

CONSTITUTION AND BY-LAWS
Of the
Taylor Mill Swim Club, Inc.

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ARTICLE I – Name and Purpose

- Sec. 1 Name. The Name of the organization shall be "Taylor Mill Swim Club Inc.", hereinafter referred to as the "Swim Club."
- Sec. 2 Purpose. The purpose of the Swim Club is to maintain and to operate a swimming pool and other recreational facilities for the benefit of its members.

ARTICLE II – Membership

- Sec. 1 Requirements for Membership. Obtaining membership requires the purchase of a Certificate of Membership for payment of \$1,000 ("Membership" or "Certificate of Membership" hereafter shall be referred to as "Membership"). Current Bondholders or Membership holders (value of \$1,000) in good standing must purchase an additional certificate for the amount of \$650. Issuance of new certificates shall be at the direction of the Board of Directors.
- Sec. 2 Application for Membership. Any prospective new member must make application to the Board of Directors on an application acquired from the Membership Secretary along with a non-refundable application fee, the amount of which is determined by the Board of Directors. These applications are reviewed and approved by the Board at their regularly scheduled monthly board meeting. Membership meetings will be held every 15 days during the swim season for the purpose of voting on new membership applications.

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- Sec. 3 *Intrafamily transfer of Certificate.* A member may transfer his/her certificate directly to his/her mother, father, brother, sister, son or daughter with the concurrence of the Board of Directors.
- Sec. 4 *Classification.* The certificate shall provide that it entitles the holder to membership in the Swim Club and that it is subject to the Constitution and By-laws of Taylor Mill Swim Club, Inc. It shall further specifically recite that it is subject to cancellation by Club upon non-payment of Annual Dues pursuant to Article II, Section 5 of the Constitution and By-laws. It shall further recite that upon dissolution of the corporation and liquidation of assets, the sum, (not to exceed) One Thousand Dollars (\$1,000) shall be distributed to the holder of such active certificate after payment of debts and prior to distribution of remaining assets to a similar non-profit organization. A membership shall include the certificate owner, his or her spouse if any, and all permanent residents of the household. A permanent resident is defined as a person who maintains their legal residence in the household. Hired persons, babysitters or persons who rent or board with the certificate owner are not permanent residents. If there are more than 2 adults membership cards requested, then each person 18 years of age or older must show proof of residence.
- Sec. 5 *Suspension because of Delinquent Dues.* In order for the Swim Club to function in the most economic manner, it is necessary that the number of dues paying members remain at a minimum level to be established by the Board. Therefore, until a Membership is sold, annual dues, as established by the Board, must be paid and no member may use the Swim Club facilities until the annual dues and any outstanding penalties are paid. If the member fails to pay the annual dues and penalties as described in Article III, Section 1 by May 1, this amount is set off and deducted from the value of membership. All delinquent dues and penalties must be paid by January 1 of the following season. If delinquencies are not paid by this date, the Board of Directors may sell the membership to the next available applicant. All delinquencies and penalties will be set off from the proceeds of the sale.
- Sec. 6 *Sale of Certificate.* The sale of memberships shall be on such terms as may be from time to time established by the Board of Directors.
- Sec. 7 *Sale of Swimming Privileges.* When the Board of Directors deems it necessary to meet the financial obligations of the Club, it may sell swimming privileges. Applicants for swimming privileges shall make application and be approved in the same manner as new members. Fees for such privileges will be set by the Board yearly.
- Sec. 8 *Daily Guest Fees.* Members may bring guests by paying a daily guest fee which is set by the Board of Directors each year when the annual dues are established. The number of guests on any particular day may be limited by the pool manager. All guests must be accompanied by a member in good standing who stays with the guest during the entire visit.

ARTICLE III – Annual Dues

- Sec. 1 The annual dues will be established by the Board of Directors and shall be made known to the membership by the first day of February of the current year. Annual dues are to be paid by the first day of May. If said dues are not paid by May 1, then a penalty not to exceed 10% of the yearly dues may be imposed by approval of the Board of Directors. No members shall be permitted to use the facilities of the Swim Club until the dues and penalty, if imposed, are paid. In the event that the dues and penalty, if imposed, are not paid, the provisions of Article II, Sec. 5 shall apply and this amount shall be set off and deducted from the value of membership. In the event the member elects to sell the membership rather than satisfy the delinquencies and penalties, the Board of Directors shall sell the membership to the next available applicant and the amount of set off will be pro-rated to the date of sale.

