

BY-LAWS of the Willowood Swim Club , Inc.

Elizabethtown, Pennsylvania

Revised: November 2017

Article I – Name

Section 1. The name of this organization shall be Willowood Swim Club, Incorporated.

Section 2. Any reference to "The Club" contained within these by-laws shall mean "Willowood Swim Club, Incorporated".

Article II – Object

Section 1. The purpose of The Club shall be to provide group sports and recreation for its members; to promote good sportsmanship and character traits in group sports and recreation; to acquire such property, real and personal, as may be deemed necessary to meet The Club's stated purpose; and to construct, maintain and operate such facilities as may be deemed necessary to meeting the purpose of The Club.

Section 2. The Club shall be operated on a nonprofit basis such that no pecuniary profit, incidental or otherwise, shall inure to the benefit of any individual member or limited group of members. This section shall not be interpreted to mean that The Club is to be operated on a cost basis but rather that any profits derived from the operation of Club facilities shall be utilized for the maintenance and enhancement of Club facilities and operations for the general benefit of all members of The Club.

Article III – Governance

Section 1. The Club shall be managed by a Board of Directors which shall be composed of nine (9) members.

Section 2. At each annual meeting of the members of The Club three (3) Directors shall be elected from among the membership who hold a current certificate, over the age of (18), to serve for a term of three (3) years or until their successors are elected.

Section 3. Any member of the Board of Directors who shall cease to hold Certificate Membership in The Club shall automatically cease to be a member of the Board of Directors.

Section 4. A Director may serve an unlimited number of terms on the Board.

Section 5. A Director of The Club with any potential conflict of interest shall notify the Board of Directors of such situations. The Board of Directors shall determine an appropriate course of action.

Article IV – Responsibilities of the Board of Directors and Officers

Section 1. In addition to all the powers and duties conferred on it by law, the Board of Directors shall have the following powers and duties:

(a) To transact all Club business, arrange for completion of tax forms for The Club and maintain regulatory compliance. To make and amend rules for the use of The Club's property. It may appoint and remove such officers, clerks, agents, and servants and employees as it may deem necessary and may fix their duties and compensations.

(b) Approve new members to and withdrawals from The Club.

(c) Fix, impose and remit penalties for violations of these By-Laws and rules of The Club.

(d) Constitute and appoint committees and define the powers and duties of same.

(e) Fill any vacancy in the Board, to serve the full unexpired term of the Board vacancy. Preference may be given to members previously nominated for a board position.

(f) To borrow such money as it shall deem necessary for the proper construction, maintenance, and operation of The Club facilities. A projected amortization or pay back plan shall be shared with the membership at The Clubs annual meeting.

(g) Under no circumstances shall The Board of Directors undertake any new project that shall cost more than \$15,000.00 unless it is approved by the majority of members who are present at a regular or special meeting of the membership.

(h) Under no circumstances shall The Board of Directors undertake the disposal of any real estate unless it is approved by the majority of the members who are present at a regular or special meeting of the membership.

Section 2. The Board of Directors shall cause the books of The Club to be reviewed biannually by auditors selected by the Directors, who shall neither be Directors, Officers, or employees of The Club, and shall make said review report available to all members upon request. The review shall be summarized at the annual meeting.

Section 3. The Board of Directors shall annually elect from its membership a President and Vice President. It shall also elect a Secretary and Treasurer. In the Board's discretion the Secretary and Treasurer may be one and the same person, and need not, while preferable, be member/s of The Club.

Section 4. The President shall preside at the meetings of The Board and of members. The President shall be the administrative officer of The Club and shall be an ex-officio, a member of all committees.

Section 5. The Vice President shall perform all the duties of the President in the absence of the President.

Section 6. The Secretary shall send out the notices of all meetings of the membership and The Board of Directors and keep minutes of same. The Secretary shall attend to all correspondence of The Club and shall perform such duties as shall be asked of the Secretary by The Board of Directors.

Section 7. The Treasurer shall keep the accounts of The Club, collect its revenues, pay its bills (as approved by the Board of Directors), deposit funds in the name of The Club in such depository as may be authorized by the Board. The Treasurer shall perform such duties as shall be asked of him/her by the Board of Directors.

Section 8. The Board of Directors shall hold special meetings when called by the President or by written request of ten (10) members of The Club

Section 9. Five (5) Directors shall constitute a quorum at all Board meetings.

