

**CRESTWOOD SWIMMING POOL ASSOCIATION  
BY-LAWS**

**ARTICLE 1**

**GENERAL**

**A. Origin and Name**

Crestwood Swimming Pool Association is a non-profit Corporation organized and existing under the “Non-Profit Corporation Law” of the Commonwealth of Pennsylvania approved May 5, 1933, as amended. The charter of this Corporation was approved by the Court of Common Pleas of Berks County, Pennsylvania, on November 7, 1960. The Corporation’s charter and registered name is Crestwood Swimming Pool Association.

**B. Purpose**

The purpose of this Corporation is to promote the health and general welfare of its members and in pursuance thereof to construct, own and operate a swimming pool and other recreational facilities, together with such incidental objectives as are appropriate in the conduct of its activities in the County of Berks and Commonwealth of Pennsylvania. The Corporation does not contemplate pecuniary gain or profit incidental or otherwise to its members.

**C. Prohibited Activities**

In view of the objects of this organization, it is hereby provided as follows:

1. No intoxicating beverages including, but not limited to, distilled spirits, wines and beers will be served, or be permitted to be consumed on any premises under control of the Corporation; and
2. No dining facility other than facilities for light refreshments will be provided on any premises under the control of this Corporation.

## ARTICLE II

### MEMBERSHIP

There shall be three (3) classes of membership in the Corporation; Class A Membership, Class B Membership, Class N (Non-Stockholder Membership).

**Number:** The total active Class A, B, and N Memberships shall not exceed 450. An active membership is defined as being current in dues or other charges as determined by the Board of Directors. The Board of Directors and any membership that qualifies to have yearly dues waived shall be excluded from this statutory limit.

#### **A. Class A Membership**

##### **1. Requirements and Qualifications**

In order to meet the requirements and qualifications of Class A Membership and achieve this status, the applicant must:

- a. Be one (1) or two (2) adult persons. There shall be only (1) vote per Class A Membership as hereafter provided in Article II, 2, a, and Article III of these By-Laws.
- b. Submit an application to the Membership Secretary. As long as the maximum number of memberships is not currently filled, the Membership Secretary shall process the application and inform the Board of Directors of the new membership.
- c. Be the registered holder of two (2) shares of stock if for a single adult or four (4) shares of stock if for a family. These shares of stock shall be active and have a par value of fifty dollars (\$50) per share.
- d. If the Board of Directors has permitted sale of new stock, the stock shall be purchased in a single payment.

##### **2. Rights and Privileges**

Class A Membership shall entitle the holder thereof to the following rights and privileges; pursuant to the provisions of Article III of these By-Laws:

- a. The right to cast one (1) vote.
- b. To participate in voting to dissolve the Corporation and to share in the proceeds of the Corporation's assets on dissolution.
- c. To participate in the conduct of the business of the Corporation.
- d. To hold elective office.
- e. To notice relative to the buying or selling of real estate, borrowing of money, giving a mortgage on corporate assets as security for payment of a loan, amending the Charter of By-Laws, or dissolving the Corporation and to such other notices as may be required by law or these By-Laws.

- f. To the use of the facilities
- g. For stockholders of four (4) shares who pay dues for a family, the use of the facilities for their dependent children who are under twenty-six (26) years of age as of the first day of May each year. Any person who is twenty-six (26) years of age or older residing in a Class A Member's household, who desires to use the facilities, must apply for a Class B Membership.
- h. Any other rights as may be provided by law or these By-Laws.

## **B. Class B Membership**

### **1. Requirements and Qualifications**

In order to meet the requirements and qualifications of Class B Membership and achieve this status, the applicant must be an individual who is sponsored by a Class A or Class N Member and is any of the following:

- a. A person who is a permanent member of a Class A or Class N Member's household who is related to the Member and is one of the following: step-child, grandchild, great grandchild, son-in-law, daughter -in-law, father-in-law, mother-in-law, brother-in-law, sister-in-law, parent, brother, sister, grand-parents, step-parent, step-brother, step-sister, half- brother, half-sister, or uncle, aunt, niece, or nephew by blood, or child or children having attained twenty-six (26) years of age.

