

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

REVISED: 1981
OCTOBER 1982
JULY 1986
NOVEMBER 1995

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:^A At 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:^A No 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.

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

By-Laws

ARTICLE I: Board of Governors

- Sec. 1: The Board of Governors shall meet at least twelve (12) times during the year, and at such times and intervals as they deem necessary.
- Sec. 2: Seven members of the Board shall constitute a quorum for the conduct of business.
- Sec. 3: The Board of Governors shall cause to be secured such legal representation and insurance contracts, including Surety Bonds, as shall, in their judgment, be necessary for the safe, efficient and orderly operation of the Club and for the protection of Club members and Club property.
- Sec. 4: The two (2) officers (Constitution, article VI, Sec. 7, par. D) shall be elected annually by the Board of Governors from among its own members and shall hold office until the first meeting of the new Board of Governors following the annual meeting of the Club.
- Sec. 5: An Assistant Treasurer and/or Financial Secretary may be appointed by the Board and shall hold office at the pleasure of the Board.
- Sec.6: The Board of Governors shall be entitled to free guest privileges.

ARTICLE II: Duties of Officers

- Sec. 1: The President shall preside at meetings of the Club and of the Board of Governors; the President –
- Shall be the administrative officer of the Club;
- Shall appoint, subject to the confirmation of the Board of Governors, all standing committees, no later than the second meeting of the Board of Governors following the Annual Meeting, designating the chairman thereof, and all special committees and may be directed;
- Shall be ex officio, a member of all committees.

Sec. 2: The Secretary / Treasurer

Shall be responsible for the minutes of meetings of both the Board of Governors and the Corporation;

Shall be responsible for the retention of the minutes and such other records as may be required by the Board, and shall produce them as directed;

Shall be responsible for receiving incoming correspondence, maintain it in suitable files;

Shall initiate outgoing correspondence, copies of which shall be routed to the appropriate officers, with one copy retained for his/her files;

Shall be responsible for the safe keeping of the seal of the Corporation;

Shall be responsible for the accounts of the Club; paying its bills as approved by the Board, and collecting its revenues;

Shall be responsible for placing the funds of the Club in such depositories as may be authorized by the Board;

Shall be responsible for maintaining an accurate stock record book;

Shall be chairman of the Finance Committee.

ARTICLE III: Appointed Positions and Standing Committees

The President shall appoint member of the Club to assist in managing the affairs of the Club. These positions will include a Recorder, a Director of Membership, a Director of Pool and Grounds, a Director of Pool Operations. The President shall also appoint an Assistant Treasurer and a Financial Secretary who may not necessarily be members of the Board.

Sec. 1: The Director – Membership:

In the absence of disability of the president shall preside or act in his/her stead;

Shall be chairman of the Membership Committee;

Shall be a member of all committees, ex officio.

Sec.2: The Director – Pool and Grounds:

In the absence of disability of both the President and Director of Membership, shall act in their stead; and shall be chairman of the Pool and Grounds Committee.

Sec. 3: The Director – Operations;

In the absence of disability of the President, Director of Membership, and Director of Pool and Grounds shall act in their stead; and shall be chairman of the Pool Operations Committee.

Sec. 4: **The Assistant Treasurer:**
The Financial Secretary:
The Recorder:

shall perform such duties as may be assigned by the Secretary/Treasurer, the President, or the Board of Governors.

Sec. 5: A **Membership Committee** of at least two (2) or more members under the chairmanship of the Director of Membership shall be appointed, whose duties shall be to:

- (a) Investigate all applications for membership
- (b) Recommend action on all applications to the Board of Governors
- (c) Investigate and recommend action to the Board of Governors on any requests for release or dismissal from membership.
- (d) All applications for membership, release, or dismissal in the hands of the Committee, must be processed and submitted to the Board of Governors at their monthly meeting, including those on which no action has been taken.

Sec. 6: A **Pool and Grounds Committee** of at least three (3) or more members under the chairmanship of the Director of Pool and Grounds shall be appointed, whose duties shall be to:

- (a) Maintain the Pool and Ground facilities in a condition satisfactory to the Board of Governors.
- (b) Recommend to the Board of Governors proper maintenance of pool and buildings, and prepare cost estimates of maintenance and repair of pool and grounds.

