

**HADDON GLEN SWIMMING CLUB, INC.  
REVISED BYLAWS**

**ARTICLE I – NAME**

The Haddon Glen Swimming Club, Inc. (hereinafter referred to as the “Club”) is a non-profit corporation organized and existing under the laws of the State of New Jersey.

**ARTICLE II – PURPOSE**

The purpose of the Club is to provide opportunities for social interaction and recreational activities for Club members of all ages; to promote physical fitness and good patterns of physical development and to encourage proper conditioning and health habits; to provide an opportunity for all member children to develop their swimming potential to the fullest by teaching stroke techniques, building endurance and skills for racing, and motivating them to achieve their best; and to provide an opportunity for such member children to compete in organized swimming and diving competitions.

**ARTICLE III – MANAGEMENT**

The Club shall be managed by a Board of Trustees (the “Board”), which shall be composed of not less than five (5) nor more than ten (10) adult Club members in good standing.

**ARTICLE IV – TRUSTEES**

Section 1. Trustees shall be nominated by the Board or a nominating committee of the Board. Except as otherwise provided in Article VI of these Bylaws, Trustees shall be elected by the members, and the candidates receiving the highest number of votes from the members, up to the number of Trustees to be elected by the members, shall be elected. Each Trustee shall be elected for a term of three years and until his successor has been elected and qualified or until his earlier death, resignation or removal.

Section 2. A person or group of persons entitled to elect, appoint, designate or otherwise select one or more Trustees may select one or more alternates for each such Trustee. In the absence of a Trustee from a meeting of the Board, one of his alternates may attend such meeting and exercise at the meeting all of the powers of the absent Trustee.

Section 3. Should any Trustee be absent from three (3) consecutive meetings of the Board, without valid cause in the opinion of a majority of the Officers of the Club, that Trustee’s office may be declared vacant on vote of the majority of the members of the Board without taking into account the Trustee in question.

Section 4. Any Trustee who shall cease to be a member of the Club automatically shall cease to be a member of the Board.

Section 5. Consistent with these Bylaws, the Board shall:

- (a) Transact all Club business and make and amend rules for the regulation of the use of Club property.
- (b) Approve Club members upon the recommendation of the Membership Trustee.
- (c) Appoint and/or remove such clerks, agents or employees as it may deem necessary and may fix their duties, as well as determine the compensation for all employees.
- (d) Fix and impose penalties for violation of these Bylaws.
- (e) Constitute and appoint committees and define the powers and duties of the same consistent with Article VI of these Bylaws.
- (f) Designate the Bank(s) in which the Club funds shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of Club funds shall be executed; however, at least two Officers must sign all such checks, drafts and other instruments for the payment of money drawn in the Club's name.
- (g) Cause the books of the Club to be reviewed annually by a committee of Certificate holders selected by the Board who shall neither be Trustees or Officers of the Club. Copies of these reports shall be available to any member upon request.
- (h) Have the authority to authorize any repairs, maintenance and improvements consistent with Article IV, Section 3; provided, however, that any repair, maintenance or improvement in excess of \$15,000 must have three (3) written estimates, where practicable.
- (i) Secure, at Club expense, the fidelity of the Treasurer, and of any other Officer(s) or employee(s) as it sees fit, by bond in such amount as deemed necessary.
- (j) Have complete authority to transact all business not specifically delegated by the Bylaws and necessary for the welfare of the Club.

Section 6. Trustees shall serve without compensation; provided, however, that Trustees shall be reimbursed by the Club for proper expenses supported by receipts reasonably incurred by them in the discharge of their Club responsibilities.

Section 7. Nothing in these Bylaws shall be construed to permit the Board to borrow or expend Club funds in excess of \$5,000 for non-operational expenditures or \$20,000 for non-budgeted operational expenditures, without majority approval vote of the voting members present at a Special Meeting or General Membership Meeting.

## **ARTICLE V – OFFICERS**

Section 1. The Board shall elect from among its members: a President, a Vice President of Operations, a Vice President of Personnel, a Secretary and a Treasurer to act as Officers of the Club.

Section 2. The Board, by resolution, shall determine the method by which Officers are elected from among the Trustees.

