the Executive Board may serve as Executive Director or as a professional staff-member.

### **SECTION 9 - Compensation**

The Board of Directors and Executive Board shall receive no compensation beyond the actual expenses incurred while representing and performing the work of the CSLSA.



# *California Surf Lifesaving Association*

## *Bylaws*

### **SECTION 10 – Indemnification of Directors and Officers**

- A. To the extent that a person who is, or was, a director or officer 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, a director or officer 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.
- B. 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 11 – 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.



# *California Surf Lifesaving Association*

## *Bylaws*

### **ARTICLE IX**

### **MEETINGS OF THE BOARD OF DIRECTORS**

#### **SECTION 1 - Frequency**

- A. Regular Board Meetings - The Board of Directors shall meet biannually in the Fall and Spring to transact business and reinforce communication amongst Chapters. Meeting dates, locations, and times will be scheduled at least one year in advance.
- B. Special Board Meetings – The Executive Board shall have the authority to call for a Special Meeting of the Board of Directors, with a minimum of 30 days notice, to conduct business of a critical nature to the Association.

#### **SECTION 2 - Notice of Meetings**

Notice of meetings of the Board of Directors shall be given in writing to each Chapter. Such notice shall be given by the Secretary via the CSLSA website or electronic mail to each Chapter at least thirty (30) days prior to the commencement date of the meeting. Such notice shall state the date or dates, time, and location of the meeting.

#### **SECTION 3 - Quorum and Voting Requirements**

- A. At any meeting of the Board of Directors, the presence of at least one-third (1/3) of the Delegates allowed all Chapters, including proxies which may be exercised according to these Bylaws shall constitute a quorum to transact business; and
- B. a majority of those voting shall be sufficient to pass any item of business except as otherwise specifically stated in these Bylaws.
- C. As the first order of business at any meeting of the Board of Directors, the Presiding officer shall direct the Secretary/recorder to announce the number of Delegates, which constitute a quorum.
- D. The Secretary/recorder shall then be directed to conduct a roll call of each Chapter's Delegates and proxies. The meeting shall continue only if a quorum is present.
- E. Each member of the Board of Directors may vote by proxy on behalf of no more than one absent Delegate from the same Chapter.
  - 1. The name of each Delegate carrying a proxy shall be recorded by the Secretary/recorder during the roll call of Delegates.
  - 2. Such proxy shall be established by completion of the Revocable Proxy Form provided for this purpose.
  - 3. During the roll call of Delegates the Secretary/recorder shall record the number of Delegates present and the number of proxies for each Chapter represented.
  - 4. In the event of the need to change a proxy during the course of the meeting, the Delegate who will be carrying the new proxy shall complete a new Revocable Proxy Form and submit it to the Secretary/recorder.

A Copy of the Revocable Proxy Form is provided in the Policies & Procedures Manual, Appendices.



# *California Surf Lifesaving Association*

## *Bylaws*

- F. Any member of the Board of Directors may request and be granted a roll call vote on any issue before the Board either prior to the vote taking place or immediately after a voice vote has taken place.
- G. Any member of the Board of Directors, with the concurrence of a Delegate from another Chapter, may request suspension or postponement of a vote for up to thirty (30) minutes, for the purpose of assuring that all interested Delegates are available to vote; however, such right, having been exercised by any one Delegate for a particular vote, may not thereafter be exercised by any other Delegate for the same vote. After such period of time has passed the presiding officer shall call for the vote.
- H. The Delegates and officers present at a Board of Directors Meeting at which a quorum has been declared present may continue to transact business until adjournment, even though enough members have withdrawn to leave less than a quorum, provided that a majority of the Executive Board remains.

### **SECTION 4 - Presiding Officer**

The President or, in his absence the Vice President or, in the presence of neither, a person selected by the Executive Board, shall call the board meeting to order and shall act as presiding officer thereof.

### **SECTION 5 - Secretary**

- A. The Secretary shall act as recorder of the proceedings of the board meeting.
- B. In the absence of the Secretary, the presiding officer shall appoint a person to act as the recorder.



