

**GLOUCESTER CITY SWIM CLUB, INC.**

**BY-LAWS**

**(REVISED, 2008)**

**ARTICLE I**

**Name**

This club is a non-profit Corporation, organized and existing under the laws of the State of New Jersey, and shall be known as the Gloucester City Swim Club, Inc.

**ARTICLE II**

**Purpose**

This organization is formed to establish and maintain a private Club for the athletic, recreational and social enjoyment of its members, and the organization shall construct, own and operate a swimming pool and other recreational facilities for the exclusive use of its members and guests.

**ARTICLE III**

**Management**

- Section 1. These articles shall comprise the By-Laws of this Corporation and shall set forth the manner and means by which the affairs of the corporation shall be conducted. 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 trustees.
- Section 2. The club shall be managed by a board of trustees (hereafter referred to as the board), composed of 12 adult members in good standing and elected by the membership. Each trustee shall be elected for a term of three years.
- Section 3. The Board shall elect from its members:
- (a) A President, Vice-President, a secretary and a Treasurer, to act as officers of the club.
  - (b) Officers shall serve at the pleasure of the Board of Trustees.
- Section 4. (a) Any member of the Board who shall cease to be a member of the club automatically shall cease to be a member of the Board.
- (b) No member shall serve as a Trustee for more than two consecutive terms, to wit, six years.
- Section 5. The Board of Trustees shall have no power to fill any vacancy occurring in said Board for any cause; provided, however, such persons appointed to fill said vacancies shall serve only until the next membership meeting, at which time if there is any time left on the said vacancy the appointee or other adult member must then be elected to the remainder of the unexpired term. Should any member of the Board of Trustees absent himself from three consecutive monthly meetings of the Board of trustees, without valid cause (in the opinion of the Board of Trustees), his may be declared vacant on vote of the majority of all the office members of the Board of Trustees.

**ARTICLE IV**

**Trustees**

- Section 1. Consistent with these By-Laws, the Board shall:
- (a) Transact all Club business and make and amend rules of the regulation of the use of Club property.
  - (b) Elect members upon recommendation of membership Committee. It may appoint and remove such officers, clerks, agents, servants or employees as it may deem necessary, and may fix their duties. It shall determine the compensation of all employees.
  - (c) Fix, impose and remit penalties for violation of these By-Laws and rules of the Club.
  - (d) Constitute and appoint committees and define the powers and duties of the same consistent with Article VI of these By-Laws.
  - (e) Designate the bank of 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 shall always require that at least two officers, or one designated officer

and the Financial Secretary, shall sign all such checks, drafts and other instruments for the payment of money drawn in the Clubs name.

(f) Cause the books of the Club to be audited annually by auditors selected by the Board, who shall neither be Trustee or officers of the Club, and who need not be members of the Club, and the report of auditors shall be read at the March Membership Meeting of the Club. Copies of these reports shall be available to any member on request.

(g) Have the authority to authorize any repairs and maintenance.

(h) At Club expense, secure the fidelity of the Treasurer and of any other officers, assistant officers or employees it sees fit, by bond in such amount as deemed necessary.

(i) Have complete authority to transact all business not specifically delegated by the By-Laws and necessary for the welfare of the Club.

Section 2.

Trustees shall receive one wild card privilege per year during term free of charge.

Section 3.

Nothing in these By-Laws shall be construed to permit the Board to borrow or pledge the credit of the Club in excess of \$5,000.00 without approval of and in accordance with Article IX Section 5.

Section 4.

Any member of the Board may be removed from office by a majority vote of the membership present in person, or by proxy, at either annual meeting or at a special meeting called in accordance with these By-Laws.

#### ARTICLE V

#### Officers

Section 1.

The President shall:

(a) Preside at all meetings of the Board and the members.

(b) With the secretary, sign all contracts and papers relating to the affairs of the corporation.

(c) Perform all other acts properly belonging to his office, including executive supervision of all activities of the Club and its employees.

