

# **BY-LAWS OF PAPIO SWIM ASSOCIATION**

## **ARTICLE I**

### **Meetings**

1. **Annual Meetings:** An annual meeting of the Association shall be held in Papillion, Sarpy County, Nebraska, after the closing of the books for the previous calendar year, no later than March 1, at such specific place and time as shall be designated by the Board of Directors.

2. **Special Meetings:** Special meetings of the Association may be held at any time upon the call of the Board of Directors, and three Association officers, or upon the written petition of any twenty participating members of the Association. In calling any special meeting, the Board of Directors shall specify in the call, the object and place of the meeting (as specified in paragraph 3 of this Article), and no new matter not specified shall be introduced or considered at such meeting or any adjournment thereof.

3. **Notice of Meeting:** Notification of annual or special meetings will be made at least two (2) weeks in advance of the date of said meeting and shall include the date, place, hour, and purpose of the meeting. This notification shall be made in the local newspaper and additionally via e-mail and other social media platforms. Failure to give notice of any annual or special meeting, or any irregularity in such notice shall not affect the validity of such meeting or any proceedings at such meeting.

## **ARTICLE II**

### **Board of Directors**

1. The Board of Directors shall consist of nine persons, all of whom shall be elected from among the active participating members of the Association as hereinafter provided.

2. The Directors shall be elected at the annual meeting of the Association and shall assume office immediately upon election. At each annual meeting of the Association, three Directors shall be elected, each for a three-year term.

3. The Board of Directors at its first meeting following each annual meeting shall elect executive officers and appoint committees as necessary.

4. Any vacancy existing on the Board of Directors may be temporarily filled by the Board of Directors until the following annual meeting of the Association, at which time the Association shall specially elect a Director to fill said vacancy if said vacancy relates to a Director's term not then expiring.

5. Meetings of the Board of Directors shall be held as deemed necessary. Such meetings shall be held at the call of the President, Vice-President, Secretary, or any three Directors. Notice of a Directors meetings shall be given to each Director not less than three days prior to the date of said meeting, which notice shall include the time and place of the meeting.

6. A Director may be removed from office by a two-thirds vote of the Association, voting in person, at any annual or special meeting of the Association. A minimum of at least 20% of the participating membership must be present to cast votes at such a meeting for said purpose of removal of a Director. Any vacancy so created may be immediately filled by the Association at said meeting, whether it be an annual or a special meeting.

7. The presence, in person, of five Directors (one of which must be an officer) shall constitute a quorum at any meeting of the Board of Directors.

### **ARTICLE III**

#### **Officers**

1. All officers and agents of the Association, as between themselves and the Association, shall have the authority and perform such duties in the management of the Association as may be provided in the By-Laws, or as may be determined by resolution of the Board of Directors not inconsistent with the By-Laws.

2. The executive officers of the Association, all of whom shall be members of the Board of Directors, shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may elect such additional officers as they deem necessary or appropriate. Any two offices may be held by the same person except the office of the President and Secretary.

3. The officer positions shall be elected annually by the Board of Directors for all positions except President and Vice-President which are two-year terms. Elections need not be by ballot.

4. Duties of the President shall be as follows:

- a) The President shall be elected for a two-year term.
- b) The President shall serve as chief executive officer of the Association and shall have general direction and management of its business and internal affairs.
- c) The President shall preside at all meetings of the Association and Directors at which they may be present.
- d) Shall perform such other duties as may be described in these By-Laws or assigned to him/her by the Executive Board.
- e) Coordinate the work of the Executive Officers and committees of the Association.
- f) Conduct or supervise all correspondence and reports with the Treasurer and Membership Secretary.
- g) Co-sign checks along with Treasurer.
- h) Attend Executive, General, and Special Meetings.

5. Duties of the Vice President shall be as follows:

- a) The Vice-President will be elected for a two-year term on alternate years as the President.
- b) The Vice-President shall succeed to the office of President in case of a vacancy in that position until the end of the term or until another election can be held.

- c) Perform the function of the office of the President in the absence of the President.
- d) Responsible for annually securing qualified applicants for positions to manage and staff the pool. Shall insure that the pool manager operates the pool in accordance with the Association pool rules and said manager performs his duties as described in the pool manager's job description.
- e) Perform such other duties as delegated by the President of the Board of Directors.
- f) Co-sign checks as needed.
- g) Attend Executive, General, and Special Meetings.

