

BY-LAWS OF THE ELMER SWIM CLUB, INC  
Amended 4/5/17

**ARTICLE I - NAME**

The name of the corporation is the Elmer Swim Club

**ARTICLE II – PURPOSE**

This organization, a not for profit Corporation organized and existing under the laws of the State of New Jersey, has been formed to promote, finance, lease, own, operate, and maintain a swimming pool and recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities, for use of its members.

**ARTICLE III – SHAREHOLDERS**

Section 1 - A Shareholder is defined as a person who purchases a bond from the Club. The term Shareholder and Bondholder are interchangeable. For an explanation of a member refer to Article VII. The number of bonds issued by the Club will be limited to 175 paid shares and can be increased if recommended by the Board of Trustees and passed by a majority vote of shareholders present at a regular or special meeting.

Section 2 – Bonds may be held jointly by husband and wife. A Shareholder is entitled to one vote at any regular or special meeting. This vote may be cast by the Shareholder or any active member of his/her family present at the meeting who is at least 21 years of age. There shall be no voting by proxy.

Section 3 – All applicants for bonds will be subject to review by the Board of Trustees as may be deemed necessary. If reviewed by the Board of Trustees, a majority of the total Trustee membership is necessary for acceptance of an applicant.

Section 4 - The holder of a bond may by, written notice and demand, require the Club to repurchase said bond at a price not to exceed the purchase price set in ARTICLE III, Section 5. The Club will then make available this membership to the next person on the waiting list who has been certified by the membership committee. In the event there is no waiting list, and the club is financially unable to repurchase the bond when tendered, the Club reserves the right to repurchase the bond after the next bond is sold, subject to the provisions of Section 5.

Section 5 – The price of the bond is established by the Trustees at the January meeting. Section 6 – Starting August 25<sup>th</sup>, 1977; new bonds issued – All annual dues must be paid prior to use of the facilities. If dues are not paid by Labor Day, a lien will be placed against the bond for the price of the dues. In order to swim in the future, all liens must be paid in full prior to use of the facility. If unpaid liens against the bond exceeds the purchase price of the bond, as set in ARTICLE III, Section5, the shareholder shall , at the request of the Trustees, forfeit the bond to the club.

**ARTICLE IV – GOVERNMENT**

**Section 1** – The business and property of the corporation shall be managed and controlled by a nine (9) member Board of Trustees.

**Section 2** – Shareholders shall be eligible to serve on the Board of Trustees.

**Section 3** – At each annual meeting of the shareholders, three (3) trustees shall be elected from among the active members for a term of three (3) years or until their successors shall have been chosen.

**Section 4** – Trustees elected to the Board will take their place on the Board as of the next meeting of the Board following their election.

**Section 5** - Any member of the Board of Trustees who shall cease to hold active membership in the club shall cease to be a member of the Board of Trustees.

**Section 6** – Any member of the Board of Trustees who shall be absent from three (3) consecutive Board Meetings, without a valid excuse, will cease to be a member of the Elmer Swim Club Board of Trustees. Such a vacancy shall be filled pursuant to Article V; Section 1d.

## **ARTICLE V 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 regulations of the use of club property, subject to the approval of the majority of the organization. It shall appoint and remove such clerks, agents, servants or employees as it may deem necessary and shall fix their duties and compensation.
- b. Fix, impose and remit penalties for violations of these By-Laws and the Rules and Regulation of the Club.
- c. Elect the officers of the Board.
- d. Fill any vacancy in the membership of the Board of Trustees to serve until the next shareholders meeting.
- e. Adopt an annual budget
- f. Secure for the protection of the club such public liability, property damage and other forms of insurance as may be deemed necessary, and assure that all necessary forms, permits, contracts and similar requirements and agreements are in full and current force.

**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, Board of Trustees shall always require two (2) officers sign all such checks, drafts or other instruments for the payment of money drawn in the name of the Club. Cash transactions shall be accounted for via receipts submitted to the Treasurer. A limit on said card shall be periodically reviewed and approved by the Board of Trustees.

**Section 3** – The Board of Trustees shall cause the books of the Club to be audited annually by the auditors selected by Board of Trustees, who shall be neither Trustees nor officers of the Club. An annual report shall be prepared showing the state of the shareholders, membership, finances, setting forth the transactions and summarizing important activities of the preceding calendar year. A summary of the Annual report shall be furnished to each shareholder at the annual meeting.

**Section 4 a** – The Board of Trustees shall hold a winter meeting prior to January 30th of each year for the purposes of setting policy and reorganization for the current year.

