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POMONA SWIM CLUB

BY-LAWS

ARTICLE I

Name

Section I.

The name of the club shall be the POMONA SWIM CLUB.

ARTICLE II

By-Laws

Section I.

These articles shall comprise the By-Laws of this corporation and shall set forth the manner and means by which the affairs of the corporation shall be conducted.

Section 2.

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

ARTICLE III

Purpose

Section 1.

This organization, a non-profit corporation organized and existing under the laws of the State of New Jersey, has been formed to own, operate, and maintain a swim club.

ARTICLE IV

Government

Section 1.

The Club shall be managed by a Board of Trustees (hereafter referred to as the Board) composed of nine (9) adult members in good standing and elected

by the membership as provided. (see Article XI)

Section 2.

The Board shall elect the following officers from among its members:

- (a) a President, a Vice-President, a Secretary and a Treasurer
- (b) Officers shall serve a term of one year. Officers are to be elected by the Board at the annual reorganization meeting.
- (c) The President may appoint such assistant officers as the needs of the corporation may require.

Section 3.

- (a) Any member of the Board who shall cease to be a member of the Club automatically shall cease to be a member of the Board.
- (b) No member shall serve as a Board member for more than two consecutive terms unless a suitable replacement can be found.

ARTICLE V
Trustees

Section 1.

Consistent with these By-Laws the Board shall:

- (a) Transact all Club business and make and amend rules for 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. It shall determine the compensation of all employees.
- (b) Fix, impose, and remit penalties for violation of these By-Laws and Rules of the Club.
- (c) Constitute and appoint committees and define the powers and duties of the same, consistent with Article VII of these By-Laws.
- (d) Fill any vacancy in the membership of the Board to serve until the next annual reorganization meeting of the members.
- (e) 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 one officer shall sign all such checks, drafts, and other instruments for the payment of money drawn in the Club's name.

- (f) Cause the books of the Club to be reviewed annually by members selected by the Board, who shall neither be trustees or officers of the Club. An audit shall be conducted every three years. The report of the auditor shall be posted on the Club bulletin board, and copies of these reports shall be available to any member on request.
- (g) Have the authority to authorize any repairs and maintenance. Any capital improvement in excess of \$10,000.00 per year and not provided for in the approved budget must be approved by the general membership.
- (h) Secure for the protection of the Club such public liability, property damage and other forms of insurance as it may deem necessary.
- (i) At Club expense, secure the fidelity of the Treasurer, and of any other officers, assistant officers, or employees it sees fit, by bond in such amount as deemed necessary.
- (j) Have complete authority to transact all business not specifically delegated by the By-Laws and necessary for the welfare of the Club.
- (k) 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, to be enforced by the manager.

Section 2.

Trustees shall serve without compensation.

Section 3.

Any member of the Board may be removed from office by a majority vote of the membership present, in person, or by proxy, at either the annual meeting or a special meeting called in accordance with these By-Laws.

ARTICLE VI

Officers

Section 1.

The President shall:

- (a) Preside at all meetings of the Board and the members.
- (b) With the Secretary, sign all contracts and papers relating to the affairs of the Corporation.
- (c) Perform all other acts properly belonging to his office, including executive supervision of all activities of the Club and its employees.

Section 2.

The Vice president shall assist the President, perform his functions in his absence, and perform other duties as assigned.

Section 3.

- (a) The Secretary shall attend to the giving and serving of all notices of the Club required by these By-Laws, and attend to the correspondence pertaining to the office.
- (b) The Secretary shall keep the minutes of the Club, and with the president sign all contracts and papers relating to the affairs of the Corporation.
- (c) The Secretary shall perform such other duties pertaining to the office as may be assigned by the Board.

Section 4.

- (a) The Treasurer shall attend to keeping the financial accounts of the Club, collecting all revenues, and paying all bills as approved by the Board, or other agency authorized by the Board to incur them. The Treasurer shall deposit funds of the Club received in the name of the Club in such bank as may be authorized by the Board. The Treasurer shall be Chairman of the Finance Committee and shall perform such other duties pertaining to the office as may be assigned by the Board.

At the annual meeting, the Treasurer shall make a financial report for the previous calendar year and an interim financial report on the current fiscal budget.

At the recommendation of the Treasurer, with the approval of the Board, the services of a Certified Public Accountant shall be obtained in order to perform the functions described in Section (4 - a, b) above.

ARTICLE VII Committees

Section 1.

The standing committees shall be:

- (a) Finance Committee
- (b) Operating Committee
- (c) Membership Committee
- (d) Social Committee
- (e) Nominating Committee
- (f) Hiring Committee
- (g) Swim Team
- (h) Snack Bar

Section 2.

Consistent with effective operations and administration, only Trustees shall be Chairmen of standing committees.

Section 3.

The Finance Committee shall consist of a Chairman, who is the Treasurer, and not fewer than two (2) members in good standing, and shall:

- (a) Prepare and submit to the Board, in the month of January each year, an annual budget providing for all anticipated expenditures of the Club for the ensuing year.
- (b) Make recommendations to the Board on fiscal matters.
- (c) Perform such other functions as may be assigned by the Board.

