

# BY-LAWS OF THE NORTHWOOD PARK SWIM CLUB

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## Article I MEMBERSHIP

**Section 1:** Certificate of Membership. There shall not be more than 100 members. Each 100 members are issued a certificate of membership. New memberships shall occur only by replacement. (as described in Article I, Section 2).

**Section 2:** The Transfer of a Certificate. A certificate can only be transferred to an eligible second party by surrendering the Certificate to the Corporation Board of Directors by means of an endorsement by the Certificate holder and a designation of the second party on the back of the Certificate, or by a bill of sale. Whereupon the Board of Directors shall issue a new Certificate upon the receipt of a \$50.00 transfer fee from either party. The procedure for the sale of a certificate is as follows:

1. The holder of a Certificate, after notification of the Board of Directors, may sell to any eligible buyer.
2. The Board of Directors shall notify the applicants on the waiting list, giving preference to the first to accept with payment in full or show of legal intent.
3. The Corporation shall be allowed to purchase the Certificate. This decision is to be made by the Board of Directors.

**Section 3:** Corporation Description. The Corporation shall be a non-profit Corporation. No dividends shall be paid. The privileges to be secured by being a member are simply, the use of the Corporation facilities.

**Section 4:** Area of Membership. The area from which the membership shall be accepted after construction of the pool is to be set by the Board of Directors. The Board of Directors may change the boundaries of this area to the best interest of the Corporation.

## Article II MEETINGS

**Section 1:** Principal Office. The Principal Office shall be located at the site of the swimming pool.

**Section 2:** Annual Meeting. An annual Meeting of the members of the Corporation shall be held during the month of April each year. Every member shall be notified of the meeting not less than ten (10) days prior to such meeting by mail at last known place of residence or by electronic mail (Email) at last known email contact provided by the member (4/2020). At this meeting, members shall be elected to the Board of Directors as hereinafter described.

**Section 3:** Special Meetings. Special Meetings may be called by like notices from the President and a majority of the Board: OR by the holders of at least 10% of the Certificates (whose names must appear on the notices). No business other than that described on the notices shall be transacted at the special meeting.

**Section 4:** Quorum. To transact business, the Certificate holders present at the meeting, or represented by the written proxy, shall constitute a quorum. Each Certificate is entitled to one vote. To make By-law changes, 20% of the certificate holders must vote either in person or by proxy with the simple majority prevailing. (5/2001)  
To incur any indebtedness a quorum of 25% of membership must vote either in person or by proxy with a simple majority prevailing. (5/2001)

## **Article III**

### **BOARD OF DIRECTORS**

**Section 1:** Number and Term of Office. There shall be elected at the Annual Meeting (as described in Article II, Section 2) a nine (9) member Board of Directors by a plurality vote of the members of the Corporation. Each director shall serve for a three (3) year term.

**Section 2:** Vacancies and Absences. In the case of a vacancy on the Board of Directors, a replacement is to be made by a majority vote of the remaining directors within 30 days. If a director is absent without valid reason for three (3) consecutive meetings of the Board, then the Board of Directors may vote to replace the director.

**Section 3:** Meetings and Quorum. The Board of Directors must hold their first meeting within 2 weeks after the Annual meeting and be notified of such meeting by the President. A majority of the Board members represents a quorum. Any future meeting will be at the notification of the President and by the consent of any two (2) or more of the directors. Transactions of the Board of Directors without a meeting may be carried out if they are in writing and signed by a majority of the directors, and also are entered in the minutes of the Board of Directors by date.

**Section 4:** Officers. At the first meeting of the Board of Directors, they shall elect from their own number the following officers: 1) President, 2) Vice-President, 3) Secretary, 4) Treasurer, 5) Membership, and board liaisons for the club that will include: Pool, Bathhouse, Grounds, and Swim Team/Lessons.

**Section 5:** Duties of the Board, Officers, and Liaisons:

The Board: The Board of Directors may appoint such committees as are necessary to fulfill their duties.

**President:** Call and preside over meetings. Sign all contracts, instruments of conveyance, or other papers of the corporation together with the Secretary or alternate. Hire and dismiss employees as approved by the Board of Directors. Discipline members. Carry out general management of the Corporation and follow the mandates of the Board of Directors.

**Vice-President:** Assume duties of President in his/her absence. Carry out duties assigned by President.  
**Secretary:** Keep minutes of all meetings. Sign all contracts, instruments of conveyance, or other papers of the corporation together with the President. Shall supply reports, notices, newsletters, etc. as Board or By-Laws require.

