

ROSE TREE WOODS SWIM CLUB
A NOT FOR PROFIT CORPORATION

BYLAWS

Last revision – September 2008

ARTICLE I - INTRODUCTION

DEFINITION OF BYLAWS

1.01 These Bylaws constitute the code of rules adopted by Rose Tree Woods Swimming Club for the regulation and management of its affairs.

ARTICLE II - MEMBERSHIP

DEFINITION OF MEMBERSHIP

2.01 This Corporation will have two classes of members which are designated as BOND MEMBERS and ASSOCIATE MEMBERS. Certificates of membership will be issued by the Corporation only to the Bond members. All members are required to follow all RULES and REGULATIONS of the Corporation. Associate members have no voting rights, hold no office, and do not have any say in the running of the club.

2.01a The total membership including both Bond and Associate members may not exceed 550 families excluding those on the sell list and bond members who have not paid their dues.

2.02 The member and his/her "qualified family" will come under one membership. Anyone visiting will not qualify under this membership. A separate fee may be charged for a baby sitter. The baby sitter must accompany at least one person in the family of a member to use the facilities

2.03 Qualified family members are adult members, children of adult members, and parents of an adult member, all residing at the same address.

CORPORATION BONDS

2.04 Bonds are non-negotiable, non-interest bearing, non-profit sharing, and non-transferable.

2.05 All dues, penalties, or assessments shall become a lien against the bond on their due date. The bond must be at the original face value and any additional assessments paid at the time of dues payment. If after two years these remain unpaid, the Board of Directors may cause the said bond to be sold, the amount of lien collected, and the balance, if any, paid to the Bondholder. In no event shall the Board take such action without 10 days prior written notice to the Bondholder.

2.06 The Board of Directors may at anytime repurchase at no more than face value the certificate of a Bondholder who fails to comply with any provision of these Bylaws or with any rule or regulations adopted by the Board of Directors.

2.07 The Board of Directors shall have the power to cancel the membership of an offending person without obligation but such action shall not be taken until 10 days notice has been given said member to attend a hearing before the Board of Directors. In the event the board sustains its

action, the offending member may appeal the Board's decision at the next general meeting of the Corporation. The Corporation by a two-thirds majority vote of bondholders in attendance may reverse the Board's decision. In the interim, the Board's action will stand. If the membership is canceled, all dues paid to the Corporation will be forfeited.

MEMBERSHIP APPROVAL

2.08 All new memberships must be approved by the Board of Directors. In the event of the pool already being open, the applicant shall have a temporary membership until the Board meets for approval.

DUES

2.09 All Bond members must pay pool fees annually whether or not they actually use the pool. If a bond member fails to pay their fees by the date specified on the invoice, a lien shall be placed against their bond. The Board of Directors may make exceptions as deemed necessary.

2.10 Club privileges shall be granted only if dues and other financial obligations are paid and if members are not in violation of any of these bylaws or rules and regulations.

2.11 No special financial consideration shall be given any member who becomes an employee of the club. Salary and dues are to be considered separately.

2.12 Membership cards must be used by the person whose name appears on the card. Any violation of this rule may cause immediate suspension of the membership and all dues shall be forfeited.

MEETINGS

2.14 Two general membership meetings will be held at the club each fiscal year. Notice of these meetings along with an agenda will be posted at least 10 days prior to the meeting on the club bulletin board. Meetings are open to all members **but** only bond members may vote.

VOTING RIGHTS

2.15 One adult per family of a bond member in good standing, no liens, may vote on each matter submitted to a vote of members.

2.16 A minimum of 5% of bondholders in good standing is needed to constitute a quorum. If this cannot be reached, the meeting can be adjourned and a new meeting reconvened. At this point, those attending the meeting may be considered a quorum providing there are at least 6 board members and at least 10 non-board bond members present.

2.17 Proxy votes will be accepted when presented to a member of the board of directors at least two days prior to a general membership meeting. This proxy must be signed by the bond member and must state exactly a pro/con vote for a specific matter being presented for a vote.

TERMINATION OF BOND MEMBERSHIP

2.18 Bond members desiring to withdraw their bonds have two options:

1. The bond may be put up for sale; at which point the member pays no dues and has no club privileges.

2. The bond member may elect to use his/her bond money to defray the cost of dues for no more than two (2) seasons. Any remaining money owed by the Corporation shall be paid when the member becomes number one on the sell list.
- 2.19** Notification in writing by anyone wishing to put their bond on the sell list must be received by April 30th, prior to the start of the season. After this date, the bond member must pay dues, assessments, and penalties.
- 2.20** If bond ownership or address change occurs, it is the responsibility of the member to notify the corporation in writing at--PO Box 78, Broomall, PA 19008.
- 2.21** Once a member has been notified to return his bond and collect its value, he or she shall have six months to do so. After this time the bond and its value are forfeit.

