

# **WOODBINE SWIM CLUB BYLAWS (As amended through June 26, 2015)**

## **ARTICLE I**

### **Name**

#### **Section 1**

The Name of the club shall be the WOODBINE SWIM CLUB.

## **ARTICLE II**

### **Object**

#### **Section 1**

The purpose for which this Club is formed is to establish and maintain a private club for the athletic, recreational and social enjoyment of its members, and in pursuance thereof to construct, own and operate a swimming pool and other recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities in the Borough of Merchantville and Township of Pennsauken, County of Camden and State of New Jersey, for the exclusive use of its members.

## **ARTICLE III**

### **Government**

#### **Section 1**

The Club shall be managed by a Board of Trustees, composed of nine (9) members in good standing and elected by the membership as provided hereinafter. For the purpose of determining eligibility to serve as a member of the Board of Trustees, the word "members" herein above appearing shall be interpreted to include, and to only include:

- A. A Certificate Holder;
- B. A Certificate Holder's Spouse; and
- C. An Annual Member.
- D. A Senior Member.

The above four classes of membership are as defined in Article IX. No more than one (1) person shall be eligible for any given single Proprietary Certificate at any one time.

#### **Section 2**

The Board of Trustees shall consist of a President, two (2) Vice-Presidents (Administration and Operations), Secretary and Treasurer, plus (4) Trustees elected in accordance with these Bylaws.

#### **Section 3**

At each annual meeting of the Club, three (3) Trustees shall be elected from among the members as defined in ARTICLE III, Section 1 above for a term of three years or until their successors shall have been chosen. If there is no contest, the method of voting shall be at the discretion of the presiding officer. If a contest exists, election shall be by written ballot. Newly elected Trustees shall take office immediately following their election.

#### **Section 4**

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Any member of the Board of Trustees who shall cease to be a member of the Club automatically shall cease to be a member of the Board of Trustees.

### **Section 5**

Any member of the Board of Trustees who misses, without due cause, three consecutive regularly scheduled meetings may be removed from the Board of Trustees.

## **ARTICLE IV** **Board of Trustees**

### **Section 1**

Consistent with these Bylaws, the Board of Trustees shall:

- (a) Transact all Club business and make and amend rules for the regulation of the use of Club property. It may appoint and remove such officers, clerks, agents, servants, or employees as it may deem necessary and may fix their duties and compensation.
- (b) Approve members upon recommendation of the Membership Committee.
- (c) Fix, impose, and remit penalties for violations of these Bylaws and Rules of the Club.
- (d) Elect officers from among the Trustees as identified in ARTICLE V, Section 1 below.
- (e) Constitute and appoint committees and define the powers and duties of the same.
- (f) Leave two vacancies in the membership of the Board of Trustees open until election for that unexpired term can be held at the next Annual Business Meeting. Should a third vacancy occur, the Board of Trustees shall call a special meeting for the purpose of an election to fill the unexpired vacant positions.
- (g) The Board of Trustees shall have all authority to transact all business not specifically delegated by the Bylaws and necessary for the welfare of the organization.

### **Section 2**

The Board of Trustees shall determine the bank or bank in which the funds of the Club shall be deposited and determine the matter in which checks, drafts, and other instruments for the payment of funds of the Club shall be executed. However, the Board of Trustees shall always require that at least two officers as defined in ARTICLE V, Section 1 below shall sign all such checks, drafts, or other instruments for the payment of money drawn in the name of the Club.

### **Section 3**

The Board of Trustees shall cause the books of the Club to be audited upon written request of 10% of the members by Accountants selected by the Trustees, who shall neither be Trustees of the Club, and the report of the Accountants shall be available to the members. The Treasurer will not participate in the selection of the Accountants.

