Aronimink Swim Club

By-Laws

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BY-LAWS OF ARONIMINK SWIM CLUB

ARTICLE I
NAME AND SEAL

SECTION 1. The name of this corporation shall be Aronimink Swim Club.

SECTION 2. The corporate seal of this corporation shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

ARTICLE II
PURPOSES

SECTION 1. The purposes for which this corporation functions are:

(1) To lease, own and operate safely and efficiently swimming pools, tennis courts, associated equipment and other recreational facilities.

(2) To create wider circles of acquaintance and friendship among the residents of the community.

(3) To maintain a club for social enjoyments of a strictly moral and legal character.

ARTICLE III
MEMBERSHIP

SECTION 1. The membership of this corporation shall consist of two classes, as follows:

(1) Active Members

(2) Associate Members

SECTION 2. Active Members shall be those who hold one fully paid share of stock of the corporation. The number of Active Members shall be limited to 1,000 and only Active Members shall be entitled to voting rights and to hold office.

SECTION 3. Associate Members shall be those who have paid for a share of stock of the corporation and are on the waiting list to receive their share. The numbers of Associate Members shall be determined from time to time by the Board of Directors.

SECTION 4. Associate Members shall have no voting rights at the meetings of the membership and are ineligible to serve as a Director or Officer of the corporation.

SECTION 5. A membership shall include husband, wife and children, or life partners (as defined by the Board of Directors) and children, whose permanent residence is in the same dwelling, regardless of who, in the group, is the actual member. However, the Board of Directors may, in specific instances, include in the membership others than the above whose residence is in the same dwelling, but a special guest card must be purchased for each person.

SECTION 6. The Board of Directors shall have the right to deny the use of the facilities of the corporation and the privileges thereof to any person(s) whose conduct is considered to be disorderedly, destructive or prejudicial to the efficient operation of the Club's facilities and/or activities.

SECTION 7. The Board of Directors may from time to time make such rules and regulations concerning the qualifications for and privileges of membership as it may deem wise for the best interests of the corporation.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1. The management of the business and affairs of this corporation shall be vested in a Board of Directors. The board shall consist of no less than fifteen Directors and shall include five Officers. Directors shall be elected annually and shall take office at the annual meeting and shall hold office for two years from that time. Officers shall be elected for a two year term by the Board.

SECTION 2. Nominations for the Board of Directors shall be made by a Nominating Committee appointed by the President. Notices of the annual meetings mailed to the Active Membership shall include an official ballot that states the names of the nominees for the Board of Directors and shall indicate whether any nominee is a present incumbent. No nominations shall be made from the floor at the annual meeting. Active Members only shall be eligible to vote for and to serve on the Board of Directors.. Voting for Officers and Directors may be done by mail, on the official ballot mailed to the Active Members.

SECTION 3. All members of the Board of Directors must agree to and sign the ASC Board of Directors Responsibilities and Commitment document which provides additional details regarding their commitment to the ASC Mission Statement, and responsibilities of an ASC Director.

SECTION 4. The Board of Directors shall appoint such employees and agents as it may deem necessary for the transaction of the business of the corporation.

SECTION 5. Any agent or employee may be removed by the Board of Directors whenever, in its judgment, the best interest of the corporation will be served thereby.

SECTION 6. The Board of Directors shall have the power to fill any vacancy in any office, not otherwise herein provided for, occurring for any reason whatsoever and each person so elected shall serve in such office until “his/her” successor is elected by the members at the next succeeding annual meeting of the members.

SECTION 7. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any Officer to any other Officer or Director, but no Officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

SECTION 8. The Board of Directors shall have the authority to appoint by resolution an executive committee composed of the President, First Vice-President, Second Vice-President, Secretary, and Treasurer who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the corporation between meetings of the Board.

SECTION 9. The compensation of any Director, agent and employee of the corporation shall be approved by the Board of Directors.

SECTION 10. The Board of Directors may declare vacant the office of a Director or Officer if "he/she" is declared of unsound mind by an order of court or convicted of a felony, or for any other proper cause, or if within sixty days after notice of "his/her election "he/she" does not accept such office, either in writing or by attending a meeting of the Board of directors, or if "he/she" ceases to be an Active Member of the corporation, provided, however, that when such action is contemplated, the offending Director or Officer shall be given ten days advance notice in writing of the meeting at which such action is contemplated and an opportunity to be heard at said meeting.

SECTION 11. If any Officer or Director shall absent "himself/herself" for three regular meetings of the Board of Directors without acceptable cause being given to the Board, "his/her" office may forthwith be declared vacant by the Board of Directors. However, "he/she" shall be eligible for re-election.

