

# BY-LAWS

## OF

# GREEN-FIELDS

# SWIMMING CLUB

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**BY-LAWS  
OF  
GREEN-FIELDS SWIMMING CLUB**

**ARTICLE I**

Name

The name of the Association is Green-Fields Swimming Club (hereinafter called the Club), situate in West Deptford Township, Gloucester County, New Jersey.

**ARTICLE II**

Principal Office

The principal office of the Club is located at 7 Meadow Lane, Woodbury, New Jersey, 08096.

**ARTICLE III**

Purpose

The purpose of this Club is to promote the health and general welfare of its members and, in pursuance thereof, to own and operate a swimming pool and other recreational facilities and to engage in appropriate incidental activities for the exclusive use of its members, their families and their guests.

**ARTICLE IV**

Membership

Any person may apply for membership.

**ARTICLE V**

Officers

Section 1. The officers of this Club shall be a President, a Vice-President, a Secretary and a Treasurer, and shall be members of the Board of Directors.

Section 2. The Board of Directors at their first meeting shall elect all officers each year after the Annual Meeting of the membership. A temporary chairman elected by the Board shall preside over the election.

Section 3. The officers shall serve, as such, for a term of one year and until their successors have been duly elected and qualified, and shall serve without compensation.

**ARTICLE VI**

Duties of Officers

Section 1. The President shall be the chief executive officer of the Club. He shall preside at all meetings of the members and directors; he shall see that all orders and resolutions of the Directors are carried out; he shall execute all contracts, affixing the corporate seal thereto where necessary; he shall have general superintendence and direction of all other officers and see that their duties are properly performed; he shall be, ex-officio, a member of all standing committees and shall have the powers, duties and management usually vested in the office of President of a corporation; he shall appoint all committees except as herein otherwise provided.

Section 2. The Vice-President shall be vested with all the powers and shall perform the duties of the President during the latter's absence and shall have such other duties as may from time to time be determined by the Board of Directors. He shall be, ex-officio, a member of all standing committees. He shall, with the President's concurrence, appoint a Chairman of Administrative Committee and a Chairman of a Pools and Grounds Committee. These Chairmen shall be members of the Board of Directors. The Vice-President and the respective Chairmen shall appoint members of these Committees, not to exceed three (3) in number, who may or may not be members of the Board of Directors. The Board shall confirm the appointment of Board non-members of these Committees.

Section 3. The Secretary shall attend all meetings of the Board of Directors and of the members, and act as a clerk thereof, he shall record all votes and minutes of all proceedings in a book to be kept for that purpose; he shall, when required, perform a like service for all standing committees; he shall send notices of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he shall operate. He shall be the custodian of the corporate seal and of all books and records of the Club, except as otherwise provided. In the absence of the Secretary, an Assistant Secretary elected by the Board shall perform his duties.

Section 4. The Treasurer, under the direction of the Board of Directors, shall collect the revenues of the Club, shall have charge of its funds, and shall deposit the same in the name of the Club in depositories designated by the Board. He shall pay all vouchers or orders properly attested and approved by the Board and shall make a complete and accurate report of the finances of the Club at each Annual Meeting of the members and at each meeting of the Board of Directors. He shall perform such other duties pertaining to his office as may be assigned by the Board or by the President. He shall be bonded in such amount as may be determined by the Board. In the absence of the Treasurer, an Assistant Treasurer elected by the Board may perform his duties.

Section 5. The President, Vice-president and Treasurer shall execute all deeds, bonds and mortgages, leases, assignments and any necessary contracts relating thereto.

## **ARTICLE VII** **Board of Directors**

Section 1. The property and business of the Club shall be managed and directed by a Board of Directors (hereinafter called the Board) of twelve (12) members who shall serve without monetary compensation.

Section 2. Four (4) Directors shall be elected at each Annual Meeting of the Club from its membership for a term of three (3) years and until their successors have been duly elected and qualified.

