

## BY LAWS OF CHERRY VALLEY SWIM CLUB

### ARTICLE I NAME

The name of the Club shall be Cherry Valley Swim Club. This club is a non-profit corporation organized and existing under the laws of the state of New Jersey.

### ARTICLE II OBJECT

The purpose for which this club is formed is to establish and maintain a private club for the athletic, recreational and social enjoyment of its members, and in pursuance thereto to construct, own and operate a swimming pool and other recreational facilities for the exclusive use of its members.

### ARTICLE III GOVERNMENT

Section 1. The club shall be managed by a Board of Trustees, twelve (12) in number.

Section 2. At the fall meeting of members of the club, four (4) Trustees shall be elected from among the members. The Trustees' term of service will be three (3) years and they shall serve until their successors shall have been chosen. At the first annual meeting, there shall be elected twelve (12) Trustees: four (4) for a term of one (1) year; four (4) for a term of two (2) years; and, four (4) for a term of three (3) years.

Section 3. Any member of the Board of Trustees, who shall cease to be a member of the Club, automatically shall cease to be a member of the Board of Trustees.

Section 4. (a) A member of the Board of trustees who has served in excess of one (1) year cannot succeed himself through appointment without one year's absence as a member of the Board of trustees.  
(b) No member of the Board of Trustees may serve as an officer of the Club in excess of six (6) consecutive years, unless approved unanimously by the Board of Trustees.

ARTICLE IV  
BOARD OF TRUSTEES

Section 1. Consistent with these By Laws, the Board of Trustees shall:

- (a) Transact all Club business and make and amend rules for the regulation of the Club property.
- (b) Elect officers of the Club.
- (c) Appoint and remove such manager, employees and agents as it may deem necessary and fix their duties and compensations.
- (d) Approve the admission of members to the Club upon recommendation of the Membership Committee.
- (e) Fix, impose and remit penalties for violations of these By Laws and Rules of the Club, and
- (f) Fill any vacancy in the membership of the Board of Trustees to serve out the full term of the member replaced by approval of the majority of the Board of Trustees.
- (g) All Board of Trustee members shall deliver to their successors, all official material not later than ten (10) days following the fall election or ten (10) days after their resignation.

Section 2. The Board of Trustees 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 Trustees shall always require that at least two (2) officers sign all such checks, drafts or other instruments for the payment of money drawn in the name of the Club, except that funds deposited in a payroll account in this manner may be distributed according to the payroll records, which disbursements require the signature of an officer designated by the President.

Section 3. The Board of Trustees shall cause the books of the club to be audited annually by an audit committee of three persons selected by the Trustees, who shall neither be Trustees nor officers of the Club, and the report of the committee shall be available to the members at all times.

Section 4. (a) The Board of Trustees shall meet at least once a month during the months of March, April, May, June, July, August, September, and at such other times and intervals as they deem necessary.

(b) A majority of the Trustees in office shall constitute a quorum for the transaction of business, and the acts of a majority of Trustees present at a meeting at which a quorum is present shall be acts of the Board of Trustees: provided, that if a two-thirds majority vote of the Trustees shall consent in writing or telephone (confirmed at the next scheduled Board meeting) to any action, such action shall be valid as though it has been authorized at a meeting of the Board of Trustees; and,

(c) The Trustees present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough Trustees to leave less than a quorum except for a matter involving financial consideration of over nine hundred ninety-nine dollars and ninety-nine cents (\$999.99), or revocation of a certificate and membership privileges for cause.

Section 5. The Board of Trustees may not borrow or pledge the credit of the Club for capital expenditures unless approved by a two-thirds vote of those members entitled to vote present at an annual or special meeting called in accordance with these By Laws. The Board of trustees may, however, borrow or pledge the credit of the Club for short term loans not exceeding one year nor in amounts greater than fifty (50%) percent of the annual operating budget as established by the Finance Committee. Funds so obtained may only be used to pay annual operating expenses and maintenance.

Section 6. Any Trustee may be removed from office by a majority vote of the members present in person at either General Membership meetings or a Special Meeting called in accordance with the By Laws or by a two-thirds vote of the majority of the Trustees in office after ten (10) day written notice to the Trustee concerned to attend a hearing before the Board.