6. Duties of the Treasurer shall be as follows:

- a) The Treasurer shall have care and custody of all funds and securities of the Association and disburse and administer the same under the direction of the Board of Directors.
- b) Shall perform such other financial duties as the Board, the President or Vice President (when acting in the capacity of President) shall assign or delegate to him/her.
- c) Complete the annual preparation of a balance sheet showing the financial condition of the Association to be made available to the Association at large at the annual meeting.

7. Duties of the Secretary shall be as follows:

- a) The Secretary shall record the proceedings of all meetings of the Board of Directors and the Association in one or more books designed for that purpose.
- b) The Secretary shall be the custodian of the corporate seal and shall affix the same to and countersign all papers requiring such acts; but only on the order of the Board of Directors, the President, or Vice President (when acting in the capacity of President) shall assign him/her.
- c) Maintain current email address and phone number distribution of the Executive Board Members, and salaried employees.
- d) Attend General, Executive, and Special Meetings.

8. Duties of the Membership Secretary shall be as follows:

- a) The Membership Secretary is a paid position and NOT part of the Board of Directors and has no board voting privileges.
- b) Membership Secretary reports directly to the Board of Directors.
- c) Shall provide existing, new and prospective members with information in regards to all aspects of membership of the Association.
- d) Maintain a waitlist database for prospective members and provides the Board of Directors with updates as requested.
- e) Creates tags and adds new members to the software system and creates new Bonds for new members.
- f) Gets all bonds to the Treasurer for any refunds that are required.

9. Liability of Directors and Officers: No officer and/or member of the Board of Directors (all of whom will serve in a voluntary status, receiving no remuneration of any type from the Association) shall be liable to the Association/corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a director or officer of the Association/corporation in good faith, if such person (1) exercised or sued the same degree of diligence, care and skill as an ordinary prudent man/woman would have exercised or

used under the circumstances in the conduct of his/her own affairs, or (2) took, or omitted to take, such action in reliance upon written advice or counsel for the Association/corporation or upon statements made or information furnished by officers or employees of the Association which he/she had reasonable grounds to believe to be true or upon a financial statement of the Association/corporation prepared by an officer of employee of the Association in charge of it accounts.

10. Indemnification of Officers or Board Members: Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact he/she is or was a director of officer of the Association/corporation shall be indemnified and held harmless to the fullest extent legally permissible under the corporation laws of the State of Nebraska from time to time against all expenses, liability and loss (including attorney's fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him/her in connection therewith.

- a) the Board of Directors, at its discretion, may authorize expenditure of Association funds (if deemed in the best interest of the Association) to provide personal catastrophe liability insurance coverage (commonly known as Umbrella Coverage) to any or all members of the Board of Directors. Such coverage will be in an amount considered prudent and appropriate by the Board, the premiums for which may be reimbursed from general Association funds in whole or in part as determined by the Board.

## **ARTICLE IV**

### **Bonds**

1. The Association shall issue bonds, in a face amount to be determined by the Board of Directors which shall be known as membership bonds. Bonds outstanding may exceed four hundred (400) active participating bonds at any one time only by the number of inactive participating bonds.

- a) All other annual dues, fees, assessments or other charges will be payable in accordance with paragraph five of this article.

2. Membership bonds shall contain no maturity date. Said bonds may be redeemed by the Association only upon such terms as may be adopted from time to time by the Board of Directors provided, however, that if a member holding a membership bond is expelled from the Association, the Association shall redeem his bond immediately.

3. In the event of the liquidation or dissolution of the Association, the membership bonds shall constitute a general lien upon the Association's assets inferior and junior to all other debts and obligations of the Association.

4. In the event any dues, fees, or assessment levied by the Board of Directors is not paid within 45 days of the assessment thereof, the Board of Directors, upon 7 days written notice, may cancel such delinquent membership. In such event, the membership bond representing said membership by the payment of \$25 less than the face value of the bond, less dues, fees, or assessments owed by said membership, which payment shall be in full accord and satisfaction of the Association's liability on said bond.