Section 3. A vacancy on the Board shall be filled by a two-thirds (2/3) vote of the entire Board either at the meeting at which the vacancy occurs or at the first meeting of the Board thereafter. Such appointee to serve until the next Annual Meeting of the Club when the vacancy shall be filled by the membership for the balance of the term.

Section 4. In the event any Director terminates his membership in the Club, he shall forthwith cease to be a member of the Board.

Section 5. Any Directors may be removed from office for cause by a two-thirds (2/3) vote of the membership present in person or represented by proxy at a Special Meeting called in accordance with these By-Laws, or by a two-thirds (2/3) vote of the entire Board of Directors. If removal is by action of

the Board of Directors, the director has the right to a hearing in front of the Board before such removal is considered final.

Section 6. Each person who acts as a Director or officer of the Club shall be indemnified by the Club for expenses actually and necessarily incurred by him in conjunction with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a Director or officer of the Club, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct, excepting, however, in full settlement of an action, suit or proceeding based on gross negligence or willful misconduct in the performance of his duties.

Section 7. The right of indemnification provided herein shall inure to each Director and officer referred to in Section 1 above whether or not he is such Director or officer at the time such costs or expenses are imposed or incurred, and in the event of his death shall extend to his legal representative.

Section 8. Upon termination of services of any officer, Director, employee or agent, all monies, records, securities or properties in his possession and belonging to the Club shall be surrendered forthwith and be delivered to his successor or to the Board.

Section 9. Each voucher for the purchase of any item or in payment of any service shall be attested by the officer of the club under whose jurisdiction it may come and subsequently be approved by the Board.

## **ARTICLE VIII**

### Meetings of the Board of Directors

Section 1. The Board shall hold its first meeting in each year as promptly as practicable after the Annual Meeting of the membership, and shall hold at least one (1) regular meeting each month at such time and place as the Board may determine.

Section 2. The Board may by resolution establish from time to time a schedule of its meetings and rules for the conduct thereof.

Section 3. Notice of the regular meetings shall be given each Director at least five (5) days before the date of the meeting. Such notice may be waived by the Directors.

Section 4. Special meetings of the Board may be called at any time by the President, and shall be called by the Secretary upon written request of not less than five (5) Directors.

Section 5. Whenever the Secretary shall call a Special Meeting of the Board upon the request of the Directors as hereinabove provided, he shall call the meeting within five (5) days after he has been requested to call said meeting and shall notify each Director in writing at least two (2) days prior to such meeting. The notice shall state the object of the Special Meeting and the time and place thereof. Written notice may be waived by the Directors.

Section 6. A majority of seven (7) members of the Board shall constitute a quorum at any meeting for the transaction of business and the passing of any motion unless otherwise required, provided, that if a majority of the Directors shall severally or collectively consent in writing to any action to be taken by the Directors or subsequently ratify such action, it shall be as valid a corporate action as though it had been authorized at a meeting of the Board.

Section 7. In the event a question before the Board results in a tie vote, which cannot be resolved, the question shall then be determined by a majority vote of the officers present at the meeting.

## ARTICLE IX

### Duties and Powers of the Board of Directors

Section 1. In addition to the general powers of the Board of Directors by virtue of their office, the powers and authority expressly given by the terms of the Charter of this corporation and elsewhere in these By-Laws, the following specific powers are expressly conferred on the Board of Directors:

- A. To purchase or otherwise acquire for the Club any property, real or personal, right or privilege, which it is authorized to acquire for such price or consideration, and upon such terms as it may deem expedient; providing however, that no single item of property whether real or personal, excluding repairs, maintenance, and replacement of existing equipment, costing over the sum of Five Thousand Dollars (\$5000) shall be purchased by the Board except with the consent of the members of the Club.
- B. To transact all business of the Club and manage its affairs.
- C. To appoint, and remove, by majority vote, such subordinate officers, agents, clerks or employees who need not be members of the Club, as it may deem necessary and determine their duties and salaries.
- D. To elect members of the Club.
- E. To fix, impose and remit penalties for violations of these By-Laws and rules of the Club.
- F. To remove from the Board any Director for failure to attend any three (3) consecutive meetings without any excuse acceptable to the Board and prior notification to the Secretary or other officer of the Board of such anticipated absence.
- G. To define the powers and duties of all committees.
- H. To make all rules and regulations necessary for the management of the Club and the use of all its facilities.
- I. To establish and set the amount of initiation and all fees, charges, assessments and dues.
- J. To appoint annually an attorney, or attorneys, for the Club.
- K. To adopt and use a corporate seal and to change the same from time to time.
- L. To extent, at its discretion, the privileges of the Club to any person or persons.
- M. To adopt rules and regulations fixing the terms and conditions subject to which guests of members may use facilities of the Club.
- N. The Directors shall cause the books of the Club to be audited annually by auditors selected by the Directors who shall neither be Directors nor officers of the Club, and the report of the auditors shall be available to members at all times.

- O. The books, accounts and records of this Club shall be open for inspection to any member of the Board at any time. Members of the Club may, in the discretion of the Board inspect such books; accounts and records of this Club at such reasonable times as the Board may by resolution designate.

Section 2. The Board shall designate the bank or banks in which the funds of the Club shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds of the Club shall be executed. However, the Board shall always require that at least two (2) officers sign all such checks, drafts or other instruments for the payment of money drawn in the name of the Club.

Section 3. The funds of the Club shall be invested in such manner as now or may hereafter be authorized by the laws of the State of New Jersey.

Section 4. The Board at its first meeting after the Annual General Meeting shall adopt the budget as approved by the general membership and shall establish dues, charges and fees for the ensuing year.

Section 5. Nothing in these By-Laws shall be construed to permit the Board to borrow or pledge the credit of the Club without the specific approval of the membership at a meeting duly held.

## ARTICLE X

### Members

Section 1. Membership in the Club shall consist of individual members and family units.

- A. An individual member shall be an unmarried adult with no children and shall be entitled to one unlimited guest privilege upon payment of such additional yearly dues as the Board may determine. This guest privilege may be exercised only when the individual member accompanies the guest on the Club premises and in all other cases the individual member shall abide by the Club rules and regulations pertaining to guest privileges.
- B. A family unit shall consist of husband or wife or head of family, and members of their immediate household.
- C. Senior members shall consist of bondholders and/or spouses, who have reached the age of 62 years; who have no family members other than husband or wife living in their household; who have been bondholders for the last five (5) consecutive years; who have made application to the Board of Directors for approval and qualification as a senior member; and who have surrendered his or her bond in accordance with Article X, Section 4 of the By-Laws. Senior memberships shall be limited to ten percent (10%) of the bond holding memberships, and shall be approved by the Board of Directors in the order in which applications for such memberships are received. Senior members will have the same rights and privileges as bondholders; will be obligated to pay the same dues as bondholders; and will be obligated to pay the same fees as senior citizen members.
- D. Senior Swimming Team members shall consist of individuals who will have reached the age of 17 years; have been a member of the Swimming Team for a least five (5) consecutive years; who have made application to the Board of Directors for approval and qualification as a senior swim team member; and whose family had surrendered their bond in accordance with Article X, Section 4 of the By-Laws. Senior Swimming Team memberships shall be limited to ten percent (10%) of the bond holding memberships and shall be approved by the Board of Directors in the order in which application for such memberships are received. Swimming team members will not have the same rights and privileges as full members, will be limited to use of the club during swim team functions only, and will be obligated to pay the same per person charge as full members.

Section 2. The Board shall vote upon the admission to the Club of each applicant, and shall confer membership upon those applicants only who shall be approved by two-thirds (2/3) of the entire Board. Candidates for membership must be personally known and recommended by at least two (2) members of the Board. The vote of the Board shall be by ballot.

Section 3. The number of bond-holding memberships in the Club shall be four hundred (400), but at the discretion of the Board of Directors, this number may be increased not to exceed four hundred twenty-five (425). The number of memberships may be increased beyond the maximum stated above during the month of August only to the extent of the number of resignations received terminating memberships at the end of the current season.