**Treasurer:** Take charge of all funds of the Corporation. He or she shall co-sign all instruments of monetary transfer together with at least one other director who has been so authorized by the Board. Keep accurate monetary records and transactions of the corporation and be prepared to present reports upon the request of the board. Responsible for collecting annual dues and assessments. Signs all Certificates of Membership along with the Assistant Secretary (Membership).

**Membership:** Keep all information pertaining to members – i.e. waiting lists, directory, member roster, mailing labels, emergency forms, etc. Also responsible for transferring memberships, collecting membership money, fees, assessments as assigned by the treasurer, signing certificates along with the Treasurer, distributing keys, changing the main pool lock to match the new key, and if necessary, mailing certified letters for pool forfeitures.

**Pool:** Coordinates with the hired pool contractor and Pool Manager (or appointee) on all pool maintenance related issues including the pool, pump room, solar, slide, diving board, etc. Makes sure records of contracted maintenance issues/fixes, chemicals, and pool safety are kept.

**Bathhouse:** Coordinates and insures proper maintenance and repairs that are needed inside and outside the bathhouse including showers, toilets, sinks, lights, paint, etc.

**Grounds:** Oversees maintenance of landscape around pool and buildings, i.e. mowing, trimming of bushes/shrubs, weed control, sprinkler system, removal of debris, etc.

**Swim Team/Lessons:** Board liaison for swim team and swimming lessons. Works closely with the pool manager or appointee(s) to organize and facilitate the success of the lesson and swim team programs, including any home swim team meets. Additional duties as needed to assist the swim team coach (es).

## Article IV ANNUAL DUES AND USE OF THE FACILITIES

**Section 1:** Amount and Date. The annual dues shall be set by a resolution of the Board of Directors at a regular meeting. This amount is subject to change as determined to be necessary by the Board of Directors at a regular meeting.

**Section 2:** Privilege of Dues. The facilities of the Corporation will be available to those Certificate holders having paid their dues. Those Certificate holders who do not pay dues shall not be allowed to use the facilities.

**Section 3:** Who Uses Facilities. The facilities may be used by the Certificate holder(s) and the dependents, (as defined herein as biological children, adopted children, foster children or other persons who the certificate holder has/have full or shared legal custody, i.e. has legal authority to sign any required medical release forms) provided their annual dues are paid. The intent of this policy is not to limit use of the facilities by the Certificate holder(s) and their household. Therefore, exceptions to this restriction shall be considered on a case-by-case basis by the Board of Directors upon written request by the Certificate holder. Exceptions shall not be unreasonably withheld, but may only be granted upon findings that the intent of the policy is satisfied. (5/2001) Also, overnight guests of such Certificate holders, whose permanent residence is at least a distance (to be set by the Board of Directors) from the facilities,

will be allowed to use the facilities. Other guests must reside outside of the boundaries described by the Rules and Regulations, and may be allowed as guest only in a number (each month by Certificate holder) to be set by the Board of directors. The welfare of the Corporation is to be considered by the Board if carrying out policies of operation and use of the facilities regarding guests and behavioral problems.

**Section 4:** Unpaid Dues and Assessments. All holders of membership certificates shall contribute financially toward the cost of club operations, maintenance, and improvements. Therefore, any and all dues or assessments duly levied to members by the Board which are not paid by any individual certificate holder shall be considered a lien against that individual's membership. Transfer of the individual's certificate to a second party will not be accepted by the Board of Directors until such time payment of said dues or assessments have been paid, including one late fee of \$75.00 to be assessed on the third Sunday of May. The annual dues shall cover the fiscal period from January 1st of each year through December 31st of the same year and shall be due and payable in full not later than the third Saturday of May following the beginning of the fiscal year. In the event that any member(s) shall have failed to pay their annual dues by June 1st of any fiscal year, said member(s) shall be notified by certified mail that in the event said annual dues are not paid within seven (7) days of receipt of said certified letter their membership shall be forfeited and become the property of the Corporation. The Corporation shall make all reasonable efforts to sell the membership at its then market value and any sale proceeds shall be returned to the former member less the delinquent dues and/or assessments, the \$75.00 late fee penalty, any advertising or selling fees, and a \$50.00 transfer fee. (4/2017)

## Article V VOTING

**Section 1:** A certificate holder may vote while not in attendance at a meeting by the use of a proxy. A proxy may represent the member at the meeting and cast a ballot for the member if the proxy is in writing.

IN WITNESS WHEREOF these By-Laws have been accepted by the membership of the Corporation.

IN WITNESS WHEREOF the Corporation has caused these By-Laws to be signed by its duly authorized officers.

This \_\_\_\_ Day of \_\_\_\_\_ A.D. 2020

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary