

# **The By-Laws of the Orchard View Swim Club, Inc.**

## **Article I – Name**

The name of the club shall be Orchard View swim Club, Inc.

## **Article II – Purpose**

The Purpose of the corporation is to acquire, establish, and maintain a swimming pool; and to erect and maintain such other facilities as may be required for the purpose of providing for the furnishing of refreshments, entertainment and social diversion of its members, and for these purposes to have, possess, and enjoy all the rights, benefits, and privileges of the Act of Assembly, as amended, relating to non-profit corporations, subject to, and within the meaning and limitations of section 501(c)(7) of the Internal Revenue Code of 1954 as amended.

## **Article III – Government**

Section1: The club shall be managed by a Board of Directors, fifteen (15) in number, all of whom should be adult family members.

Section2: At each annual meeting of the members of the club, directors shall be elected from among the members to serve for a term of three (3) years and until their successors shall have been chosen. No member shall be eligible to serve two (2) consecutive full terms as a member of the Board of Directors.

## **Article IV – Government**

Section I: Consistent with these By-Laws, the Board of Directors shall:

- A. Transact all club business and make and amend rules for the regulation of the use of Club property. It may appoint and remove such officers, clerks, agents, or employees as it may deem necessary and may fix their duties and compensations.
- B. At its discretion authorize, though appropriate definitions of authority and responsibility, an Executive Committee from among its members to act for it during intervals between regularly scheduled meetings of the Board of Directors.
- C. Fix, impose, and remit penalties for violations of these By-Laws and Rules of the Club.

- D. Elect from the Board of Directors a President, and Executive Vice-President, a First Vice-President, a secretary and a Treasurer, all of whom shall serve without compensation.
- E. At its discretion, elect an Assistant Secretary and/or Assistant Treasurer.
- F. Constitute and appoint committees and define the powers and duties of the same.
- G. Fill any vacancy in the membership of the Board of Directors to serve until the next annual meeting of members.

Section II: The Board of Directors 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 money drawn in the name of the Club.

Section III: The Board of Directors shall cause the books of the Club to be audited annually by auditors, selected from the membership, who shall not be directors nor officers of the Club. The report of the auditors shall be available to the members at all times.

Section IV:

- A. The Board of Directors shall meet once a month during the months of March, April, May, June, July, August, and September and at such other times and intervals as they deem necessary. The President shall be authorized to convene special meetings of the Board of Directors and, may establish the time, date and place of all meetings of the Board.
- B. Eight (8) members of the Board shall constitute a quorum.

Section V: In the event a question before the Board of Directors results in a tie vote which cannot be resolved, the question shall then be submitted to the membership for decision.

Section VI: Nothing in these By-Laws shall be constructed to permit the Board of Directors to borrow or pledge the credit of the Club without the specific approval of the membership at a duly held meeting.

Section VII: Any member of the Board of Directors may be removed from office by a majority vote of the membership present in person at either an Annual Meeting or a Special Meeting called in accordance with these By-Laws.

## **Article V – Officers and Duties**

Section I: The elective officers of this club shall be a President, an Executive Vice-President, a First Vice-President, a Secretary and a Treasurer. These officers shall be elected by the Board of Directors to serve until the end of the first year of pool operation and until their successors have been elected. Thereafter, the President, Executive Vice-President, secretary, and Treasurer shall be elected annually by the Board following their Annual Meeting of the Club, and shall hold office until the end of the first meeting of the Board of Directors following the next Annual Meeting of the Club.

Section II: The President shall preside at the meeting of the club and of the Board of Directors. He/She shall be the administrative officer of the Club. He/She shall appoint, subject to confirmation of the Board of Directors, 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 other committees.

Section III: The executive Vice-President shall act for the President in the absence or disability of the President. He/She shall attend to the appointment and removal of staff when necessary with the consent of the Board of Directors. He/She shall attend to the operation and maintenance of the physical plant and properties of the Club and shall be Chairperson of the Operations Committee.

A: Pool Manager – A Pool Manager may be hired at the pleasure of the Board of Directors and reports to the Executive Vice-President. The Pool manager is in charge of day-to-day operations of the pool and to see that the rules and regulations of the Club are enforced.

Section IV: The First Vice-President, in the absence or disability of the President and Executive Vice-President, shall act for the President. He/She shall be Chairperson of the Membership Committee.

Section V: The Secretary shall send out the notices of the meeting of the Club and of the Board of Directors, keep minutes, and attend to the correspondence pertaining to his/her office as may be asked of him/her by the Board of Directors.

Section VI: The Treasurer shall attend to keeping the accounts of the Club, collecting its revenue, and paying its bills as approved by the Board of Directors, or other agency authorized by the Board 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 his/her office as may be asked of him/her by the Board. He/Her shall be bonded.

Section VII: The Assistant Secretary and Assistant Treasurer shall perform such duties as may be assigned to them by the Secretary or Treasurer, respectively, or by the Board of Directors.

## **Article VI – Membership**

Section I: There shall only be one class of membership, which shall be a family membership. A family membership shall entitle an individual man or woman, his or her spouse or live-in, and all of their unmarried children under the age of twenty-five (25) years who are residents of the member's household to use of all Club facilities pursuant to the Rules established by the Board of Directors. Privileges shall be extended to other members of the household of said member upon payment of an additional fee in accordance with rules established by the Board of Directors. No requests for Certificates of Membership refunds shall be accepted from members.

Section II: Membership shall be limited to two hundred and twenty-five (225) active families. Active families shall be defined as those whose financial obligations (current yearly dues of maintenance fee) to the club have been met.

Section III: Membership shall be limited to those persons and their families who are the owners of Certificates of Membership of this corporation.

Section IV: Upon the death of a husband or wife, the membership may be continued in the name of the surviving spouse, and if the certificate of membership is outstanding in the name of the decedent it shall be endorsed and surrendered to the Club and a new one issued in its place in the name of the survivor.

Section V: The Board of Directors and the officers, by a majority vote, may terminate the membership of any member who fails to comply with the rules, regulations, and requirements duly enacted by this corporation or said Board of Directors, or has otherwise so conducted themselves as to give cause for such termination. The termination shall occur upon a vote of 2/3 of the Directors present and voting at a meeting of the Board called for the purpose of acting on the termination question.

Section VI: The Chairperson of the Membership Committee shall have available for review by any member a list of applicants recommended for membership.

Section VII: Unless and until a member provides written notice to the secretary of the Corporation as to a current address for the member, notice to the member at the last address of the certificate holder appears on the records of the holder shall be deemed to constitute notice for all purposes for which notice to a member may be required. In the event that notices to a member are returned to the Corporation due to expiration of postal forwarding order (FOE) for a period of one (1) year, the Corporation may, at its option upon final written notice, treat the certificate as being forfeited to the Corporation.

## **Article VII – Certificate of Membership**

Section I: No more than one certificate of membership shall be transferred to any one family. Certificates shall be issued only in the name of one person or jointly in the name of two co-owners in the same household.

Section II: Transfers and assignments of Certificates of Membership shall require the approval of the Board of Directors.

Section III: Before a certificate of membership may be transferred on the record of the corporation, any liability by the holder of the certificate for dues or fees to the corporation must be satisfied. In the event that the liability by the holder of the certificate exceeds the Fair Market Value (established by the average selling price of the last three transactions as recorded by the corporation), then, upon a thirty (30) day certified mail notice and a first class postage prepaid mailed notice to the holder of said certificate if the maintenance fees will not have been brought current then, the corporation may, at its option, treat the certificate as having been forfeited to the corporation.

Section IV: Voting.

A. Each fully paid Certificate of Membership as evidenced by the records of the Club on the fifth calendar day in advance of any regular meeting or special meeting of the members shall be entitled to one vote at such meeting, provided he or she is a member in good standing.

B. Certificates of Membership held jointly may be voted by only one and if the joint owners disagree as to the vote, it shall not be voted.

C. There shall be no voting by proxy, but in the event the member is not present, his or her spouse may vote the certificate.

Section V: The corporation retains the right to acquire and sell all certificates of membership forfeited to the corporation by holders of said certificates. The sales price of any such forfeited certificate shall not be less than the Fair Market Value as described in Article VII, Section III.

Section VI: The corporation shall not be considered responsible for the general marketing and sales of Certificates of Membership. The certificate holder shall assume sole responsibility for identifying potential buyers of the certificate and negotiating a sales price and transfer arrangements. The corporation may, at its option and solely as a convenience to the membership, maintain and distribute a list of all certificate holders who wish to actively list a certificate of membership for sale to prospective members.