Section 4. Any member of the club may withdraw upon written notice of his intention to the Treasurer at any time subject to the provisions of Article XI, Section 5, and during the operating season of the Club dues shall be refunded as follows: two-thirds (2/3) of the annual dues shall be refunded if the withdrawal is made prior to July 1; one-third (1/3) thereof if the withdrawal is made prior to August 1; thereafter no portion of the dues will be refunded.

Section 5. Any member may for cause and after having been given an opportunity for a hearing be suspended for a period not exceeding three (3) months by a two (2/3) vote of the entire Board, or expelled by a three-fourths (3/4) vote thereof. Cause for suspension or expulsion shall in general consist of violation of these By-Laws or of the rules of the Club, or of conduct unbecoming a lady or gentlemen.

Section 6. The Board may delegate to the Manager the power to suspend or deny Club privileges to any member for the violation of Club rules and regulations provided such suspension or denial does not exceed seven (7) days. A report of such action containing reasons therefore must be submitted by the Manager to the President and/or Vice-President within twenty-four (24) hours. A permanent record of such suspensions or denials shall be kept in the Manager's Daily Report.

Section 7. All members of the Club shall be accorded the facilities of the Club subject to the rules and regulations, which shall be available in the Manager's office.

Section 8. Any property of the Club broken or damaged by a member or by any member of his family or by his guest shall be promptly paid for by such member. No person shall remove from the premises any article belonging to the Club without authorization from an officer.

Section 9. The club assumes no responsibility, and members or their guests can have no claim against the Club, for any accident or injury to any person or damage to their property, which may be brought into or left in the Club buildings or on the Club grounds.

Section 10. The Board in its discretion may reelect a member who has resigned (subject to the membership limitation as set forth in Article X, Section 3) without payment of an initiation fee provided such ex-member was in good standing at the time of resignation.

Section 11. The right of precedence over other applicants shall be granted only to the following individuals and in the following order:

- a. The adult child or children of a member in good standing when he, she or they are no longer members of the immediate household of the member.
- b. Ex-members reelected to the Club under the provisions of Section 10 of this Article.
- c. The adult child of an ex-member of the club.



## ARTICLE XI

### Bonds

Section 1. For the purpose of providing sufficient funds for the maintenance of the pool and for the construction and maintenance of other essential facilities all applicants as a condition of membership shall be required to purchase a bond in the amount as set by the Board. Any increase in the amount of the bond shall be payable by all of the bondholders.

Section 2. All applicants for membership shall be required to pay an application fee, which is non-returnable.

Section 3. All applicants for membership shall be required to pay an initiation fee, which in the event of acceptance of the applicant shall not be returned.

Section 4. Bonds shall be non-transferable and shall contain an appropriate notation to that effect on the face thereof. All bonds must be returned to the Club upon termination of membership.

Section 5. Upon cessation of membership for any cause, all indebtedness owing to the Club by a member shall be a lien upon and charged against his bond, and the bond may be taken over by the Club to satisfy such indebtedness. In the event that the Club is unable to obtain possession of the bond, it may be canceled upon the records of the Club and a new bond issued in place thereof to a newly elected member upon payment by him to the Club of the then value of a bond. In case of the enforcement of a lien as above provided, neither the signature of the holder nor the delivery of the bond shall be requisite to complete the transfer to the Club or to the new possessor, and the Treasurer of the Club for the time being is hereby authorized, as attorney of such bond, to make such transfer. Every bond is expressly subject to the provisions of this section.

Section 6. Except for payment as hereinafter provided, each bond shall become null and void upon the dates that the holder thereof ceases to be a member for any cause. The time and manner in which the holder shall be paid the value of his bond, subject to the provisions of Section 5 hereof, shall be determined by the Board provided, however, that each bond shall be redeemed in the order of presentation for redemption in which the memberships terminate and as soon as payment is received from an incoming member.