### **Section 4**

- (a) The Board of Trustees shall meet as deemed necessary by the Board but no less than monthly. Scheduled meetings will at a minimum be published on the website and via email notification..
- (b) Five (5) members of the Board shall constitute a quorum.
- (c) All business at meetings of the Board of Trustees shall be conducted in open session with all members welcome, except for business of a confidential nature (i.e. contracts, litigation, grievance, personnel, etc.), which may be discussed in closed session but must be voted upon in open session.

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### **Section 5**

The Board of Trustees shall have the authority to enact any repairs and improvements. Any capital improvements requiring a special assessment must be approved by the certificate holders as defined in ARTICLE IX.

### **Section 6**

Any executive officer or member of the Board of Trustees may be removed from office by majority vote of the certificate holders as defined in ARTICLE IX present at either an Annual Business Meeting or a special meeting called in accordance with these Bylaws.

### **Section 7**

The Board will provide any certificate holder as defined in ARTICLE IX a copy of its annual budget upon request.

## **ARTICLE V** **Officers**

### **Section 1**

The officers of this Club shall be a President, two (2) Vice-Presidents, a Secretary, and a Treasurer. The President, Vice-Presidents, Secretary and Treasurer shall be elected annually from among the Board following the Annual Business Meeting of the Club. If deemed necessary, an Assistant Secretary and/or an Assistant Treasurer, who need not be members of the Club, may be appointed by the Board and hold office at its pleasure.

### **Section 2**

The President shall preside at the meetings of the Club and of the Board. He/She shall be the administrative officer of the Club. He/She shall appoint, subject to Confirmation by the Board, all standing committees as may be directed. He/She shall be, ex-officio, a member of all committees.

### **Section 3**

There shall be two (2) Vice-Presidents: a Vice-President in charge of administration who shall be responsible for the administration of the swim club and its activities, and who shall, in the absence or disability of the President, act in his/her stead; a Vice-President in charge of operations shall be responsible for the efficient operation of the pool and for its employees.

### **Section 4**

The Secretary shall perform all duties pertaining to his/her office and any additional duties as directed by the President and/or the Board.

### **Section 5**

(a) The Treasurer shall attend to keeping the financial accounts of the Club, collecting all revenues, and paying all the bills as approved the Board, or other agency authorized by the Board to incur them. He shall deposit funds of the Club received by him, in the name of the Club in such bank as may be authorized by the Board. He shall perform such other duties pertaining to his office as may be asked of him by the Board. He shall be bonded in an amount stipulated by the Board, which shall be adequate to protect all financial interest of the Club. The premium on the bond shall be paid for by the Club.

(b) At the Annual Business Meeting, the Treasurer shall make a financial report.

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## ARTICLE VI **Meetings**

### Section 1

- (a) The Annual Business Meeting shall be held at such place and time as the Board shall determine.
- (b) The Annual Business Meeting shall be for the purpose of electing Trustees, presenting committee reports, and for transaction of such other business as may be indicated in the notice or may be brought before it.

### Section 2

Special meetings of the Club may be called by the Board of Trustees. Also, upon the written request of thirty (30) certificate holders to the secretary, stating the purpose therefore, a special meeting shall be called by the secretary within thirty (30) days.

### Section 3

- (a) Notice of the Annual Business Meeting shall be at a minimum published on the website and sent via email notification to the members at least ten (10) days prior thereto. The notice of the Annual Business Meeting shall include the names all nominated candidates submitted by the Nominations Officer, as well as, all other independent candidates. It shall also include a copy of the Treasurer's report, which is to be presented at the Annual Business Meeting.
- (b) Special meetings of the Club may be held on seven (7) days notice which shall be at a minimum published on the website and sent via email notification to all members. The notice shall state the purpose for which the special meeting is called, and no other business shall be transacted there at.

### Section 4

Only certificate holders in good standing are entitled to vote at meetings of the Club with extensions as defined in ARTICLE IX, Section 8.

### Section 5

Ten percent (10%) of certificate holders, or representatives as defined in ARTICLE IX, Section 8, present in person, shall constitutes a quorum at all Club meetings.

