

APPENDIX I
BY-LAWS OF SPRINGWOOD SWIM CLUB

ARTICLE I. NAME

The name of the Club shall be the Springwood Swim Club.

ARTICLE II. PURPOSE

The purpose of the Springwood Swim Club shall be to provide activities and facilities which will promote the advancement of the physical and moral welfare of the members, their families and the community; to enable the members to gather together for mutual benefit and enjoyment as an athletic and social group; to construct and acquire health and recreational facilities and to promote activities of a charitable, social and recreational nature.

ARTICLE III. GOVERNMENT

Section 1. The Club shall be managed, and its business conducted by a board of directors or trustees known as the Board of Governors which Board shall be composed of up to nine members: four titled officers and up to five at large Governors.

Section 2. The officers of this Club shall consist of – a President, a Vice President, a Secretary, a Treasurer and, if deemed necessary by the Board of Governors, an Assistant Secretary and an Assistant Treasurer. The President, Vice President, Secretary and Treasurer shall be elected annually by the Board of Governors from among its members and shall hold office until the end of the first meeting of the Board of Governors following the annual meeting of the Club. The Assistant Secretary and the Assistant Treasurer shall be appointed by the Board of Governors and hold office at its pleasure.

Section 3. At each annual winter meeting of the members of the Club, at large Governors may be elected from current bond members for a term of three years or until their successors shall have been chosen provided board openings exist.

Section 4. Any member of the Board of Governors who shall cease to hold active membership in the Club shall automatically cease to be a member of the Board of Governors.

ARTICLE IV. BOARD OF GOVERNORS

Section 1. Consistent with these By-Laws, the Board of Governors shall have the following powers:

- a. Financial Powers – The Board of Governors shall have the power to enter into contracts and promissory notes in the name of the Club, to authorize the execution and delivery in the name of the Club and under its seal, or otherwise, of all deeds of conveyance, bonds, mortgages, deeds of trust, leases, releases, and other instruments affecting property of the Club, and to borrow money in the name and on behalf of the Club, and, as security for the repayment thereof, effectually to mortgage or pledge the property of the Club.
- b. General Powers – The Board of Governors shall direct the general management of the affairs of the Club; control its funds and finances; fix and alter fees and charges on an annual, seasonal authorize the issuance or reissuance of Member Certificates; designate the duties to be performed by all standing committees, and make all necessary rules for the use and care of the grounds and property of the Club.

Section 2. The Board of Governors shall designate the bank or banks in which the funds of the Club shall be deposited and determine the manner in which checks, drafts, and other instruments for the payment of funds of the Club shall be executed. However, the Board of Governors shall always require that at least two titled officers sign all such checks, drafts, or other instruments for the payment of money drawn in the name of the Club.

Section 3. Financial Review of the Books and Records

- a. An independent accountant (the "Accountant") will be engaged on an annual basis to review the Club's records to ensure that receipts have been properly accounted for and expenditures made as authorized in the minutes and in conformity with the Club's bylaws, standing rules and budget limitations.
- b. This financial review will take place under the supervision of the Club's Finance Committee (chaired by the Club's sitting president).

IV.3.b.1. The Treasurer will not serve on this committee in any capacity except to provide documentation and respond to inquiries from the Committee to ensure that there is a complete objective review of the financial records.

- c. Using a certified public accountant (CPA) to conduct the financial review is not required, but is acceptable if the Board of Governors deems it necessary.
 - d. A finance review of the Club's Books and Records will be conducted annually and may be performed by a CPA, the club's treasurer or the Finance Committee.
- (a) The financial review must be formally accepted by the Club's Board of Governors and must be included in the Club's minutes and made available to the Bond Members at all times.

Section 4. At all meetings of the Board, the majority of the current number of board members shall constitute a quorum. In the event a question before the Board results in a tie vote, which cannot be resolved, the question shall then be submitted to the membership for decision.

Section 5. In the event of the death or withdrawal of a duly elected or nominated member of the Board of Governors, a successor shall be appointed by the remaining members of the Board of Governors to complete the unexpired term. Any Board member who voluntarily withdraws from the Board of Governors must submit a written letter of withdrawal or an electronic mail to the secretary. The secretary shall communicate the withdrawal to the Board of Governors.