Article V – Memberships

Section 1. Memberships in The Club shall consist of the following types or classes:

(a) Certificate Issued Family Membership. This type shall consist of a head of household, his or her spouse, if any, and all dependent children, regardless of age residing there.

(b) Certificate issued Couple Membership. This type shall consist of a head of household, his or her spouse, if any, or single dependent child regardless of age residing there.

(c) Certificate issued Single Membership. This type shall consist of one (1) person only and shall entitle only the named person to participate in the activities and use the facilities of The Club.

(d) Special Membership. The Board of Directors shall have the authority to create other classes of membership as it shall deem advisable.

Section 2. Any member of The Club may withdraw at any time, subject to the provisions of Article V, Section 5 and Article VI, Section 7 herein, provided, however, no dues shall be refunded upon such withdrawal.

Section 3. Any member of any type or class, or any individual included in any of the types of membership in which more than one person is included, may, for cause shown and after having been given an opportunity for a hearing before the Board of Directors, may be suspended for a period of not more than ninety (90) days of open season, provided 2/3 of the members of the Board of Directors vote in favor of such suspension.

(a) Any certificate holding member having been given an opportunity for a hearing before the Board of Directors may have their membership certificate revoked for causes egregious or criminal in nature provided 3/4 of the members of the Board of Directors vote in favor of such revocation.

Section 4.

(a) All types and classes of memberships shall be accorded the facilities of The Club subject to the rules and regulations for use of same adopted by the Board of Directors. These rules and regulations shall be posted on the bulletin board during the open season and provided to all applicants for membership regardless of type or class.

(b) A membership card shall be authorized by The Clubs' Treasurer upon the payment of yearly dues to every member.

(c) The Board of Directors may at its discretion, extend the privileges of The Club to any person or persons.

(d) The Board of Directors shall by policy fix the terms and conditions upon which guests of members may use the facilities of The Club.

(e) Any property of The Club broken or damaged by a member of his/her guest shall be promptly paid for by such member.

(f) The Club assumes no responsibility, and members or their guests can have no claim against The Club, the Board of Directors, Officers, or employees, for property of members or guests brought upon The Clubs' premises.

(g) No intoxicating beverages may be sold or consume on The Clubs' premises.

(h) The Club assumes no responsibility, and members or their guests can have no claim against The Club, the Board of Directors, Officers, or employees, for any accident or injury to any person while on The Clubs' premises.

Section 5. The number of memberships in The Club shall not exceed 3200 individuals or be less than 2514. A minimum number of 2514 members are (is??) required for reimbursement of Certificate Issued Money to occur at withdrawal, without replacing members.

Section 6. For the purpose of these by-laws for The Club, in regards to Article VII, Section 3 and Article VIII Sections 1 and 2; only Certificate Issued members over the age of eighteen (18) and current with all fees and dues are entitled for consideration.

Article VI – Dues and Fees

Section 1. The Board of Directors shall establish annual dues in such amounts as it shall deem advisable and necessary. Dues and other income shall be sufficient to provide for the necessary operating expenses of The Club and the proper maintenance, improvement of its property, future development and amortization of indebtedness. Dues past May 1 will be assessed a penalty determined by The Board. The dues notice shall include penalty information and be sent to all members at least 30 days prior to due date.

Section 2. No dues nor part thereof shall be refunded in the event that The Club facilities shall cease operation or be suspended for any reason.

Section 3. The Board of Directors shall be authorized to seek loans from persons seeking memberships. Any person who loans a minimum of the following amounts shall be considered eligible for membership:

Family Membership - \$300.00

Single Membership - \$150.00

Special membership as The Board shall determine. The Club shall issue to said loanee a corticate of the indebtedness which shall be, according to Board policy transferable, non-interest bearing, non-assessable and which shall be paid at such times and in such amounts (subject to the following sections) as The Board of Directors shall determine. Any membership accepted on or before December 31, 1956 shall be redeemed at a minimum of 100%. Any membership accepted after December 31, 1956 shall be accepted subject to the payment of the membership fees listed in Article VI Section 3 paragraph 1. Such membership fee shall not be deemed a loan and shall give the member no equity in The Club property; provided, however, that in the event said membership is withdrawn or terminated; then it shall be redeemed at a minimum of 75%. Redemption of any membership will be done in accordance with Article V, Section 5 and Article VI, Section 4 and current Board policy.

