

# Old Orchard Swim Club – By Laws

## ARTICLE I

### Name

This Club is a non-profit Corporation organized and existing under the laws of the State of New Jersey and shall be known as the Old Orchard Swim Club.

## ARTICLE II

### Purpose

This Club is formed to Establish and maintain a private Club for the athletic, recreational, and social enjoyment of its members, and the Club shall construct, own, and operate a swimming pool and other recreational facilities for the exclusive use of its members and guests.

## ARTICLE III

### Management

**Section 1.** 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. Any questions as to the meaning or proper interpretation of any of the provisions of these By-Laws shall be determined by the Board of Trustees.

**Section 2.** The Club shall be managed by a Board of Trustees (hereinafter referred to as the Board) composed of 9 adult members in good standing and elected by the membership.

**Section 3.** The Board shall elect from among its members:

- (a) A President, a Vice-President, a Secretary, and a Treasurer to act as officers of the Club.
- (b) Each term of office shall be one year.

**Section 4.**

- (a) Any member of the Board who shall cease to be a member of the club shall thereby cease to be a member of the Board.
- (b) No member shall serve as a trustee for more than two consecutive terms, provided, however, that no term served prior to the first annual meeting shall be sued in determining said two consecutive terms.

**Section 5.** The Board of Trustees shall have the power to fill any vacancy occurring in said Board for any cause; provided, however, such persons appointed to fill said vacancies shall serve only until the next annual meeting. Should any member of the Board of Trustees absent himself from three consecutive monthly meetings of the Board of Trustees, without valid cause in the opinion of the Board of Trustees, his office may be declared vacant on vote of the majority of all the Board of Trustees.

## ARTICLE IV

### Trustees

**Section 1.** Consistent with these By-laws the board shall:

- (a) Transact all Club business and make and amend rules for the regulation of the use of Club property.
- (b) Elect members upon recommendation of Membership Committee. It may appoint and remove officers, clerks, agents, servants, or employees as it may deem necessary and may fix their duties. It shall determine the compensation of all employees.
- (c) Fix, impose, and remit penalties for violation of these By-Laws and Rules of the Club.
- (d) Constitute and appoint committees and define the powers and duties of the same consistent with Article VI of these By-Laws.

## Old Orchard Swim Club – By Laws

- (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 two officers 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 audited annually by auditors selected by the Board, who shall neither be Trustees nor officers of the Club, and the report of auditors shall be read at the annual meeting. Copies of these reports shall be available to any members on request.
- (g) Have the authority to authorize any repairs and maintenance
- (h) 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.
- (i) Have complete authority to transact all business not specifically delegated by the By-Laws and necessary for the welfare of the club.
- (j) Prepare the annual budget.

**Section 2.** Trustees shall serve without compensation.

**Section 3.** Nothing in these By-Laws shall be construed to permit the Board to borrow or pledge the credit of the Club in excess of \$10,000 without approval of two-thirds of the voting membership. This section shall not be effective until such time as the facilities will have been built and financing obtained thereon.

**Section 4.** Any member of the Board may be removed from office by a two-thirds vote of all the members, whether voting either in person or by proxy, at either the annual meeting or a special meeting called in accordance with these By-Laws.

### ARTICLE V 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 all the affairs of the Corporation.
- (c) Perform all other acts properly belonging to the office, including executive supervision of all activities of the Club and its employees.

**Section 2.** The Vice President shall assist the President and perform his functions in his absence.

**Section 3.**

- (a) The secretary shall attend to the giving and serving of all notices of the Club required by law, or these By-Laws, and attend to the correspondence pertaining to the office.
- (b) He 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 his 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. 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 be Chairman of the Finance Committee. He shall perform such other duties pertaining to his office as may be assigned by the Board.
- (b) At the annual meeting, the Treasurer shall make a financial report for the previous calendar year.

**Section 5.** All officers of the club shall serve without compensation.

**Section 6.** Any officer of the Club shall be authorized to co-sign checks.

# Old Orchard Swim Club – By Laws

## ARTICLE VI Committees

**Section 1.** The Standing Committees shall be:

- (a) Finance Committee
- (b) Operating Committee
- (c) Membership Committee
- (d) Planning Committee
- (e) Social Committee

**Section 2.** The Chairman of all standing committees shall be members of the Board of Trustees.

**Section 3.** The Finance Committee shall consist of a Chairman, who is the Treasurer, and not fewer than three (3) members in good standing and shall:

- (a) Prepare and submit to the Board, before January first 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 to the Board.

**Section 4.** The Operating Committee shall consist of a Chairman and not less than three (3) members in good standing, and shall:

- (a) Recommend, for employment to the Board of Trustees, 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 By-laws.
- (b) Make expenditures for normal operations as authorized in the annual budget.
- (c) 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.
- (d) Secure bacteriological examinations of the water in the swimming pools at appropriate intervals and post the reports on such examinations at the pool.
- (e) Take necessary steps to provide for the safe and proper maintenance and operation of the Club property, facilities and equipment.