# *California Surf Lifesaving Association Bylaws*

## ARTICLE X

### **PARLIAMENTARY AUTHORITY**

Except as otherwise specifically stated in these Bylaws, meetings of the Board of Directors and the Executive Board shall be governed by the most current edition of Robert's Rules of Order.



# *California Surf Lifesaving Association*

## *Bylaws*

### **ARTICLE XI**

### **COMMITTEES**

#### **SECTION 1 - Appointment**

The President shall appoint chairpersons of such standing and special committees, as may be necessary to carry out the goals and objectives of the CSLSA.

#### **SECTION 2 - Removal of Committee Chair or Members**

The President may remove a Committee Chair or member at any time, subject to the approval of the Executive Board.

#### **SECTION 3 - Standing Committees**

The following shall be considered standing committees: Membership and Public Education. No Standing Committee shall be chaired by the President or Secretary.

#### **SECTION 4 - Special Committees**

- A. The following shall be considered continuing special committees: Bylaws, Competition, Special Awards & Presentations, Junior Lifeguard, Newsletter, and Website. No Special Committee shall be chaired by the President or Secretary.
- B. Additional special committees and professional advisory boards may be created by the President or Executive Board.



# *California Surf Lifesaving Association*

## *Bylaws*

### **ARTICLE XII**

#### **DUES**

##### **SECTION 1 - Establishment of Dues**

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

##### **SECTION 2 - Dues Collection and Distribution**

- A. Chapters in good standing may collect membership dues from eligible persons in an amount not less than the amount set by the CSLSA Board of Directors.
- B. Qualified members of Chapters in good standing shall be members of CSLSA and the USLA.
- C. All Chapters shall expeditiously send all dues collected for membership to the person designated by the Board of Directors to receive such funds.

##### **SECTION 3 - Membership Duration**

- A. Individual membership shall be for a period of one year, with exception of Perpetual Memberships.
- B. The dates of membership duration shall be defined in Policies and Procedures.

##### **SECTION 4 - Reinstatement**

The payment of delinquent dues does not make a member eligible for awards of achievement earned during the non-eligible period.



# *California Surf Lifesaving Association* *Bylaws*

## **ARTICLE XIII** **OFFICIAL SEAL**

The Board of Directors shall provide a suitable seal for the Association that shall contain the inscription CALIFORNIA SURF LIFESAVING ASSOCIATION.



# *California Surf Lifesaving Association*

## *Bylaws*

### **ARTICLE XIV**

### **AMENDMENTS**

#### **SECTION 1 - Proposed Amendments**

- A. Amendments to the Bylaws may be proposed by any member of the Board of Directors or any elected or appointed CSLSA officer at any meeting of the Board of Directors.
- B. Amendments must be proposed in writing and made available to all Executive Board members and each First Delegate of Chapters in good standing.
- C. The Secretary shall announce the receipt of such proposed amendment(s)
  - 1. during the New Business section of a Board of Directors meeting, and
  - 2. provide copies of the proposal in the minutes thereof.

#### **SECTION 2 - Adopting Amendments**

- A. Subsequent to the submission of the proposed amendment(s), but prior to any action on the proposal by the Board of Directors, a legal advisor may submit an impartial appraisal.
- B. The proposed amendment(s), in final form, shall not be voted upon until the next regularly scheduled Board of Directors meeting.
- C. Any changes to the final form of the proposed amendment(s) at the Board of Directors meeting wherein the vote was to be taken will result in a further delay of the vote until the next regularly scheduled Board of Directors meeting.
- D. A two-thirds (2/3) majority vote of the Delegates and proxies, if any, is required to adopt the proposed Bylaw amendment(s).

#### **SECTION 3 - Notice of Bylaw Change**

Following amendment(s) of the Bylaws, the Secretary shall, within sixty (60) days:

- A. make appropriate modifications to the Bylaws; and
- B. provide notice of the Bylaw change(s) to each Chapter; and
- C. arrange for the newly revised Bylaws to be published on the CSLSA website.