### Section 6

Whenever in these Bylaws notice to certificate holders is required, at a minimum publication on the website and sending an email to the last known email address of each certificated holder shall constitute notice.

### Section 7

- (a) The Board of Trustees shall hold its first meeting following the Annual General Membership Meeting or as promptly as practical.
- (b) The Board of Trustees shall publish scheduled meetings on the website and via email notification as well as rules for the conduct thereof.
- (c) The Board of Trustees shall meet as deemed necessary by the Board but no less than monthly.
- (d) The Board of Trustees will provide any member agenda and minutes (except items of confidentiality) of all its meetings upon request..

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(e) Meeting agendas shall be available at least twenty-four (24) hours prior to any meeting and minutes shall be available within ten (10) days following a meeting.

### **Section 8**

The rules contained in Robert's Rules of Order, Revised shall govern the Club in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or special rules of order of the Club.

## **ARTICLE VII** **Nominations**

### **Section 1**

- (a) A Nominations Officer and his/her alternate shall be elected annually from the general membership, by majority vote of the Board of Trustees.
- (b) The Nominations Officer or his/her alternate shall accept petitions for nomination to election on the Board of Trustees, from the general membership for any vacancies which exist at the Annual Business Meeting of the Club or any special meeting called by the Board of Trustees for the purpose of election of Trustees.

### **Section 2**

All nominations, including incumbencies, shall be made by petition or letter signed by ten (10) Certificate holders or their representatives, as defined in ARTICLE IX, Section 8, and delivered to the Nominations Officer within 30 days of the scheduled meeting. The Nominations Officer shall forward these to the Secretary of the Board within 15 days of the scheduled meeting, and the Secretary shall give notice thereof to all Certificate holders at least ten (10) days before the Annual Business Meeting of the Club. In the event that a special meeting is required because three or more vacancies have occurred among the Board of Trustees, all nominations for the existing vacant positions shall be made as outlined in ARTICLE VI, Section 2 and delivered to the Nominations Officer fourteen (14) days prior to the scheduled special meeting. The Nominations Officer will forward the nominations to the Secretary who shall give notice thereof to all certificate holders at least seven (7) days prior to the special meeting.

## **ARTICLE VIII** **Committees**

### **Section 1**

The duties and powers of committees shall be designated by the Board of Trustees and subject to its authority.

## **ARTICLE IX** **Members**

### **Section 1**

Membership in the Club shall be limited to persons approved by the Board of Trustees and shall be

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further limited to a maximum of 350 Certificate holders.

### **Section 2**

Membership in the Club shall consist of individuals who shall fall within one of the following classes:

1. Certificate Holder
  - 1a. Certificate Holder's Spouse
2. Annual Member
3. Junior Member
4. Special Member
5. Senior Member

### **Section 3**

Certificate holders shall consist of those members who have purchased certificates. They shall be entitled to all the facilities of the Club, shall be required to pay annual dues, and shall be subject to assessments recommended by the Board of Trustees and approved by a majority vote of the Certificate holders present at a regular meeting or special meeting called for that purpose. In the event of failure of the Certificate holder to pay dues or any such assessments within the time so stipulated, the Board of Trustees may declare all rights and privileges of such Certificate holder in and to the use of Club facilities to be suspended and without effect until the final payment of said dues or assessments. Such dues or assessments and other charges shall constitute a lien against the certificate and the interests represented thereby. In the event such dues or assessment and other charges are not paid within two (2) months after written notice, such certificate may be declared null and void by the Board of Trustees, and the value realized upon the transfer of such certificate after deducting all unpaid assessments and other charges shall be refunded. Certificate holders, subject to terms of these Bylaws, as from time to time amended, may transfer the same by sale, gift or devise to his or her spouse or issue, or to either of his or her parents, subject, however, to the approval of such transferee by the Board of Trustees as an acceptable person to be entitled to the privileges and use of the Club facilities.