**Section 5.** The membership Committee shall consist of a Chairman and at least three (3) members in good standing.

- (a) It shall be the duty of this committee to meet from time to time and in the case of vacancies in the membership of club, to accept applications for membership and to recommend applicants to the Board, on a priority basis determined by the date application is made to the club –e.g. the first applicant recommended by the Membership.

The Board shall vote upon each applicant recommended by the membership committee at it's first meeting after receiving such recommendations and shall confer membership only upon those applicants which shall be approved by at least 60% of the members of the Board present, provided, however that no approval be required for the transfer of the membership from one spouse to the other, and further provided that no person shall be denied membership because of his race, color, or religion.

- (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.

## Old Orchard Swim Club – By Laws

**Section 6.** The Planning Committee shall consist of a Chairman and at least three (3) members in good standing, and shall be responsible for:

- (a) Planning all major changes, additions and improvements to the Club property, facilities and equipment; and submitting plans, estimates and recommendations thereon to the Board, but no such submissions shall be binding on the Board.
- (b) Performing such other functions as may be assigned by the Board.

**Section 7.** In case of a tie vote in any Standing Committee, the vote cast by the Chairman of said Committee shall determine the resolution of the issue.

**Section 8.**

- (a) There shall also be temporary Committee for nominations. This Nominating Committee shall 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 term of office shall not expire at the ensuing annual meeting of the Club. One of these Trustees shall be appointed Chairman by the President. Vacancies shall be filled by the Board.
- (b) The Nominating Committee shall nominate candidates to fill vacancies in the Board to be filled at the next annual meeting, and shall nominate candidates for terms that are about to expire, and shall report such nominations to the Secretary on or before January 1<sup>st</sup>.
- (c) Independent nominations of candidates for election may also be made by members from the floor at the annual meeting.

**Section 9.** The President shall appoint such other temporary Committees as the Board may deem necessary.

### ARTICLE VII

#### Members

**Section 1.** Membership in the Club shall be limited to persons approved by the Board and shall be further limited to a maximum of 300 certificate holders, provided that the sale of certificates shall be discontinued upon the 250<sup>th</sup> member joining the Club. Within 30 days of the 250th member joining, the General Membership Meeting shall be held at which time the Members shall determine what the Maximum number of Members shall be. The vote required to establish Maximum Membership shall be the Vote required to amend these By-Laws.

**Section 2.** All holders of Certificates of Membership of the Club are members. No more than one resident of any house shall hold a Membership Certificate. Each Club member shall be allowed to determine who in his family will be defined as “a member of the household” for purposes of dues assessment. Any person so designated must be a permanent resident in the member’s home; and any person not so defined shall not be permitted access to the Club or any of the activities.

**Section 3.** The family unit of a member, as hereinafter defined 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) All persons permanently residing in a members’ home.

**Section 5.**

- (a) Membership shall be conferred in accordance with Article VI.
- (b) Certificate holders, subject to these By-Laws, may transfer the same by sale, gift, or by will, to his or her issue, 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.

## Old Orchard Swim Club – By Laws

- (c) In the event that 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 interests 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) When a member withdraws, there shall be no refund of the current year dues and all indebtedness of the member to the Club shall be deducted from the refund on his certificate. Certificates will be redeemed when the first new member joins, or at the end of one year, when a member moves from the development served by the Club. When a member withdraws for any reason other than moving from the developments, his certificate will be redeemed when the first new member joins after the maximum membership is reached, or at the end of one year.
- (e) A charter membership is defined as a membership certificate paid in full by the member by the first annual meeting; provided, however, that any person who enters into an obligation to make monthly payments in a sum to be determined by the Board and who makes said payments on time shall be included within the definition of a charter membership notwithstanding that any payments pursuant to said obligation fall due after the first annual meeting; and further provided that any person who moves into the immediate Community as defined in Article VII, Section 7(b) shall be included in the definition of a charter membership provided that such person shall make payment in full within thirty (30) days after being contacted by a member of the Membership Committee, provided that no charter memberships shall be sold after February 28, 1967.
- (f) When a charter member sells his house, the new owner will have first priority on the vacancy created by the member turning in his certificate, as provided in Article VII, section 5(b), regardless of the waiting list, provided the new owner is acceptable to the Membership Committee and the Board, and providing the new owner exercises his option within ninety (90) days of the surrender of the certificate by the former member, to include consideration for any Charter Member surrendering his membership since June 1977 through December 31, 1977 providing that such transfer be executed by May 1, 1978.

### Section 6.

- (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 Operations Committee, or to a responsible employee of the Club, the power to suspend pool privileges for the violation of Club rules and regulation provided such suspension does not exceed three days. A written report of such suspension containing reasons therefore, 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 approved pursuant to these By-Laws within the time stipulated, the Board may declare all rights and privileges of such certificate holder in and to the use of the Club facilities to be suspended until the 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.