Section 2.

The Vice-president shall assist the President and perform his functions in the absence of the President.

Section 3.

The Secretary shall:

(a) Attend to the giving and serving of all notices of the Club required by law, or these By-Laws and attend to the correspondence pertaining to his office.

(b) Keep the minutes of the Club, and with the President, sign all contracts and papers relating to the affairs of the corporation.

(c) Perform such other duties pertaining to his office as may be assigned by the board.

(d) Shall vote all proxy votes filed in accordance with Board of Directors on all matters.

Section 4.

The Treasurer shall

(a) Attend to keeping the financial accounts of the Club, collecting all revenue and paying all bills as approved by the Board or other agency authorized to incur them. He shall deposit funds of the Club received by him in the name of the Club in such bank as may be authorized by the Board. He shall be chairman of the Finance Committee. He shall perform such other duties pertaining to his office as may be assigned by the Board.

(b) Treasure my delegate all or a portion of his duties to a Financial Secretary who will not be an officer.

(c) Make a financial report for the previous calendar year, at the October Membership Meeting.

Section 5.

All officers of the Club shall serve without compensation.

Section 6.

Any officer of the Club or the Financial Secretary shall be authorized to co-sign checks.



## ARTICLE VI

### Committees

- Section 1. The standing committees shall be:
- (a) Finance Committee
  - (b) Operating Committee
  - (c) Membership Committee
  - (d) Planning Committee
- Section 2. Consistent with effective operations and administration, only Trustees shall be chairman of standing committees.
- Section 3. The Finance Committee shall consist of a chairman, who is the Treasurer and not fewer than three members in good standing, and shall:
- (a) Prepare and submit to the Board before March first of each year, an annual budget providing for all anticipated expenditures of the Club for the ensuing year.
  - (b) Make recommendations to the Board on fiscal matters.
  - (c) Perform such other functions as may be assigned by the Board.
- Section 4. The Operating Committee shall consist of a chairman and not less than three members in good standing, and shall:
- (a) Employ and supervise qualified pool attendants and other personal, required for the safe and proper conduct of activities and functions of the Club, subject to the provisions of Article V of these By-Laws.
  - (b) Make expenditures for normal operations as authorized in the annual budget.
  - (c) Make and enforce rules and regulations governing the use and operation of the swimming pool and other facilities, including date and time of opening and closing and the conduct of members, guests and employees.
  - (d) Secure bacteriological examinations of the water in the swimming pools at appropriate intervals and post the report on such examinations at the pool.
  - (e) Take necessary steps to provide for the safe and proper maintenance and operation of the Club property, facilities and equipment.
- Section 5. The Membership Committee shall consist of a chairman and at least three members in good standing, and shall:
- (a) Meet from time to time, and in the case of vacancies in the membership of the Club, consider applications for membership and recommend applicants to the Board. The Board shall vote upon each applicant recommended by the membership Committee at its first meeting after receiving such recommendation, and shall confer membership only upon those applicants who shall be approved by a majority vote of a quorum of the membership of the Board at a duly organized meeting.
  - (b) The Membership Committee shall maintain a list of applicants for membership and establish rules for governing the waiting list, subject to approval of the Board.
  - (c) The Membership Committee shall perform such other functions concerning memberships as the Board may assign to it.
- Section 6. The Planning Committee Shall consist of a chairman and at least three members in good standing, and shall be responsible for:
- (a) Planning all major changes, additions and improvements to the Club property, facilities and equipment; submitting plans, estimates and recommendations thereon to the Board.
  - (b) Perform such other functions as may be assigned by the Board.
- Section 7. There shall be a Temporary Committee for Nominations. This nominating Committee shall consist of a chairman and three members in good standing to the Club. Two members shall be appointed by the

President; the other two shall be elected by the Board from among the Trustees, whose term of office shall not expire at the ensuing annual meeting of the Club. One of these Trustees shall be appointed Chairman by the President. Vacancies shall be filled by the Board. The Nominating Committee shall nominate candidates for the vacancies in the Board to be filled at the October Membership Meeting, and shall report such nominations to the Secretary on or before September 1st.

