

BY-LAWS OF THE GEORGETOWN SWIM CLUB, CLUB

Article I

NAME

The name of the Corporation is the "Georgetown Swim Club, Inc.", hereafter referred to as the Club.

Article II

PURPOSE

This organization, a non-profit Corporation organized and existing under the laws of the State of New Jersey, has been formed to promote, finance, lease, own, operate, and maintain a swimming pool and other recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities, for the use of its members.

Article III

MEMBERSHIP

Section 1 - A member is defined as a person who purchases a membership bond from the Club. For an explanation of a member, refer to Section VII. The number of Memberships, (type A or B) issued by the Club will be limited to 200 and can be increased if recommended by the Board of Directors and passed on by a majority vote of the membership present at a regular or special meeting.

Section 2 - Memberships shall be in one family name only. A member is entitled to one vote at any regular or special meeting. There shall be no voting by proxy.

Section 3 - All applicants for membership will be screened by the Membership Committee and recommendations will be subject to review by the Board of Directors as may be deemed necessary. A 2/3 majority of the board is necessary for acceptance of an application. A bond holder desiring to sell his share must sell his membership back to the Corporation. Bonds are nontransferable except upon board approval.

Section 4 - A membership, also referred to as a bond holder, shall be known as a "A" type membership. The board may authorize issuance of trial memberships which shall be referred to as "B" type trial memberships. Details regarding types of memberships are identified in article 7.

The holder of a membership bond may, by written notice and demand, request the Club to repurchase said bond at a price not to exceed the original purchase price. The Club may then make this membership and bond available for repurchase by a future

applicant . In the event there is no waiting list, and the Club is financially unable to repurchase the Membership bond when rendered, the Club reserves the right to repurchase the bond after the next bond is sold, subject to the provisions below.

Section 5 - The price of a Membership bond shall be \$300.00.

ARTICLE IV

GOVERNMENT

Section 1 - The business and property of the Club shall be managed and controlled by a Board of Directors, normally consisting of nine (9) in number.

Section 2 - Bond members shall be eligible to serve on the Board of Directors. No person shall serve on the Board of Directors for more than two full three (3) years terms consecutively.

Section 3 - At each annual meeting of Membership, three (3) directors shall be elected from among the bond Members for a term of three (3) years of until their successors shall have been chosen.

Section 4 - Members elected to the Board will take office on the first (1st) day of the month following the election; except that the original Directors will take office immediately upon being elected.

Section 5 - Any member of the Board of Directors who ceases to hold Active Membership in the Club will automatically cease to be a member of the Board of Directors.

ARTICLE V

Section 1 - Consistent with these by-laws, the Board of Directors shall:

- a. Transact all Club business and make and amend rules for the regulation of the use of Club property. It shall appoint and remove such clerks, agents, servants, of employees as it may deem necessary and shall fix their duties and compensations.
- b. Fix, impose and remit penalties for violations of these By-laws and Rules and Regulations of the Club.
- c. Elect the Board Officers.
- d. Fill any vacancy in the membership of the Board of Directors to serve until the next Members meeting.
- e. Adopt and annual budget on the recommendation of the treasurer and Vice-President.

f. Secure for the protection of the Club such public liability, property damage and other forms of insurance as may be deemed necessary.

Section 2 - The Board of Directors 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 the funds of the Club shall be executed. However, the Board of Directors 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 Board of Directors may cause the books of the Club to be audited annually by the auditors selected by the Directors, who shall be neither board members nor officers of the Club. An annual report shall be prepared showing the state of membership and finances; setting forth the transactions and summarizing important activities of the preceding calendar year. A copy of the Annual Report shall be furnished upon request to a member. This report should be posted at the beginning of the following pool season.

Section 4 -

a. The Board of Directors shall meet at least once each month during the months of April, May, June, July, August, and September and at such other times and intervals as they may deem necessary.

b. The President of the Board of Directors shall designate the time and place for regular and special meetings and see that members of the Board are notified of such meetings at least **three** days prior thereto.

c. Five members of the Board of Directors shall constitute a quorum.

d. The President of the Board of Directors shall preside at all meetings of the Board. In the absence of the President, the Vice-President will preside. In the absence of both the President and Vice-President, a temporary chairman will be elected by the Directors.