Section 3. 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 Club.
- (c) Perform all other acts properly belonging to their office, including executive supervision of all activities of the Club and its employees.

Section 4. The Vice Presidents (*Operations and Personnel*) shall assist the President and perform their functions in their absence.

Section 5. The Secretary shall:

- (a) Attend to the distribution of all notices of the Club required by law or these Bylaws, and attend to the correspondence pertaining to their office.
- (b) Record and maintain the minutes of all Trustee meetings and, with the President, sign all contracts and other documents relating to the legal affairs of the Club.
- (c) Perform such other duties pertaining to this office as may be assigned by the Board.

Section 6. The Treasurer shall:

- (a) 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. This Officer shall deposit funds of the Club received by this Officer in the name of the Club in such Bank as may be authorized by the Board. This Officer shall be Chairman of the Finance Committee. This Officer shall perform such other duties pertaining to their office as may be assigned by the Board.
- (b) Present, at the General Membership Meeting, a financial report for the previous calendar year.
- (c) In coordination with the Membership Trustee, send out a dues notice to all club members 30 days prior to first payment due date.

Section 7. All Officers of the Club shall serve without compensation; provided, however, that Officers shall be reimbursed by the Club for proper expenses supported by receipts reasonably incurred by them in the discharge of their Club responsibilities.

Section 8. Any Officer of the Club shall be authorized to co-sign checks.

## **ARTICLE VI – VACANCIES ON THE BOARD OF TRUSTEES**

Section 1. Vacancies on the Board, including vacancies resulting from an increase in the number of Trustees, shall be filled by a majority vote of the remaining members of the Board, though less than a quorum, or by a sole remaining Trustee, and each person so elected shall be a Trustee to serve for the balance of the unexpired term.

Section 2. When one or more Trustees resign from the Board effective at a future date, the Trustees then in office, including those who have so resigned, shall have the power, by a majority vote, to fill the vacancies, the vote thereon to take effect when the resignation(s) become effective.

## **ARTICLE VII – COMMITTEES**

Section 1. The Standing Committees shall be as follows:

- (1) Finance Committee.
- (2) Operating Committee.
- (3) Membership Committee.
- (4) Personnel Committee.
- (5) Swim Team/Dive Team Committee.
- (6) Social and Program Committee.
- (7) Policies and Procedures Committee.
- (8) Long Range Planning Committee.

Section 2. Consistent with effective operations and administration, only Trustees shall be Chairmen of Standing Committees.

Section 3. The Finance Committee shall:

- (a) Consist of a Chairman, who is the Treasurer, and not fewer than three (3) members in good standing.
- (b) Prepare a budget of the Club's anticipated expenses for the ensuing year.
- (c) Present this budget at the Winter General Membership Meeting. All items in excess of \$5,000 must be explained and broken down by line-item on the budget. Wages must be broken out by job description (e.g., two Managers' total salary is \$xxx; five Lifeguards' total salary is \$xxx).
- (d) Make recommendations to the Board on fiscal matters.
- (e) Perform such other functions as may be assigned by the Board.

Section 4. The Operating Committee shall:

- (a) Consist of a Chairman, who is the Vice President of Operations, and at least three (3) members in good standing.

- (b) Make expenditures for normal operations as authorized in the annual budget.
- (c) Secure bacteriological examinations of the water in the swimming pools at appropriate intervals and post the reports on such examinations at the pool.
- (d) Take the necessary steps to provide for the safe and proper maintenance of the Club, to consider and recommend applications to the Board.
- (e) Perform such other functions as may be assigned by the Board.

Section 5. The Membership Committee shall:

- (a) Consist of a Chairman, who is the Membership Trustee, and at least three (3) members in good standing.
- (b) Meet as needed and in the case of vacancies in the membership of the Club, to consider and recommend applications to the Board.
- (c) Maintain a list of applicants for membership and establish rules for governing the waiting list subject to approval of the Board.
- (d) Perform such other functions concerning membership such as the Board may assign.