ARTICLE IV – Duties of Officers

- Sec. 1 *President.* The President shall preside at all meetings of the members and of the Board of Directors. The President and the Secretary shall sign all contracts and obligations of the Swim Club. The President or Treasurer shall sign all checks. The President shall be a member of all committees and have the right to vote. The President shall exercise, subject to approval of the Board of Directors, general supervision over all the affairs of the Swim Club. The President, or any other Officer or Director, has no authority to incur any indebtedness or obligation on the part of the Swim Club without prior approval of the Board of Directors.
- Sec. 2 *Vice President.* The Vice President shall assume the duties of President in the absence of the President.
- Sec. 3 *Secretary.* The Secretary shall keep the general Swim Club records, including the minutes of all meetings. The Secretary shall write all notices to the membership. The Secretary shall be obliged to perform extra duties as prescribed by the President or Board of Directors. The Secretary shall report all excessive absences of Directors to the Board of Directors.
- Sec. 4 *Treasurer.* The Treasurer shall control all funds of the Swim Club and deposit them in Banks, Savings Institutions or United States Government Securities as approved by the Board of Directors. The Treasurer shall keep in the financial records of the Swim Club, full and accurate accounts of all monies received and paid for the Swim Club accounts. The Treasurer shall make an annual report at the annual membership meeting to the membership and a monthly report at the monthly Board of Directors meetings. The Treasurer shall also prepare the annual budget. The Treasurer shall be responsible for compliance with all federal, state and local tax laws.

Sec. 5 Membership Secretary. The Membership Secretary shall keep the records pertaining to the membership. The Membership Secretary shall collect and record all dues and shall keep all accounts of the membership. The Membership Secretary shall authorize and issue all membership cards. The Membership Secretary shall also manage and oversee the transfer and issuance of all Membership Certificates. The Membership Secretary shall present for approval by the Board of Directors all applications for membership pursuant to Article II, Sec. 2. The President, Treasurer and Membership Secretary shall be bonded. The bonding cost shall be paid by the Swim Club.

ARTICLE V – Election of Officers

- Sec. 1 Manner of Nomination. The President shall appoint the Chair of the nominating committee. The Chair is to prepare a slate of Officers and Directors for presentation to the general membership for election. The officers to be elected will include: President, Vice President, Secretary, Treasurer and Membership Secretary. At least four Directors shall also be elected one year and at least five Directors shall also be elected the successive year.
- Sec. 2 Place and manner of Election. An election shall be held each year and the Officers and Directors elected shall take office on the first day of October. The person being nominated for President must have served at least one year on the Board of Directors. The term of office for Officers is one year, and for Directors is two years. The four newly elected Directors shall replace Directors who have served for two years.
- Sec. 3 Chair of Nomination Committee. The Chair of the Nominating Committee shall preside over the election, which is held the last day of operation of the swim season at the Swim Club at 7:00 PM.
- Sec. 4 Succession of Officers. No elected Officer shall succeed himself/herself unless a majority of the Directors approve of this action.

ARTICLE VI – Board of Directors

- Sec. 1 Composition of Board. The Board of Directors will consist of at least 13 Directors not to exceed 19 as follows: the President, Vice President, Secretary, Treasurer and Membership Secretary whose terms shall be one year and 7 to 13 at-large members whose terms of office shall be two years. As elected pursuant to Article V, Sec. 1.
- Sec. 2 Duties and Responsibilities. The duties of the Board of Directors shall be to attend all designated meetings, be concerned with what is best for the Swim Club, give sincere consideration to all available facts and vote on all issues of concern to the Swim Club. If asked to perform special assignments, Directors shall do so with full responsibility. If Directors fail to perform their duties, they shall be removed from office by vote of a majority of the Directors. Failure to attend three consecutive Board Meetings shall require a vote for re-instatement. Vacant positions on the Board shall be filled by Appointment by the existing Board members through the Membership Secretary.