Section 4. Except for payment as hereinafter provided. Each Certificate shall become null and void upon the date that the holder thereof ceases to be a member for any cause. The time and manner in which the Certificate holder shall be paid the value of their certificate shall be determined in accordance with Article V, Section 5 and each corticate received for withdrawal shall be redeemed in the order in which they are received, except in the case where a member finds a replacement, then the certificate can be redeemed from that replacement.

Section 5. In the event of the dissolution of the organization, in any manner or for any cause, and in no other event, Certificates shall be a lien upon the proceeds of the sale of the property of the organization after the payment of all of its just debts and obligations to the extent of the then value of the Certificate, subject to set-off all debts, dues, and obligations owed by the holder of the organization.

Section 6. Any member failing to pay dues (or indebtedness) or notify the Secretary/Treasurer in writing of the intent to withdraw by May 15th, following notice of dues (or indebtedness) sent by the Secretary/Treasurer, shall be notified that if such dues (or indebtedness) are not paid by the June 1st of that year, the membership will become an inactive membership and reactivation shall be in accordance with Board Policy.

Section 7. Upon cessation of membership for any cause, all indebtedness owing to The Club by the member shall be a lien upon and charged against his Certificate of indebtedness, and the Certificate may be taken over by The Club to satisfy such indebtedness. In event of The Club being unable to obtain possession of the Certificate it may be cancelled on the books of The Club. In case of the enforcement of a lien, as above provided, neither the signature of the holder nor the delivery of the Certificate shall be a requisite to perfect the transfer to The Club.

Section 8. Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members of their family, and for all charges and liabilities imposed upon or incurred by guests introduced by them.

Section 9. All fees and other charges mentioned herein are exclusive of taxes imposed by the Federal, State, and other Governmental bodies and agencies, which taxes shall be paid by the individual member.

Article VII – Meetings

Section 1. The annual meeting of the membership of The Club shall be held during the calendar year, at such time and place as the Board of Directors shall determine. Said meeting shall be for the purpose of electing directors, presenting committee reports and the transaction of such other business as may be brought before it.

Section 2. Written notice of the annual meeting and special meetings shall be given to members at least ten (10) days prior thereto. The notice of the annual meeting shall include names of the candidates nominated for The Board. Special meeting notices shall state the purpose for which it is called.

Section 3. Ten (10) members present in person shall constitute a quorum of all membership meetings.

Section 4. Whenever by these By-Laws, notice to members is required, the sending of such notice to the last known address of the members shall constitute notice.

Article VIII- Nominations

Section 1. Not less than sixty (60) days prior to the annual meeting of the members, a nominating committee shall be appointed by the Board. The nominating committee shall nominate candidates for the vacancies to be filled. The nominating committee shall report their nominations to the Secretary not less than twenty (20) days prior to the annual meeting.

Section 2. Nominations may be made from the floor of the annual meeting, however, any nomination made in such a manner shall not be valid unless it receives at least two (2) seconds to the nomination.

Article IX – Miscellaneous

Section 1. Each person who acts as Director, Officer, or Employee of The Club shall be indemnified by The Club against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which the individual is made a party by reason of their being or having been a Director, Officer, or Employee, except in relation to matters as to which the individual shall be adjudged in such action, suit or proceeding based on gross negligence or willful misconduct, and except any sum paid The Club in settlement of an action, suit or proceeding based on gross negligence or willful misconduct in the performance of duties. The right to indemnification provide herein shall inure to each Director, Officer or Employee whether or not the individual is such at the time such costs or expenses are imposed or incurred, and in the event of their death shall extend to their legal representatives.

Section 2. Roberts Rules of Procedures shall govern the procedure to be followed at all meetings of this organization.

Section 3. Any questions as to the meaning or proper interpretation of any of the provisions of these By-Laws, shall be determined by the Board of Directors, whose decision in such matters shall be final. At any meeting of the membership, the Board of Directors may present By-Laws changes and recommend ratification by the membership.

Section 4. Proposed amendments to these By-Laws may be presented to the Board of Directors by a Board appointed committee or written request of ten (10) members of this organization. Such presentations shall be made no later than the September Board meeting. Proposed amendments shall become an item of business at the annual meeting.

Section 5. These By-Laws may be amended by a 2/3 vote of the members, present in person at any meeting at which ten (10) days written notice of the amendment has been sent to all the members.