Section 6. The Long Range Planning Committee shall:

- (a) Consist of a Chairman, who is the Long Range Planning Trustee, and at least three (3) members in good standing.
- (b) Be responsible for all major changes, additions, maintenance and improvements to the Club property, facilities and equipment, submitting plans, securing estimates and recommendations thereon to the Board.
- (c) Perform such other functions as may be assigned by the Board.

Section 7. The Swimming & Diving committee shall:

- (a) Consist of the Chairperson, who is the Swimming & Diving Team Trustee, and at least three (3) members in good standing.
- (b) Meet at least once a year to evaluate the previous swim/diving season and discuss possible changes for the following season.
- (c) Help the chairperson evaluate the effectiveness of the coaches.
- (d) Help the chairperson by heading various subcommittees.

Section 8. The Personnel Committee shall:

- (a) Consist of a Chairman, who is the Vice President of Personnel, and at least three (3) members in good standing.
- (b) Employ and supervise qualified pool attendants and other personnel required for the safe and proper conduct of activities and functions of the Club subject to the provisions of Article V of these Bylaws.
- (c) Perform such other duties as may be assigned by the Board.

Section 9. The Social and Program Committee shall:

- (a) Consist of a Chairman, who is the Social Trustee, and at least three (3) members in good standing.
- (b) Plan events and socials for the season.

Section 10. The Policies and Procedures Committee shall:

- (a) Consist of a Chairman, who is the Policies and Procedures Trustee, and at least three (3) members in good standing.
- (b) Make and enforce governing the use and operation of the Swimming Club, including date and time of opening and closing and the conduct of members, guests and employees.
- (c) Perform such other duties as may be assigned by the Board.

Section 11. There may also be a temporary Committee for Nominations. The temporary Nominations Committee shall:

- (a) Consist of a Chairman and three (3) members in good standing of the Club. Two (2) members shall be appointed by the President; the other two (2) shall be elected by the Board, from among the Trustees whose terms of office shall not expire at the ensuing General Membership Meeting of the Club. Vacancies shall be filled by the Board.
- (b) Nominate candidates for the vacancies in the Board to be filled at the next General Membership Meeting, and shall report such nominations to the Secretary.
- (c) Evaluate independent nominations of candidates for election at the General Membership Meeting may be made by letter, signed by thirty-five (35) members and delivered to the Secretary at least five (5) days before the General Membership Meeting or by signature of individuals in good standing on a Board-approved public membership notice, posted at the entrance of the Club. All nominees must be members in good standing.

## **ARTICLE VIII – MEMBERS**

Section 1. Membership in the Club shall be limited to a maximum of 425 Certificate holders.

Section 2. All holders of Certificates of Membership of the Club are members. A husband and wife shall hold Certificates as tenants by the entirety.

Section 3. The family unit of a member, as herein after defined, shall be entitled to the use of the facilities of the Club, subject to these Bylaws and to the Rules and Regulations made by the Board.

Section 4. Persons deemed to be within the family unit of a member are:

(a) Spouse.

(b) Unmarried minor children, age twenty-one (21) or younger, 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 that such individuals reside in the same household as the Certificate holder.

Section 6. (a) Membership shall be conferred in accordance with Article VII, Section 5.

(b) Certificate holders, subject to these Bylaws, may transfer the same by sale, gift or by will, to his or her spouse or children, subject to the approval of such transferee by the Board. No 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.

(c) In the event the Club does not desire to purchase said Certificate, the Board may, in writing, specifically permit the Certificate holder to sell, assign and transfer said Certificate, together with the interest, rights and privileges incident thereto, to such other person as may be approved by the Board as an acceptable person to be entitled to the privileges and use of the Club facilities.

(d) Any member of the Club may withdraw at any time, but there shall be no refund of the current year's dues, nor shall their Certificate be redeemed by the Club until their vacancy has been filled by a paid-up membership. Further, all indebtedness of theirs to the Club shall be deducted from the refund of their Certificate.

(e) A charter membership is defined as a membership included in the original two hundred (200) accepted memberships of the Club.

Section 7. (a) Any Club member, or participant of Club privileges, may, after having been given an opportunity for a hearing, be suspended for cause for a period consistent with Rules & Regulations of Article XI.

(b) The Board may delegate the rules and regulations Trustee the power to suspend pool privileges for the violations of the Club rules and regulations.