### **Section 4**

- (a) Annual members shall consist of all adult persons, other than their spouse or full time students covered as Junior Members, 18 years of age or over, admitted to membership through relationship to the Certificate holder. They shall pay annual dues and be subject to assessments recommended by the Board of Trustees and approved by a majority of the Certificate holders at a regular or special meeting called for that purpose.
- (b) Certificate holder's spouse shall consist of the wife or husband of the Certificate holder. They shall pay annual dues and be subject to assessments recommended by the Board of Trustees and approved by a majority vote of the Certificate holders present for that purpose. "Spouses" may also include the husband or wife of a certificate holder at the time of the purchase of the certificate who, by order of the court of competent jurisdiction, is no longer the husband or wife of the Certificate holder.

### **Section 5**

Junior Members:

- (a) shall consist of all dependent children of Certificate holders over the age of 2 and under the age of 18; and,

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- (b) may consist of, at the option of the Certificate holder:
- (1) unmarried, dependent children of Certificate holders who reside in the household of the Certificated holder under the age of 25; or
  - (2) unmarried children of Certificate holders who are full time military personnel under the age of 25.

“Dependent children” shall be defined as one of the following:

- (a) the natural child of the Certificate holder, whether residential to the Certificate holder’s household
- (b) Any step-child of the Certificate holder who is residential to the Certificate holder’s household; or,
- (c) Any child residential to the Certificate holder’s household by an order of a court of competent jurisdiction; or,
- (d) Any foster child of the Certificate holder who is residential to the Certificate holder’s household; or,
- (e) Any grandchild of the Certificate holder who is under significant care of the Certificate holder.

Age shall be counted as the age attained as of May 1<sup>st</sup> of the current year. The club reserves the right to require Certificate holders to provide any and all documentation necessary in the application process under this section.

### **Section 6**

Special Members shall consist of such other persons as shall be approved annually by the Board of Trustees for membership in the Club and who shall pay annual dues and be subject to assessments made by the Board of Trustees for the protection and development of the Club. There shall be a limit of five such members, none of whom may be a Certificate holder.

### **Section 7**

Senior members shall consist of any adult member, and his or her spouse, who are currently and have been Certificate holders of 10 or more years, one of whom has reached the age of 62 by May 1<sup>st</sup> of the current year, and not having dependent members other than his or her spouse. A Senior Member applicant, upon approval of the Board of Trustees, shall surrender his/her certificate to the Club and relinquish all voting privileges. The Annual Dues Fee charged senior members shall be applied at 50% of the current year fees charged to a Certificate holder and his or her spouse. The total number of senior memberships available at any one time shall not exceed 10% of the maximum certificate holders authorized under ARTICLE IX, Section 1. However, no more than two (2) senior members may be elected by the Certificate holders to fill positions on the Board of Trustees, in which case said elected Trustees who are Senior members shall during the term of their office as Trustees, have full certificate holder rights and interest including voting privileges and voting privileges on the Board of Trustees.

### **Section 8**

Of the above classes, only the certificate holder is extended the right to vote. He/She may be represented by his/her spouse or a representative over the age of 18 under his/her certificate. The certificate holder may also assign their voting privilege in writing to a Board member or any other member who must be present at the meeting in order to exercise the assignment. The assignee shall represent the certificate holder at the meeting and count toward the quorum requirements for Club meetings as defined in ARTICLE VI, Section 5 above. Each certificate holder is entitled to only one

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(1) vote.

### **Section 9**

The Board, at the first meeting of the Board of Trustees after each Annual Business Meeting of the Club, shall appoint one (1) member of the Club who shall act as Chairperson of the Membership Committee for the ensuing year. The appointed Chairperson of the Membership Committee shall have the authority to appoint two (2) additional members to the Membership Committee from the general membership. The names of any members so appointed shall be given to the Secretary as soon as possible. It shall be the duty of this committee to meet from time to time and in the case of vacancies in the membership of the Club, to consider applications for membership in the Club and recommend to the Board suitable applicants. The Board shall vote upon each applicant recommended by the Membership Committee at their first meeting after receiving such recommendation and shall confer membership only upon those applicants who shall be approved by at least five (5) members of the Board.

