

BY LAWS

ARTICLE I
DIRECTORS

Section 1

The government of the Club shall be vested in a Board of Directors consisting of fifteen elected members.

Section 2

The Board shall consist of those members elected by the Club at its first organizational meeting held on October 3, 1960, who shall hold office until the next meeting of the membership following the adoption of these by-laws. At said meeting a permanent Board shall be elected, all of whom shall hold office until the annual meeting in October 1962. At the October 1962 meeting, the membership shall vote for directors as follows:

- a. Five directors shall be nominated to serve for a period of one year, five for two years, and five for three years.
- b. Thereafter, at each annual meeting five directors shall be elected to serve for a period of three years.
- c. No director shall serve more than two consecutive three-year terms.

Section 3

Nomination for the office of director shall be made by a Nominating Committee to consist of five (5) members, chairman, and one additional member appointed by the president, and three additional members appointed by the Board of Directors.

Nominations may also be made from the floor at the Annual Meeting.

A list of the persons nominated by the Committee shall be mailed to the membership at least two weeks prior to the Annual Meeting.

The Nominating Committee shall consist of five (5) voting members in good standing.

Section 4

The Board of Directors shall hold bi-monthly meetings and at such other times as they may deem necessary; and shall meet at the request of any three regularly elected officers and/or directors.

Section 5

At least ten (10 days written notice of every regular meeting of the Board of Directors shall be given to each director, and twenty-four hours (24) notice for special meetings.

Section 6

A majority of the directors in office shall constitute a quorum for the transaction of business, and the acts of a majority of directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors; provided, that if all the directors shall consent in writing to any action, such action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

The directors present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough directors to leave less than a quorum, but in no event less than five directors.

Section 7

Vacancies in the Board of Directors shall be filled by vote of a majority of the remaining members of the Board to finish the unexpired term of the vacancy.

Section 8

A director may be removed from office for cause, by a two-thirds (2/3) vote of the Board, after ten (10) days notice to the director concerned to attend a hearing before the Board.

Section 9

The President, or in his absence, the Vice-President, shall preside at all meetings of the Board of Directors. In the absence of both those officers, the directors present shall elect a Chairman of the meeting.

Section 10

The Recording Secretary, or in his absence a director appointed by the presiding officer, shall record minutes of all meetings of the Board of Directors.

Section 11

The Board of Directors shall:

- a. make or authorize all purchases and disbursements necessary or desirable for the operation of the Club.
- b. fix the classification and salary schedule of employees, and authorize their employment.
- c. prescribe rules for the government and use of Club facilities.
- d. prepare an Annual Report showing the state of membership and finances, setting forth the transactions and summarizing important activities of preceding calendar year; shall post two copies of said report in locker .

rooms or Club house, and shall furnish a copy to any member on request.

- e. supervise all committees, with power to direct their activities and to alter or amend any rules or regulations prescribed by any committee.
- f. adopt an annual budget upon recommendation of the Finance Committee.
- g. fix guest fees and membership dues.
- h. do or cause to be done all other things necessary for the operation and maintenance of the Club.
- i. Directors shall serve without compensation except for free guest privileges.

Section 12

The Board of Directors shall at Club expense secure the fidelity of the Treasurer, or any other officers, assistant officers or employees they see fit, by bond in such amount as they deem necessary.

Section 13

The Board of Directors shall require an audit of the accounts of the Club for each operating year, which audit shall be made by independent accountants engaged for the purpose; and the report of the audit shall be posted on the bulletin board at the Club. Copies will be available to any member upon request.

Section 14

The Board of Directors may borrow money for a term of not more than one year for the operation and maintenance of existing club facilities secured by mortgage or other encumbrance upon club property, in an amount not to exceed fifty per cent (50%) of the annual dues for the year in which the money is borrowed.

The Board of Directors shall not incur any indebtedness for major additions to or expansion of club property or facilities unless authorized by a majority vote of the members entitled to vote.

Section 15

The Board of Directors shall secure for the protection of the Club such public liability, property damage and other forms of insurance as they may deem necessary.

ARTICLE II OFFICERS

Section 1

The Board of Directors shall elect from their body, at their next regular meeting, a President, Vice-President, Corresponding Secretary, Recording Secretary, and

a Treasurer, who shall serve for one year.