(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 Special Meeting or Special Meeting called for that purpose (see

also, Article IX, Section 1) within the time stipulated, the Board may declare all rights be suspended until the final payment. Said 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 two (2) months after written notice, such Certificate may be declared null and void by the Board and the value realized upon the re-issuance of such Certificate after deducting all unpaid amounts and expenses shall be refunded.

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 accessible at all times at the Club.

(b) The Board shall fix the terms and conditions upon which guests of members may use the facilities of the Club.

(c) Any property of the Club willfully damaged by a member or participant of pool privileges shall be promptly paid for by the responsible party.

(d) The Club assumes no responsibility to any person for loss of or damage to any property which may be brought upon Club grounds by a member or the member's guest.

Section 9. Only the Certificate holder is extended the right to vote. The Certificate holder may be represented by his or her spouse or a fully authorized proxy. The proxy must be a member of the Club and must present their authorization in writing.

#### **ARTICLE IX – RESOURCES**

Section 1. (a) Charter Certificates of membership shall have a value of Three Hundred and Fifty Dollars (\$350.00) and shall not depreciate in value.

(b) All Certificates of membership issued after Charter Certificates but prior to 2007 shall have an initial value of Five Hundred Dollars (\$500.00) and shall depreciate in value at a rate of Fifty Dollars (\$50.00) per year from the year of purchase to a residual value of One Hundred Dollars (\$100.00).

(c) Certificates of membership issued after 2006 shall have an initial value of Five Hundred Dollars (\$500.00) and shall depreciate in value at a rate of One Hundred and Fifty Dollars (\$150.00) in the first year of membership, One Hundred Dollars (\$100.00) in the second year of membership, and Fifty Dollars (\$50.00) per year thereafter to a residual of One Hundred Dollars (\$100.00).

(d) Each member shall be given notice of the amount of the dues not less than thirty (30) days prior to the opening of the pool.

(e) No dues or part thereof shall be refunded in the event the Club is required to suspend its operations for any period.

(f) No assessments shall be made without approval of two-thirds of the attending voting membership at the General Membership Meeting or a Special Meeting.

Section 2. The Board shall have the authority to establish any other assessments and or fees as it deems necessary in accordance with Article IX, Section 1(e) and Article VIII, Section 7(c).

Section 3. The Board will require payment of a Fifty-Dollar (\$50.00) listing fee by all prospective members upon approval of said prospective member's membership by the Board.

Section 4. In the event of dissolution of the Club in any manner or for any cause, and in no other event, upon the effective date of dissolution of the Club, Certificates shall be a lien upon the proceeds of the sale of the property of the Club after the payment of all its just debts and obligations to the extent of the then value as fixed by the Bylaws, subject to the set-off of all debts, dues and obligations owed by the Club. After payment of all loans, outstanding upon the effective of dissolution of the Club, the surplus remaining shall be paid and distributed pro-rata among the then Certificate holders of the Club.

Section 5. The Board shall not dispose of any real property of the Club except with approval of a majority of those members present at a General Membership or Special Meeting.

#### **ARTICLE X – MEETINGS**

Section 1. (a) There shall be at least two (2) open meeting of the Club, referred to as a "General Membership Meetings," each year to be held in January or February, known as the Winter General Membership Meeting, and during the summer, known as the Summer General Membership Meeting, at such time and place as the Board shall determine.

(b) The Winter General Membership Meeting shall be for the approval of the budget, presenting Committee reports and for the transaction of such other business as may be required.

(c) The Summer General Membership Meeting shall be for presenting Committee reports and for the transaction of such other business as may be required.

Section 2. A Special Meeting of the Club may be called by the Board. Also, upon the written request of seventy (70) members 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 a General Membership Meeting shall be given by mail to the members at least fifteen (15) days prior there to.

(b) Special Meetings of the Club may be held on seven (7) days notice by mail to all members. The notice shall state the purpose for which the Special Meeting is called.

Section 4. No business other than that for which a Special Meeting has been called shall be transacted at such Special Meeting.

Section 5. Only members in good standing shall be entitled to vote at meetings of the Club. Those voters must be of legal voting age.