ARTICLE VII – Management

- Sec. 1 Management of the Swim Club. The Management of the Swim Club shall be vested in the Board of Directors. The appropriation of monies for the expenses of the Swim Club shall be made by the Board of Directors.
- Sec. 2 Disbursement from the General Fund. All disbursements from the general fund shall be made by check, signed by the Treasurer or President.
- Sec. 3 Management of Pool and Facilities. Management of the pool area and other facilities of the Swim Club shall be vested in the Pool Manager and any Assistant Manager(s) as the Board deems necessary. The Manager shall have authority over all paid employees of the Swim Club and shall be responsible to the Board of Directors through the President.
- The Manager(s) and Board of Directors shall take all necessary actions to protect the life, limb and property of the members and guests of the Swim Club. When disciplinary action is necessary, the Pool Manager(s) and Board of Directors have the authority to deny the use of the facilities to any member, child or guest for such a period of time that the Manager(s) and Board of Directors deem appropriate. Any appeal of any disciplinary action taken or imposed by the Pool Manager(s) and Board of Directors may be made to the Board of Directors by filing a written and signed complaint for appeal and review.

ARTICLE VIII – Meetings

- Sec. 1 Board Meetings. A Board of Directors meeting shall be held at least once per month. The time and location shall be set by the President.
- Sec. 2 Membership Meetings. Membership meetings may be called at any time by the President of the Board of Directors. One annual membership meeting must be called on the final day of the swim season. The purpose of this annual general membership meeting will be to accept the Treasurer's report and to hold the annual election.

- Sec. 3 Special Meetings. A special meeting may be called by the President or the Board of Directors.
- Sec. 4 Petitioning for Special Meetings. Members requesting a special meeting must have a petition signed by 20% of the membership, i.e. Certificate holders in good standing. This petition must be submitted to the Board of Directors for approval, and must state the purpose of the meeting. No other matter, other than that stated in the petition, may be discussed or acted upon at the said meeting. The meeting will, at all times, be under the authority of the President. After allowing ample time for the fact presentation and discussion, the President will call for a vote on the issue. The majority of the members, i.e. Certificate holders in good standing, will prevail.
- Sec. 5 Meeting with Board. Any member in good standing has the right to request a hearing with the Board of Directors at the next scheduled Board meeting. The request and subject matter must be made known to the Board of Directors by means of a letter. At the discretion of the Board, this meeting may be held in Executive Session. At the request of any Board Officer or Director, the Board may meet in Executive Session to discuss any matter pending before the Board. A high level of confidentiality will be maintained regarding any issue discussed in Executive Session.

ARTICLE IX – Quorum

- Sec. 1 Definition of Quorum for Membership meetings. At General Membership meetings, the members in good standing present shall constitute a quorum and majority rules. Only one vote per Membership Certificate is permitted.
- Sec. 2 Definition of Quorum for Board of Directors meetings. At Board of Directors' meetings, the Directors in good standing shall constitute a quorum and majority rules. Only one vote per Director/Membership is permitted.

ARTICLE X – Amendments

- Sec. 1 Method of Making Amendments. All proposed Amendments to the Constitution and all By-laws must be submitted in writing to the Board of Directors for its approval. If approved by the Board of Directors, the Secretary shall email a copy of such amendments to each Certificate holder in good standing or by conspicuously posting a copy of the amendments at the Club at least ten (10) days prior to a date set by the Board for a membership meeting to consider such amendments. At this meeting, at least 2/3 of the members in good standing present and voting must approve of such amendments in order to have them adopted. If amendments are adopted, they shall take effect immediately.

ARTICLE XI – General

- Sec. 1 Alcoholic Beverages. No alcoholic beverages of any type shall be permitted on Swim Club premises except for official functions authorized by the Board of Directors.
- Sec. 2 Speed Limit. No motor vehicle shall be driven at a speed in excess of 15 MPH on the Swim Club property.
- Sec. 3 Rules and Regulations. The Board of Directors shall be authorized to promulgate and adopt rules and regulations for the safe and efficient operation of the Swim Club facilities.

- *The Board approved that the Swim Club be a non-smoking facility in January, 2009.*
- *By-laws amended on September 7, 2009.*