Section 6. The President shall preside at all meetings of the Club and the Board of Governors. The President shall be the administrative officer of the Club. The President shall appoint, subject to confirmation by the Board of Governors all standing committees as may be directed. The President shall be ex-officio, a member of all committees.

Section 7. The Vice President, in the absence or disability of the President, shall act in the President's stead. The Vice President shall, under the direction of the President, attend to business and financial operations of the Club and shall be the chairperson of the Finance Committee. The Vice President shall be ex-officio, a member of all committees.

Section 8. The Secretary shall send out the notices of the meetings of the Club and of the Board of Governors, keep the minutes and attend to the correspondence pertaining to the office. The Secretary shall perform such other duties pertaining to the office as shall be requested by the Board of Governors.

Section 9. The Treasurer shall attend to keeping the account of the Club, collecting its revenues and paying its bills as approved by the Board of Governors or other agency authorized by the Board to incur them. The Treasurer shall deposit funds of the Club received in the name of the Club in such depository as may be authorized by the Board. The Treasurer shall perform such other duties pertaining to the office as may be requested by the Board. The Treasurer shall be bonded.

- Section 10. The Assistant Secretary and Assistant Treasurer shall perform such duties as may be assigned them by the Secretary or Treasurer, respectively, or by the Board of Governors.
- Section 11. Governors' terms in offices shall be limited to two consecutive three-year terms for any Board of Governor positions. In the event that a position on the Board of Governors cannot be filled despite the best efforts of the Nominating Committee and the Board of Governors, the Board at its discretion may waive this limit for a period not to exceed one year.
- Section 12. All members of the Board of Governors will carry directors and officers insurance.
- Section 13. Any board member, committee member or employee may be removed from office by a two-thirds vote of the entire membership of the Board, whenever, in the judgment of the Board deems the best interest of the Club will be served. Any Board member or nominating committee member voted to be removed by the Board of Governors shall be agreed to by the simple majority of Bond members, present at a special meeting pursuant to Article VII section 2 (a) & (b) of these by-laws.

ARTICLE V. MEMBERS

- Section 1. Membership in this Club shall consist of household units (as defined here) of which there shall be the following classes of members:
- a. Bond Members whose bond has been paid in full and whose membership is evidenced by a Bond Certificate issued by the Club in consideration of the payment of yearly membership dues and other fees required by these By-Laws or other Club rules. (See Bond Member Policy).
 - b. Seasonal Memberships are granted to those members at the discretion of the Board for a single summer season. Seasonal members do not have the power to vote.
 - c. Associate Membership is granted to a named adult member of the household unit who is a caregiver for children in the household of a Bond Member or Seasonal Member. There can be only one (1) Associate member per membership.

Any other sub-category of member will be defined in policy and procedures including senior citizens who are at least 62 years of age.

- Section 2. Household Units
- a. The classifications Bond Member and Seasonal Member shall include the members' household unit defined as:
 - a maximum of two adults plus children living at the same residence under the age of 26 years (at or before the opening of the pool season).
 - proof of residency of associate member must be provided at time of registration.
 - b. It is the responsibility of members of all classes to notify the Board of Governors, in writing, of any change in members marital status or other family status change prior to the start of the upcoming season. Failure to do so may result in the Board of Governors taking action in accordance with the provisions of Article V, Section 4 (a) of these By-Laws.
 - c. Members may choose to have their membership certificates registered and inscribed with a single name or as husband and wife as joint tenants with rights of survivorship (JT/WROS). Each certificate shall have one (1) vote. Bond member certificates are non-transferable and non-divisible.

- d. The Board of Governors shall be authorized to establish such administrative procedures as may be necessary to evaluate and adjudicate any and all controversies arising relative to the need to change membership certificates.
- e. The spouse of the holder of a valid membership certificate shall be eligible for nomination and election to the Board of Governors or to any other governmental position as established by the Board of Governors.

Section 3. Any member of the Club may withdraw at any time and there shall be no refund of the current year's dues, unless authorized by the Board of Governors.