## ARTICLE V

### Members

1. Membership in the Association shall consist of such residents of Sarpy County, Nebraska, as shall have been elected into the Association by the Board of Directors.

#### 2. Types of Membership

a) Participating Member: A member that is a permanent bondholder.

(1) Active Participating Member: A bondholder that also pays annual membership dues and is therefore entitled to the use and benefit of all the Association's facilities subject to the Association's By-Laws, rules, and regulations.

(2) Inactive Participating Member: A bondholder that does not pay annual membership dues and shall not be entitled to the use of the Association's facilities. Said bondholder will be charged a \$20 per year inactive fee that is removed from the bondholders' bond amount. The Board of Directors reserves the right to reactivate any inactive participating member within a minimum of one year if notice of intent to reactivate active participating membership is received by the Association within sixty days prior to the pool's opening date in any given year.

#### 3. Forfeiture of Bonds:

a. Effective January 1, 2020, all bondholders of record that reverts to inactive participating member status are charged \$20 per year until bond amount has expired. If said bondholders fail to notify the Board of Directors, in writing, of their intent to reactivate to active participating member status will forfeit all bondholder rights and associated monies to the Association. If activation to active participating member status does not occur within 90 days of the said prescribed date or if the Board is not again notified (during that same period) of a revised date of activation, the bond is automatically forfeited, with loss of all member rights and associated monies.

b. The Association is not responsible for seeking out or contacting inactive participating members to notify such bondholders of imminent forfeiture of said bond or the act of forfeiture taken in accordance with Article V, paragraph 3a above.

4. Application for Membership: Application for membership in the Association will be made through procedures established by the Board of Directors and will be on a first-come/first-served basis. In no case will race, color, creed, nationality or religion of an applicant (whether individual or family unit) be a determining factor of a consideration in granting or withholding such approval.

a. Membership in the Association shall consist of active and inactive participating members as described above. Such memberships can be held by the head of household, spouse and all dependent members through the age of twenty-three and living in the same household.

b. For the instance of a family unit, at least one member of the family unit must be a bondholder in order for all members of that family unit to be entitled to the use and benefit of all the Association's facilities—subject to the provisions of Article V, paragraph 2 and 3 above. Sufficient membership identity tags will be issued to each family unit by the Association in accordance with procedures established by the Association that determine eligibility criteria.

6. Transfer of Membership: Membership bonds, whether active or inactive shall not be assignable or transferable under any circumstances.

7. Expulsion or Suspension:

a. Any member (whether individual, part of, or an entire family unit) may be expelled from the Association for just cause, after a hearing, by the Board of Directors by a two-thirds vote of the votes cast or by the members of a simple majority vote of the votes cast. Just cause of expulsion shall consist, in general, of serious or flagrant violations or violations of the Associations' By-Laws, rules and/or regulations.

(1) In the event of expulsion, all annual dues, fees, assessments, or other charges shall be forfeited to the Association.

b. The Board of Directors shall have the right to delegate to the Association pool manager and assistant manager the authority to suspend any member (whether individual, part of, or an entire family unit) from use of and benefit of the Association's facilities for a period not to exceed ten days. When such suspension is issued, it will be the pool manager's or assistant manager's responsibility to notify an officer of the Board (in order of succession) of such suspension, in a timely manner, (i.e., within 24 hours, if reasonably possible), provide the identity of the suspended member or members, the reason, and the period of suspension. Just cause of such suspension will be left to the judgment of the manager and/or assistant manager, by principles and the Association's By-Laws, rules and regulations. The President of the Board or any officer acting in his/her stead shall be the final arbiter in any case where such suspension is contested and shall have the authority to uphold or decrease the period of suspension or to remove suspension and reinstate a member of members immediately.

(1) No dues, fees, assessments, other charges, or pro rata share thereof shall be reimbursed for the period of suspension.

8. Number of Members: Membership in the Association/corporation shall be limited to the extent that the sum of active participating members in any given year will not exceed 400. Total membership shall only exceed 400 by a number equal to the number of inactive participating members as defined in Article V, paragraph 2.

## **ARTICLE VI**

### **Voting Rights**

1. Participating members, as defined in Article V, paragraph 2 shall be entitled to vote on any matter placed before the Association.

