

The following Bylaws supersede all Bylaws previously issued.

Revised October 2011

BYLAWS OF TREEVIEW SWIMMING CLUB, INC.

ARTICLE 1 – NAME

Section 1. The name of this Corporation is TREEVIEW SWIMMING CLUB, INC.

Section 2. The location of this Corporation is 301 Gresel Street, Hayward, CA 94544

ARTICLE II – PURPOSE

Section 1. The purpose of this Corporation is to construct, operate and maintain a swimming pool and attendant facilities, including a wading pool and other recreational facilities for use of members of the Corporation, and guests.

ARTICLE III- BOARD OF DIRECTORS

Section 1. There shall be seven (7) directors of this Corporation, all of whom shall be elected by members in good standing and by secret ballot. A member shall not cast more than one (1) vote for any one candidate. Nominations may be had from the floor, and at the close of nominations each member in good standing at a meeting called for the purpose of electing directors shall have as many votes as there are directors to be elected, and shall cast his or her ballot exercising all of his or her votes at one and the same time. That director having the greatest number of votes shall be elected as the first director; and the following six (6) directors, in accordance with the number of votes, shall be elected as the succeeding six (6) directors, the second director being that person with the second highest number of votes, and continuing on until the seven (7) directors have been elected.

Section 2. The directors shall be elected from members in good standing for regular terms of two (2) years, to begin at the first directors meeting following the annual meeting of each year, and those elected will select officers and assume their duties at the first directors meeting following the annual meeting. Of the seven (7) directors elected in the November of 1960, three (3) shall hold terms for one year, and four (4) shall be elected to hold terms for two (2) years. The four (4) directors having the largest number of votes shall hold the two (2) year terms. There shall not be an election of directors until the 3rd Monday of November of 1960, and the incorporating directors shall hold office until that time, or until a regular meeting of the members of this Corporation shall be had and a new or different set of directors elected.

Section 3. Election of directors shall take place at the regular annual meeting of the members of this Corporation.

Section 4. In the event a vacancy shall occur on the Board of Directors for any reason other than the expiration of a regular term, then such vacancy or vacancies shall be filled by majority vote of the Directors at a regular monthly directors meeting. The vacancy or vacancies shall be filled by a member or members of the Corporation. The person selected shall hold office until the expiration of the then current term.

Section 5. No member may be nominated for election to office unless said member is present at the annual meeting or said member's consent in writing has been obtained.

Section 6. The Board of Directors shall exercise the following powers: (a) To conduct the business of the Corporation between regular annual membership meetings where the decision of such matters cannot reasonably await a regular annual meeting, provided that any action taken by the Board of Directors shall be consistent with these Bylaws and with existing resolutions of the membership. (b) To exercise all corporate powers of the Corporation. To call special meetings of the Directors or the members.

Section 7. By a vote of the majority of the Directors present at any special or regular meeting of the Board of Directors, any director may be removed who has unexcused absences from three (3) consecutive regular or special meetings of the Board. Vacancy or vacancies left by said removal shall be filled as herein provided.

Section 8. The entire Board of Directors or any individual director may be removed from office by a majority of members eligible to vote at an annual or special meeting of the general membership where twenty percent (20%) of the general membership is present in person. Vacancy or vacancies left by said removal shall be filled as herein provided.

Section 9. No member shall serve on both the Treeview Swimming Club Board and the Treeview Swim Team Board at the same time.

ARTICLE IV – OFFICERS

Section 1. The officers of this Corporation shall consist of a President, Vice President, Secretary-Treasurer, and such officers as the membership from time to time may determine. All officers of the Corporation must be members in good standing, and the three (3) primary officers above named must be members of the Board of Directors. Each said officer shall assume the authority and duties customarily associated with his/her office, together with such other authority and duties as shall be delegated to or placed upon him/her by the membership.

Section 2. The President shall preside over all meetings of the Corporation and Board of Directors, shall sign all contracts and other instruments which have been first approved by the Board of Directors and, subject to the will of the membership, generally direct the affairs of the Corporation.

Section 3. The Vice President, in the absence, inability, or refusal of the President to act, shall exercise all authority and perform all duties granted to or enjoined upon the President by law, or by these Bylaws.

Section 4. The Secretary-Treasurer shall keep a record of all proceedings of the Board of Directors and of the membership meetings. The Secretary-Treasurer, further shall assure that the following functions are carried out; the serving of all notices required by law or these Bylaws; the maintaining of appropriate records of the membership of the Corporation; the signing of all contracts and other instruments as designated by the Board of Directors; the payment of all obligations which have first been approved by the Board of Directors; reporting on the Corporation's financial standing at each regular Board meeting and submitting the report in writing to be entered into the minutes; a list of all property belonging to the Corporation; assuring proper safekeeping of all tax papers, insurance papers, licenses, permits, etc: and filing all Corporation tax data and returns with the proper Federal, State and local authorities.