### **2. Rights and Privileges**

Class B Membership shall entitle the holder thereof to the following rights and privileges.

- a. To use the facilities of the Corporation.

### **3. Conditions**

A Class B Membership shall terminate automatically on the termination of the Membership of the Class A or Class N member who sponsored such Class B member.

### **4. Exceptions**

Any member may petition the Board of Directors to seek an exception to the above requirements and the said Board may grant an exception, provided special and unusual conditions justify the same.

## **C. Class N (Non-Stockholding Membership)**

### **1. Requirements and Qualifications**

In order to meet the requirements and qualifications of Non-Stockholding Membership and achieve this status, the applicant must:

- a. Be one (1) or two (2) adult persons. There shall be only one (1) vote per Non-Stockholding Membership as hereafter provided in Article II, 2, a, and Article III of these By-Laws.
- b. Submit an application to the Membership Secretary. As long as the maximum number of memberships is not currently filled, the Membership Secretary shall process the application and inform the Board of Directors of the new membership.
- c. There shall be a non-refundable initiation fee to be paid at the time of acceptance into the organization in the amount of \$100 for singles and \$200 for families. This amount is due at time of application; however the fee for a family may be split into two payments of \$100 (with the second one due by August 1<sup>st</sup>) at the discretion of the Treasurer.

## **2. Rights and Privileges**

Non-Stockholding Membership shall entitle the holder thereof to the following rights and privileges; pursuant to the provisions of Article III of these By-Laws.

- a. The right to cast one (1) vote;
- b. To participate in voting to dissolve the Corporation;
- c. To participate in the conduct of the business of the Corporation;
- d. To hold elective office;
- e. To notice relative to the buying or selling of real estate, borrowing of money, giving a mortgage on corporate assets as security for payment of a loan, amending the Charter of By-Laws, or dissolving the Corporation and to such other notices as may be required by law or these By-Laws;
- f. To the use of the facilities for themselves;
- g. For members who paid a family initiation fee of two hundred dollars (\$200), the use of the facilities for their dependent children who are under twenty-six (26) years of age as of the first day of May each year. Any person who is twenty-six (26) years of age or older residing in a Class A Member's household, who desires to use the facilities, must apply for a Class B Membership;
- h. Any other rights as may be provided by law or these By-Laws.

## **D. Revocation of Membership**

1. The Corporation, through its Board of Directors, may revoke the membership and recall the share certificate of any stockholding member who fails to pay his dues or other charges as hereinafter provided. In addition, through the Board of Directors, the Corporation may revoke the membership of any member who fails to comply with the rules and regulations of the Corporation, or whose conduct has been such as deemed by the Board of Directors to be detrimental to the best interest of the Corporation.

2. Before taking action to revoke the membership and recall the share certificate of any member, the Board of Directors shall hold a hearing at which time the member shall have an opportunity to appear and be heard. Notice of such hearing shall be mailed by registered mail, postage pre-paid, at least five (5) days prior to the hearing, addressed to the member in question at his last address appearing on the Corporation's records.
3. There shall be no right of appeal from the decision of the Board of Directors, it being intended that such decision shall be final and binding on all parties.

#### **E. Stock:**

The following conditions, rules, and regulations shall govern stock held by a member.

##### **1. In general,**

- a. The shares of stock held by a Class A member shall be evidenced by a share certificate. They shall be non-transferable except to the Corporation or as provided in subsection 3 of this section and shall be non-assessable and non-interest bearing. They shall not represent an obligation of the Corporation.
- b. Each stock certificate shall become null and void upon the date of the registered owner thereof ceases to be a member of the Corporation for any reason unless a transfer is permitted as provided in subsection 3 of this section.