## **Article VIII – Dues and Fees**

Section I: All dues and fees shall be paid prior to the opening of the pool.

Section II: Dues and fees shall be fixed by the Board of Directors.

Section III: Failure of a member to pay dues and fees shall result in automatic suspension of all Club privileges, including the right to vote. Dues and fees shall not be refunded or rebated.

## **Article IX – Meeting of Members**

Section I: The Annual Meeting of members shall be held during the first full week of November.

Section II: Special meeting of the membership may be called by the President at his/her discretion and must be called by the President upon direction of a majority of the Board of Directors, or upon written request of twenty (20) voting members in good standing.

Section III: Meeting shall be held at such place as may be designated in the call for the meeting.

Section IV: Written notice of every meeting shall be given to each member of record entitled to vote at least ten (10) days prior to the date of the meeting.

Section V: A quorum of any meeting of members shall consist of twenty (20) voting members, but a lesser number may adjourn a meeting to a later date of not more than one (1) month, in which case those present at such subsequent meeting shall constitute a quorum.

## **Article X – Nominations**

Section I:

A. There shall be a Nomination Committee to be composed of five (5) members of the Club. Three members shall be chosen by the Board of Directors for approval at the Annual Meeting of the Club members, the other two shall be elected by the Board of Directors, from among the Directors whose terms of office shall not expire at the ensuing Annual Meeting of the Club. A vacancy occurring among the three members chosen by the Club shall be filled by the remaining members so chosen. A vacancy occurring among the two members chosen by the Directors shall be filled by the Directors.

B. The nomination Committee shall nominate the candidates for the vacancies in the Board of Directors to be filled at the Annual Meeting and three (3) candidates for the next year's Nomination Committee; and shall report such nominations to the Secretary on or before October 15.

Section II: Nominations may be made from the floor at the Annual Meeting.

### **Article XI – Committees**

Section I:

A. The standing committees shall be Operations, Program, Membership, Finance, and Nomination.

B. The duties and powers assigned in these By-Laws to the standing committees shall be subject to the Board of Directors.

Section II: The Operations Committee shall exercise supervision over the pool, personnel and grounds; shall attend to the improvement and maintenance of the pool building, operating equipment and grounds; shall have authority thereover; shall prepare rules of health and good conduct in connection with the operation of the pool; and shall see that the rules and regulations of the Club are enforced.

Section III: The Program Committee shall prepare the social programs and entertainments; and exercise supervision over the same.

Section IV: The Membership Committee shall prepare, in accordance with Article VI, Section VI, shall investigate and report to the Board or Directors upon acceptability of applicants for membership.

Section V: The nomination Committee in accordance with Article X, Section I, shall nominate candidates for the Board of Directors and for the Nomination Committee for the succeeding year.

### **Article XII – Miscellaneous**

Section I:

A. Each person who acts as a Director 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 having been a Director 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.

B. The right of indemnification provided herein shall inure to each Director and Officer referred to in (A.) whether or not he/she is such Director 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/her legal representatives.

B. No part of the net earnings of the corporation shall inure benefit of, or be distributable to, its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation set forth above. No substantial part of the activities of the corporation shall be the carrying on of propoganda or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(7) of the Internal revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law.)

Section II: Upon dissolution of the corporation, the Board of Directors shall after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all assets of the corporation pro rata to the holders of certificates evidencing membership in good standing as of the date of the resolution of the Board of Directors calling for dissolution of the corporation. Any such assets not disposed of by reason of inability to contact certificate holders or otherwise, shall, in the full discretion of the Board of Directors be either disposed of by the Court of Common Pleas of Lehigh County to an organization which is organized and operated exclusively for charitable purposes under the provisions of Section 501(c)(7) of the Internal Revenue Code of 1954 as amended.

Section III: Any questions as to the proper interpretation of any provisions of these By-Laws shall be determined by the Board of Directors.

Section IV: These By-Laws may be amended by a two-thirds (2/3) vote of the members present in person, at any meeting of the Club, provided at least ten (10) days notice of such amendment by mail be given to each such member.

Section V: All points of order not covered by the By-Laws shall be ruled according to Robert's Rules of Order.