- b. The Board shall meet at least once each month during the months of January, February, March, April, May, June, July, August and September and at such other times as they may deem necessary.
- c. The President of the Board shall designate the time and place for the regular meetings and see that the members of the board are notified within (3) days. Notification for special meetings shall be made as soon as practicable in order to ensure a quorum is achieved.
- d. Five (5) members of the Board of Trustees shall constitute a quorum.

e. The President of the Board shall preside at all meetings. In the absence of the President, the Vice-President will preside. In the absence of the President and the Vice- President, a temporary chairman will be elected by the Trustees.

**Section 5a** - The Board of Trustees shall not be permitted to sell or lease any real property owned by the Club or sell any other property owned by the Club without the approval of the majority of the members present at a regular or special meeting.

b. The Board shall have the right to spend available funds, not to exceed \$10000.00 per year for the improvement of the club, provided that such funds are available and no assessment is required. Additional spending can occur by a majority of the shareholders present at a regular or special meeting, voting in favor.

## **ARTICLE VI OFFICERS**

**Section 1** – At the April meeting of the Board of Trustees following the annual meeting of the shareholders, the Board shall elect officers for the ensuing year.

**Section 2** – The officers of the club shall be a President, a Vice President, a secretary, and a treasurer; each of whom shall be elected from the Board of Trustees to serve for one (1) year.

**Section 3** – The President shall preside at the meetings of the Club and the Board of Trustees. He/she shall be the administrative officer of the Club and shall appoint, subject to confirmation by the Board, all standing committees, designating the chairman thereof, and all special committees as may be directed. He/she shall be, ex facto, a member of all committees. The president shall have the power to sign bonds and to sign and execute all contracts and instruments of conveyance in the name of the club.

**Section 4** – The Vice-President, in the absence or disability of the President shall act in their stead. He/she shall, under direction of the President, attend to the business and financial operations of the Club.

**Section 5** – The Secretary shall keep minutes of all meetings of the Board of Trustees and meetings of the shareholders. He/she shall maintain a shareholders record including names, addresses, and such data concerning admission to, maintenance, and termination of bond ownership as may be deemed appropriate, or as may be directed by the Board. The secretary shall also issue bonds, keep all other corporate records, except financial records, conduct all official correspondence, under supervision of the President; send out notices of meetings of the shareholders and the Board of Trustees; and perform in general all duties incidental to the office of secretary, subject to the control of the Board of Trustees. He/she shall submit such reports to the Board as may be requested by them.

**Section 6** – The Treasurer shall make and keep records of all financial transactions of the Club, be responsible for the receipt of all monies due the Club and deposit same in such bank or banks as the Board of Trustees may designate; be one of the elected officers authorized to sign checks; make all disbursements; render bills and statements, and other charges as incurred; and perform such acts incidental to the position of treasurer, subject to the control of the Board of Trustees. The treasurer shall be bonded in such an amount as the Board may require and the Club shall pay the premium for such bonding. The Treasurer's report and bank statement(s) shall be reviewed monthly & added as an addendum to the meeting minutes. This report shall include a summary of bills received and paid.

**Section 7** – Members in good standing of the Board of Trustees will be granted the right to have guests at the pool during the season provided that the guest privilege is not used excessively, generally equivalent to one hundred dollars (\$100).

## **ARTICLE VII MEMBERS**

**Section 1a** – Membership shall be open to and limited to shareholders, shareholder dependents, and any other applicant approved by a majority of the Board of Trustees. Eligibility for members of a family, other than parents and their dependents, to be determined by the Board of Trustees.

- b. Total membership (shareholder and seasonal combined) shall not be greater than two hundred (200).

**Section 2** – The terms “member” and “membership” as used in these by-laws denotes eligibility to use the pool and other club facilities. Both classes of member shall be afforded the facilities of the club subject to the rules and regulations which will be posted at all times.

**Section 3** – Membership in the club shall consist of individuals who shall fall within the following classes:

- a. Shareholder members
- b. Associate members
- c. Seasonal members and August only members
- d. Lifetime members

**Section 4** – Associate Members shall consist of these persons who are qualified dependents (As defined by the IRS Tax Code) or minor members of the family residing in the same residence as the shareholders who have paid their annual dues. Exceptions are granted as determined by the Board of Trustees for divorced or separated families, provided the spouses have paid their annual dues.

**Section 5** – Seasonal membership is considered a person or family paying yearly fee as approved by the Trustees.

**Section 6**– The Board of Trustees, at its discretion, may extend the privileges of the club for competitive meets and other organized special events sponsored by the Club.

**Section 7** – The Board of Trustees shall fix the terms and conditions upon which guests of members may use the facilities of the Club.