Independent nominations of candidates for election at the October Membership Meeting may be made by a letter signed by thirty-five (35) members and delivered to the secretary at least five days before the membership meeting.

Section 8. The President shall appoint such other temporary committees as the Board may deem necessary.

#### ARTICLE VII

#### Members

Section 1. Membership in the Club shall be limited to persons approved by the Board and shall be further limited to a maximum of 280 certificate holders.

Section 2. All holders of certificates of membership of the Club are members. Husbands and wives shall hold certificates as tenants by the entirety. There shall be no fractional votes.

Section 3. The family unit of a member, as hereinafter defined, shall be entitled to the use of the facilities of the Club, subject to these By-Laws and to the rules and regulations made by the Board.

Section 4. Persons deemed to be within the family unit of a member are:

(a) Spouse

(b) Members unmarried children having a principal residence in the household. Exceptions; Single parent, over age 21, with offspring.

Section 5. The Membership Committee, subject to approval by the Board, may, in specific instances, include in the family unit individuals other than the above, provided they reside in the same household.

Section 6. (a) Membership shall be conferred in accordance with Article VI, section 3.

(b) Certificate holders, subject to these By-Laws, may transfer the same by sale, gift, or by will, to his or her spouse or issue, subject to the approval of such transferee by the Board. No certificate holder may otherwise sell, assign or transfer said certificate to any other person, but must sell, assign or transfer said certificate back to the Club.

(c) In the event that the Club does not desire to purchase said certificate, the Board may, in writing, specifically permit the certificate holder to sell assign or transfer said certificate, together with the interests, rights and privileges incident thereto, to such other person as may be approved by the Board as an acceptable person to be entitled to the privileges and use of the Club facilities.

(d) Any member of the Club may withdraw at any time by written notice to the Board on or before May 1st. Notification after May 1 does not excuse payment of current years dues, nor shall his certificate be redeemed by the Club until his vacancy has been filled by a paid-up membership. Further, all indebtedness of his to the Club shall be deducted from the refund on his certificate.

(e) A Charter membership defined as a regular bond holder, whose bond was issued prior to July 16, 1974.

Section 7. (a) Any member or participant of pool privileges can, for cause, and after having been given an opportunity for a hearing be suspended for a period not exceeding three months by a two-thirds vote of the members of the Board.

(b) The Board, or a responsible individual designated by the Board or a Board member, shall have the power to suspend pool privileges for the violation of Club Rules and Regulations, provided such suspension does not exceed seven days. A written report of such suspension containing reasons therefore, shall be submitted to the President and to the member or his parent within 24 hours.

(c) In the event of failure of the certificate holder to pay dues or any assessments recommended by the Board and approved by a majority vote of the members present in person or by proxy at a regular or special meeting called for that purpose (see also Article VIII, Section 2) within the time stipulated, the Board may declare all rights and privileges of such certificate holder in and to the use of the Club facilities to be suspended until final payment of said dues or assessments. Such unpaid dues or assessments and other charges shall constitute a lien against the certificate and the interest represented thereby. In the event such dues or assessments and other charges are not paid within four months after written notice, such certificate may be declared null and void by the Board, and the value realized upon the transfer of



such certificate after deducting all unpaid amounts shall be refunded. The payment of past unpaid dues may be waived by the Board, at their discretion, upon good cause being shown.

- Section 8. (a) All members of the Club and participants of pool privileges shall be accorded the facilities of the Club, subject to the pool rules and regulations which shall be posted at all times at the Club.
- (b) The Board shall by rule fix the terms and conditions upon which guests of members may use the facilities of the Club.
- (c) Any property of the Club willfully damaged by a member or participant of pool privileges shall be promptly paid for by the responsible party.
- (d) The Club assumes no responsibility to any person for loss of or damage to any property which may be brought upon Club grounds.

Section 9. Each certificate and each provisional certificate shall have one vote. A certificate holder may be represented by his spouse or a fully authorized proxy. No fractional votes may be cast. This proxy must be a member of the Club and must present his authorization in writing. Any certificate holders whose dues are currently paid are entitled to vote.

- Section 10. (a) The Board may authorize the issuance of provisional certificates at a price fixed by the Board; which price shall be not less than \$400.00 and the term for payment thereof not to exceed 7 years or any payment is less than \$50.00 in any one year. However, provisional certificate holders together with the number of regular bonds shall not exceed the total authorized number of bonds available for sale by the Club.
- (b) If the provisional member does not comply with the terms of payment provided in the provisional certificate, all payments thereon shall be considered dues and forfeited to the Club. The certificate itself shall be declared null and cancelled. Any provisional certificate shall not be transferable or assignable.

#### ARTICLE VIII

#### Resources

- Section 1. (a) The charter certificates of membership shall have a value of \$350.00 and shall not depreciate in value.
- (b) Any certificate of membership after the charter (issued after July 16, 1974) shall be depreciable certificates. Any depreciable certificate, including provisional certificates, shall depreciate at the rate of \$25.00 per year from the purchase to a maximum of eight years.
- (c) Any certificate of membership issued after October 25, 1990 shall cost \$450.00 and depreciate at the rate of \$50.00 per year from the purchase to a maximum of six years.

- Section 2. (a) The membership dues shall be fixed annually by the Board, and presented in the annual budget for the approval of the membership at the annual meeting.
- (b) Annual dues shall be payable on or before May 1st. of each year.
- (c) Each member shall be given written notice of the amount of his dues by April 1<sup>st</sup> of each year.
- (d) No dues or part thereof shall be refunded in the event that the club is required to suspend its operations for any period.
- (e) No assessments shall be made without approval of two-thirds of the members voting in the general membership meeting.
- (f) Annual dues not paid by May 1st of each year and all assessments not paid at the time determined for the payment of said assessments shall have added thereto a late charge in the amount of \$5.00 per month.

Section 3. The Board shall have the authority to establish any other assessment for maintenance and costs of capital expenditures and/or fees as it deems necessary for the welfare and upkeep of the Club and its property which must be approved by the members as set forth in Section 2 (f).

Section 4. The Board may require payment of a \$50.00 initiation fee for all new depreciable certificate applicants. Upon approval of the Board, the initiation fee may be waived if there is a waiting list of members who desire to sell bonds and the Club is not in a position to redeem the bonds.

Section 5. In the event of 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 the payment of all just debts and obligations owned by the Club. All real and personal property owned by the Club shall be sold at highest market value upon such dissolution. After

payment of all loans, outstanding upon the effective date of dissolution of the Club, the surplus remaining shall be paid and distributed pro-rata among the then certificate holders of the Club.

Section 6. The Corporation shall not dispose of any real property except with approval of a majority of the membership.

Section 7. All money received from the sale of bonds or provisional certificates shall not be used for operational costs or expenses; but said money must be used exclusively for bond retirement, capital improvements, or mortgage debt reduction.

Section 8. Years of provisional membership shall count in the computation of depreciation; see Section 1 (b).

#### ARTICLE IX

##### Meetings

Section 1. (a) Two meetings of the Club shall be held each year; one in October and one in February, and each at such time and place as the Board shall determine.

(b) The February meeting shall be for the purpose of approval of the budget, and for the transaction of such other business as may be required.

(c) The annual October meeting shall be for the purpose of electing Trustees, presenting committee reports and for the transaction of such other business as may be required.

Section 2. A special meeting of the Club may be called by the Board. Also, upon written request of thirty-five (35) members to the Secretary, stating the purpose therefore, a special meeting shall be called by the Secretary within thirty days.

Section 3. (a) Notice of each meeting shall be given by mail to the members at least fifteen (15) days prior thereto. The notice of each annual meeting shall include the names of candidates nominated by the Nomination Committee. The notice for the February annual meeting shall also include a copy of the Treasurer's report which is to be presented at the meeting.

(b) Special meetings of the Club may be held on seven days notice by mail 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 4. Only active dues paying members shall be entitled to vote at meetings of the Club. Only one vote may be cast for each certificate held.

Section 5. Ten (10%) of voting members, in person or by proxy, shall constitute a quorum at all Club meetings. All proxies must be signed and filed with the Secretary prior to the opening of a meeting.

Section 6. Whenever in these By-Laws notice to members is required, the mailing of such notice to the last known address of each member shall constitute notice.

Section 7. (a) The Board shall hold its first meeting following the October meeting of the Club in each year as promptly as practicable.

(b) The Board may, by resolution, establish from time to time a schedule of its meetings and rules for conduct thereof, providing it meets a minimum of once quarterly.

(c) Special meetings of the Board may be called by the President, or the Secretary upon the request of three members of the Board.

(d) A quorum of the Board shall consist of 7 members.

Section 8. The rules contained in Robert's Rules of Order, Revised shall apply at all meetings of the Club, except where they are inconsistent with the By-Laws or special rules of order of the Club.



## ARTICLE X

### Elections

- Section 1. At the October meeting four Trustees shall be elected from among the members for a term of three years or until their successors shall have been chosen.
- Section 2. Each voting member shall vote for candidates for the Board of Trustees. The candidates receiving the largest number of votes from among those voting in person or by proxy shall be duly elected Trustees.
- Section 3. (a) The Board of Trustees by resolution shall determine the method by which officers are elected from among their membership.  
  
(b)The Board shall elect officers at its first meeting after the October meeting of the Club.
- Section 4. The method of voting at membership meetings shall be by ballot. The ballots shall be counted immediately.

## ARTICLE XI

### Fundamental Exclusions

- Section 1. The Club shall not engage in the sale or handling of alcoholic liquors, malt beverages or other intoxicants. The bringing of such intoxicants on the premises or property of the Club is strictly prohibited, whether by Officers, Trustees, employees, members or their guests. Neither shall any person be allowed on the premises of the Club, nor permitted to use any of the facilities of the Club while in an intoxicated condition.
- Section 2. The Club shall not provide dining facilities, (other than those for light refreshments), nor dancing facilities.
- Section 3. This Club shall not be controlled by any other organization.

## ARTICLE XII

### Insurance

- Section 1. Liability insurance and fire and casualty insurance policies shall be secured for the Club by the Board.
- Section 2. The Officers and Trustees of the Club shall be listed as additional insured on all liability insurance policies of the Club.
- Section 3. (a) Each person who acts as a Trustee or Officer of the Club shall be indemnified by the Club against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a Trustee or Officer of the Club, except in relation to matters as to which he shall be judged in such action, suit or proceeding to be liable for gross negligence or willful misconduct, and except any sum paid for the Club in settlement of an action, suit or proceedings based on gross negligence or willful misconduct in the performance of his duties.  
  
(b)The right of indemnification provided herein shall inure to each Trustee and Officer referred to in Section 3. part(a), whether or not he is such Trustee or Officer at the time such costs or expenses are imposed to his legal representatives.
- Section 4. The Treasurer and/or Financial Secretary or any other officer designated by the Board may be bonded by an amount determined by the Board, but less than \$5000.00.

## ARTICLE XIII

### Amendments

- Section 1. These By-Laws may be amended by a referendum secret ballot. Approval shall require an affirmation vote of at least two-thirds of the votes cast.
- Section 2. Amendments may originate with the Board, or by a petition signed by twenty percent (20%) of the members.
- Section 3. A special meeting of the Club may be called to explain and discuss proposed amendments.
- Section 4. Certificate holders may cast votes outside a meeting on proposed amendments. A valid ballot must be received no earlier than seven days and no later than twenty-one days following the special meeting called to discuss proposed amendments.