(a) Any Trustee may be removed from office for abandonment of the office, consisting of failure to attend meetings, unless the Trustee submits a valid reason acceptable to a majority of all other Trustees.

## ARTICLE V OFFICERS

Section 1. The officers of this Club shall be President, a Vice-President - Administration, a Vice-President – Pools and Grounds, a Secretary, and a Treasurer.

Section 2. The President shall preside at the meeting of the Club and of the Board of Trustees. He/She shall be the Administrative Officer of the Club. He/She shall appoint, subject to confirmation of the Board of Trustees, a Financial Secretary to assist the Treasurer and a Corresponding and recording Secretary to assist the Secretary, all standing committees, designating the Chairperson thereof and all special committees as may be directed. He/She shall be ex-officio, a member of all committees.

Section 3. The Vice-President – Administration, in the absence or disability of the President, shall act in his stead. He/She shall, under the direction of the President, attend to the business and financial operations of the Club and shall be the Chairperson of the Finance Committee. He/She shall administrate all Club business between the Board of Trustees, the Manager and employees. He/She shall be a member of the Rules Committee. He/She shall be ex-officio, a member of all committees.

Section 4. The Vice-President – Pools and Grounds, in the absence or disability of the President and Vice-President – Administration, shall act for the President. He/She shall, under the direction of the President, attend to the improvement and maintenance of the pool, buildings, operating equipment, and grounds. He/She shall recommend to the Board, for their approval, any improvement or maintenance other than routine maintenance. He/She shall set forth specifications and obtain at least three (3) bids on any improvement or maintenance over a value of nine hundred ninety-nine dollars and ninety-nine cents (\$999.99).

Section 5. The Treasurer shall attend to keeping the accounts of the Club, collecting its revenues, and paying its bills as approved by the Board of Trustees, or other agency authorized by the Board of Trustees to incur them. He/She shall deposit funds of the Club received by him/her, in the name of the Club in such depository as may be authorized by the Board. He/She shall perform such other duties pertaining to the office as may be asked of him/her by the Board. He/She shall be bonded. The Financial Secretary shall keep a Club membership book showing the names and addresses of the members of the Club, together with a complete record in full or on account.

Section 6. The Secretary shall attend to the correspondence and record of the Club. He/She shall make and keep minutes of all meetings of the Board of Trustees and of the General Membership Meetings. He/She shall conduct all official correspondence and keep all other Club records, other than financial. He/She shall issue new member's certificate and shall be the custodian of the Club Seal. He/She shall, with the President, sign all contracts, certificates, and papers relating to the business of the Club. He/She shall perform such other duties pertaining to the office as may be asked of him/her by the Board.

## ARTICLE VI MEETINGS

Section 1. (a) General Membership Meetings of the Club shall be held each year in the spring and the fall at such place and time as the Board of Trustees may determine. The spring meeting will be held within the 60-day period prior to the opening of the Club and the fall meeting will be held within the 60-day period following the closing of the Club; and  
(b) Election of Trustees shall take place at the fall meeting. The General Membership meetings shall be for the purpose of such other business as may be indicated in the notice or brought before it.

Section 2. Special Meetings of the Club may be called by the Board of Trustees. Also, upon written request of fifty (50) members to the Secretary, stating the purpose therefore, a special meeting shall be called by the Secretary within thirty (30) days.

Section 3. (a) Notice of the General Membership Meetings shall be given by mail to the members at least fourteen (14) days prior thereto. The notice of the fall meeting shall include the names of candidates nominated by the Nominating Committee.  
(b) Independent nominations may be made as provided by Article VII, Section 2; and  
(c) Special Meeting of the Club may be held on seven (7) 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.

Section 4. Only members shall be entitled to vote at meetings of the Club. Voting may be vive-voce, but ten (10) members shall have the right to demand voting by roll call.

Section 5. Thirty (30) members, present in person, shall constitute a quorum at all Club Meetings.