Section 2

The Board of Directors shall have power to fill any vacancies in any office, and officers so appointed shall serve until the Annual Meeting, at which time successors shall be elected.

Section 3

The President shall:

- a. preside at all meetings of the Board of Directors and the members.
- b. with the Recording Secretary sign all contracts and papers relating to the affairs of the Corporation.
- c. make all committee appointments.
- d. perform all other acts properly belonging to his office, including executive supervision of all activities of the Corporation and its employees.
- e. with the Treasurer sign all checks.
- f. he shall be ex-officio member of all committees.

Section 4

The Vice President shall assist the President, and perform his functions in his absence.

Section 5

The Recording Secretary (either personally or by delegation) shall:

- a. make and keep minutes of all meetings of the Board of Directors, the regular meeting, and any special meeting of the members.
- b. maintain a membership record, including names and addresses, and such other data concerning admission to, maintenance and termination of membership as he may deem appropriate, or as may be required by the Board of Directors.
- c. keep all other corporate records, except financial records, and with the President sign all contracts and papers relating to the affairs of the corporation.

- d. receipt for all dues turned over to the Corporation.
- e. issue membership cards.
- f. have custody of the corporate seal.
- g. keep a corporation certificate register book showing the names and addresses of the holders of certificates in the corporation, together with a complete record of payment in full or on account thereof, and the serial number and date of certificates issued.
- h. perform such other functions as may be appropriate to his office, or required by the Board of Directors.

Section 6

The Corresponding Secretary shall:

- a. conduct all official correspondence.
- b. issue calls for meetings.
- c. attest the signature of corporate officers when required.
- d. assist the Recording Secretary in performance of his duties.
- e. perform such other functions as may be appropriate to his office, or required by the Board of Directors.

Section 7

The Treasurer shall:

- a. make and keep records of all financial transactions of the Corporation.
- b. be responsible for the receipt of all monies due the Corporation and deposit same in bank accounts or other places of deposit approved by the Board of Directors, paying all service charges on such accounts he may think proper.
- c. with the President, sign all checks and make all disbursements.
- d. with the approval of one other elected officer, advance not to exceed two hundred dollars (\$200) to any remaining officer, director or committee chairman who is required to expend cash for corporate purposes, upon receipt of a signed voucher therefor. An accounting from the person receiving such cash shall be required by the Treasurer.

- e. shall be a member of the Finance Committee.
- f. perform such other functions as may be appropriate to his office, or required by the Board of Directors.

ARTICLE III
COMMITTEES

Section 1

The Standing Committees shall be appointed each year by the President and shall consist of the following:

- a. Finance Committee
- b. Operating Committee
- c. Membership Committee
- d. Planning and Improvement Committee
- e. Activities Committee

Section 2

Only directors shall be chairmen of Standing Committees.

Section 3

The Finance Committee shall consist of a Chairman and not less than four active members and shall

- a. prepare and submit to the Board of Directors before March 1 each year an annual budget providing for all anticipated expenditures of the Corporation for the year.
- b. make recommendations to the Board of Directors on fiscal matters.
- c. perform such other functions as may be assigned by the Board of Directors.

Section 4

The Operating Committee shall consist of a Chairman and not less than six active members, and shall:

- a. employ and supervise qualified pool attendants and other personnel required for the safe and proper conduct of activities and functions of the Corporation, subject to the provisions of Article I, Section II (b) of these By-Laws.

- b. make expenditures for normal operations as authorized in the annual budget.
- c. make and enforce rules and regulations governing the use and operation of the swimming pool and other facilities, including date and time of opening and closing and the conduct of members, guests, and employees.
- d. secure a bacteriological examination of the water in the swimming pool at appropriate intervals and post report at the pool.
- e. do all necessary things for the safe and proper maintenance and operation of corporation property, facilities, and equipment.
- f. shall make a recommendation regarding employment of the present manager no later than the September meeting of the Board of Directors.

Section 5

The Membership Committee shall consist of a Chairman and at least four active members, and shall be responsible for:

- a. the visitation investigation and approval of all prospective members, the affirmative vote of a majority of the entire committee being required to elect an applicant to membership.
- b. the performance of such other functions concerning membership as may be assigned by the Board of Directors.