SECTION 12. The Board of Directors shall prescribe rules for the government and use of the club facilities and perform such other duties as they, in their discretion, may deem to be for the best interest of the corporation.

SECTION 13. The Board of Directors shall be responsible for mailing to all members of Club a copy of the Balance Sheet and Profit/ Loss Statement of the previous calendar year along with the notice of the date/time/place of the annual meeting.

SECTION 14. The actions of all committees and any rules or regulations promulgated by them shall be subject to the approval of the Board of Directors.

SECTION 15. Aronimink Swim Club shall indemnify, defend, protect and hold harmless each Directors and/or Officer, their agents and employees acting within the scope of their principal/agent or employer/employee relationships, from any and all manner of actions, claims, causes of action, suits, debts, demands, judgments, in law or in equity, or costs including costs of defense, attorney's fees, suffered and incurred by reason of any damages, including injury (including death) to any person or damage to any property of any person in any manner arising out of, resulting from or connected with the performance of his/her duties and responsibilities as a Director and/or Officer on behalf of Aronimink Swim club unless such injury and/or damage is due to the gross negligence and/or intentional act(s) of the Director and/or Officers, their agents, and/or employees.

ARTICLE V
OFFICERS

SECTION 1. The Officers of this corporation shall be a President, a First Vice-President, a Second Vice-President, a Treasurer, and a Secretary. No Officer shall hold more than one office.

SECTION 2. All Officers shall be elected by the Board Members. They shall serve for a term of two years. All officers must be active Directors for at least one year before they can hold office.

SECTION 3. The President shall preside at all meetings of the Board of Directors and membership; wherever required, "he/she" shall sign all contracts and papers relating to the affairs of the corporation; "he/she" shall make all appointments to committees, subject to confirmation by the Board of Directors, and shall be ex-officio a member of all committees, and shall perform all other acts properly belonging to "his/her" office, including executive supervision of all activities of the corporation and of the employees thereof.

SECTION 4. The Vice-Presidents shall perform such duties as may be assigned to them by the Board of Directors. In the order of their listing in Section 1 of this Article, they shall perform the duties and exercise the powers of the President in the event of "his/her" death or during "his/her" absence or disability.

SECTION 5. The Secretary shall attend all meetings of the members and of the Board of Directors and of the Executive Committee and shall be responsible for the approved minutes of these meetings. The Secretary shall safely keep custody of the seal of the corporation and shall have authority to affix the same to all instruments where its use is required. The Secretary shall be responsible for the following:

(1) Give all notices required by Statutes, By-Laws or Resolutions.

(2) Take minutes at Board meetings.

(3) Perform such other duties as may be delegated by the Board of Directors or by the Executive Committee.

SECTION 6. The Treasurer shall be responsible for all corporate funds and securities "He/she" shall be responsible for the following:

(a) Prepare annual budget.

(b) Present Profit and Loss statement at each Board meeting.

(c) Oversee Administrative Assistant/Bookkeeper's responsibilities as listed below:

(1) The deposit of all money, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors.

(2) Disbursement of funds of the corporation as may be required by the Board.

(4) The collection of dues and assessments of the members, an accurate account thereof, and notification to all delinquents of their arrearages.

(5) Maintenance of such other records as may be required by the Board of Directors from time to time.

ARTICLE VI
MEETINGS

SECTION 1. The regular meetings of the Board of Directors shall be held on the first or second Monday of the month or on such other day as the Board of Directors may from time to time determine, as such time and at such place in Drexel Hill, Pennsylvania.

SECTION 2. Notice of every meeting of the Board of Directors shall be given to each Director at least ten days prior to the day named for the meeting. Special meetings, however, may be called by the President upon forty-eight hours' notice, either oral or written. All notices of meetings shall specify the place, day and hour of the meeting and in the case of a special meeting, the purpose thereof and the general nature of the business to be transacted.

SECTION 3. The presence in person of nine Directors shall constitute a quorum at any meeting of the Directors and the action of a majority of the Directors present at a meeting, at which a quorum is present, shall be the action of the Board of Directors.

SECTION 4. Special meetings of the Membership may be called at any time by the President or Board of Directors. Upon written request of the President, or Board of Directors, or written request of 45 Active Members, it shall be the duty of the Secretary to call a special meeting not less than ten days nor more than sixty days after receipt of the request.

SECTION 5. Written notice of every meeting of the Membership shall be given by, or at the direction of the person or persons authorized to call the meeting, to each member of record at the meeting at least three weeks prior to the date named for the meeting, unless a greater period of notice is required by law in a particular case.

SECTION 6. The presence in person of 25 Active Members shall constitute a quorum at any meeting of the members.