2. Each membership is entitled to one (1) vote on any matters requiring a vote be taken.

3. All votes must be made in person at annual or special meetings. No proxies are authorized.

4. All voting at special or annual meetings on all matters except election of Board members, removal or a director and votes or expulsion of a member shall be an open vote in accordance with procedures established

by the Board of Directors. Votes to elect members to the Board of Directors, remove a director, or expel a member for just cause will be by secret ballot in accordance with procedures established by the Board of Directors.

## **ARTICLE VII**

### **Dues, Fees and Assessments**

1. The Board of Directors each year shall establish and assess membership dues. Dues are assessed to cover costs and expenses incidental to operating and maintaining the Association pool for the benefit of the Association members. Dues assessment is designed to cover such costs and expenses such as: major and minor repairs to the facilities, general upkeep, repair, and replacement of equipment, salaries, supplies, improvements, utilities, insurance, and other associated costs and expenses necessary to maintaining and operating an efficient pool.

2. All fees, dues, assessments or other charges herein mentioned are exclusive of any taxes which may be imposed by any governmental body or agency. Any such taxes levied on the Association will be borne equally by active participating members and will be additive to, but considered separate from, regular dues assessments.

3. Membership dues shall be assessed each year on a calendar basis and may be pro-rated as described below:

a. Members terminating their membership prior to July 1<sup>st</sup> are entitled to receive payment of one-half that year's dues. After that date, no refund is authorized.

b. New members joining after July 1<sup>st</sup> are assessed dues no more than one-half of the annual dues for that year. In such instance dues assessment will be determined by computing the product of one-half year's dues assessment and the fraction formed by the number of swimming days remaining as a numerator with the number of days in one-half of the season as a denominator.

c. New members who join prior to July 1<sup>st</sup> shall be charged a full year's membership dues.

4. The refunding of dues, or any part thereof, due to the suspension of pool operations for any period of time or any other reason whatsoever, shall be solely within the discretion of the Board of Directors.

5. Nonpayment of dues, fees, assessments, or other charges will be governed in accordance with Article IV, paragraph 4.

## **ARTICLE VIII**

### **Miscellaneous**

1. The Board of Directors shall have authority to define and regulate guests as to the use of Association facilities and the admission fee, if any, which shall be charged such guests.

2. The Board of Directors shall have all powers granted the Association not expressly reserved from them by the Articles of Incorporation or these By-Laws. Said powers and authority may be delegated by the Board of Directors to one or more of the Executive Officers.

3. The Board of Directors shall have the authority to undertake investments of the Association/corporation funds from time-to-time as deemed prudent and in the best interests of the Association.

## **ARTICLE IX**

### **Amendments to the By-Laws**

1. These By-Laws may be amended by a two-thirds vote of the votes cast by the Board of Directors or by a simple majority vote of the votes cast at any members' meeting so long as the votes cast represent 10% of total membership.

2. Changes to the By-Laws of the Association will become agenda items before the Board of Directors at the call of the Board and/or before the participating members at an annual or special meeting (call for such purpose) only if a written petition is received by the Board of Directors and signed by a minimum of ten (10%) of the participating membership.

a. Such a petition must contain specific recommended changes to the By-Laws, specifying Article, paragraph and subparagraph to be changed in the exact wording desired.

b. Such a petition must also indicate the petitioners' desire for either a Board of Directors vote on the recommended changes or a vote of the general participating membership at a special or annual meeting.

c. If a general participating membership meeting is desired, the petition shall also serve as cause for calling a special meeting in accordance with Article I, paragraphs 2 and 3, unless an annual meeting has already been scheduled for no less than 15 and no more than 30 days from the date of receipt of the petition.

d. If a special meeting is necessary, it shall be scheduled within no more than 30 days from receipt of said petition in accordance with Article I, paragraph 2 and 3.

(1) In accordance with Article I, paragraph 2, only those proposed revisions to the By-Laws as specified in the petition shall be considered and voted at any special or annual meeting.

e. The Board of Directors will ensure that a standing By-Laws committee reviews the By-Laws annually for currency and appropriateness in their premises.

Amended January 2020