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

Section 7. (a) The Board of Trustees shall hold its first meeting within two weeks after the fall meeting and shall elect its officers, who shall take office immediately.  
(b) The Board of Trustees 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 Trustees shall be called by the Secretary upon the request of the President or on the request of any three (3) members of the Board; and  
(d) Notice of special Board meetings shall be mailed to each member of the Board at least five (5) days before the date of the meeting.

Section 8. Procedures at all meetings of the membership shall be in conformity with current Robert Rules of Order.

## ARTICLE VII NOMINATIONS

Section 1.

- (a) There shall be a Nominating Committee to be composed of five (5) members of the Club. The Chairperson of the committee shall be appointed by the President, subject to confirmation by the Trustees. The other four (4) members shall be selected by the Chairperson, subject to confirmation by the Trustees. Any vacancies on the Nominating Committee shall be filled in the same manner; and
- (b) The Nominating Committee shall nominate the candidates for the vacancies on the Board of Trustees to be filled at the fall meeting and

shall report such nominations to the Secretary. The Secretary shall give notice of such nominations to the membership at least thirty (30) days prior to the fall General Membership Meeting.

Section 2. Independent nominations of candidates for the vacancies on the Board of Trustees for election at the fall meeting may be made by a letter, signed by twenty-five (25) members, and delivered to the Secretary, at least fifteen (15) days before the fall meeting. The Secretary shall give notice thereof to all members entitled to vote at least seven (7) days before the fall meeting.

## ARTICLE VIII COMMITTEES

Section 1.

- (a) The standing committees shall be By Laws, Program, Membership, Finance, Rules, Nominating, Planning, Public Relations, and Swim Team; and,
- (b) The duties and powers assigned in these By Laws to the standing committees, shall be subject to the authority of the Board of Trustees.

Section 2. The By laws Committee shall recommend changes of these By Laws to the Board of Trustees, for their approval, in accordance with Article XI, Section 5.

Section 3. The Program Committee shall prepare the program of instruction and entertainment, and exercise supervision over same.

Section 4. The Membership Committee, in accordance with Article IX, Section 5, shall investigate and report to the Board of trustees, upon desirability of applicants for membership.

Section 5. The Finance Committee shall prepare the annual budget for submission to and approval by the Board of Trustees, and shall exercise general supervision over the financial transactions of the Club. Such annual budget shall be presented to the membership at the spring membership meeting.

Section 6. The Rules Committee shall prepare rules of health and good conduct in connection with the operation of the pool and shall see that the rules and regulations are enforced.

Section 7. The Nominating Committee, in accordance with Article VII, Section 1(b), shall nominate candidates for the Board of Trustees and for the Nominating Committee for the succeeding year.

Section 8. The Planning Committee shall conduct necessary feasibility studies and submit appropriate recommendations to the Board of Trustees on matters concerning the improvements or expansion of existing facilities.

Section 9. The Public Relations Committee shall arrange for necessary publicity for the Club and its scheduled events with the community.

Section 10. The Swim Team Committee shall coordinate and exercise necessary supervision over swim team coaches and representation to any swim organization to which the Club may belong.

## ARTICLE IX MEMBERS

Section 1. Membership in the Club shall consist of individuals who shall fall within one of the following classes:

- a. Charter Members
- b. Active Members
- c. Inactive Members
- d. Special Members

Section 2. Charter members shall be those certificate holders who signed a subscription form and whose subscription and initiation fees have been paid in full prior to February 7, 1960. Active members shall be those certificate holders that have paid their annual dues. The active members shall include husband, wife, and members of the immediate family whose permanent residence is the same dwelling as the Certificate holder. Only two (2) votes shall be permitted per family membership to the husband and wife member. Only active members present are eligible to vote at all regular and special meetings.

Section 3. Inactive members shall be those certificate holders who have not paid their annual dues by June 1<sup>st</sup>, and shall forfeit all pool privileges and may not use the privileges of an active member. In the event that a Special Member is not obtained to replace the delinquent member, the minimum family dues for each year shall be deducted from the certificate holder's equity. Before the member can again obtain active status, all deductions from the Certificate equity shall be reimbursed. In the event that an inactive member neither pays their annual dues nor makes such arrangements to pay those dues as are satisfactory to the Board, by the close of the swim season, such member's certificate shall immediately be forfeited and posted for sale.