SECTION 7. Only Active Members who are not indebted to the corporation shall be entitled to vote at any meeting of the members. Each Active Member shall be entitled to only one vote. No member may vote by proxy. In the election of Directors, Active Members entitled to vote may cast their vote by mail. To be counted, ballots that are mailed must show the member's name and address on the return envelope. Shares of stock held jointly by husband and wife may be voted by either spouse or by both jointly. One vote per membership.

ARTICLE VII
COMMITTEES

SECTION 1. The President shall have the power and authority to appoint such committees as "he/she" or the Board of Directors deem advisable for the transaction of the business of the corporation and to further its purpose. The President shall, however, appoint, with the approval of the Board of Directors, the following standing committees:

(1) Finance Committee
(2) Operating Committee
(3) Membership Committee
(4) Pool Safety Committee

SECTION 2. A Director shall act as chairman of each of the standing committees.

SECTION 3. (a) The Finance Committee shall consist of the Treasurer and at least two Board Members.

(b) The Finance Committee shall prepare financial studies on such projects as may be assigned to it by the Board of Directors

(c) The Finance Committee shall submit to the Board of Directors, before the first of March of each year, an annual budget containing provisions for all anticipated income and expenditures of the corporation for the year.

SECTION 4. (a) The Operating Committee shall consist of a 1st Vice President, and at least two Board Members who will work with project manager and general manager.

(b) The Operating Committee shall be responsible for:

(1) Current Job Descriptions of employees and the employment of properly qualified personnel whose salaries are included in the Annual Budget that is approved by the Board of Directors.

(2) The condition of all facilities; their maintenance; and proper operation for the safety and general welfare of the membership.

(3) The submission to the Board of Directors for approval of all estimates for major repairs that were not included in the approved budget.

(4) Make all the necessary rules governing the operation of the Club, including time of opening and closing, conduct of the membership while using the facilities of the corporation, and the duties of employees.

(5) Prompt action on all complaints affecting employees and/or members.

(6) Acting on all violations of the rules of conduct in the use of the facilities reporting the same to the Board of Directors, together with recommendations of action to be taken in each case.

(7) Having daily tests of the water in the pools.

(8) Provide input to the Financial Committee for the annual budget.

SECTION 5. (a) The 2nd Vice President, at least two Board Members and Administrative Assistant/Bookkeeper.

(b) The Membership Committee shall be responsible for appropriate action/acknowledgment of applications for and termination of membership; and a recommendation to the Board of Directors for the number/identity of applicants to be accepted for membership each year.

(c) The conduct of an orientation meeting with prospective members prior to their acceptance for membership.

(d) Oversee the maintenance of preferred and regular waiting lists of applicants for membership.

(e) Oversee maintenance of the membership database.

(f) Oversee the issuance of annual membership cards.

SECTION 6. The Pool Safety committee shall consist of First Vice President and at least two Board Members who will oversee implementation of the water safety policies & procedures as established by the board.

ARTICLE VIII
DUES AND ASSESSMENTS

SECTION 1. Authority is hereby conferred by these By-Laws on the Board of Directors to levy dues, initiation fees, and stock transfer service charges upon the members.

SECTION 2. The annual dues, guest and other fees of the membership shall be determined at the fall meeting of the Board of Directors.

SECTION 3. Annual dues and other fees shall be payable on or before the date established each year by the Board of Directors.

ARTICLE IX
SHARES

SECTION 1. This corporation is organized on a stock share basis and is authorized to issue 1,000 shares of the par value of $100.00 per share to be represented by an official letter. Fully paid shares are non-assessable and do not accrue interest and shall not release the holder or holders thereof from payment of dues and fees.

SECTION 2. The share shall be numbered and kept in the database of the corporation as they are issued. They shall be signed by the Membership Chair and shall bear the corporate seal.

SECTION 3. No dividends shall be directly paid on any such shares nor shall the members be entitled to any portion of the earnings of this corporation derived through increment of value upon its property or otherwise made.

SECTION 4. Each Active Member is issued one share. If the member decides to terminate “his/her” membership for any reason whatsoever, a written notice of termination should be sent to the corporation. The terminating member’s indebtedness, if any, to the corporation must be fully satisfied before the corporation reimburses the member for any portion of the $100.00 paid for a share. The retiring member’s share will be promptly cancelled. A new share bearing a new number for issuance to the longest standing Associate Member on the list.

SECTION 5. Each Associate Member has paid for a share but has not received it. If the Associate Member decides to terminate "his/her" membership, a written notice of termination should be sent to the corporation. The terminating member's indebtedness, if any, to the corporation must be fully satisfied before the corporation reimburses the member for any portion of the $100.00 paid for a share.