Section 7. In the event of the effective dissolution of the Club, and only in that event, bonds shall be a lien upon the proceeds of the sale of the property of the Club after payment of all of its just debts and obligations to the extent of the value of bonds as fixed by these By-Laws, subject to set off of all debts, dues and obligations owed by the holder of the bond. After payment of all bonds outstanding upon the effective date of dissolution of the Club, the surplus remaining shall be paid and distributed prorata among the then bond holding membership of the Club.

## **ARTICLE XII**

### **Dues and Fees**

Section 1. Dues shall be sufficient to provide for the necessary running expenses of the Club and proper maintenance and improvements of its property. To determine and set the amount of annual dues, all annual expenses budgeted for Depreciation, Pool and Grounds Maintenance, Improvements, Insurance, Taxes, Interest and Administration shall be divided equally among all of the bondholders of the Club. All other budgeted expenses shall be divided equally among the membership on a per capita basis.

- a. The Treasurer shall send a statement of dues to each member at least ten (10) days prior to April 1<sup>st</sup> of the year.
- b. All dues are payable by April 1<sup>st</sup> of each year. The Board shall have the power to determine and charge a fee for the delinquent payment of dues. Any member failing to pay dues or other indebtedness before the 1<sup>st</sup> day of May shall be notified that if such indebtedness shall not have been paid by June 1<sup>st</sup>, he shall be suspended. This suspension shall be considered by the Board and if agreed to by a two-thirds (2/3) majority of the entire Board, he shall cease to be a member of the Club and his bond refunded as provided by Article XI, Section 5. Said member shall be notified in writing within seven (7) days of such action.

Section 2. No dues nor any part thereof, shall be refunded in the event that pool operations are required to be suspended for any period of time.

Section 3. No dues nor any part thereof shall be refunded for any cause except death, permanent physical disability, or in the event that the member is a member of the Armed Services of the United States and is stationed away from the general area of the Club except upon withdrawal from the Club as provided in Article X, Section 4.

Section 4. All fees and other charges mentioned herein are exclusive of taxes imposed by the Federal, State and other governmental bodies and agencies.

Section 5. No member, delinquent, or in arrears in the payment of any proper fees or charges of any kind shall be entitled to admission to the Club premises until such dues, fees or charges have been paid in full.

## **ARTICLE XIII**

### **Meetings**

Section 1. The Annual Meeting of the general membership of the Club shall be held on the last Monday of September of each year, at such place and time as the Board may determine.

Section 2. The Annual Meeting shall be for the purpose of electing Directors, presenting committee reports, adopting the estimated budget for the following year, and for the transaction of such other business as may be indicated in the notice or may be brought before it by the Directors or members.

Section 3. Notice of the Annual Meeting shall be sent by mail to the members by the Secretary at least ten (10) days prior thereto. The notice shall include the names of candidates nominated by the nominating committee and any independent candidates.

Section 4. Independent nominations may be made as provided by Article XIV, Section 3.

Section 5. Special Meetings of the Club may be called by the Board or upon the written request of ten (10) members to the Secretary stating the purpose therefore. A Special Meeting shall then be called by the Secretary within thirty (30) days.

Section 6. Notice of the Special Meeting shall be given by mail to the members at least five (5) days prior thereto. The notice shall state the purposes for which the Special Meeting is called, and no other business shall be transacted thereat.

Section 7. Each bondholder is entitled to one vote at any meeting of the Club. A married couple holding a bond jointly shall have one (1) vote.

Section 8. Only bondholders in good standing shall be entitled to vote at meetings of the Club. Any may be represented by proxy if not able to attend in person. Voting may be viva voce, but ten (10) members, including those represented by proxy, shall have the right to demand voting by roll call. The President shall appoint a judge and two (2) tellers, who are not candidates for election, to conduct the election of members to the Board of Directors. The judge of election shall certify in writing to the President the results of the election, which shall be announced by the President and recorded in the minutes. All proxies shall be filed with the Secretary before the meeting. Any bondholder in arrears in the payment of dues, fees or any other proper charges shall not have the right to vote or hold office.

Section 9. Twenty (20) bondholders in good standing, present in person shall constitute a quorum at all meetings of the Club.

