

**BY-LAWS
THE COUNTRY POOL CLUB**

ARTICLE I - OFFICES

Sec. 1. **LOCATION:** The club may have offices at such places as may, from time to time, be determined by the Board, herein after known as the Board.

ARTICLE II - MEMBERSHIP

Sec. 1. **CLASSIFICATIONS:** There shall be three (5) classes of membership, as Follows: Family, Couple, Single, Alumni and Brevets.

FAMILY: A Family Membership shall entitle a man, or a woman, his or her wife or husband, or a widow or widower, and all their unmarried children, to use all Club facilities pursuant to rules established by the Board. Privileges shall be extended to other resident members of the household of said member, and to guests of a member upon payment of additional fees, in accordance with rules established by the Board.

SINGLE: A Single Membership shall entitle a single or unmarried person, of not less than twenty-one (21) years of age and without children, to use all Club facilities pursuant to rules established by the Board. Privileges shall be extended to other resident members of the household of said member, related by blood to said member, and to guests of such member, upon payment of additional fees in accordance with rules established by the Board.

COUPLE: A Couple Membership shall entitle a married or unmarried couple, living together with the same address and without children, to use all Club facilities pursuant to rules established by the Board. Privileges shall be extended to other resident members of the household of said member, related by blood to said member, and to guests of such member, upon payment of additional fees in accordance with rules established by the Board.

ALUMNI: Any member or former member over fifty (50) years of age (husband and wife of surviving spouse), who has been a shareholder for a minimum of ten (10) years, is eligible for Alumni Membership, subject to the Board granting same, upon application being made. He-She-They must sell his-her-their share in accordance with Article III and any applicable rules, and shall forfeit voting privileges, but shall retain guest privileges. This membership shall not be available to any member whose children are under eighteen (18) years of age and are residents of the members'

household. The Board shall have the authority, but not the obligation, to grant Alumni Membership, upon application by a member requesting same and meeting these requirements. The Board shall have the authority to limit the number of Alumni Memberships available. An annual fee will be expressed in a percentage figure of the basic annual dues, established for the Family Membership, as suggested by the Budget Committee and approved by the Board, except those persons, who on this date, would qualify for Alumni Membership under the former by-laws.

BREVETS: Application may be made to the Board, with sponsorship requirements for Brevety Status by a family contemplating purchase of a share in the Corporation and upon approval of same by the Board, which shall have the authority to limit the number of Brevety Memberships, and the payment in full of any annual fee suggested by the Budget Committee and approved by the Board, same to be expressed in a percentage figure of the basic annual dues established for the Family Membership, but cannot be less than a Shareholder's Membership fee, which may be pro-rated. Such family shall be entitled, for one swimming season only, to all the privileges of the Club, excluding issuance of any admittance key to the Club facilities. A Shareholder must be present when a Brevety Member is at the pool when a lifeguard is not on duty.

Sec .2. **NUMBER:** Members shall be limited to one hundred (100) families, except that the Board, at its discretion, may increase the number of memberships to one hundred and twenty five (125) families.

Sec. 3. **QUALIFICATIONS:** A non-refundable and non-applicable fee shall accompany all applications (the amount of said fee to be determined by the Board). All applicants for membership shall be endorsed in writing, on the application, by one (1) adult members not of the same household, and presented to the Corresponding Secretary of the Board, who shall mail to all members the h name, and members of his or her household who shall be eligible to use the pool, and their respective ages. All applicants shall be approved by a two-thirds vote of the entire Board, after ten (10) days, but not more than fifteen (15) days, of the mailing. Membership shall be limited to those holding a share in the Corporation.

The children of members who become ineligible for membership, by reason of leaving the family unit, shall have absolute priority for a period of one (1) year, for membership on the waiting list, in order of their making application for membership with the Corresponding Secretary, provided this option is exercised with a one (1) year period.

Sec. 4. **DEATH OF MEMBER:** Upon the death of a husband or wife, the membership shall continue in the name of the surviving spouse, and if the share is outstanding in the name of a single person, it shall be recalled, and a new one issued in its place, in the name of his or her unmarried children who were residents of the decedent's

household. If there are no unmarried children who are eligible for membership, then the original contribution of the share will be refunded to the estate of the decedent.

