

BYLAWS of CATALINA CLUB, INC.

ARTICLE ONE - MEMBERSHIP.

Section 1. Membership is as defined in the Articles of Incorporation.

Section 2. Upon payment of the membership fee, the initiation fee and such dues as may then be payable, a certificate of membership will be issued to each member (one per husband and wife) belonging to the Club. The certificate of membership is not transferable and cannot be sold. A member in good standing may choose to request redemption of their certificate of membership to the Board of Directors of the Club in writing (either email or letter) by May 15th. Upon surrender, when funds are available from the resale of the surrendered certificate, the Board will refund to the former member the membership fee, less delinquent unpaid dues.

Section 3. The Club shall keep a record of all memberships and shall act as the transfer agent. Such record shall also indicate whether any membership is delinquent in fees, dues or other charges, or under any suspension.

Section 4. Annual dues shall be payable by May 15th of the year following the annual meeting of members. A late penalty of \$50 will be assessed on dues not paid by that date.

Section 5. Upon failure of any member to pay any fees, dues or other charges by May 15th, such membership shall be subject to cancellation by the Board of Directors at any time thereafter while such amounts are still delinquent. Upon surrender by the delinquent member of the certificate of membership, when funds are available from the resale of the surrendered certificate, the membership fee, less any unpaid dues, shall be refunded to the former members.

Section 6. The rights of the members, their children and guests to use the facilities of the Club may be suspended, in whole or in part, by the Board of Directors, for any violation of these Bylaws or the rules and regulations of the Club, or by reason of conduct unbecoming a member, as may be determined in good faith by the Board of Directors.

Section 7. Although the Club is a private membership club, limited guest privileges (including charges for such guests) and rules and regulations therefore shall be established by the Operations Committee prior to each swimming season, subject to the approval of the Board of Directors.

Section 8. Members shall be responsible to the Club for any loss, injury or damage to the facilities of the Club caused by themselves or their families or guests.

Section 9. In the event of the marriage of a single member (Married couples living in the same household), the Board, upon surrender of the individual membership certificate for reissue, shall reissue the certificate in the joint names of the married members.

In the event a single member or two single members establish and share the same household (Unmarried couples living in the same household), the Board, upon surrender of the individual membership certificate(s) for reissue, shall reissue the certificate in the joint names of the unmarried couple living in the same household.

Section 10. In the event of a final divorce (including annulment) of married couples living in the same household or separation of unmarried couples living in the same household who held a certificate of membership in their joint names, if such joint certificate is not surrendered for refund within 30 days after the divorce (including annulment) or separation, the Board shall cancel the joint certificate and upon its surrender or cancellation reissue an individual membership certificate in the name of the one them so designated in writing by both of them or by appropriate court decree.

The other of them not so designated shall be permitted to apply for a separate individual membership. Such application shall be placed at the top of the waiting list, if any, and the applicant shall be admitted to membership next before any non-member applicant, upon payment of membership and initiation fees and dues. If the divorce (including annulments) or separation occurs prior to or during the open season of the Corporation's facilities, and there is yet no opening available for new memberships, such applicant, without payment of such fees and dues, shall be entitled to continue use of the facilities until the earlier of the end of the season or until there is an opening available.

ARTICLE TWO - MEETINGS OF MEMBERS.

Section 1. Annual meetings of members shall be held on or about the first Tuesday of October of each year at such time and place as the President shall fix.

Section 2. Notice of the time and place of such meeting shall be given by a generally accepted form of communication at least ten (10) days prior to the date of such meeting.

Section 3. Special meetings of the members may be called by the President upon the giving of written notice of the time, place and purpose thereof to each member by a generally accepted form of communication at least ten (10) days prior to the time fixed in such notice for such meeting.

Section 4. The members present and entitled to vote at any annual or special meeting shall constitute a quorum for the transaction of all membership business.

Section 5. The members of the Club, regardless of number, who are present and entitled to vote at any regular or special meeting shall constitute a quorum for the transaction of all business of the meeting of the members.