Section 10. A simple majority vote shall be required to pass any motion at any meeting of the members unless otherwise provided.

Section 11. Whenever in these By-Laws notice to members is required, the mailing of such notices to the last known address of the members shall constitute notice.

Section 12. In the event of a tie vote in the election of members to the Board of Directors or the Nominating Committee, the bondholders actually present or represented by proxy at the Annual Meeting shall vote to break the tie. Voting shall be by written secret ballot. Ballots shall be counted and certified by the election judge and tellers as provided by Article XIII, Section 8.

#### **ARTICLE XIV** **Nominations**

Section 1. There shall be a nominating committee to be composed of five (5) members of the Club in good standing. Three (3) members shall be elected at the Annual Meeting of the Club and the other two (2) shall be elected by the Board from among the Directors whose terms of office shall not expire at the ensuing Annual Meeting of the Club. A vacancy occurring among the three (3) members chosen by the Club shall be filled by the remaining members or member so chosen. A vacancy occurring among the two (2) members chosen by the Directors shall be filled by the Directors.

Section 2. The Nominating Committee shall nominate a slate of at least three (3) candidates more than there are vacancies on the Board of Directors to be filled at the Annual Meeting and three (3) candidates for the next year's Nominating committee, and shall report such nominations to the Secretary on or before September 1<sup>st</sup>.

Section 3. Independent nominations for candidates for election at the Annual Meeting may be made by a letter signed by fifteen (15) members in good standing and delivered to the Secretary on or before September 1<sup>st</sup>.

Section 4. Nominations may be made from the floor at the Annual Meeting to fill vacancies whenever candidates have not been nominated by the Nominating Committee.

## **ARTICLE XV** **Committees**

Section 1. There shall be such standing committees as from time to time shall be determined by the Board, and the chairman shall be a member of the Board.

Section 2. The standing committees shall include Administrative, Pools and Grounds, Finance and Planning, Rules, Nominating and Swim Team.

Section 3. The duties and powers assigned in these By-Laws to the standing committees shall be subject to the authority of the Board.

Section 4. The Administrative Committee shall be responsible for the employment and performance of all Club employees. The committee shall decide upon the make-up, numbers and remuneration in each category and submit its recommendations and estimated budget of salaries to the Board for its approval.

This committee shall also be responsible for the selection of an "outside" operator or 'employee manager' for the Snack Bar and shall negotiate all terms and conditions of that operation and shall submit its recommendations to the Board for approval. This committee shall, in general, oversee the operation of the Snack Bar and shall negotiate changes for its better operation and service to the membership as it sees fit.

Section 5. The Pools and Grounds Committee shall attend to the improvement and maintenance of the pools, grounds, operating equipment and facilities of the Club and shall have authority there over. This Committee shall be responsible for all necessary improvements and modifications as required to the Club facilities and approved by the Board so as to be enjoyed by the membership.

Section 6. The Finance and Planning Committee shall prepare the annual budget and capital improvement plan for submission to and approval by the Board and shall exercise general supervision over the financial transactions of the Club.

Section 7. The Rules Committee shall prepare rules of health and good conduct in connection with the operation of the Club and shall in conjunction with the Club staff, see that the rules and regulations of the Club are enforced.

Section 8. The Nominating Committee, in accordance with Article XIV, Section 2, shall nominate candidates for the Board and for the Nominating Committee for the succeeding year.

Section 9. The Swim Team Committee shall assist and support the coaching staff in conducting the Club's competitive swimming program and serve as liaison among the coaching staff, Board of Directors and parents of swimmers and divers.

## ARTICLE XVI

### Miscellaneous

Section 1. Any questions as to the meaning or proper interpretation of any of the provisions of these By-Laws shall be determined by the Board.

Section 2. These By-Laws may be amended by a two-thirds (2/3) majority vote of the members present or represented by proxy at any meeting of membership of the Club (as defined by Article XIII, Sections 3 and 5), provided at least five (5) day's notice of such meeting should be given to each member.