Sec. 5. **TERMINATION OF MEMBERSHIP:**

(a) The Board, by a two-thirds vote of the entire Board, after a hearing conducted by them, based upon written charges prepared by the Secretary of the Board stating the time, date, and other particulars of the rules, regulations, and requirements violated, may terminate or temporarily suspend the membership of any member who fails to comply with the rules, regulations, and requirements duly enacted by this Corporation or said Board, or has otherwise so conducted himself or herself as to cause for such termination or temporary suspension.

(b) Any unpaid dues, charges, or fees, due the Club, by a Shareholder or the unmarried children who are residents of a Shareholder's household, shall be a lien against the share of the member. When the unpaid dues, charges, or fees equal or exceed the value of the original contribution for such share, the Board shall terminate such Shareholder's Membership after giving the Shareholder written notice of termination, of at least ten (10) days before the date termination is to be effective. The notice shall be given to the Shareholder by mailing such Notice of Termination to the Shareholder's address, as shown on the Secretary's latest membership records. Such termination shall invalidate the subject share and render it without redemption value or availability for transfer by the Shareholder, and the Club may issue and sell a new share, in place of same, to such persons as may be approved for membership, at such price as may be fixed for other shares to be redeemed or sold. (For the people that owe us membership dues, if any do we sent them written notice, is there a paper trail, if not we should do this)

ARTICLE III - SHAREHOLDERS

Sec. 1. **SALE:** Shares shall be sold only to such persons as may be approved for membership and at such price as may be fixed, from time to time, by the Board. No more than one share shall be sold to any one person. Share shall be issued, in all cases, jointly in the name of husband and wife, and only in the name of one person when he or she is not married.

Sec. 2. **TRANSFER:** No shares shall be transferred, except to this Corporation, except as otherwise provided in the By-Laws.

Sec. 2. **OPTIONAL REDEMPTION:** Upon termination of any membership, this Corporation shall have the first option to redeem the share owned by such person whose membership is terminated, at the original contribution for such share, but shall not

be obligated to redeem the same unless there is an approved applicant to whom said share may be sold by the Corporation. Any membership terminated after written charges, in accordance with Article II, Sec. 5, shall not obligate this Corporation to redeem the share, even though there is an approved applicant to whom said share may be sold.

Sec. 4. **TRANSITORY REDEMPTION:** Redemption by the Club of a Shareholder's Membership Share, on the occasion of the Shareholder recruiting and sponsoring, by signature upon an Application of Membership, a prospective purchase of same, such sale, and transfer of such, shall be permitted as an accommodation of their respective shares, by the Club, provided the prospective purchaser has made a written application to the Corporation, for membership signed by said Shareholder, as primary sponsor thereon, and has received the approval of the Board for sale of shares to the Club at the time of his/her/their approval to the Club Membership by the Board. The sale price so paid to the Club shall thereupon be paid over to the redeeming Shareholder, for such share, less any sum authorized to be held by the Club, pursuant to the By-Laws.

Sec. 5. **VOTING:**

(a) Each fully paid share, as evidenced by the records of the Club in advance of any regular or special meeting of Shareholders, shall be entitled to one (1) vote at such meetings or by mailed/electronic ballot, provided the share has not been invalidated by the non-payment of dues, charges, or fees due to the Corporation, and the Shareholder is not delinquent in the payment to the Corporation of any dues, charges, or fees on the date a vote is taken.

(b) Shares held jointly may be voted only once and if the joint owners disagree as to the vote, it shall not be voted.

(c) There shall be no voting by proxy, at held meetings, but in the event a joint Shareholder is not present, his or her spouse who is present, may vote the jointly held share.

(d) Stricken from the By-Laws, April, 1967.

(e) The Secretary shall, with the notice of a fall meeting or mailed ballot, enclose a list of nominations made by the Nominating Committee. Nominations may be made from the floor at a meeting, or written in on the mailed ballot, if elections are to be conducted by mail. The election of Officers to be elected shall take place at the fall meeting or by mailed ballot, as the case may be

(f) All business conducted at duly constituted meetings of the Board, Shareholders, and Nominating Committee shall be by a majority vote of those present, except as provided otherwise herein.

ARTICLE IV - MEETINGS OF SHAREHOLDERS

Sec. 1. **ANNUAL MEETINGS:** The annual meeting of Shareholders shall be held, time and location will be designated by letter. The Board may call additional Shareholder meetings throughout the year if a need presents itself. Time and location to be designated by the board. The nominations for election to all elected offices shall be received at the annual meeting.

Sec. 2. **MEETINGS:** Special meetings of the Shareholders may be called by the President of the Board, or by written request of twelve (12) Shareholders.

Sec. 3. **PLACE:** Meetings shall be held at such place as may be designated in the call for the meeting.

Sec. 4. **NOTICE:** Written notice of every meeting, except the summer meeting, shall be given to each Shareholder of record entitled to vote, at least five (5) days prior to the date of meeting, by mailing the notice to the Shareholder's address or email shown on the Secretary's latest membership records. Notice of the summer meeting shall be given by posting of a written memorandum upon the Club premises, two (2) weeks prior to the date of such meeting.

Sec. 5. **QUORUM:** A quorum, at any meeting of Shareholders, shall consist of fourteen (14) Shareholders, not including a spouse, but a lesser number may adjourn a meeting to a later date, for not more than one (1) month. If fourteen Shareholders are not present for two consecutive meetings, then the Board may take executive action.

ARTICLE V - TRUSTEES

Sec. 1. **TERM AND ELECTION:** The Board shall consist of eight (8) members, who shall serve for a term of three (3) years each, and the President, who shall be a member of the Board by virtue of his office. The immediate Past President shall be an ex-officio member of the Board. Any Shareholder (or his or her spouse), who is a member in good standing, shall be eligible for election as Trustee. The Trustees will permit the Recording Secretary, Corresponding Secretary, and Treasurer to take part in and vote at Board Meetings, by voting on such matters upon organizing at, or following each annual meeting in October.

Sec. 2. **NOMINATIONS:** Nominations for the office of Trustees shall be made by the Nominating Committee, as hereinafter provided, but nominations to all offices may be opened to the floor.

Sec. 3. **MEETINGS:** The Board shall meet at such time and place as they shall deem necessary, upon written notice to each of the Trustees. The President, or in his

absence, either Vice President, may call any meeting of the Trustees and shall preside at all meetings of the Trustees. A majority of the Trustees in office shall constitute a quorum for all business, except as provided otherwise herein.

Sec. 4. **VACANCIES:** Vacancies on the Board shall be filled by vote of a majority of the remaining Trustees, to serve until the next October meeting.

Sec. 5. **POWERS AND DUTIES:** The Board shall have full power and authority to manage and control the regular business affairs of the Club. It shall adopt rules and regulations for the operation of the Club, and all of its facilities, and shall establish the annual dues and other fees to be paid. It shall formulate and present to the Shareholders, at the October meeting, a budget for the succeeding calendar year, for approval by the Shareholders. The management and control of the Club, such as property, contracting any debt or liability in the name of the Club, and the making of any capital improvements, shall be first approved by the Shareholders, at the duly constituted meeting.

Sec. 6. **LIMITATION:** Stricken from the By-Laws, October 11, 1984.

ARTICLE VI - OFFICERS

Sec. 1. **OFFICERS:** The Officers of the Corporation shall be a President, who shall be elected by the Shareholders from the list of present or past Trustees or Officers in good standing, to serve for a term of one year, a First Vice-President and a Second Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer, who shall be elected by the Board at its first meeting after the October election meeting of the Shareholders, to serve for a term of one (1) year. Any Shareholder (or his or her spouse), who is a member in good standing, shall be eligible to any of the said offices.

Sec. 2. **NOMINATIONS:** Nominations for President shall be made by the Nominating Committee, as hereinafter provided; but, nominations to all offices may be opened to the floor.

Sec. 3. **VACANCIES:** The Board shall have the power to fill any vacancies in any office, and Officers appointed will serve until their successors are elected and have qualified in accordance with these By-Laws.

Sec. 4. **LIMITATIONS:** No Officer shall succeed himself in office for more than three (3) consecutive terms.

ARTICLE VI – OFFICERS

PRESIDENT: The President shall oversee all functions of the pool and the Board of Trustees.

VICE-PRESIDENT: The Vice-President shall assist the President, and perform his functions in their absence.