- (c) Supervise the opening and closing of pool facilities at the beginning and end of the season.
- (d) Perform any other required responsibilities approved by the Board of Governors.

Sec. 7: A **Pool Operations Committee** of at least three (3) or more members under the chairmanship of the Director of Pool Operations shall be appointed, whose duties shall be to:

- (a) Operate the pool and pool facilities in an efficient manner and recommend to the Board of Governors those persons, clerks, servants, and employees deemed necessary to operate the Club.
- (b) Fix employees duties and recommend compensation for services. Prepare cost estimates of operating the pool.
- (c) Engage, instruct, and supervise employees necessary for operation, as approved by the Board of Governors.
- (d) Provide to be posted, and keep up-to-date, regulations controlling the use of the pool and other facilities as approved by the Board of Governors.

Sec. 8: A **Finance Committee** of at least three (3) or more members shall be appointed, whose duties shall be to:

- (a) Prepare and submit a budget for approval no later than the February meeting of the Board of Governors.
- (b) Estimate and plan financing for improvements, and for maintenance entailing construction.

Sec. 9: A **Nominating Committee** of three (3) members will be appointed by the President two (2) months prior to the Annual Meeting to nominate persons to fill anticipated vacancies on the Board of Directors.

Sec. 10: The accounts of the Club shall be audited by two (2) auditors each to serve for two years but whose terms shall expire in alternate years.

The auditors shall not be elected officials of the Corporation, nor have any revenue or disbursement responsibilities.

Prior to the close of each operating year, the Board shall select an Auditor, to serve with the Auditor selected the prior year, whose duties shall be to:

- (a) Audit the accounts of the Club and submit a report to the Board of Governors for submission to, and approval of, shareholders at the Annual Meeting.
- Sec. 11: A **Social Chairperson** shall be appointed, whose duties shall be to plan, schedule, and administer competitive and social events of the Club.
- Sec. 12: A **Swim Team Chairperson** will be appointed to; supervise Swim Team Organization and competition approved by the Board of Directors.
- Sec. 13: Only members in good standing shall be eligible to serve on standing committees.

ARTICLE IV: Membership

Sec. 1: Prospective members must execute an application form, have same countersigned by two shareholders in good standing, not of the same household, as sponsors, and present it to the chairman of the Membership Committee in person, together with a deposit check of \$25.00.

The deposit will be refunded at any time upon written request, prior to actually being offered membership.

- (a) If accepted, and offered membership, the \$25.00 will be credited to the cost of the share.
 - (b) If the applicant does not accept membership after it is offered, the deposit will be forfeit.
 - (c) If the Board refuses to accept the application all monies will be returned to the applicant.
 - (d) If applicant wishes to be retained on the waiting list and elects to go to the bottom of the list, he may do so only once, but there shall be no provision for refund of moneys following such action.
- Sec. 2: There shall be five classes of membership, as follows: Senior, Junior, Associate, Special, and Member Emeritus. Qualifications for these classes are as follows:
- (a) Senior members shall be financially responsible adults and / or their spouses, owning a share in the Constitution, and having been duly admitted as outlined in Sec. 3 of this Article.
 - (b) Junior members shall be minor children or wards of senior members in good standing.
 - (c) Associate members shall be bona fide residents of the same household as a senior member or members in good standing.

- (d) Special members are those in a category established to provide membership privileges to share holding minors, legatees of shares, and such other persons not excluded by regulation, who, in the judgment of the Board of Governors, may be entitled to such temporary privileges until such time as they may be admitted to senior membership, or until their Special Membership is revoked or expires.

1) Special members shall not exceed fifty (50) in number at any one time.

2) Full time Ministers or Clergymen from each church in the Township shall be extended Special Membership privileges at the pool.

3) Second Generation –

Adult children of shareholders who reside in Springfield but do not reside in the household of the shareholder may be offered a special membership upon receipt of a properly executed application for membership form by the Director of Membership.

Note: Failure to pay annual dues will terminate membership. Failure to accept Shareholder Bond when offered will terminate status of 2nd generation. Both cases will result in the family name to be removed from the waiting list and forfeiture of application fee. Families may reapply but will not be offered 2nd generation status.

