

THE SPRINGFIELD SWIM CLUB, INC.
THE CONSTITUTION
THE BY LAWS

REVISED: 1981
OCTOBER 1982
JULY 1986
NOVEMBER 1995

* - Modified 1981
Y - Modified 1981
A - Modified 1986

SPRINGFIELD SWIM CLUB, INC.
340 N. ROLLING RD.
SPRINGFIELD, DELAWARE COUNTY, PENNSYLVANIA 19064

CONSTITUTION

ARTICLE I: Name and Purpose

Sec. 1: The name of this organization shall be the Springfield Swim Club, Incorporated ('Club')

Sec. 2: This club is organized under the laws of the Commonwealth of Pennsylvania as a Non-profit organization to promote, finance, lease own, operate and maintain recreational and educational facilities, including a swimming pool, together with such incidental objects as are appropriate to the conduct of its activities, for the exclusive use of its members and their families.

ARTICLE II: Membership

Sec. 1: Eligibility for membership in the Club shall be limited to residents of Springfield Township, Delaware County, Pennsylvania, residing in one household.*

Sec. 2: Admission to membership will be majority approval by the Board of Governors. The initial application shall be processed as described in the By Laws, but the decision or recommendation taken thereby shall not be binding on the Board of Governors.

Sec. 3: Minors shall be admitted to membership, providing they register in the name of a responsible adult, principally their parent, guardian, or their supervisor.

Sec. 4: The Corporation, by its Board of Governors, may revoke the membership of any Person who fails to comply with the lawful and reasonable rules, regulations, and requirements enacted by the Board of Governors for the government of the Club, as provided in the By Laws, or having the legal effect thereof.

ARTICLE III: Shares

Sec. 1: The Club is authorized to issue and sell not more than 800 shares in the Corporation

Sec. 2: The maximum number of shares may be fixed at any amount up to 800 by a 2/3 vote of a quorum at an Annual Meeting or at a duly organized meeting, provided that a notice of such vote is given to all shareholders of record in writing at least

five (5) days preceding the meeting, such proposal having previously been approved by the board of governors.

Sec. 3: The par value of each share shall be Two Hundred Dollars (\$200.00)

Sec. 4: The shares of this Club shall be non-transferable (except as provided in this Article, Sections 8 and 11*) non-assessable, non-negotiable, non-profit sharing, non-interest bearing, and shall not represent an obligation of the Club except as Provided in this Article, Sections 8 and 10, or the case of dissolution of the Club under Article V.

Sec. 5: Ownership of a share of the Club entitles the owner to admission to Club property and the use of Club facilities or privileges, provided that the owner is in good standing in accordance with this Constitution and By-laws.

Sec. 6: The stated* price at which shares shall be offered for sale or purchased by the Corporation shall in no event be less than par, and shall be fixed from time to time by resolution of the Board of Governors.

Sec. 7: There shall be issued for each fully-paid share a numbered certificate. Only one Share will be issued per household.

Sec. 8: No shares may be sold by shareholders, except by first offering them to the Corporation. The Corporation shall have the exclusive option to purchase any membership shares offered for sale, within a period of six months from the time it is offered, as provided in Section 6: and shall purchase on the same terms any shares that may be recalled by the Board of Governors.

Sec. 9: The Corporation, by its Board of Governors, may recall the share certificate of any person who fails to comply with the lawful and reasonable rules, regulations, and requirements enacted by the Board of Governors for the government of the Club, as provided by the By-Laws, or having the legal effect thereof.

Sec. 10: Shares passing by will or intestacy shall be transferable on the stock transfer book to legatees or lawful heirs, provided that such legatees or heirs desire, and are first elected to membership in the Club, as provided by Article II or further specified in the By-Laws. Should the legatees or lawful heirs not desire or not be eligible for membership, the share shall be purchased as specified in Section 8.

*Sec. 11: Shares may be transferred to another eligible family member, i.e. parent, son, or daughter, with the approval of the Board of Governors.

*Sec. 12: In the event of dissolution of a household the share will be recalled for redemption by the Board. The value of the share will be disbursed in accordance with any court order or shall be pro-rated between named shareholders.

Article IV: Voting Rights of Shareholders

Sec. 1: Each fully-paid share shall be entitled to vote at any duly organized meeting of the Club.

Sec. 2: There may be voting by proxy. Those entitled to vote shall cast their votes in person or by mail as stated in the call or notice of the meeting.

Sec. 3: A quorum for the conduct of business at a duly organized meeting shall be 50 shares of record.

Article V: Dissolution of the Corporation

Sec. 1: In the event of dissolution or liquidation of this Corporation, after payment of all liabilities, the assets of the Corporation shall be disposed of as follows:

1. The shareholders of record at the time of dissolution shall share pro-rata up to the stated price of a share, and all share certificates shall be assigned to the Corporation and cancelled.
2. Assets remaining after retirement of shares shall be given to such community organizations, charities, and projects as the Board of Governors shall determine by resolution.

Article VI: Government

Sec. 1:^{YA} The Club shall be managed by a Board of Governors, twelve (12) in number.