Section 4. Withdrawal or Expulsion of Membership

- a. Any member of any class may, for cause and after having been given an opportunity for a hearing, be suspended for a period exceeding 7 days but not exceeding three months by a two-thirds (2/3) vote of the members of the Board of Governors present at any meeting thereof, or expelled by a three-fourths (3/4) vote of the entire Board of Governors. Cause for suspension or expulsion shall, in general, consist of violation of these By-Laws or of the rules of the Club, or of conduct unbecoming a member, or to the prejudice of the good order of the Club.
- b. The Board of Governors may delegate to the pool management, or to a responsible employee of the Club, the power to suspend Club privileges for the violation of Club Rules and Regulations, provided such suspension does not exceed seven (7) days. A written report of such suspension, containing reasons therefore, shall be submitted to the President within twenty-four (24) hours.

Section 5. Access to and Use of Facilities

- a. All classes of members of the Club shall be accorded use of the facilities of the Club subject to the Club rules and regulations which shall be posted at all times in a public area near the pool office. All persons and their guests, regardless of class of membership, using the Club facilities do so at their own risk. The Club will not be responsible for any accident or injury in connection with such use.
- b. A form of Membership ID specifying thereon the class of membership shall be issued by the Treasurer upon payment of dues, to every member.
- c. The Board of Governors, at its discretion, may extend the privileges of the Club to any person or persons.
- d. The Board of Governors shall by rule 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 any class, or their guests, shall be promptly paid for by such member. No person shall take any article belonging to the Club. The Club shall not be responsible for the personal property of members, guests, or other persons using Club facilities.

Section 6. The number of all classes of Membership of the Club shall be established at 260 families but at the discretion of the Board of Governors this number may be increased not to exceed a limit of 300 families.

Section 7. Wherever mention is made herein to age of members, it shall be the age attained as of January 1st of the current year.

DUES AND FEES

Section 8. Establishing Annual Dues

- a. The Finance Committee shall establish dues for the ensuing year and present same to the Board of Governors on or before the end of February annually.
- b. Dues shall be sufficient to provide for the necessary running expenses of the Club and the proper maintenance and improvement of its property, and such dues shall be payable by May 1 of each year. Failure to pay dues and fees by the above date will result in disciplinary action (fines, suspension or expulsion) being assessed by the Board of Governors.
- c. No dues or part thereof shall be refunded in the event that pool operations are required to be suspended for any period.
- d. Fees shall include, but not be limited to, guest pass fees, rental fees, facility fees, event fees or any other fees deemed appropriate by the board.

If the membership quota as defined in Article V, Section 6 is reached, no application for membership shall be accepted by the Club unless and until there is a vacancy caused by the resignation or forfeiture of membership by a Bond or Seasonal Member.

Section 9. If a Bond Member resigns from the Club, said Member shall be entitled, except as otherwise provided in these by-laws, to receive an amount equal to the bond amount as recorded by the Treasurer. The time and manner in which the resigning member shall be paid, shall be determined by the Board of Governors and Certificates shall be redeemed in the chronological order in which memberships terminate.

Section 10. Bond member certificates shall not be transferable and shall contain an appropriate notation to that effect on the face thereof. Each Membership Certificate shall become null and void upon the date that the holder thereof ceases to be member for any cause.

Section 11. In the event of the dissolution of the Club in any manner or for any cause, and in no other event, upon the effective date of dissolution of the Club, Certificates shall be a lien upon the proceeds of the sale of the property of the Club after payment of all its just debts and obligations to the extent of the then value of Certificates as fixed by these by-laws, subject to set-off of all debts, dues and obligations owned by the holder to the Club. After payment of all Certificates, outstanding upon the effective date of dissolution of the Club, the surplus remaining, if any, shall be paid and equally distributed among the then remaining Bond Members in good standing.

Section 12. Any member of any class failing to pay indebtedness other than dues by May 1st before the 10th day of the month following that in which a statement of that indebtedness shall have been sent to the member by the Treasurer shall be notified that, if such indebtedness shall not be paid within fifteen days thereafter, the delinquent member may be suspended by the Board of Governors. Any person thus suspended shall immediately be notified in writing by the Secretary of the member's suspension and if the indebtedness shall not be paid within fifteen days after the sending of such notice, shall cease to be a member of the Club. The Governors, at their discretion, may reinstate any member upon request and repayment of all indebtedness to the Club.