##### **2. Redemption**

Upon termination of a membership, the Corporation shall redeem the shares of stock held by such member (unless shares are transferred pursuant to the provisions of subsection 3 of this section) by paying to the member or to his estate a sum equal to the total par value of his stock provided that:

- a. The Board of Directors has elected to permit stock redemption.
- b. Shares may be redeemed at the sole discretion of the Board of Directors based on the financial status of the Corporation. Redemption permitted by the board of Directors shall be processed on a first come first served basis as indicated on a waiting list kept by the Membership Secretary.
- c. Shares of stock will be redeemed in the chronological order in which the memberships are terminated.
- d. The Corporation shall deduct from the redemption price any fines, dues, debts, assessments and any other monies owed to the Corporation by the member.

##### **3. Transfers**

In all transfers, the original certificate must be surrendered to the Corporation, which shall issue a new certificate to the transferee. The Membership Secretary is the facilitator of this transaction and shall inform the Board of Directors of the transfer.

- a. In the event of the death of a Class A Member in good standing, said stock certificate may be transferable on the books of the corporation to either an adult surviving spouse, or to an adult child who shall form a part of the descendant's household providing:
  1. The proposed transferee applies for such transfer within one (1) year of the deceased member's death; and
  2. Where there is more than one (1) eligible transferee, preference shall be given first to the surviving spouse, next to the oldest child, and then to each other child according to age.
- b. A Class A member may transfer his stock certificate without fee to any current Class B Member.
- c. A Class A Member as noted in Article II, paragraph D,2,c may transfer his stock to any other person providing:
  1. Completion of the transfer relieves the Corporation of any obligation to the transferor (regardless of the sale price negotiated for the transfer).
  2. The par value of the stock certificate shall remain at fifty dollars (\$50) per share regardless of the sale price negotiated for the transfer.
- d. No other transfers except as herein provided shall be valid or recognized.

#### **F. Hold Harmless Agreement**

As a condition of membership in Crestwood Swimming Pool Association each Crestwood member and/or guest of member releases all claims and holds harmless the Releases (defined below) from any and all liabilities, damages, expenses, cost, claims and causes of action that the Member may have or claim to have now or in the future against the Crestwood Swimming Pool Association, and its employees, officers, directors, committee members, representatives, affiliates and volunteers (the "Releases") arising from or connected with the Member's membership in Crestwood Swimming Pool Association.

### **ARTICLE III**

#### **VOTING**

Each Class A Member and Class N Member recorded as such on the records of the Membership Secretary must be notified ten (10) days in advance of any regular or special meeting of the membership, and shall be entitled to one vote at each meeting.

All Class A and Class N Members shall vote in person only.

## ARTICLE IV

### MEMBERSHIP FEES, DUES, FINE, PENALTIES, ETC.

#### **A. Fees**

The Board of Directors shall from time to time fix the amount of fees and dues to be charged for the various classes of membership.

#### **B. Dues**

Annual dues shall be payable on or before the first day of May of each year. Any member who fails to pay his dues by the due date shall be declared delinquent by the President and all membership privileges shall be suspended until payment is made in full. In the event said delinquency continues until the first day of June, said delinquency shall constitute grounds for revoking the membership of the delinquent member as provided for in Article II, F. 1.

#### **C. Request for Redemption**

Upon written request by a Class A ~~or Class S~~ member for redemption of the share of stock of the said member in accordance with Article II, G, 2, said written request shall be kept on file with the Membership Secretary until such time as the redemption would be consummated in accordance with the above captioned paragraph, however, no dues will be assessed nor shall any shares of stock depreciate following the date of receipt of the written request for redemption and prior to final redemption of the share of stock.

In addition, the Redemption List shall serve for those who wish to list their stock for sale to another individual who wishes to buy that stock. Likewise, the stock shall not depreciate once listed for redemption or transfer, so long as the selling parting listing the stock for sale makes an honest effort to transfer those shares when requested.

#### **D. Removal from Redemption List**

Any member who wishes to be removed from the redemption list and return to an active status will be required to pay a maintenance fee for each year he was on the redemption list. This fee will be established by the Board of Directors.

#### **E. Reinstatement Fee**

Return to active status after a hiatus of one (1) year or more shall require a reinstatement fee in an amount determined by the Board of Directors.