Sec. 2: Only shareholders shall be eligible to serve as Governors.

Sec. 3:^AAt each Annual Meeting, four (4) Governors shall be elected for a term of three years. A Governor may be elected, as necessary, for terms lesser than three (3) years to fill terms which have been vacated.

Sec. 4:^ANo Governor elected for a three-year term may be re-elected as a Governor until a lapse of one (1) year following this term.

Sec. 5: (a) Nominations for office of Governor shall be made by the Nominating Committee. The notices for Annual Meetings shall list the nominees for Board of Governors, indicating who are the incumbents.

- (b) Nominations for the office of Governor may also be made by a petition signed by at least ten (10) shareholders entitled to vote and mailed to the Secretary not less than twenty (20) days before the Annual Meeting.

Sec. 6: (a) Any member of the Board of Governors may be removed from office by a

two thirds majority vote of the Board of Governors, after ten (10) days notice to the Governor concerned to attend a hearing before the Board.

- (b) Any member of the Board of Governors who misses three (3) consecutive Board meetings is automatically removed from the Board at the third missed meeting by failure to attend unless a 2/3 majority of those present at that meeting approves their continuance. The Secretary/Treasurer, shall be responsible for checking attendance of all Board members.

Article VI: Government (revised version of Article VI)^A

Sec. 1:^AThe Club shall be managed by a Board of Governors, fifteen (15) in number.

Sec. 2: Only shareholders shall be eligible to server as Governors.

Sec. 3:^AAt each Annual Meeting, three (3) Governors shall be elected for a term of four (4) years. A Governor may be elected, as necessary, for terms lesser than four (4) years to fill terms which have been vacated.

Sec. 4:^ANo Governor elected for a four-year term may be re-elected as a Governor until a lapse of one (1) year following this term.

Sec. 5: (a) Nominations for office of Governor shall be made by the Nominating Committee. The notices for Annual Meetings shall list the nominees for Board of Governors, indicating who are the incumbents.

- (b) Nominations for the office of Governor may also be made by a petition signed by at least ten (10) shareholders entitled to vote and mailed to the Secretary not less than twenty (20) days before the Annual Meeting.

Sec. 6: (a) Any member of the Board of Governors may be removed from office by a two thirds majority vote of the Board of Governors, after ten (10) days notice to the Governor concerned to attend a hearing before the Board.

- (c) Any member of the Board of Governors who misses three (3) consecutive Board meetings is automatically removed from the Board at the third missed meeting by failure to attend unless a 2/3 majority of those present at that meeting approves their continuance. The Secretary/Treasurer shall be responsible for checking attendance of all Board members.

Sec. 7: The Board of Governors shall:

- (a) Transact all Club business, make and amend rules for the regulation and use of the Club property, and make and amend the By-Laws of the Corporation. It may appoint and remove such officers, clerks, agents,

servants, or employees as it may deem necessary and fix their duties and compensation.

They may pledge the assets of the Corporation for not more than one year for not exceeding \$3,000, except as specifically provided by a vote of a majority of shares at a duly organized meeting.

- (b) Elect members.
- (c) Fix impose and remit penalties for violations of this Constitution and the By-Laws and Rules of the Club.
- (d) Elect from the Board of Governors a President, and a Secretary/Treasurer, both of whom shall serve without compensation.
- (e) Constitute and appoint committees and fix their duties
- (f) Secure the fidelity of its financial officers, or their assistants or servants, in amounts consistent with their responsibility.
- (g) Fix the stated price of the shares of the Corporation annually at the January meeting of the Board of Governors. The stated (market) price of the shares must not be less than par (\$200.00).
- (h) Fill any vacancy in the Board of Governors, to serve until the next Annual Meeting.
- (i) Fix the fees and dues for Club facilities, and the date for their payment.
- (j) Obtain annually an audit of the books of the corporation, by a Committee on Audit, none of whose members shall be a Governor or hold any financial office or duty in the Club.
- (k) Cause the funds of the Club to be deposited in a Bank, to purchase bank certificates or purchase bonds when practical, and permit withdrawal of such funds only on countersignature of the Secretary/Treasurer or Assistant Treasurer.
- (l) Do or cause to be done all other things necessary for the operation and maintenance of the Club.
- (m) The Board of Governors shall select a convenient time and place for an Annual Meeting of the shareholders to be held subsequent to the close of the swimming season in one year and prior to the opening of the swimming season in the next succeeding calendar year.

Article VII: Charter and Zoning Provisions

Sec. 1: No intoxicating liquors shall be permitted on the premises.

Article VIII: Amendment

Sec. 1: Amendments to this Constitution or any Article thereof may be initiated by petition to the Board of Governors signed by twenty-five (25) shareholders and may be adopted at any duly organized meeting of shareholders, by a two-thirds (2/3) vote of a quorum provided that the proposed amendments have been given in writing to all shareholders at least ten (10) days before such meeting. In the event a quorum is not present, the Board of Governors may request a vote by mail ballot.