Section 4. Special members shall consist of such other persons who shall be approved by the Board of Trustees for membership in the Club and who shall pay annual dues and be subject to such assessments made by the Board of Trustees for the protection and development of the Club.

Section 5. The Board of Trustees, at the first meeting of the Board, after each fall meeting of the Club, shall appoint three (3) members of the Club, who shall constitute a Membership Committee for the ensuing year. It shall be the duty of this committee to meet from time to time and, in case of vacancies in the membership of the Club, to consider applications for membership in the Club and to recommend to the Board suitable applicants. Candidates for membership shall be personally known and recommended by at least two (2) members. The Board of Trustees shall vote upon each applicant recommended by the Membership Committee at their first meeting after receiving such recommendations and shall confer membership only upon those applicants who shall be approved by a majority vote of the Board of Trustees, provided, however, a charter member shall have the privilege of placing the buyer of his or her private residence at the highest priority on the waiting list.

Section 6. Deleted

Section 7.

- (a) Any member of any class may, for cause and after having been given an opportunity for a hearing, be suspended for a period not exceeding three (3) months by a two-thirds vote of the members of the Board of Trustees present at any meeting thereof, or expelled by a two-thirds vote of the entire membership of the Club. Cause for suspension or expulsion, shall, in general, consist of violation of these By Laws or the Rules of the Club, or of conduct unbecoming a lady or gentleman.
- (b) The Board of Trustees may delegate to the Vice-President Administration, or to the Chairperson of the Rules Committee, or to a responsible employee of the Club, the power to suspend pool 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 8.

- (a) All classes of members of the Club shall be accorded the facilities of the Club subject to the pool rules and regulations which shall be posted at all times on the Club bulletin board.
- (b) A membership card shall be maintained by the Treasurer upon the payment of dues for every member specifying there on his class of membership.
- (c) The Board of Trustees, at its discretion, may extend the privileges of the Club to any person or persons.
- (d) The Board of trustees 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 guest, shall be promptly paid for by such member.
- (f) The Club assumes no responsibility, and members (of any class) or their guests cannot make a claim against the Club, for the property of members of any class, or any guest, which may be brought into or left in the Club buildings, or on the grounds.



- (g) The Club assumes no responsibility, and members (of any class) or their guest can have no claim against the Club, for any accident or injury to any person or their property.

Section 9. The number certificate holders shall not exceed 350.

ARTICLE X  
DUES, FEES, AND SUBSCRIPTIONS

Section 1.

- (a) The Board of Trustees shall establish dues for each class of membership for the ensuing year, which dues shall be sufficient to provide for the necessary running expenses of the Club and the proper maintenance and improvement of its property.
- (b) These annual dues shall be payable by May 1<sup>st</sup> of each year or thirty (30) days from the date of notice, whichever is later. The date of notice shall be the date on which the dues statements are mailed to the members. Failure of the post office to deliver dues statements in a timely manner shall not effect the date of notice, or the obligation of the members to make payments in a timely manner.
- (c) Those annual dues received after May 1<sup>st</sup> and May 15<sup>th</sup> shall be subject to late charges as determined by the Board of Trustees.
- (d) If, after June 1<sup>st</sup>, of each year, a member's family dues are still unpaid, the Board of Trustees may authorize the Membership Committee to admit a Special Member family in the delinquent member's family stead upon payment of an annual fee to be determined by the Board of Trustees.
- (e) In the event that a Special Member family is not obtained, the minimum family dues for each year shall be deducted from a certificate holder's equity, if his/her dues are not paid by July 1<sup>st</sup>.
- (f) No dues, or part thereof, shall be refunded in the event that the Club is required to suspend its operation for any period.
- (g) Those members that request hiatus or post their bonds for sale after May 1<sup>st</sup> are obligated to pay the appropriate late fee, or to have their bonds reduced accordingly.
- (h) Guest fees will be determined annually by the Board of Trustees.