SECTION 6. Shares shall not be transferable by assignment or sale, nor be transferred through legal heirs or devisees upon the death of the owner thereof except that a share may be transferred to the surviving spouse of an Active Member.

SECTION 7. The Board of Directors, may cancel the share of any member expelled as hereinafter provided as well as the share of anyone who ceases to be a member by the reason of his failure to pay "his/her" indebtedness to the corporation, without any liability for an accounting. Should the Board of Directors exercise its authority to cancel the share, it shall cause to be paid to its owner the par value thereof less "his/her" indebtedness to the corporation, if any.

SECTION 8. The Board of Directors, on behalf of the corporation, shall have the authority to repurchase, at not more than par, shares of the corporation listed on the "shares available list."

ARTICLE X
RESTRICTION AGAINST ALCOHOLIC LIQUORS

SECTION 1. The corporation shall not engage in the sale or handling of alcoholic liquors, malt beverages or other intoxicants.

SECTION 2. The bringing of alcoholic liquors, malt beverages or other intoxicants on the premises or property of the corporation is strictly prohibited, whether by Officers, Directors, employees, members or their guests.

SECTION 3. No person shall be allowed on the premises of the corporation, nor permitted to use any of its facilities, while in an intoxicated condition.

ARTICLE XI
RESIGNATIONS AND EXPULSIONS

SECTION 1. Any member who is not indebted to the corporation may send “his/her” written resignation to the Secretary, and upon acceptance thereof by the Board of Directors, “he/she” shall cease to be a member. Reimbursement and indebtedness proceedings are detailed in Article IX, Sections 4 and 5.

SECTION 2. Any member who shall be more than three months in arrears in the payment of any indebtedness to the corporation, shall be notified by the Treasurer mailing to “him/her” a statement of the amount due, together with a copy of this section of the By-Laws. If the said indebtedness is not paid within ten days after the notice is mailed to “him/her”, “he/she” shall cease to be a member of the corporation without other or further action. In the event membership is forfeited in this manner., the Secretary shall notify the offending member in writing to that effect and, if an Active Member, they shall surrender their share to the Secretary and it shall be disposed of in the manner provided for in Article IX of these By-Laws. The Board of Directors may, however, in its discretion, reinstate the member for cause shown.

SECTION 3. Any member may be expelled by a majority vote of the Board of Directors for the willful infraction of any By-Laws, Rules and Regulations duly promulgated for the government of the members of this corporation, or for acts or conduct which are disorderly or which are prejudicial to the corporation. (As outlined in the Policy & Procedures Manual). The share of any expelled Active member shall be surrendered by “him/her” to the Secretary and “his/her share shall be disposed of in the manner provided for in Article IX of these By-Laws.

ARTICLE XII
DISSOLUTION OR LIQUIDATION OF CORPORATION

SECTION 1. In the event of dissolution or liquidation of the corporation, after the payment of all debts and liquidation of all liabilities, the assets of the corporation shall be disposed of as follows:

(1) There shall be a pro rata distribution thereof among Active and Associate Members at the time of such dissolution to the extent of $100.00 per share. Shares shall thereupon be assigned to the corporation and cancelled.

(2) If the assets remaining after distribution in paragraph (1) above shall be $100,000.00 or less, such assets shall likewise be disposed of pro rata among Active and Associate Members at the time of dissolution.

(3) If the assets remaining after distribution in paragraph (1) above shall be more than $100,000.00, such assets shall be liquidated and held in the possession of the Treasurer under the Officers and Directors and may be thereafter disposed of in a manner to be determined by the Board of Directors that will benefit the members of the community.

ARTICLE XIII
MISCELLANEOUS PROVISIONS

SECTION 1. The fiscal year of this corporation shall be the calendar year.

SECTION 2. The rules contained in Roberts' Rules of Orders-Revised shall govern the meetings of the corporation in all cases where they are not inconsistent with these By-Laws.

SECTION 3. Whatever right, title or interest any member may, by reason of "his/her", membership, acquire in the corporation's property, shall, upon "his/her" death, resignation or expulsion, vest in the corporation.

SECTION 4. The total indebtedness of the corporation shall not exceed forty (40%) per cent of the combined appraised value of the real property of the corporation and the improvements erected or to be erected thereon, and this corporation shall not borrow money or created mortgages or other liens against its real property which would cause the total indebtedness of the corporation to exceed that limit.

ARTICLE XIV
AMENDMENTS

SECTION 1. These By-Laws may be amended, altered or repealed at any annual meeting of the members or at a special meeting of the members called for that purpose, by the affirmative vote of a majority of the members present at any such meeting.

Some portions of these By-Laws were amended at Meetings on July 1, 1985, March 22, 2010, March 28, 2011 and April 13, 2014 and March 29, 2015.

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