Section 4.

The Operating Committee shall consist of a Chairman and not less than two members in good standing, and shall:

- (a) Make expenditures for normal operations as authorized in the annual

budget.

- (b) Insure that the staff secures bacteriological examination of the water in the pools at appropriate intervals.

Insure that the staff takes necessary steps to provide for the safe and proper maintenance and operation of the Club property, facilities, and equipment.

Plan all major changes, additions and improvements to the Club property, facilities, and equipment; and submit plans, estimates, and recommendations thereon to the board.

Section 5.

The Membership Committee shall consist of a Chairman and as many members as deemed necessary by the chairman.

- (a) It shall be the duty of the committee to consider applications for membership and to recommend applicants to the Board.
- (b) The Membership Committee shall maintain a list of applicants for membership and establish rules for governing the waiting list subject to approval of the Board.
- (c) The Membership Committee shall perform such other functions concerning membership as the Board may assign to it.

Section 6.

The Social Committee shall consist of a chairman and as many members as deemed necessary by the Chairman and shall:

- (a) Plan for all social events sponsored by the Club.

Section 7.

The Nominating Committee shall consist of a Chairman and three (3) members. The Chairperson shall be an active board member.

- (a) The Nominating Committee shall nominate candidates for the vacancies in the board to be filled at the next annual meeting and shall report such nominations to the secretary.

Section 8.

The Hiring Committee shall consist of a Chairman and not less than two (2) members in good standing, and shall:

- (a) Interview and recommend to the Board for approval any qualified pool attendants and other personnel required for the safe and proper conduct of activities and functions of the Club.

Section 9.

The Swim Team Committee shall consist of a Chairman and as many members as deemed necessary by the chairman.

- (a) The swim team committee shall, with approval of the Board, hire an appropriate staff to coach the Club swim team.
- (b) Establish a Swim Team Parents Club.
- (c) Organize and co-ordinate all swim team activities.

Section 10.

The President shall appoint such other committees as the Board may deem necessary.

ARTICLE VIII

Members

Section 1.

Membership in the Club shall be limited to a maximum of 400 regular certificate holders and two honorary certificate holder.

Section 2.

Members shall consist of the holder of the certificate and spouse.

Section 3.

The family unit of a member, as hereinafter define, shall be entitled to the use of the facilities of the Club, subject to these By-Laws and to rules and regulations made by the Board.

Section 4.

Persons deemed to be within the family unit of a member are:

- (a) Unmarried children under the age of 25 residing in the household of a member.

Section 5

The Membership Committee, subject to approval by the Board, may in specific instances include in the family unit others than the above, provided they reside in the same household.

Section 6.

- (a) Membership in the club shall be conferred upon purchase of an available certificate and payment of annual dues in accordance with Article VIII, Sections 1- 5.
- (b) The original 350 regular Certificates of Membership issued by the Club shall be non-amortizable certificates valued at \$300. These certificates shall not depreciate in value. With the exception of the transfer of membership to the spouse or issue of a member as provided for subsequently, any Certificates of Membership issued after the issue of the original 350 regular Certificates of Membership shall be amortizable certificates. Amortizable certificates shall amortize or depreciate at the rate of \$50 for two years from the date of purchase and then \$25 a year for six years, at which time it will be worth \$200. Certificates will not depreciate below \$200. New bonds will be amortized per schedule at the time of purchase.
- (c) Original Certificate holders, subject to these By-Laws, may transfer certificates by gift, or by will, to their spouses or issue subject to the approval of such transferees by the Board. If a member holding an original certificate transfers his or her membership to his or her spouse or issue, the transferee will be issued a non-depreciating certificate. No other certificate holder *may* otherwise sell, assign, or transfer said certificate to any other person, but must sell, assign, or transfer said certificate back to the Club. The Club is not obligated to purchase said certificate until such time as there is a willing and acceptable applicant for membership.
- (d) Any member of the Club may withdraw at any time, but there shall be no refund of the current year's dues.

Section 7.

- (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 a two-thirds vote of the members of the Board present at any 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 By-Laws or the rules of the Club, or of conduct unbecoming a lady or gentleman.
- (b) The Board may delegate to the Chairman of the Rules Committee, or to an 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 days. A written report of such suspension containing reasons therefor shall be submitted to the President and to the member or his parent within twenty- four hours.
- (c) In the event of failure of the certificate holder to pay dues or any assessments (recommended by the Board and approved by a majority vote of the members present in person or by proxy at a regular or special meeting called for that purpose) within the time stipulated, the Board may declare all rights and privileges of such certificate holder to the use of the club facilities to be suspended until final payment of said dues or assessments. Such unpaid dues or assessments and other charges shall constitute a lien against the certificate and the interest represented thereby. In the event such dues or assessments and other charges are not paid within four (4) months after written notice, such certificate may be declared null and void by the Board, and the value realized upon the transfer of such certificate after deducting all unpaid amounts shall be refunded to the certificate holder.

Section 8.

- (a) All members of the Club and participants 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 fix, by rule, the terms and conditions upon which guests of members may use the facilities of the Club.