Section 2. The initiation fee for each certificate of membership of Charter members shall be twenty-five (\$25) dollars. The initiation fee for all other membership certificates shall be determined by the Board of Trustees, but will not be less than fifty (\$50) dollars.

Section 3. The subscription charge for charter membership certificates shall be two hundred and seventy-five (\$275.00) dollars. The subscription charge for all other membership certificates shall be determined by the Board of Trustees.

Section 4. Upon withdrawal of any membership certificate, such certificate shall be offered first to this Club, which shall have the right to purchase such certificate for an amount equal to the withdrawing member's equity therein. If this Club, does not purchase such certificate, it shall then be offered by the Club to the applicants then on the membership waiting list in order of their application, who shall have the right to purchase said withdrawing member's certificate at an amount equal to the holder's equity therein. If no applicant, then on the membership waiting list, is willing to pay the holder the amount of his equity herein, the said certificate shall be offered to the applicant, then on the waiting list, who is willing to pay the greatest amount to the withdrawing member. Equity, at all times, shall be established by the Board of Trustees. However, in the event there are no applicants on the membership waiting list, withdrawing member may obtain a purchaser for his/her certificate of interest, on behalf of the Club, in accordance with the provisions of this Section and Article IX, Section 5.

## ARTICLE XI MISCELLANEOUS

### Section 1.

- (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/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of his/her being or have been a Trustee or Officer of the Club, except in relation to matters as to which he/she 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 settlement of an action, suit or proceeding based on gross negligence or willful misconduct in the performance of his/her duties.
- (b) The right of indemnification provided herein shall insure to each Trustee and officer referred to in (a), whether or not he/she is such Trustee or Officer at the time such costs or expenses are imposed or incurred, and in the event of his/her death shall extend to his legal representatives.

Section 2. Any question as to the meaning for proper interpretation of any of the provisions of these By Laws shall be determined by the Board of Trustees.

Section 3. Whenever mention is made herein to age of members, it shall be age attained as of June 1<sup>st</sup> of the current year.

Section 4. Only certificate holders shall be entitled to vote or hold office in the Club and all notices called for in these By Laws need only be sent to such classes of members.

Section 5. These By Laws may be amended by a two-thirds vote of those members entitled to vote present in person at any meeting of the Club, provided at least seven (7) days notice of such amendment by mail shall be given to each such member.

Section 6. For the purpose of financing a portion of the Swim Club Expansion plan, the value of each certificate of interest, on record as of March 1, 1972, will be increased by fifty (\$50.00) dollars effective May 1, 1972. Evidence of such increased valuation will be by issuance of script by the Club Secretary. The 1972 dues billing will include a certificate subscription charge of fifty (\$50) dollars, which the certificate holder may elect to pay either (1) by single payment of fifty (\$50) dollars by May 1, 1972, or (2) installment payments of thirty (\$30) dollars by May 1, 1972 and twenty-five (\$25) dollars by May 1, 1973. Non-payment of the certificate subscription charge by May 1, 1972, will reduce the certificate redemption by fifty-five (\$55) dollars, plus five (\$5) dollars for each year thereafter that it remains unpaid. For those certificate holders selecting the installment method of payment, non payment of the second payment of the certificate subscription charge by May 1, 1973, will reduce the certificate redemption value by twenty-eight (\$28) dollars, plus three (\$3) dollars for each year hereafter that it remains unpaid.

Section 7. Increase certificate value by issuance of script. Each certificate holder, as of January 1, 1980 will be billed for seventy-five (\$75) dollars, payment of which will be due by May 15, 1980. Upon receipt by the Club of the seventy-five (\$75) dollars payment, a certificate of script will be issued by the Club Secretary. The script value will be added to the value of the original certificate and any other script certificates held, and will be honored as part of the total value of the certificates at the time of redemption. A late charge of five (\$5) dollars will be charged for each month the script fee remains unpaid. Any member not paying the script fee by the due date of the 1980 dues bill will be considered as a member not in good standing.

Section 8. Children of Club employees will not be employed in any capacity by the Club.