4) Shareholders whose share has been refunded due to dissolution of the H/W may offered special membership upon receipt of a properly executed application form for membership by the Director of Membership.

- (e) Members Emeritus are those Shareholder(s) families consisting of only the Shareholders who must have been continuous member(s) for twenty years. This class may relinquish the Share and use the pool upon payment of the annual dues. Failure to pay the annual dues will terminate the membership. This class of membership is limited to 25 families.

Sec. 3: (a) Application for Senior, Special, and Associate membership shall be written in the form prescribed by the Membership Committee. The application, properly completed, shall be submitted to the Membership Committee with a time prescribed by them. Action by the Membership Committee shall be as described in Article V., Sec. 1 of the By-Laws. Rejection shall not be construed to be prejudicial to re-application. Junior members shall be admitted to membership automatically with their affiliated Senior members.

- (b) Change in status for any household member must be done at the time of dues renewal by noting the changes on the dues billing form. This is to include both the addition of members as well as those being dropped.

Sec. 4: Suspension or revocation of membership privileges may be imposed by a majority vote of the Board of Governors for the following reasons:

- (a) Conduct detrimental to the name and reputation of the Club.
- (b) Conduct constituting infringement of the rights, safety, or capacity of other members to enjoy the facilities of the Club.
- (c) Conduct placing the Club charter in jeopardy.
- (d) Failure or unwarranted delay in meeting financial obligations to the Club.
- (e) Violation of any provision of the Constitution or By-Laws.
 - 1) The decision of the Board of Governors in cases of suspension or revocation may be reviewed by the membership functioning as a committee on the whole, and the decision of the Board of Governors may be reversed by a majority vote of a quorum present at a duly constituted meeting.

Sec. 5: In the event a shareholder is not able to produce the share certificate at the time of withdrawal, the Club will accept an affidavit and release in lieu thereof.

Sec. 6: The Stock Certificate Book is recognized as the official Club Membership List.

Sec. 7: Relinquishing/Discontinuing membership, Shareholders electing to relinquish their membership must submit in writing their request to withdraw along with their original bond certificate to the Membership Committee by April 15 for the upcoming season. See ARTICLE VII Sec. 4 for penalties associated with withdrawal after April 15.

ARTICLE V: Privileges of Members

Sec. 1: Members in good standing may use the pool facilities at any and all times that the pool is open for use and in accordance with the rules in Article IX.

Sec. 2: Members including emeritus members are privileged to invite guests to the pool on the basis of such rules as may be made from time to time by the Board of Governors.

ARTICLE VI: Guests

Sec. 1: Guests are permitted to use the pool facilities as indicated in Article V, and in accordance with the following additional regulations:

- (a) Guest fees will be fixed each year prior to the swimming season by the Board of Governors.
- (b) The member introducing the guest shall be responsible for said guest's behavior and for any breakage or damage caused by him, or for any indebtedness caused by him.
- (c) The attendant in charge of admissions may refuse to admit guests without satisfactory identification.

Sec. 2: No non-dues paying member of a shareholder's family may enter the pool on a guest ticket, except military personnel on leave.

ARTICLE VII: Dues

Sec. 1: Every Shareholder, which includes all listed names on jointly-held Shares, shall pay dues annually in accordance with rates to be set each year by the Board of Governors. Dues notices shall be mailed on or about March 1st each year.

Sec. 2: Dues, as billed to Shareholder, shall, in addition to the amount necessary to complete the annual operating budget, include a surcharge per Share, to be determined by the Board which may be discounted as follows:

- (a) A full discount (per Share) will be allowed on dues paid on or before May 1st.
- (b) A one half discount (per Share) will be allowed on dues paid May 2nd thru May 15th.
- (c) No discount will be allowed on dues paid May 16th thru May 31st.
- (d) New Shareholders, approved by the Board of Governors after the annual dues notices have been mailed, shall be allowed the full discount thru May 31st.

Sec. 3: Payment dates shall be determined as follows:

- (a) Postmarks or receipt date, when hand carried, shall be used to determine the applicability of a discount. Improperly discounted dues payments shall be returned to the Shareholder for correction.