Section 5. The officers specified above, namely, President, Vice President, and Secretary-Treasurer, shall be elected from and by the Board of Directors in the same manner as is set out for election of directors under ARTICLE III – BOARD OF DIRECTORS.

Section 6. An individual shall not serve as President more than two consecutive terms (four (4) years).

ARTICLE V – MEETINGS

Section 1. A regular annual meeting of the members of the Corporation shall be held in the month of October (revised 1/27/09) each year at such date, hour and place as shall be designated by the Board of Directors. Notice of said meetings shall be given at least fourteen (14) days prior thereto by 1st class mail.

Section 2. Special meetings of the membership may be called by the Board of Directors or by the President, and the President shall call such meetings upon the written request to the President of at least one-third (1/3) of the club members in good standing. A special membership meeting must be called by the President within eight (8) weeks after he/she has received proper written request. This written request shall set forth the purpose of said meeting and only such matters as are referred to in the request shall be considered at the special membership meeting. Notice shall be given at least fourteen (14) days prior to the meeting by 1st class mail.

Section 3. Those present in person or by proxy at a meeting of the membership noticed and held as specified above, shall constitute a quorum. All actions authorized by these Bylaws or the laws of the State of California which may be taken by the members of the corporation may be passed and approved by a majority vote at said meeting.

Section 4. Meetings of the Board of Directors shall be held once a month on the call of the President, and he or she shall call such meeting upon the request of any three (3) directors. Notice of any meeting shall be given to each Director by the Secretary, by telephone or mail, at least one (1) day prior to the date set for the meeting. The President, by his or her own authority, may call a special meeting of the Board of Directors, and notice of said meeting shall be given as specified above.

Section 5. A majority of the members of the Board shall constitute a quorum for the purpose of any Directors meeting, and if less than a quorum is present, the meeting shall have the authority only to adjourn until such time as the Directors present may deem proper.

Section 6. Conduct of Directors and members at any directors meeting or membership meeting shall be consistent with "Robert's Rules of Order."

ARTICLE VI – MEMBERS

Section 1. This Corporation shall be comprised of a membership not to exceed four hundred (400) memberships. Memberships may be from residents outside the eligible area. (Revised 1/2006). All applicants for membership must be approved by a majority of the Board of Directors and are subject to review by the Board at any time. A membership may be owned by an individual or individuals not to exceed ten (10) persons. (Revised 10/2010)

Section 2. Each membership shall have one (1) vote.

Section 3. The membership may be increased or decreased upon the approval of a two-thirds (2/3) majority of this Corporation present at any regular annual meeting of said members.

Section 4. Membership shall not be subject to attachment, garnishment, or execution: it shall not be an asset to the debtor in the event of bankruptcy or assignment of creditors. Upon any foregoing condition, or any other involuntary transfer, membership shall automatically revert to the Corporation, title or interest therein. However, in the event of the foregoing, the Corporation shall pay to the former member, his/her heirs or assignees, a sum of money equal to the original cost of the share, less any delinquent dues or indebtedness outstanding.

Section 5. If a member desires to sell his/her membership, he/she may do so subject only to prior approval of the majority of the Board of Directors. The Board of Directors may, at its discretion and by majority vote, re-purchase a membership which is for sale, for current cost of said membership certificate, less any delinquent dues or indebtedness outstanding.

Section 6. Upon the death of any member, his or her membership shall automatically revert to the Corporation and shall not become an asset of the estate. Nevertheless, the Corporation shall pay to the representative of the deceased a sum of money equal to the current cost of said membership, less any delinquent dues or indebtedness outstanding. In the case of a membership jointly owned, the death of either party shall to prejudice the ownership of the surviving party.

Section 7. A membership in good standing is defined as one that is current with all Corporation obligations.

Section 8. Notwithstanding anything else contained in these Bylaws, each membership shall have one (1) vote, and said vote may be exercised by written proxy pursuant to the general laws of the State of California.

Section 9. Swim privileges shall be granted to the pool manager(s) and members of his/her household.

ARTICLE VII – DUES AND ASSESSMENTS

Section 1. Dues for the holder or holders of each membership per annum shall determined by a majority vote at the general membership meeting.

Section 2. Dues shall be payable annually in a manner as designated and approved by the Board of Directors. Payment for new memberships shall be made in advance prior to the acceptance of said membership.

Section 3. Any person who has subscribed to a membership shall be liable only to the extent of the dues assessment not to exceed the sum herein above set out. Said member shall be liable to the Corporation for such annual assessment and should such person so subscribed fail or refuse to pay such membership dues within the time prescribed by these Bylaws, then in such event such membership shall be subject to cancellation by a majority of the Board of Directors.