ARTICLE III - DIRECTORS

- 3.01** The Board of Directors is that group of persons vested with the management of the business and affairs of this corporation. It shall be composed of not less than 10 elected directors, and up to an additional 3 appointed directors and 5 officers who are all members in good standing.
- 3.02** Not more than 1 bond member from a family may be on the board at any one time.
- 3.03** At least 5 directors will be elected each year for a two-year term.
- 3.04** Any vacancy occurring on the board of directors will be filled by appointment by a majority vote of the remaining directors at a special meeting to be called by the President. The new director shall serve for the unexpired term of the predecessor in office.
- 3.05** Regular meeting of the board will be held once a month except for the months of June and December. There will be two board meetings in June that will be held on the second and the fourth Tuesday of the month. There will not be a meeting held in December. Notice of these meetings will appear in the minutes of the previous meeting.
- 3.06** Any officer or director may be removed from office by a unanimous vote of the remaining directors.
- 3.07** For purposes of determining a quorum, eight members shall be present for the transaction of business.
- 3.08** To remain in good standing, each director shall be responsible to chair at least one standing committee should he/she be appointed to do so. A director may not be absent from more than three meetings of the board in any given year. Failing this, the President shall have the authority to dismiss the director, with the majority approval of the remaining board members.
- 3.09** At the discretion of the President of the Board of Directors and approval of the Board up to three additional Directors may be appointed to serve. Such appointed Directors shall be vested with the same powers and duties as those elected Directors.

ARTICLE IV - OFFICERS

4.01 The Officers of this Corporation will consist of the following personnel: President, 1st Vice-president, 2nd Vice-president, Secretary, and Treasurer.

DUTIES

4.02 The President shall be the Administrative Officer of the Corporation and will preside at all meetings of the Corporation and the Board of Directors. He shall appoint all standing committees and their chairman and appoint special committees, all with approval of the Board of Directors.

4.03 The 1st Vice-president will perform all the duties of the President when the President is absent or is otherwise unable to act.

4.04 The 2nd vice-president will preside at meetings in the absence of the President and 1st Vice-President.

4.05 The Secretary will keep minutes for all meetings of the Corporation and the Board of Directors. Minutes of the Board meetings shall be sent to each Director at least 7 days prior to the next meeting. The Secretary shall attest the signature of the Officers of the Corporation when required on contracts or other papers relating to the affairs of the Corporation, and shall have custody of the Corporate Seal. The Secretary, with the Rules and Regulation committee, shall periodically review the Bylaws and consider suggestions for changes or additions to it and prepare proposed new or revised Bylaws for consideration by the Board of Directors. The Secretary will maintain all changes to the bylaws.

4.06 The Treasurer will have charge and custody of all funds of this Corporation; will deposit these funds as required by the Board of Directors; will keep and maintain adequate and correct accounts of the Corporation's financial transactions; will render reports and accountings to Directors and to the Members as required by law or the Board of Directors. The Treasurer shall keep or cause to be kept a record of all Bond Members, their addresses and complete payment records and the numbers and dates of the certificates issued. In any case where bond ownership has been terminated, all facts and dates of these transactions shall also be recorded. The Treasurer shall issue or cause to be issued Bond Certificates and Corporation Bylaws to fully paid Bond Members as evidence of ownership.

ELECTIONS AND TERM OF OFFICE

4.07 There shall be a Nominating committee comprised of Board members. The Chairman and at least 2 representatives from the Board shall be appointed by the President. The Nominating committee shall prepare a slate of nominees, whose names shall be posted on the club bulletin board by the August general meeting. Nominations properly seconded may be accepted from the floor provided the nominee has given consent. After the nominee has given consent, nominating will close at the end of the August Membership meeting. If there is more than one nominee for any position, voting shall be by written ballot. Ballots will be available 1 week after the close of

nominations. Voting shall terminate by the close of the pool on the Sunday of Labor Day weekend.

- 4.08** All Officers and Directors who have been elected shall take office on October 1st, and serve a term of 2 years. All appointed Directors shall serve a term from the date of appointment until the date of the next annual election of Officers and Directors.