(b) Checks will be accepted, subject to final payment by the Shareholder's bank. Checks returned by our bank(s) for any reason shall be returned to the Shareholder. The date of receipt of a replacing check or the re-deposit of the original check shall determine the applicability of a discount. See Sec. 2 of this Article.

Sec. 4: Any Shareholder who has not paid the minimum dues by June 1st shall be declared delinquent and the Share called for redemption and cancellation. In such instances, current dues including the surcharge shall be deducted from the Shares refund. Exceptions to the preceding must be approved by the Board of Governors, i.e. the amount deducted from the Share refund may be reduced in hardship cases, etc., or may be increased, as the Board of Governors has the authority to impose additional penalties under Article VI., Sec 7(c) of the Constitution of this Club.

Shareholders not completing the withdraw process prior to April 15th will be subject to pay ½ the minimum dues rate. Shareholders completing the withdraw process after May 15th will be subject to the minimum dues and surcharges. These penalties will be deducted from the share value before refunding.

ARTICLE VIII: Legal Restrictions

Sec. 1: Restrictions in the Articles of Incorporation and the Club Charter not mentioned specifically elsewhere in the Constitution and By-Laws are hereby designated as part of these By-Laws.

Sec. 2: Sale or distribution of food on the premises shall be limited to operations at the Snack Bard. No other cooking shall be permitted unless authorized by the Board of Governors.

Sec. 3: No debris shall be kept or allowed to accumulate outside of the buildings.

Sec. 4: Radios, televisions, and other machinery or instruments producing sound shall be so controlled in volume as to confine the same exclusively to the premises.

Sec. 5: The operational hours of the Club shall be limited to the hours between 9:30 A.M. and 10:00 P.M. Exception to these hours must have the approval of the Board.

Sec. 6: All parking vehicles by users of the Club's facilities shall be within the limits of the Club's property and there shall be no parking on public streets. The Club does not assume any responsibility for loss or damage to members or guest's vehicles or the contents of same.

Sec. 7: At the time of closing of the pool all exterior doors and gates shall be securely locked.

ARTICLE IX: Pool Regulations

Sec. 1: A set of Rules and Regulation shall be drawn by the Pool Operations Committee and approved by the Board of Governors, prior to each swimming season and posted on the pool bulleting board at all times during the season. Any changes thereto shall be immediately posted to become effective.

ARTICLE X: Meeting of the Corporation

Sec. 1: Meetings of the Corporation, other than the Annual, shall be held on call of the Board of Governors, or as scheduled at a previous meeting, or by a petition signed by fifty (50) Shareholders.

Sec. 2: The time of meeting shall be designated by the Board of Governors.

Sec. 3: The place of meeting, which shall in all cases be within the limits of Springfield Township shall be designated and secured by the Board of Governors.

Sec. 4: Notice of all meetings shall be mailed to the Membership at least thirty (30) days prior to the meeting.

ARTICLE XI: Miscellaneous

Sec. 1: All suggestions, requests, and complaints must be made in writing, signed and forwarded to the committee concerned, to the President or the Secretary/Treasurer of the Board of Governors.

Sec. 2: Any questions as to the meaning or proper interpretation of any of the provisions of these By-Laws shall be decided by a majority vote of the Board of Governors.

ARTICLE XII: Financial Policy

Sec. 1: The corporate finances shall be administered with accepted business methods and accounting principles so as to maintain the shareholders equity at the total par value of the stock and paid-in (capital) surplus, with the smallest possible credit balance of retained earnings (earned surplus).

Sec. 2: Funds shall be withdrawn only upon the counter signature of the Secretary/Treasurer or Assistant Treasurer and any one (1) of the following: President, Director of Membership, Director of Pool and Grounds, or Director of Pool Operations.

ARTICLE XIII: Amendment of By-Laws

Sec. 1: Changes to these By-Laws can be made by the Board of Governors provided:

- (a) The proposed change is presented at a meeting of the Board of Governors and voted upon at the following regular meeting of the Board of Governors.
- (b) Approval by a 2/3 vote of members present is required for adoption of changes to the By-Laws.