

RIDLEY PARK SWIM CLUB

BYLAWS

(Revised June 9, 2003)

ARTICLE I - NAME

- Section 1. This organization shall be known as the RIDLEY PARK SWIM CLUB INC. (hereinafter called "the Club").

ARTICLE II - PURPOSE

- Section 1. The purpose for which the Club is formed is to construct, operate and maintain a swimming pool and appropriate supplemental facilities, on a nonprofit basis, for the social, educational and recreational benefit of its membership. The Club is specifically, though not exclusively, empowered to buy, sell and lease real estate, raise and borrow money, and issue bonds and negotiable instruments in fulfilling this purpose.

ARTICLE III - MEMBERSHIP

- Section 1. The membership shall consist of active members who hold one or more fully paid certificates of membership, or are a member of a family group holding one or more fully paid certificates of membership, and have been approved for membership. The membership shall be limited to five hundred (500) family groups.

- Section 2. For the purpose of this Article, a "family group" shall be defined as husband, wife, and dependents, whose permanent residence is the same dwelling, regardless of which in the group are holders of certificates of membership, except that the Board of Directors may in specific instances include in the family group others than the above whose residence is in the same building. This may not be construed to include two family groups regardless of relationship. In the event of dispute, the status of any individual shall be interpreted by the Board of Directors.

An associate member shall be a family group entitled to full club privileges for the current season upon the payment of the stipulated fee as determined by the Board of Directors. An associate member becomes eligible only when a certificate of membership forfeits his club privileges by not paying dues for the current season.

- Section 3. (a) The dues for active membership and penalties for late payments shall be set annually by the Board of Directors.
- (b) Dues shall be payable for the season on April 1st of each year. Dues received after May 1st will be subject to a penalty.

(c) Any certificate of membership not paying his dues by May 20th shall automatically forfeit family membership for the current season. The Board shall then make available this certificate of membership's privileges to the next eligible family on the waiting list on an associate membership basis.

(d) A certificate of membership must pay dues for all eligible members of his family group.

Section 4. Only those members who hold fully paid certificates of membership and have paid their previous year's dues shall have the power to vote. Each certificate of membership shall be entitled to one vote in the affairs of the Club. This vote shall be cast by one member of legal age of each family group.

Section 5. The Board of Directors may from time to time make such rules and regulations with respect to the means of determining the qualifications and desirability of admitting applicants to membership as they may deem in the best interest of the Club.

Section 6. Members shall not forfeit membership or certificate for failure to pay dues. Club privileges, however, shall be granted only if dues for the current year are paid when due. The Board of Directors at its discretion, may direct redemption of any certificate of membership at the price paid therefore by the holder, upon failure of the holder to pay dues for two consecutive years.

Section 7. Membership certificates shall be non-transferable, except:

(a) Upon request of the holder of a certificate of membership, the Club, at the discretion of the Board of Directors, may redeem such certificate at the price paid therefor by the holder.

(b) Upon the death of any certificate holder, said certificate shall be transferable on the membership record book of the Club to the surviving spouse or adult child who shall form a part of the deceased member's household, but such transferee shall not be entitled to the privilege of membership, including the right to vote, unless transferee has been approved for membership in the Club.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of twelve (12) voting members who shall be elected by the members of the Club and manage the affairs of the Club.

Section 2. The Board of Directors shall have the power to make or authorize all purchases necessary or desirable for the operation of the Club and to employ, or authorize the employment of, all employees of the Club and to fix compensation of employees, and to do or cause to be done all other things necessary for the operation and maintenance of the Club.

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- Section 3. The Board of Directors may adopt such rules and regulations to govern its affairs and the affairs of the Club as it shall consider necessary or expedient, provided the same are not inconsistent herewith; and at each annual meeting of the Club shall render a full report of its proceedings during the preceding year.
- Section 4. Three members of the first Board of Directors elected under these Bylaws shall hold office until the annual meeting of the Club to be held in 1961; four shall hold office until the annual meeting of the Club to be held in 1960; and four shall hold office until the annual meeting of the Club held in 1959, and thereafter at each annual meeting as many members of the Board of Directors shall be elected as there are vacancies to be filled, such members to hold office until the annual meeting of the Club to be held in the third year after their election.
- Section 5. Vacancies in office among the members of the Board of Directors shall be filled by a majority of the remaining members of the Board, though there be less than a quorum, until the next annual meeting of the Club at which such vacancies shall be filled for the unexpired portion of the term.
- Section 6. The Board of Directors, acting either as a body or by a committee of at least three members appointed by it, shall have the power and authority, after investigation and hearing before such body or committee, to suspend for any period of time it considers appropriate, a member, or any other person connected or associated with the Club, whose conduct is considered detrimental to the best interest of the Club.
- Section 7. The Board of Directors shall secure the fidelity of the Treasurer of the Club and may secure the fidelity of any or all of the other officers or employees by bond or otherwise and in such amount as shall be deemed proper.
- Section 8. Members of the Board of Directors shall receive no compensation for services as Directors.