Section 6. Those members in good standing present in person or represented by proxy shall constitute valid representation of the membership at all meetings. Proxies must be filed with the Secretary prior to the opening of the meeting.

Section 7. When ever in these Bylaws notice to members is required, the mailing of such notice to the last known address of each member shall constitute notice.

Section 8. (a) The Board shall hold its first meeting following the General Membership Meeting of the Club as promptly as practicable.

(b) The Board must meet a minimum of four (4) times per year.

(c) Special Meetings of the Board may be called by the President or by the Secretary upon the request of three (3) Trustees.

(d) A quorum of the Board shall consist of five (5) Trustees.

#### **ARTICLE XI – EXCLUSIONS**

Section 1. The Club shall not engage in the sale of alcoholic beverages or other intoxicants. No person shall be allowed on the premises of the Club, nor permitted to use any of the facilities of the Club while in an intoxicated condition.

Section 2. The Club shall not be controlled by any other organization.

#### **ARTICLE XII – INDEMNIFICATION**

Section 1. The Board shall secure public liability, property damage and other forms of insurance as deemed necessary for the protection of the Club.

Section 2. The Board shall secure a Fidelity Bond on all Officers and Trustees entrusted with the handling of the Clubs funds to the extent of their authority.

Section 3. The Board shall secure liability insurance on behalf of all Officers and Trustees in the amount deemed appropriate.

Section 4. All contractors engaged by the Club shall have Workmen's Compensation, personal injury and property damage insurance, as applicable and in the amounts deemed necessary by law or by the Board and furnish satisfactory proof of same to the Board.

Section 5. The club shall indemnify any present or former Officer or Trustee of the Club who is made a party or is threatened to be made a party to any threatened, pending or

contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an Officer or Trustee of the Club, against any expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, which are actually and reasonable incurred, if such present or former Officer or Trustee acted in good faith and in a manner he or she reasonably believed to be in and not opposed to the best interests of the Club or its members, to the extent that the same is not prohibited by New Jersey law.

### **ARTICLE XIII – AMENDMENTS**

Section 1. The power to make, alter, amend, or repeal these Bylaws is vested in the Board. The affirmative vote of a majority of the actual number of Trustees shall be necessary to effect any alteration, amendment, or repeal of these Bylaws.

Section 2. (a) In the alternative, proposed amendments to these Bylaws may originate by a petition signed by twenty percent (20%) of the members and presented to the Board for consideration.

(b) Proposed amendments to the Bylaws submitted by petition for consideration, but not adopted, by the Board shall be presented at a General Membership Meeting or Special Meeting, as the case may be, for consideration by Club members; such proposed amendments shall be approved upon an affirmative vote of a majority of all members.

Section 3. Amended Bylaws shall be distributed to the general membership of the Club on, and posted on the Club's Internet site by, the Memorial Day weekend immediately following the date of amendment thereof.

Section 4. Bylaws must be reviewed *at least* every three (3) years.

### **ARTICLE XIV – MISCELLANEOUS**

Section 1. The fiscal year of the Club shall be the calendar year for recording purposes and tax purposes.

Section 2. Any questions as to the meaning of any of the provisions of these Bylaws shall be determined by the Board of Trustees.

Section 3. Throughout this document, when the masculine, feminine or neutral gender is used inappropriately, it shall mean the appropriate gender, and unless the content requires otherwise, the singular number shall include the plural, and vice-versa.

Section 4. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Club may adopt.

## **ARTICLE XV – ORGANIZATIONAL STATUS**

Section 1. The Club shall, at all times, be operated on a non-profit basis for the mutual benefit of its members. No dividends or other interests in the assets of the Club shall be paid by the Club to its members. No part of the earnings of the Club shall inure to the benefit of, or be distributed to, its members, Officers, Trustees, or any other private persons or corporations, except that the club shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments and distributions in full furtherance of the purposes and objectives set forth herein.

Section 2. No substantial part of the activities of the Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the club shall not participate in any political campaign on behalf of a candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or of these Bylaws, the Club shall refrain from engaging in any other activities not permitted of any tax-exempt organization under Section 501 of the Internal Revenue Code.