## **F. Liabilities**

All Class A or Class N Members be responsible for payment of all charges of liabilities that may be imposed upon him individually or that may be incurred by a Class B member or guest sponsored by him or by guests sponsored by an individual member.

## **G. Membership Cards**

The Membership Secretary shall issue an annual membership card to all members on receipt of their dues providing such member has no other charges or liabilities owing the Corporation.

## **H. Inactive Membership Fee**

There shall be a \$50.00 inactive membership fee assessed to any stockholding member that does not become active during each season. All members shall be notified of such an assessment each year in the "Splash & Dues Notices." Should unpaid fees meet or exceed the par value of the stock, the members stock shall be recalled.

## ARTICLE V

### MEETINGS OF MEMBERS

#### **A. Semi-Annual Meetings**

The meetings of members of the Corporation shall be held on a date selected by the Board of Directors semi-annually in October and April of each year. The October meeting shall be referred to as the “Annual Membership Meeting.”

#### **B. Special Meetings**

The President shall call special meetings of the members of the Corporation upon direction of two-thirds (2/3) of the members of the Board of Directors or upon the written petition of twenty-five (25) members qualified to vote.

#### **C. Notice of Meetings**

Written notice of all regular and special meetings of the Corporation shall be given to each members of record entitled to vote at the meeting at least ten (10) days prior to the date fixed for the meeting.

#### **D. Quorum**

A quorum shall not be required to transact business provided that at least ten (10) days written notice of each specific item of business shall have been given by mail to each member entitled to vote.

#### **E. Majority**

All business laid before the meeting must be decided by a majority vote of the members present.

#### **F. Order of Business**

1. Call meeting to order
2. Reading of minutes of previous meeting
3. Report of officers and committees
4. Unfinished Business
5. New Business
6. Good of the order
7. Adjournment

## ARTICLE VI

### BOARD OF DIRECTORS

#### **A. Powers, Terms of Office, Elections:**

The management of the Corporation shall be vested in a Board of Directors of between eleven (11) and fifteen (15) Directors, elected by the general membership for a term ending at the Annual Membership Meeting taking place approximately three (3) years after their selection. In addition, the President of the Crestwood Parents Aquatic Club (PAC) shall hold the same powers and responsibilities as a Director for the period of time in which that person is appointed as the President of the PAC, in accordance with the Bylaws of the PAC.

#### **B. Nominations:**

The President of the Corporation, at least thirty (30) days before the Annual Membership Meeting, shall appoint a Nominating committee of three voting members in good standing. The Nominating committee shall prepare a slate of nominees from members in good standing who are Class A or Class N Members as noted in Article II, Paragraph D,2,c, for the number of Directors to be elected. The report of the committee shall be submitted at the annual Membership Meeting. Nominations may also be made from the floor at the Annual Membership Meeting.

#### **C. Vacancies on the Board:**

Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board. Each person so elected shall serve for the unexpired term of his predecessor.

#### **D. Removal from Office:**

A Director may be removed from office for failing to retain his or her membership in good standing, or for otherwise failing to carry out the duties and responsibilities of office without good cause. He/she should have regular attendance at Board meetings.

A Director may be removed only by a two-third (2/3) vote of the remaining directors voting for dismissal after notifying such Director and giving him/her opportunity to be heard.

#### **E. Meetings:**

##### **1. Dates**

The Board of Directors shall hold regular monthly meetings on a mutually agreed upon date. Meetings during the summer season shall be held more frequently in order to address any issues on a timely basis. Special meetings of the Directors may be called by the President or a majority of the Directors and shall be held at such time and for such purpose as may be specified in the call for said meeting. Written notices of all special meetings of the Directors,

stating time, place and purpose of the meeting shall be given to each Director at least three (3) days prior to the day fixed for the meeting.

## **2. Quorum, Necessary Vote, Action by Written Consent**

One-half (1/2) of the Directors in Office shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present at a meeting shall constitute valid action of the Board of Directors, provided, that if all the Directors shall consent in writing to any action, such action shall be valid as though it had been authorized at a meeting of the Board.