Section 6

The Planning and Improvements Committee shall consist of a Chairman and at least four active members, and shall be responsible for:

- a. planning all major changes in, additions to, and improvements of corporation property, facilities, and equipment and submitting plans, estimates, and recommendations thereon on the Board of Directors.
- b. performing such other functions as may be assigned by the Board of Directors.

Section 7

The Activities Committee shall consist of a Chairman and at least five active members and shall be responsible for the following:

- a. planning all social activities for the benefit of the members.
- b. one member shall act as advisor to the Teenage Committee.

- c. shall coordinate and prepare a calendar of events for all club activities.
- d. shall coordinate all poolside activities with the club Manager.
- e. perform such other functions as may be assigned by the Board.

Section 8

There shall be such other committees as the President may appoint.

ARTICLE IV MEMBERSHIP

Section 1

The membership of the Club shall consist of senior members and special members.

Section 2

Senior members shall consist of certificate holders who alone shall have the right to vote and to hold elective office.

Section 3

Only senior members in good standing shall hold ownership in the Club property.

Section 4

Senior Membership shall entitle the spouse and minor children living in same household of such member to all privileges of the Club, except the right to vote, to hold elective office or to share ownership in the property of the Club. The Membership Committee, subject to the approval of the Board, may in specific cases, include in the family others than the above, provided they reside in the same household.

Section 5

Special members shall consist of such classes of members, other than senior members, as the Board of Directors may from time to time fix and define, and such classes of membership shall have such limited right to hold office, and to attend meetings as the Board of Directors may from time to time determine.

Section 6

The dues for the various classes of membership shall be fixed annually by the Board of Directors.

Section 7

Annual dues shall be payable by date fixed each year by the Board of Directors, which date shall in no event be less than thirty days prior to the opening of the pool.

Section 8

Dues shall be assessed and paid for the season on the basis of membership status as of May 30 of the current year.

Section 9

Except for the first season of operation, each member shall be given notice of the amount of his dues not less than sixty days prior to the due date fixed by the Board of Directors.

Section 10

No one who is delinquent in payment of dues or other membership obligations shall be entitled to the privileges of membership during such delinquency.

Section 11

Any member who is delinquent for dues or debt of any kind thirty days after being duly notified by the Treasurer shall be declared expelled by the President.

Section 12

The Recording Secretary, upon receipt of dues and any other proper charges, shall issue a membership card.

Section 13

Said cards shall be issued to all members duly elected to membership and registered with the Recording Secretary, and shall be non-transferrable.

Section 14

No dues nor part thereof shall be refunded in the event that the Club is required to suspend its operations for any period.

Section 15

Any property willfully damaged by a member or participant of pool privileges shall be promptly paid for by the responsible party.

Section 16

Any member may submit in writing to the Board of Directors a request for a leave of absence exempting him from payment of dues and pool privileges for the current season.

ARTICLE V MEETING OF MEMBERS

Section 1

The meetings of the members of the Corporation shall be held semi-annually, June

and October, dates to be established by Board of Directors. The October meeting shall be considered the Annual Meeting.

Section 2

The President may call special meetings of the members of the Corporation upon direction of a majority of the Board of Directors, or upon written request of thirty voting members of good standing.

Section 3

Written notice of every meeting of the Corporation shall be given to each member of record entitled to vote at the meeting, at least ten days prior to the date named for the meeting.

Section 4

Thirty voting members shall constitute a quorum to transact business.

Section 5

All business laid before the meeting must be decided by a majority vote of the members present, which in all cases must be at least thirty.

ARTICLE VI GUESTS

Section 1

Guests may be admitted to the Club grounds upon payment by the member of the guest fee fixed by the Board of Directors.

Section 2

The Board of Directors may make such regulations as they deem appropriate to govern the grant and exercise of guest privileges, including fees, number of guests and frequency and days of admission.

ARTICLE VII RULES OF ORDER

Section 1

All parliamentary questions not covered by the Constitution and By-Laws of Maplewood Swim Club shall be decided according to Roberts Rules of Order, Revised.