Section 13. Upon the cessation of membership for any cause, all indebtedness owing to the Club by a member shall be a lien upon and charged against his Certificate and the Certificate may be taken over by the Club to satisfy such indebtedness. In the event of the Club being unable to obtain possession of the Certificate, it may be cancelled on the books of the Club, and a new Certificate issued in place thereof to a newly elected bond member on payment to the Club of the then value of a Certificate as fixed by these By-laws. In case of the enforcement of a lien, as above therein provided, neither the signature of the holder nor the delivery of the Certificate shall be required to

perfect the transfer to the Club, or to a new possessor, and the Treasurer of the Club for the time being is hereby authorized, as attorney of the holder of such Certificate to make such transfer. Every Certificate issued is expressly subject to the provisions of this section.

Section 14. Members shall be responsible for the payment of any charges or liabilities that may be imposed upon or incurred by members or their family to whom the privileges of the Club shall have been extended, and for all charges and liabilities imposed upon or incurred by guests introduced by them.

Section 15. No dues shall be collected from the members of the Board of Governors during their period of tenure.

Section 16. A Bond member expelled from the Club by the Board of Governors as provided by these By-Laws immediately forfeits all rights of a member thereof. The title to the Membership Certificate shall rest with the Club, upon a cancellation thereof by the Board of Governors. The expelled member shall be entitled to receive their bond less all indebtedness owed to the Club.

ARTICLE VI. MEETINGS

Section 1. Business Meetings

- a. The winter and summer meetings of the Club shall be held in or around the months of January and July, respectively, of each year, at such place and time as the Board of Governors may determine.
- b. The winter meeting shall be for the purpose of electing Governors and three (3) members of the nominating committee, presenting committee reports and for the transaction of such other business as may be indicated in the notice or may be brought before it. The notice of the winter meeting shall include the names of candidates nominated by the Nominating Committee. Independent nominations may be made as provided in Article VIII, Section 2. Notice of the time and place of the winter meeting, in addition to all relevant meeting materials, will be communicated (mail, email, website posting, text or other means) to Bond Members at least 20 days in advance of such meeting. The summer meeting shall be for the purpose of discussing general Club matters as well as matters brought before it. Notice of the time and place of the summer Meeting will be posted 20 days in advance of the meeting in a public place near the pool office. There will be no voting at the Summer Meeting.

Section 2. Special Meetings

- a. Special meetings of the Club may be called by the Board of Governors. Also, upon the written request of twenty members to the Secretary, stating the purpose therefore, a special meeting shall be called by the Secretary, stating the purpose therefore; a special meeting shall be called by the Secretary, within thirty days.
- b. Special meetings of the Club may be held after a five day notice provided to all members. The notice shall state the purpose for which the Special Meeting is called, and no other business shall be transacted thereat.

Section 3. Voting

Bond Members shall be entitled to vote at meetings of the Club. Any such member may be represented by proxy if not able to attend in person. There shall be one (1) vote for each membership certificate or proxy.

Section 4. Quorum

10% of current Bond members present and in person, shall constitute a quorum at all Club meetings.

Section 5. Notice

Whenever in these By-Laws notice to members is required, notice shall constitute electronic mail and if no electronic mail address is known by the Secretary nor exists, the notification must be made by regular mail to the last known address of the Bond Member.

Section 6. Board of Governors Meetings

- a. The Board of Governors shall hold its first meeting following the winter meeting of the members in each year as promptly as practicable.
- b. The Board of Governors may, by resolution, establish from time to time a schedule of its meetings and rules for the conduct thereof.
- c. Special meetings of the Board of Governors may be called by the President, and shall be called by the Secretary upon the request of two members of the Board.
- d. Notice of the regular meetings and special Board meetings shall be conveyed to each member of the Board at least five (5) days before the date of the meeting.