ARTICLE V - COMMITTEES

- 5.01** The President shall appoint, with Board approval, chairman for the following Standing Committees:

1. *Finance and Insurance* - Treasurer, as chairman, and 3 other members shall conduct all financing operations of the Corporation and prepare financial studies of such projects as may be assigned to it; shall submit to the Board in sufficient time for the March Board meeting a fiscal budget containing provisions for all anticipated expenditures and income for the current year.
2. *Pools and Grounds* - Chairman and at least 3 others shall exercise supervision over the Corporations' property; shall attend to the maintenance and care of the pools, buildings, operating equipment and grounds.
3. *Membership* - Chairman and at least 3 members shall receive and process applications for Bond and Associate memberships. They shall recommend to the Board of Directors the adjustment of dues and guest fees for each season. They shall see that all members have a copy of the Rules and Regulations of the Club.
4. *Social* - Chairman and 3 members shall be responsible for planning and supervision of all social activities and for the preparation and publication of a calendar of such activities.
5. *Rules, Regulations and Bylaws* - Chairman and 3 members shall be responsible for the promulgation of all rules pertaining to the conduct and behavior of all persons to whom club privileges are extended; shall make recommendations to the Board for its approval of any change in existing rules and for penalties for the infraction of any rules or regulations. They shall periodically review the Bylaws and consider suggestions for changes or additions to same and prepare proposed new or revised Bylaws for consideration by the Board of Directors.
6. *Swim Team* - Chairman and 2 members shall be responsible for the development, supervision and conduct of all competitive swimming and diving including recruitment, practice, scheduling, officiating and an awards program.
7. *Hiring* - Chairman and 4 members shall be responsible for recruitment and hiring of all personnel required for the effective operation of the club; shall prepare and devise as necessary job descriptions for all personnel; shall recommend for Board approval contracts, wages and other benefits and shall submit names and qualifications of proposed staff for Board approval.

8. *Snack Bar* - Chairman and 2 members shall be responsible for the efficient running of this operation.
9. *Nominating* - Chairman and 2 members shall be responsible for preparation of a slate of nominees as provided in these Bylaws, Section 4.07.

ARTICLE VI - OPERATIONS

- 6.01** The fiscal year of this Corporation will be from October 1st through September 30th.
- 6.02** Except as otherwise provided by law and payroll checks, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of this Corporation will be signed by the Treasurer and countersigned by the President or other member of the Board as determined by the Board. Payroll checks will be signed by the Treasurer, President or other member of the Board as determined by the Board. Contracts, leases or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and countersigned by the President and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.
- 6.03** All expenditures, with the exception of routine operating expenditures, of the Corporation must be approved by a majority of the Board of Directors. The approval can be accomplished in two ways: 1) a motion from the floor for a specific expenditure or 2) a committee can submit for board approval, a detailed budget that has no more than \$100.00 in miscellaneous expenses.

ARTICLE VII - AMENDMENTS

- 7.01** The power to alter, amend or repeal these Bylaws, or to adopt new Bylaw, insofar as allowed by law, is vested in the Board of Directors, the adoption of which calls for a vote of a majority of those members present when a vote is taken. Provided that the proposed changes are presented to the Board of Directors in written form, and read aloud at a minimum of two regular Board of Directors or General Membership meetings.

ARTICLE VIII - MISCELLANEOUS PROVISIONS

- 8.01** The Corporation assumes no responsibility, and members their guests can have no claim against, the Corporation for any accident or any injury to any person or their property. However, the Board shall contract for appropriate liability insurance to provide for such eventualities.
- 8.02** Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members of their families or their guests to whom the privileges of the club have been extended.
- 8.03** At the discretion of the Board a maximum of 1% of the gross receipts of the corporation for the most recent completed fiscal year, may be allocated for the purpose of the Board of Directors annual dinner meeting.

- 8.04** Members of the Board of Directors shall have the privilege and authority to invite guests and potential members to the pool during regular hours, without cost or subject to restrictions. This privilege shall not include household members, and can be revoked by the president of the Board with a simple majority vote of the Board of Directors.
- 8.05** Any bond member of the Board who serves on the Board for 15 consecutive years or more is eligible, upon Board approval, for a free lifetime family Bond membership. This membership is non-transferable and has no redeemable value. Bylaws 2.02 and 2.03 are incorporated herein by reference. This Bond membership may be revoked at any time by the Board, and otherwise terminates with the death of the Board member or the Board member's spouse, whichever is later.
- 8.06** The board of directors and/or pool management shall have the right to expel or deny access to any guest or deny membership to any potential member based on criminal activities, criminal convictions and/or abhorrent behavior of said person or persons.