RECORDING SECRETARY: The Recording Secretary shall keep minutes of all meetings; keep membership records concerning applications, termination of membership; issue stock certificates; keep the Corporate Seal; attest signatures of Corporate Officers when needed; receive applications from the Corresponding Secretary for recording and filing; notify new Trustees of election; and notify Trustees of Trustees' meetings.

CORRESPONDING SECRETARY: The Corresponding Secretary shall receive and conduct all correspondence; issue and mail new applications; issue notices of acceptance; forward accepted applications and terminated stock to the Recording Secretary; notify members of all meetings and/or programs; maintain membership mailing lists; prepare and mail ballots; prepare notices of changes in By-Laws.

TREASURER: The Treasurer shall make and keep records of all financial transactions of the Club; be responsible for the receipt of all monies due the Club and deposit the same in bank accounts or other places of deposit approved by the Board, paying any service charges on such accounts as he may think proper; keep appropriate records showing the names and addresses of the holders of shares of stock in the Corporation, together with a complete record of payments in full, or on account there, and the serial number and date of certificate issued; and with the President, sign all checks and make all disbursements; and perform such other functions as may be appropriate to this office, or required by the Board.

ARTICLE VII - COMMITTEES

Sec. 1. **NOMINATING COMMITTEE:** The Nominating Committee shall consist of vice members who shall serve for a term of two (2) year and who shall not be a member of the Board. The Nominating Committee shall be appointed at the October meeting of the Shareholders in each year.

CHAIRMAN: The President shall appoint one of the members of the Nominating Committee as Chairman.

DUTIES: The Nominating Committee shall make nominations for President and the Board, to be elected at the October meeting in each year. Other nominations may be made by any member from the floor, at such October meeting. The

list of nominations shall be made and forwarded to the Secretary, in sufficient time prior to the October meeting, so as to be enclosed with the notice of such meeting.

Sec. 2. **BUDGET AND OTHER COMMITTEES:** There shall be a Budget Committee, whose membership must be Shareholders, and such other committees as the President may appoint from among Shareholder members, or their unmarried children, or other persons who are residents of the household of a Shareholder member.

ARTICLE VIII - SEAL

Sec. 1. The Seal of the Club shall be as follows:
No Seal has been adopted.

ARTICLE IX - BILLS, NOTES, ETC.

Sec. 1. **HOW MADE:** All bills payable, notes, checks, or other negotiable instruments of the Club shall be made in the name of the Club, and may be signed by such Officer or Officers as may be authorized by resolution of the Board. No Officer or agent of the Club, either singly or jointly with another, shall have the power to make any bill payable, note, check, draft, or warrant, or other negotiable instrument, or endorse the same in the name of the Club, or contract or cause to be contracted in any debt or liability in the name of, or in behalf of the Club, except as herein expressly prescribed or provided.

ARTICLE X - MISCELLANEOUS

Sec. 1. **RULES:** The Board shall make regulations governing the grant and exercise of guest privileges, including fees, number of guests, frequency of admission, geographical limitation, and other such regulations, as they shall deem appropriate.

Sec. 2. **ADMISSION:** No guest shall be admitted to the Club grounds nor be permitted to use the Club facilities, except in accordance with such rules and when accompanied by a member in good standing.

Sec. 3. **SANDWICHES AND SNACKS:** The Board may, at its discretion, adopt rules and regulations allowing facilities for sandwiches and snacks to be served and consumed on the premises, provided that any profits from the sale thereof shall be for the sole benefit of the Club.

Sec. 4. **CONTROL BY OTHERS:** This Club shall not be controlled by, or under common control with any other organization.

ARTICLE XI - AUDIT

Sec. 1. At the conclusion of each calendar year, but not later than the last day of February, the financial records of the Corporation shall be audited by an Auditing Committee of three (3) members, from the Shareholders in good standing, appointed by the President.

ARTICLE XII - AMENDMENTS

Sec. 1. These By-Laws may be amended by a two-thirds vote of the valid and issued shares owned by Shareholders on the date such vote is held and who are not delinquent in the payment to the Corporation of any dues, charges, or fees on such date, and which Shareholders are present at a duly organized meeting, provided that notice of the proposed amendment is given to each member with the notice required for such meeting. The Board authorizes the use of mail-in or electronic ballots if quorum can not be obtained at a two consecutive, duly organized meeting.