Section 5 -

a. Nothing in these by-laws shall be construed to permit the Board of Directors to borrow or pledge the credit of the Club in excess of \$10,000 without the approval of the majority of the members of the Club. The board shall not be permitted to sell or lease any real property owned by the Club without the approval of the majority of the members.

b. The Board shall have the right to spend up to ten thousand (\$10,000) dollars per year for improvement of the Club, provided that such funds are available.

Section 6 - Any member of the Board of Directors may be removed from office by a two-thirds vote of the Members present in person at either an Annual Membership Meeting or a Special Meeting called in accordance with these by-laws providing five (5) days* notice has been given prior to such meeting.

ARTICLE VI

OFFICERS

Section 1 - At the first meeting of the Board of Directors following the Annual Meeting of the Members, the Board shall elect officers for the ensuing year. No person may hold more than one office at one time. Officers shall serve without compensation.

Section 2 - The officers of the Club shall be a President, a Vice-President, a Secretary and a Treasurer; each of whom shall be elected from the Board of Directors to serve for one year.

Section 3 - The President shall preside at the meetings of the Club and of the Board of Directors. The President shall be the administrative officer of the Club. He shall appoint, subject to confirmation by the board, all standing committees, designating the Chairman thereof, and all special committees as may be directed. The President shall be ex-officio a member of all committees. The President shall have power to execute all contracts and instruments of conveyance in the name of the Club.

Section 4 - The Vice-President, in the absence or disability of the President, shall act in his stead, Vice-President shall, under the direction of the President, attend to the business and financial operations of the Club and shall be Chairman of the Finance Committee. The vice-president shall be, ex-officio, a member of all committees.

Section 5 - The Secretary shall keep the minutes of all meetings of the Board of Directors and meetings of the Membership; maintain a Membership record, including names, addresses, and such other data concerning admission to, maintenance and termination of membership as deemed appropriate, or as may be required by the Board of Directors; keep all other corporate records, except financial records; conduct all official correspondence, under the supervision of the President; send out notice of meetings of the Membership and the Board of Directors; and perform in general all the duties incident to the office of Secretary, subject to the control of the Board of Directors. The Secretary shall submit such reports to the Board as may be requested by them.

Section 6 - The Treasurer shall keep records of financial transactions of the Club, be responsible for the receipt of all monies and deposit the same in such bank or banks as the Board of Directors may designate; be one of the elected officers authorized to sign checks; make all disbursements; render bills and statements, and other changes as incurred; and perform such other acts incident to the position of Treasurer, subject to the control of the Board of Directors. The Treasurer shall give a bond for the faithful discharge of his duties in such amount as the Board may require and the Club shall pay the premium for such bond.

ARTICLE VII

MEMBERS

Section 1 - Membership shall be open to and limited to Bond Holders, trial members and members of their immediate family. Eligibility for members of a family, other than parents and their dependents to be determined by the Board of Directors.

Section 2 - The terms "Member" and "Membership" as used in these by-laws denoted eligibility to use the pool and other Club facilities.

Section 3 - A membership, also referred to as a bond holder, shall be known as a "A" type membership. The board shall authorize issuance of trial memberships, referred to a, "B" type trial memberships for all **new** applicants. "B" type trial memberships are only valid for one season and the applicant is responsible for the \$50.00 non-refundable application fee and full dues for that season. Full purchase of a bond is required if, after the first season, the applicant wishes to convert their "B" membership to an "A" membership. The "B" type trial memberships do not have voting privileges.

NOTE - *the above redefinition of "A", "B" and previously existing "C" memberships apply to all applications dated on or after 7/1/96.*

*

Members and trial members shall be accorded the facilities of the Club subject to the pool-Rules and Regulations which will be posted at all times.

Section 4 - Members and trial members who have paid their annual dues are defined as "active".

Section 5 - Members, type A and B, shall consist of those persons who are spouses, unmarried dependents, or members of the immediate family residing in the same residence as the bond holder, who has paid his annual dues. The board reserves the privilege to modify these limitations on a case by case basis.

Section 6 - A Bond Holder in the family who has paid Annual Dues is a prerequisite for membership of any member of the family.

Section 7 - In event of the death of a Bond Holder, the surviving spouse may petition the Board of Directors to have the Membership Bond amended to show same to be in the name of said survivor.