ARTICLE VII. NOMINATIONS

Section 1. There shall be a Nominating Committee to be composed of up to five (5) Bond Members of the Club. Three (3) Bond Members shall be elected at the winter meeting of the Club; the other two (2) shall be elected by the Board of Governors from among the Governors whose terms of office shall not expire at the ensuing winter meeting of the Club. A vacancy occurring among the three (3) members chosen by the Club shall be filled by the remaining members or member so chosen. A vacancy occurring among the two (2) members chosen by the Board of Governors shall be filled by the Governors.

Section 2. The Nominating Committee shall nominate the candidates, who are members in good standing for the vacancies in the Board of Governors to be filled at the winter meeting-and shall report such nominations to the Secretary as far in advance of the winter meeting as possible.

Section 3. Independent nominations of candidates for election at the winter meeting must be made by a letter, signed by fifteen members, and delivered to the Secretary at least thirty days before the winter meeting. The Secretary shall give notice thereof to all members entitled to vote at least twenty days before the winter meeting.

Section 4. Nominations may be made from the floor at the winter meeting, to fill vacancies, whenever candidates have not been nominated by the Nominating Committee.

COMMITTEES

Section 5. Standing Committees

- a. The standing committees shall be: Pool and Grounds, Event, Audit and Finance, Personnel and Nominating. All Committee members must be bond members in good standing.
- b. The duties and powers assigned in these By-Laws to the standing committees shall be subject to the authority of the Board of Governors.

Section 6. Pool and Grounds

The Pool and Grounds Committee shall exercise supervision over the Pool and Grounds; shall attend to the improvement and maintenance of the Pool, Buildings, Operating Equipment, and Grounds; shall have the authority there over; and, in conjunction with the Rules Committee, shall see that the rules and regulations of the Club are enforced.

Section 7. Event

The Program Committee shall prepare the program of instruction and entertainments; and exercise supervision over the same.

Section 8. Finance

- a. The Board of Governors at the January annual meeting will appoint a Finance Committee, chaired by the sitting president, which will be comprised of three members in good standing.
- b. The Committee shall prepare the annual budget for submission to and approval by the Board of Governors and shall exercise general supervision over the financial transactions of the Club.

Section 9. Rules and Personnel

The Rules and Personnel Committee shall prepare rules of health and good conduct in connection with the operation of the pool and shall, in conjunction with the Pool and Grounds Committee, see that the rules and regulations of the Club are enforced.

Section 10. Nominating

The Nominating Committee shall act in accordance with Article VIII, Section 1.

ARTICLE VIII. MISCELLANEOUS

Section 1. Indemnification

- a. Each person who acts as a Governor or officer of the Club shall be indemnified by the Club against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which the officer is made a party by reason of being or having been a Governor or Officer of the Club, except in relation to matters as to which the Governor shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct, and accept any sum paid for the Club in the settlement of an action, suit, or proceeding based on gross negligence or willful misconduct in the performance of duties.
- b. The right of indemnification provided herein shall inure to each Governor and Officer referred to in (a), whether or not the Governor and Officer is such Governor or officer at the time such costs or expenses are imposed or incurred, and in the event of death shall extend to their legal representative.

Section 2. Interpretation

Any question as to the meaning or proper interpretation of any of the provisions of these By-Laws shall be determined by the Board of Governors.

Section 3. Amendments

These By-Laws may be amended by a two thirds (2/3) vote of the Members present in person or represented by proxy, at any meeting of the Club provided at least twenty (20) days' notice of such amendments. Notice to the

members shall take the form of one of the following methods of delivery, personal delivery, electronic mail, if one exists and is known to the Secretary or by a regular US Post Office mailing sent 30 days prior to the meeting date, to the last known address of the member by the Secretary. The Secretary shall attest to such mailings in front of a New Jersey admitted Notary Public. The template of such document attested to shall be contained in the policy and procedures manual.

Section 4. Policy and Procedures

A copy of the Policy and Procedures shall be available to the Members at all times. Any changes to Policy and Procedures must be communicated to the Members as soon as possible but no later than the next general meeting.

ARTICLE IX. RATIFICATION

These By-Laws, having been approved by a two thirds (2/3) vote of the Members present in person, as well as represented by proxy, at the February 27, 2020 winter annual meeting, replace and supersede any and all prior versions of the Clubs By-Laws in effect throughout past years.

The seal of the Club affixed hereto this 27th day of February, 2020