ARTICLE V - OFFICERS

- Section 1. The officers of the Club shall be President, Vice President, Secretary and Treasurer who shall be elected by and from the Board of Directors at its first regular meeting following the annual meeting of the Club and shall serve for a term of one year or until their successors have been elected and qualified.
- Section 2. Officers may succeed themselves in office but may not hold an officer position for more than six consecutive years.
- Section 3. The President shall preside at all meetings of the Club and of the Board of Directors, and shall enforce the rules and regulations of the Club. He shall perform such other duties as shall be imposed upon him by resolution of the Board of Directors. He shall, with the Secretary, and in the name of the Club, sign all written contracts and obligations of the Club.

The President shall appoint "Standing Committees" as follows:

Building, Finance, Engineering, Grounds, and
other committees as deemed necessary.

Section 4. In the absence of the President, or in the event of a vacancy in that office, the Vice President shall perform the President's duties. Should neither be president at any meeting, a chairman shall be chosen from the Directors by vote of those Directors present.

Section 5. The Secretary shall keep the minutes of all meetings of the Club and of the Board of Directors, and shall have custody of all official papers, documents and the corporate seal and nonfinancial records of the Club. He shall conduct all its official correspondence and shall perform such other duties as may be assigned to him by the President and/or the Board of Directors.

Section 6. The Treasurer shall keep an account of all monies received by him and shall deposit the same in the name of the Club in such depository as may be designated by the Board of Directors. He shall not pay out or disburse any of the monies in his hands except in such manner, and for such purpose, as shall be approved by the Club or Board of Directors.

The Treasurer shall have custody of and maintain all financial records.

At each meeting of the Club or Board of Directors he shall render a statement of the financial condition of the Club, and at the annual meeting of the Club shall submit a detailed report of income and disbursements during the preceding fiscal year. The Treasurer's records shall be audited each year by a certified public accountant or by an Auditing Committee appointed by the President from the voting membership.

The Board of Directors, at their discretion, may provide compensation for the services rendered by the Treasurer.

Section 7. Vacancies in office shall be filled for the balance of the term by the Board of Directors.

ARTICLE VI - MEETINGS

Section 1. The Club shall hold its annual meeting of certificate holders before February 15th of each year in the Borough of Ridley Park, and shall hold such other meetings of certificate holders as may be called by the President or the Board of Directors, or at the request in writing by at least ten voting members made to the Secretary.

Section 2. At least five (5) days notice in writing of all meetings shall be given to all voting members of the Club.

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- Section 3. Thirty-five (35) voting members shall constitute a quorum for the transaction of business, and a majority vote of the members present at any meeting shall govern.
- Section 4. The Board of Directors shall meet at the call of the President, or at the request made in writing to the Secretary by at least three (3) members of the Board, whereupon the Secretary shall give at least three (3) days notice in writing of such meeting, by mail, to all members of the Board.
- Section 5. At least seven (7) members of the Board of Directors shall constitute a quorum for the transaction of business, and a majority vote of the members present at any meeting shall govern.

ARTICLE VII - FISCAL YEAR

- Section 1. The fiscal year of the Club shall be from March 1 of any year up to and including the last day of February of the following year.

ARTICLE VIII - COMMITTEES

- Section 1. The standing committees of the Club shall include:
- (a) Nominating Committee. The Nominating Committee shall consist of five (5) voting members appointed annually by the President. It shall be the function of this Committee to present a slate of Directors at the annual meeting and notice of such a slate shall be included in the notice of the Annual Meeting.

ARTICLE IX - ELECTION

- Section 1. At the Annual Meeting of the Club, the Nominating Committee shall present a list of candidates for membership on the Board of Directors to be filled at that meeting.
- Section 2. Nominations from the floor may be made at any time after the list submitted by the Nominating Committee is presented, or any time prior to the opening of the polls for the casting of ballots.
- Section 3. Voting by the membership for members of the Board of Directors shall be by written ballot for all nominees for the vacant offices. In case there be more than four nominees, those receiving the highest number of votes shall be declared elected.

ARTICLE X - AMENDMENTS

- Section 1. Bylaws of the Club may be adopted, amended or repealed by a majority vote of the members of the Board of Directors.
- Section 2. The membership shall have the privilege of changing or repealing Bylaws by a two-thirds vote of the members entitled to vote at a duly organized meeting.