Section 4. No lien, either expressed or implied shall attach to the real property owned by a member for non-payment of any dues or assessments.

ARTICLE VIII- PRIVILEGES

Section 1. All members of the Corporation shall be entitled to the use of the Corporation's swimming pool, playground and other facilities, subject only to these Bylaws, and to the rules established by the Board of Directors.

Section 2. The Board of Directors shall establish rules governing the participation by members. The Board shall also determine whether or not guests of members may use the corporation's facilities and shall establish rules pertaining thereto.

Section 3. No alcoholic beverages of any kind or nature whatsoever shall be used, sold or carried on to the premises or the property of the Corporation.

ARTICLE IX – RESIGNATIONS, SUSPENSIONS AND EXPULSIONS

Section 1. Whenever a member shall have ceased to be the owner of a membership for any cause he/she shall thereon cease to be a member of the Corporation.

Section 2. Any member may be expelled by a two-thirds (2/3) vote of the membership present at a special or general meeting for any act of misconduct deemed by the membership to be detrimental to the best interests of the organization, provided that the membership shall offer the subject member reasonable notice in writing and an opportunity to be heard before a membership meeting (or before the Board of Directors if he/she prefers) before any action is taken by the membership. In the event of such expulsion, the expelled member shall receive a sum of money equal to the original costs of said membership, less any delinquent dues or indebtedness outstanding.

Section 3. Resignations must be presented in writing and no member shall be permitted to resign when in arrears to the Corporation for dues, including those for the current month or for any other charges.

Section 4. When the dues or other indebtedness of any member shall remain unpaid for a period of thirty (30) days, written notice shall be sent to such delinquent member, and if such indebtedness is not paid within thirty (30) days thereafter, then the membership of such delinquent member may be voided by action of the majority of the Board of Directors of the Corporation. At such time the membership shall automatically revert to the Corporation and constitute a complete forfeiture.

Section 5. Any dues, assessments, charges or other indebtedness owing the Corporation as a result of expulsion may be collected by an appropriate action of law at any time after the same becomes due and payable. The Corporation shall be entitled to recover all costs and expenses including reasonable attorney's fee fixed by the Court.

Section 6. The Board of Directors may suspend the swimming privilege of any member or resident of his/her household.

ARTICLE X – SEAL

Section 1. The seal of the Corporation shall consist of two (2) circles between which shall appear the words, "TREEVIEW SWIMMING CLUB, INC.", and in the center thereof shall be inscribed the word "CALIFORNIA."

Section2. The seal shall be affixed to all of the Corporation's conveyances and other contracts and all membership certificates.

ARTICLE XI – DISSOLUTION

Section 1. Upon dissolution of the Corporation or upon expiration of its corporate charter, if the same has not been renewed in accordance with the laws of the State of California, the Board of Directors at the date of such dissolution shall liquidate and divide all assets of the Corporation equally among the members in good standing on that date, subject only to contractual obligations.

Section 2. Should the Corporation dispose of all of its properties and assets, then the same shall be dissolved under the laws of the State of California.

ARTICLE XI – AMENDMENTS

Section 1. These Bylaws may be adopted, amended or repealed at any regular or special meeting of the general membership by a majority of members eligible to vote at an annual or special meeting of the general membership where twenty percent (20%) of the general membership is present in person or by proxy. The motion for the amendment of the Bylaws of this Corporation shall be presented in writing and shall set forth the portion of the Bylaws to be amended and the proposed amendment. Notice of proposed amendment shall be presented to the general membership at least fifteen (15) days prior to the vote to approve said amendment by 1st class mail.

Section 2. Subject to the right of the general membership to adopt, amend or repeal the Bylaws, the Bylaws may be adopted, amended or repealed at any regular or special Directors meeting by a vote of five (5) out of seven (7) of the Board of Directors. The motion for the amendment of the Bylaws of this Corporation shall be presented in writing and shall set for the portion of the Bylaws to be amended and the proposed amendment. Notice of proposed amendment shall be presented to the general membership at least fifteen (15) days prior to the vote to approve said amendment by 1st class mail.

ARTICLE XIII – DEFINITIONS

Section 1. COST: The word "cost" or "original cost" shall mean a sum not to exceed one hundred (\$100). "Current cost" shall mean a sum equal to the prevailing cost of a membership certificate as established by the Board of Directors.

CERTIFICATION

We hereby certify that we are the duly elected and acting directors of the Treeview Swimming Club, a California corporation, and that the foregoing Bylaws, consisting of four (4) pages, constitute the Bylaws of said corporation as duly approved by resolution of the Board.

| Board Members | Date | Board Members | Date |
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