# Old Orchard Swim Club – By Laws

## Section 7.

- (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, by rule, fix the terms and conditions upon which guests of members may use the facilities of the Club. Provided, however, that no guest privileges shall be allowed to anyone dwelling in a home in the immediate community, which shall be hereinafter defined as the developments of Old Orchard, Candlewyck, Cherry Downs, Highgate, Highgate Woods, Cherry Orchard, Holiday Estates, Surrey East, Woodstream, Point of Woods, and such other developments as the Board may designate that are within the confines of Marlton Pike (Route 70), Cropwell Road, Kresson Road and Springdale Road.
- (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.

**Section 8.** Only the certificate holder is extended the right to vote. He may be represented by his spouse or a fully authorized proxy. This proxy must be a member of the Club and must present his authorization in writing.

## ARTICLE VIII Resources

### Section 1.

- (a) The charter certificates of membership shall be sold to members for the sum of \$300 and the redemption value thereof shall be \$300, except that those Charter Memberships sold prior to the first annual meeting for the sum of \$285., shall be redeemed for \$285.
- (b) Prior to March 31, 1967, Non Charter certificates shall be sold to the members for the sum of \$350. and the redemption value thereof shall be \$250. On or after April 1, 1967, Non Charter certificates will be sold to members for the sum of \$375, and the redemption value thereof shall be \$275.
- (c) The cost and value of all membership certificates held in the Old Orchard Swim Club are increased by fifty (50) dollars effective April 1, 1979. This fifty (50) dollar increase will apply to all current and all future certificate holders of the Club.

### Section 2.

- (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, but dues shall be based on the number of persons within the family unit and this basis shall not be changed.
- (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) Except for the first season of operation, 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.
- (d) No dues nor part thereof shall be refunded in the event that the Club is required to suspend its operations for any period.
- (e) No assessments shall be made without approval of two-thirds of the voting membership present over and above the annual dues.

**Section 3.** 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 these By-Laws, subject to the setoff of all debts and dues and obligations owed

# Old Orchard Swim Club – By Laws

by the Club. After payment of the loans, outstanding upon the effective date of dissolution of the Club, the surplus remaining shall be paid and distributed prorata among the then certificate holders of the Club.

**Section 4.** The Corporation shall not dispose of any real property except with approval of a majority of the membership.

## ARTICLE IX Meetings

**Section 1.** A general membership meeting shall be held in November at such time and place as the Board shall determine for the purpose of electing trustees, presentation of the Treasurers report for the previous fiscal year, presentation of committee reports and transaction of such other business as may be required. In addition, a general membership meeting shall be held in April of each year for the purpose of approving the operating budget, approving of the dues, adopting of rules and regulations, and the transacting 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 thirty-five (35) members to the Secretary, stating the purpose therefore, a special meeting shall be called by the Secretary within thirty (30) days. For the purpose of this provision there may be one single written request signed by thirty-five (35) members.

**Section 3.**

(a) Notice of the annual meeting shall be given by mail 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 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, only one vote may be cast for each certificate held.

**Section 5.** Thirty (30) 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 before the opening of a meeting.

**Section 6.** Whenever in these By-Laws notice to members is required, the mailing 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 practicable.

(b) The Board may, by resolution, establish from time to time a schedule of its meetings and rules for the conduct thereof, providing it meets a minimum of once quarterly.

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

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

**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 X 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 and until their successors shall have been chosen.

# Old Orchard Swim Club – By Laws

**Section 2.** Except at the first regular meeting of the members, there shall be elected nine (9) trustees of whom three shall serve a term of one year, three a term of two years and three a term of three years.

**Section 3.**

- (a) The Board of Trustees, by resolution, shall determine the method by which officers are elected from among their membership.
- (b) The Board shall elect officers at its first meeting after the annual meeting of the Club.

**Section 4.** The method of voting shall be by ballot. The ballots shall be counted immediately.

## ARTICLE XI

### Fundamental Exclusions

**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. 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.

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

## ARTICLE XII

### Insurance

**Section 1.** Liability insurance policies and all other necessary insurance policies shall be secured for the Club by the Board.

**Section 2.** The officers and Trustees of the Club shall be listed as additional insured on all liability insurance policies of the Club.

**Section 3.**

- (a) Each person who acts as a Trustee or officer of the Club shall be indemnified by the Club against expenses actually and 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 shall be 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 gross negligence or willful misconduct in the performance of his duties.
- (b) The right of indemnification provided herein shall insure to each Trustee and officer referred to in Section 3 (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 XIII

### Amendments

**Section 1.** These By-Laws may be amended by a referendum secret ballot. Approval shall require an affirmative vote of at least two-thirds of the votes cast, provided that the two-thirds represents at least one-half of the total number of **current year fully paid members prior to May 1**, except that at the first annual meeting these By-Laws may be amended by a majority of the members present.

**Section 2.** Amendments may originate with the Board or by a petition signed by twenty (20) percent of the members provided, however, that this Section shall not apply to the first annual meeting.