## **3. Presiding Officer**

The President, or in his absence, the Vice-President, shall preside at all meetings of the Board of Directors. In the absence of both the President and Vice-President, the directors, shall elect a Chairman Pro Tempore.

## **4. Specific Powers**

The management and operation of the Corporation shall be vested in the Board of Directors which shall have the following powers:

- a. To adapt an annual budget for the operation of the corporate activities for the fiscal year.
- b. To prepare an annual report showing the state of membership and finances.
- c. To supervise all committees, with power to direct their activities and to alter or amend any rules or regulations formulated by and committee.
- d. To formulate and adopt rules and regulations for the government and use of the corporate facilities and activities.
- e. To hire employees and fix their classifications and salary schedule.
- f. To appoint a manager who shall have the responsibility of operating the pool and who shall be directly responsible to the Board of Directors as a body. No order or directive shall be recognized by the manager unless sanctioned by official Board action.
- g. To expend moneys or authorize purchases necessary or desirable for the operation of the Corporation.
- h. To secure all necessary public liability, property damage and other forms of insurance as may be deemed necessary to protect the interest of the Corporation.
- i. To secure and pay for from such funds of the Corporation fidelity bonds for such of its officers and employees and in such amounts as it shall deem advisable for the best interest of the Corporation.
- j. To fix membership fees, dues, penalties, fines and guest fees.
  - a. To grant dues and fee waivers for members in special circumstances
- k. To direct the investment and care of funds and property of the Corporation.
- l. To act upon applications for membership.
- m. To do or cause to be done all other things necessary or proper for the management of the Corporation and to conduct generally the Corporation business.

- n. To modify the total number of memberships allowed on a temporary basis given special circumstances during the summer season. Any temporary modifications to this number throughout the season shall be reviewed at the annual membership meeting in October.

**5. Order of Business**

- a. Calling a meeting to order
- b. Reading of minutes of previous meeting
- c. Reports of officers and committees
- d. Unfinished business
- e. New Business
- f. Good of the Order
- g. Adjournment

## ARTICLE VII

### OFFICERS

#### **A. Election:**

The Board of Directors, as elected, on the date of the Annual Membership meeting and immediately after adjournment thereof, shall elect from their body by a majority vote of the Directors present, a President, Vice-President, Recording Secretary, Membership Secretary, and Treasurer, who shall serve for a term of one (1) year and until their successors shall have been elected.

#### **B. Vacancies:**

The Board of Directors shall have the power to fill any vacancies in office. The officers so appointed shall serve during the balance of the term of office and until their successors shall have been elected.

#### **C. Powers and duties of the President:**

The president shall have the following powers and duties:

1. To preside at all meetings of the Board of Directors and members.
2. To sign all contracts, documents and papers relating to the affairs of the Corporation.
3. To make all committee appointments.
4. To perform all other acts properly belonging to his office, including executive supervision of all activities of the Corporation and its employees.

#### **D. Powers and Duties of the Vice-President:**

The Vice-President shall have the following powers and duties:

1. To assist the President.
2. To perform the functions of the President in his absence.

#### **E. Powers and duties of the Recording Secretary:**

The Recording Secretary shall have the following powers and duties:

1. To make and keep minutes of all meetings of the Board of Directors and of the members.
2. To keep all corporate records (except financial records).
3. To conduct all official correspondence.
4. To issue calls for meetings.
5. To have custody of the corporate seal.
6. To attest the signature of corporate officers when required.

7. To perform such other functions as may be appropriate to fill this office.

**F. Powers and duties of the Membership Secretary:**

The Membership Secretary shall have the following powers and duties:

1. To maintain a membership record, including names and addresses and such other data concerning admissions to, maintenance and termination of memberships as may be appropriate or as may be required by the Board of Directors.
2. To issue membership certificates.
3. To issue all annual membership cards.
4. To bill all members for all charges or liabilities that may be imposed upon such member individually or that may be incurred by Class B members or guests sponsored by the individual member.
5. To keep a Corporate share certificate register book, showing the name and addresses of the holders of share certificates in the Corporation, together with a complete record of payment therefore, and the serial number and date of the share certificates issues.
6. To perform such other functions as may be appropriate to this office or as may be required by the Board of Directors.