### **Section 10**

Any Certificate holder of the Club may withdraw his membership at any time, but there shall be no refund of the current year's dues.

### **Section 11**

- (a) Any member or participant of pool privileges can, for cause and after having been given an opportunity for a hearing, be suspended for a period not exceeding three (3) months by two-thirds vote of the members of the Board of Trustees present at a meeting thereof, or expelled by a two-thirds vote of the entire membership of the Board. Cause for suspension, or expulsion, shall, in general, consist of violation of these Bylaws or of the rules of the Club, or of conduct unbecoming a lady or gentleman.
- (b) The Board of Trustees may delegate to the responsible employee of the Club, the power to suspend pool privileges for a violation of the Club Rules and Regulations provided such suspension does not exceed seven (7) days. A written report of such suspension, containing reasons therefore, shall be submitted to the President and to a member or his parent within twenty-four hours.

### **Section 12**

- (a) All members of the Club and recipients of pool privileges shall be accorded the facilities of the Club, subject to the Pool Rules and Regulations which shall be posted at all times at the Club.
- (b) The Board shall, by rule, fix the terms and conditions upon which guests of members may use the facilities of the Club.
- (c) Any property of the Club broken or damaged by a member or recipient of pool privileges shall be promptly paid for by the responsible members.
- (d) The Club assumes no responsibility to any person for any property, which may be brought upon the Club grounds.
- (e) The Club assumes no responsibility to any person for accident or injury that may occur on Club grounds or as a result of using Club property.
- (f) People shall be admitted to membership in direct order of application to the waiting list and said list shall be posted.
- (g) The Board of Trustees shall ensure that an adequate and secure system of on site accountability for the access and egress of all members and/or their guest exists at all times during all hours of operation.



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## ARTICLE X **Dues and Fees**

### Section 1

The Board, , shall establish dues for each type of membership set forth under ARTICLE IX, Section 2, and said fess shall be payable by May 1<sup>st</sup> of the respective year. As long as membership of the Club exists, dues shall not be abated or diminished by reason of infrequency or temporary abandonment of pool use or privileges, voluntary or otherwise. The Board shall not be required to refund the dues, nor part thereof, in the event the Club is required to suspend its operations for any period.

### Section 2

All bondholders resigning must do so in writing on or before April 1<sup>st</sup> (**RESIGNATION DEADLINE**). Any bondholder who resigns in writing on or before the resignation deadline is not required to pay dues for that year. Any bondholder resigning after the resignation deadline must pay full dues for that year.

### Section 3

Bondholders that do not pay their dues in full by May 1<sup>st</sup> shall pay a \$25.00 late fee. This fee shall increase at a rate of \$5 per week to a maximum of \$50 by July 4<sup>th</sup> of the dues year.

## ARTICLE XI **Indemnification**

### Section 1

(a) Each Trustee or officer of the Club shall be indemnified by the Club against expense actually or necessarily incurred by him in connection 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 Trustee or officer of the Club, except in relation to matters as to which he is to adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct, and except any sum paid for the Club in settlement of an action, suit, or proceeding based on negligence or willful misconduct in the performance of his duties.

(b) The right of the indemnification provided herein shall inure to each Trustee and officer referred to in (a), whether or not he is such Trustee 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 representatives.

## ARTICLE XII **Bylaws**

### Section 1

Any question to the meaning for the proper interpretation of any of the provisions of these Bylaws shall be determined by the Board of Trustees.

### Section 2

These Bylaws may be amended by a two-thirds vote of the Certificate holders, as defined in ARTICLE IX, Section 8, present at any meeting of the Club, provided notification of the proposed action to amend the Bylaws is at a minimum published on the website and sent via email to each Certificate holder at least seven (7) days prior thereto.

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