- (c) The responsible party shall promptly pay for any property of the Club broken or damaged by a member or participant of pool privileges.
- (d) The Club assumes no responsibility to any person for loss of, or damage to, any property brought upon Club grounds.

Section 9.

Each certificate is extended the right to one vote. It may be represented by either spouse or a duly authorized proxy. This proxy must be a member of the Club and must present his authorization in writing.

Section 10.

Senior members will be granted upon application to members 62 years of age and older prior to the start of the season. Only that person and spouse/partner are entitled to senior membership. All other family members, even if they reside at the home, must pay guest fees for admission to the club. Senior members will forfeit their bond for the amortizable refund. Senior dues will be 33% lower than regular dues rate.

ARTICLE IX
Dues and Fees

Section 1.

- (a) The membership dues shall be fixed annually by the Board, and presented in the annual budget for the approval of the membership at the annual meeting.
- (b) Annual dues shall be payable by a date to be fixed each year by the Treasurer, which date shall in no event be less than thirty (30) days prior to the opening of the pool.
- (c) Each member shall be given notice of the amount of his dues not less than thirty (30) days prior to the due date fixed by the Treasurer. Failure to pay annual dues by the required date shall be cause for suspension of all pool privileges unless alternate payment arrangements have been made and accepted by the Board prior to established due date.
- (d) No dues or part thereof shall be refunded in the event that the Club is required to suspend its operations for any period.

Section 2.

The Board shall have the authority to establish any assessments and/or fees as necessary in accordance with Article VIII, Section 7 (c).

ARTICLE X Meetings

Section 1.

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

Section 2

The Board may call a special meeting of the Club membership. Also, upon the Written request of 35 members to the Secretary, stating the purpose therefore, a special meeting shall be called by the Secretary within thirty (15) days.

Section 3.

- (a) Notice of the Annual Meeting shall be given by mail or electronic communication to the members at least fifteen (15) days prior thereto. The notice of the Annual Meeting shall include the names of candidates nominated by the Nominating Committee. It shall also include a copy of the Treasurer's report, which is to be presented at the Annual Meeting
- (b) Special meetings of the Club may be held on seven (7) days' notice by mail or electronic communication to all members. The notice shall state the purpose for which the special meeting is called, and no other business shall be transacted thereat.

Section 4.

Only members in good standing shall be entitled to vote at meetings of the Club. See Article VIII, Section 9 for definition of a "vote".

Section 5.

Twenty percent of voting members present, in person or by proxy, shall constitute a quorum at all Club meetings. Proxies must be filed with the

Secretary prior to the opening of a meeting.

Section 6.

Whenever these By-Laws require notice to members, the mailing or electronic communication of such notice to the last known address of each member shall constitute notice.

Section 7.

- (a) The Board shall hold its first meeting following the Annual Meeting of the Club in each year as promptly as possible.
- (b) The Board may, by resolution, establish from time to time a schedule of its meetings and rules for the conduct thereof.
- (c) Special meetings of the Board may be called by the President, and shall be called by the Secretary upon the request of three (3) members of the Board.
- (d) A majority of the number of board members currently holding office shall constitute a quorum for the transaction of business in any meeting of the Board of Directors.

Section 8.

The rules contained in Robert's Rules of Order, Revised shall apply at all meetings of the Club except where they are inconsistent with the By-Laws or special rules of order of the Club.

ARTICLE XI
Elections

Section 1.

At each annual meeting of the Club, three (3) Trustees shall be elected from among the members for a term of three (3) years or until their successors have been chosen.

Section 2.

Each voting member shall vote for three (3) candidates for the Board of Trustees. The three (3) candidates receiving the largest number of votes from among those voting in person or by proxy shall be the duly elected Trustees.

Section 3.

- (a) The Board of Trustees shall determine the method by which officers are elected from among their membership
- (b) The Board shall elect officers at the annual reorganization meeting.

ARTICLE XII
Alcoholic Beverages

Section 1.

The Club shall not engage in the sale or handling of alcoholic liquors, malt beverages or other intoxicants. The bringing of such intoxicants on the premises or property of the Club is strictly prohibited, whether by officers, trustees, employees, members or their guests; unless for organized events approved by the Board of Directors. Neither shall any person be allowed on the premises of the Club, nor permitted to use any of the facilities of the Club, while in an intoxicated condition.

ARTICLE XIII
Insurance Protection of Trustees

Section 1.

The officers and trustees of the Club shall be listed as additional insured on all liability insurance policies of the Club.

ARTICLE XIV
Amendments

Section 1.

These By-Laws may be amended by a two-thirds vote of the members present in person or represented by proxy at any meeting of the Club, provided each member is given at least seven days' notice by mail of the proposed action to amend the By-Laws.

Section 2.

In the event the dissolution of the corporation is duly approved, the corporate assets shall be distributed first to pay all corporate liabilities and

any remaining assets shall be distributed, not to corporate membership, but only to qualified, not-for-profit corporations, approved by the Internal Revenue Service, and in accordance with the Internal Revenue Service, New Jersey State non-profit corporate guidelines and New Jersey State non-profit corporate tax guidelines pertaining to dissolution of charitable corporations.