Section 6. At meetings of the members, whether annual or special, each member shall be entitled to cast one (1) vote for the number of Directors being then chosen and one (1) vote for each other matter submitted to vote, including matters reserved by the Articles of Incorporation for vote of the members.

ARTICLE THREE - DIRECTORS AND OFFICERS

Section 1. The regulation and management of the affairs of the Club shall be vested in its Board of Directors and its Officers elected by the Board.

Section 2. At each annual meeting of the members, the President shall receive nominations for the election of five (5) members of the Board of Directors to replace those whose terms of office are then expiring, as provided in the Articles of Incorporation.

Section 3. Balloting for the election of members of the Board of Directors shall be secret and upon a printed ballot form.

Section 4. The immediate past President shall be a non-voting ex-officio member of the Board of Directors for a period of one (1) year from the completion of his term as President.

Section 5. Vacancies on the Board of Directors created for any reason during the term of office shall be filled for the remainder of the term by majority vote of the Directors present and voting at the next meeting of the Board of Directors after one or more candidates to fill such vacancy have been nominated by any remaining Director.

Section 6. At the regular organizational meeting of the Board of Directors, the Board shall proceed to choose from among its membership a President, a Vice-President and Secretary. The Board shall also choose from among the Club membership a Treasurer, who need not be a Director.

Section 7. The President, Vice-President and Secretary of the Club shall be chosen annually and shall be the Chairman, Vice-Chairman and Secretary of the Board of Directors, respectively.

Section 8. The Treasurer shall be chosen annually, serve at the discretion of the board, and, upon accepting such office shall be required to give such bond as the Board of Directors shall require.

Section 9. No Director or Officer shall receive any compensation of any kind for services rendered.

ARTICLE FOUR - MEETINGS OF BOARD OF DIRECTORS

Section 1. The regular organizational meeting of the Board of Directors shall be held immediately following the annual meeting of the members at the place fixed by the Board.

Section 2. Regular meetings of the Board shall be scheduled at the times and places as determined by the President.

Section 3. Special meetings of the Board of Directors may be called by the President, Vice-President or any five (5) members of the Board of Directors upon giving written notice of the time and place thereof to each Director by a generally accepted form of communication at least ten (10) days prior to the time and place fixed in said notice for said meeting.

Section 4. Any Director entitled to notice of a Board meeting may waive the issuance and service thereof, but mere attendance at such meeting shall not be deemed to constitute such waiver.

Section 5. Five (5) members of the Board of Directors present and entitled to vote at any regular or special meeting shall constitute a quorum for the transaction of all Board business.

ARTICLE FIVE - OPERATIONS.

Section 1. The Board of Directors may employ and fix the compensation of a Club Manager, Business Manager, and other employees as the Board may determine. Rules and regulations recommended by the Club Manager, when adopted by Resolution of the Board of Directors, shall be given the force of the Bylaws.

Section 2. The fiscal year of this Club shall commence on November 1st.

Section 3. The Board of Directors, based on the recommendation of the Treasurer and the Business Manager, shall select a properly regulated and insured financial institution to provide depository and other financial services as the Board deems necessary and appropriate.

Section 4. The following committees are hereby established for the purpose of assisting the Board of Directors and the Officers in the management of this Club: Membership, Finance, Operations, Elections & Nominations, Building and Grounds, Swim Team and Special Events Committees. Such committees shall be responsible to the Board of directors through the President. Additional committees may be established from time to time by the Board of Directors. The membership of the committees shall be chosen by the President and may include members who are not Directors. The chairman of each committee shall be chosen by the President from among the Directors.

ARTICLE SIX – MISCELLANEOUS.

Section 1. The Directors and Officers of the Club shall be indemnified as provided in the Articles of Incorporation.

Section 2. These Bylaws may be amended only by the affirmative vote of a majority of the voting members of the Board of Directors present at a regular or special meeting thereof.

Section 3. Upon approval of the majority of the Board of Directors of Catalina Club, Inc. the President and the Treasurer shall be authorized to indebt the organization in an amount approved by the Board. The President or his authorized substitute shall be able to borrow or indebt the organization for an amount not exceeding \$5,000 for emergency expenses. This motion was approved unanimously.

Updated and approved 10/2/12