**G. Powers and duties of the Treasurer:**

1. To make and keep records of all financial transactions of the Corporation.
2. To otherwise be responsible for the receipt of all money due to the Corporation and to deposit the same in depositories approved by the Board of Directors.
3. To sign all checks and make all disbursements.
4. To perform such other functions as may be appropriate to his office or as required by the Board of Directors.
5. To present a budget for the year to the Board of Directors for approval and vote in January of each year.

**H. Powers and duties of all Board Members:**

1. To vote on all decisions at meetings of the Board of Directors
2. To have a specific area of responsibility and title that reflects that responsibility.
3. To be held accountable to the Corporation, and therefore the Board of Directors, for all responsibilities given and taken.
4. To be an active and contributing Board Member
5. To attend all meetings of the Board of Directors

**I. Unique Rights and Privileges of Board Members :**

1. To have all annual dues and fees waived during tenure served on the Board of Directors.
2. To utilize an annual guest pass at the mutual discretion of the Board Member and the Board of Directors.

**ARTICLE VIII**

**COMMITTEES**

The Following shall constitute the standing committees of the Corporation:

Building & Grounds  
Personnel  
Nominating  
Activities  
Marketing/Web Site  
Fundraising

Such other committees as the Board of Directors may from time to time designate. All committee members shall serve at the discretion of the President.

## **ARTICLE IX**

### **GUESTS**

#### **A. Admission:**

Guests may be admitted to the Corporation grounds upon payment of a guest fee fixed by the Board of Directors provided said guest is sponsored by a member in good standing, that is current dues are paid with no fines or penalties outstanding.

#### **B. Regulations:**

The Board of Directors shall make such regulations as they deem appropriate to govern the grant and exercise of guest privileges, including fees, number of guests and frequency and times of admissions.

All guests and their actions shall be the full responsibility of the sponsoring member. The sponsoring member shall be held accountable for any actions or damage as a result of their guests, and at the discretion of the Board of Directors may face penalties as a result of their guests' actions, including fees or the restriction or revocation of their membership as per Article II, F.

## ARTICLE X

### MISCELLANEOUS

**A. Seal:**

The seal of this Corporation shall be identical with that impressed at the right of this section.

**B. Notice:**

Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof through the mail, charges prepaid to *the* address appearing on the books of the Corporation. If notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in a United States post Office or in a United States mailbox.

**C. Waiver of Notice:**

Whenever any written notice is required to be given by law, the Articles of Incorporation, of these By-laws, any person entitled thereto may waive the same by a writing signed by him without regard to the time of signing. Attendance at any meeting, either in person or by proxy (when permitted), shall also constitute a waiver of notice of the meeting, unless attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

**D. Fiscal Year:**

The fiscal year of this Corporation shall begin on January 1 of each year.

## ARTICLE XI

### AMENDMENTS TO THE BY LAWS

Amendments to the By-Laws may be made by a majority vote of Class A or Class N Members present at any regular meeting of the Corporation or at any special meeting called for that purpose; provided, however, that at least ten (10) days written notice of such amendment shall be given by mail to each member entitled to vote, setting forth the Article to be amended and the proposed amendment.

Amended and approved this 16th day of April, 2013

President: Herbert (JR) Gieringer

Secretary: Margie Weber

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Seal of the Corporation

Board of Directors of the Crestwood Swimming Pool Association (April 2013)

President: J.R. Gieringer

Vice-President: Neil McCauley

Secretary: Margie Weber

Treasurer: Sue Jackson

Membership Secretary: Melissa Webster

Members:

Lisa Cerniglia

Jodi Daniels

Sue Dell'Elmo

B-Bop Heebner

Kevin Kelley

Jason Mell

Heather Saboori

Eric Schwenk

Brian Werner

Edrick Wittes

Karla Becker, PAC Representative