**Section 8** – Any property of the Club broken or damaged willfully or carelessly by a member of any class, or their guest, shall be promptly paid for by such member. Club property shall not be removed from the grounds without approval of the Board of Trustees.

**Section 9** – The club assumes no responsibility for loss of property of members of any class, or their guests, which may be brought into the club buildings or grounds.

**Section 10**- The Club, by majority vote of its Board of Trustees, may revoke the membership of any member who fails to comply with the lawful and reasonable rules, regulations, and requirements duly enacted by the Club for the government of its members, or has otherwise so conducted themselves as to give cause for revocation of membership. No membership shall be revoked except upon ten (10) days notice to the offending member to attend a hearing before the Board of Trustees.

**Section 11** - Alcoholic beverages may be brought onto the club grounds for approved Swim Club sponsored social functions as approved by a majority of the Board of Trustees.

**Section 12** – The Club assumes no responsibility, and its members or their guests can have no claim against the club, for any accident or injury to any person or their property, except as provided for in the insurance company coverage by the Club.

**Section 13**– Membership shall not be transferable.

**Section 14** – The Board of Trustees may delegate to the Chairman of the Pools and Grounds committee, to the Chairman of the Rules committee, or to a responsible employee of the Club, the power to suspend pool privileges for a violation of the Club Rules and Regulations, provided such suspension, containing reasons, is submitted to the President within twenty-four (24) hours.

**Section 15** – Any member of the Club may withdraw at any time, subject to the provisions of Article VIII, and there shall be no refund of the current year's dues.

**Section 16** – August only membership may be granted at the discretion of the Board of Trustees provided any additional August membership does not exceed the total membership conditioned in the aforementioned Section 1a of this Article. August only memberships shall not be given in consecutive years.

**Section 17** –. Approval of Lifetime Membership for a shareholder shall be by a Majority vote of the current Board of Trustees based on their service to the Swim Club. All dues are waived for a person and their spouse granted a Lifetime Membership. Lifetime members do not count against the maximum number of member limits. Lifetime members are invited to the annual Shareholder's meeting but, do not have voting rights.

## **ARTICLE VIII        DUES AND FEES**

**Section 1a** – The Board of Trustees at a winter meeting, generally in January, shall establish bond value, dues, and fees for the ensuing year and document in the meeting minutes.

- b. Dues shall be sufficient to provide for necessary running expenses of the Club and proper maintenance and improvement of its property. Annual seasonal dues shall be payable prior to the use of the club facilities. Exceptions can be granted on a case-by-case basis.
- c. No dues, nor part thereof, shall be refunded in the event that pool operations are required to be suspended for any period.
- d. Annual Shareholders dues must be paid in full prior to the use of the pool facilities.
- e. August only memberships commencing August 1, fees are established at discretion of the Board of Trustees.

**Section 2** – Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members of their family to whom the privilege of the Club shall have been extended, and for all charges and liabilities imposed upon by their guests.

**Section 3** – Upon cessation of membership for any cause, all indebtedness owing to the Club by the member shall be a lien upon their bond and may be taken over by the Club to satisfy such indebtedness.

**Section 4** – Except for payment as hereinafter provided, each membership shall become null and void upon the date that the holder thereof ceased to be a member for any cause. The time and manner in which the holder shall be paid the value of this bond shall be determined by the Board of Trustees, provided however, that each bond shall be redeemed in the chronological order in which the shareholder terminates, subject to Article VIII Section 3, and as soon as payment is received from an incoming shareholder.

**Section 5** – In the event of the dissolution of the Club in any manner or for any cause and in no other event, upon the effective date of the dissolution of the Club, bonds shall be a lien upon the proceeds of the sale of property of the Club after the payment of all its just debts and obligations to the extent of the then value as fixed by these by-laws, subject to the set-off of all debts, dues and obligations owed by the holder of the bond. 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 shareholders of the Club.

**Section 6** – No additional assessments expansion shall be made except on the recommendation of the Board of Trustees and passed by a two-third (2/3) majority vote of shareholders present at a regular or special meeting. Assessments may be levied by the Trustees on the membership for current operating deficits.

## **ARTICLE IX MEETINGS**

**Section 1a** – The annual shareholders meeting shall be held during the month of March in each year, at a place and time as the Board of Trustees may determine.

- b. The annual shareholders meeting shall be for the purpose of electing Trustees, presenting committee reports and for the transaction of other business as may be indicated in the notice of may be brought before it.

**Section 2** – Special meetings of the Club may be called by the Board of Trustees. Also, upon written request of twenty five (25%) percent of the shareholders to the Secretary, stating the purpose therefore, a special meeting shall be called by the Secretary within thirty (30) days.

**Section 3a** - Notice of the annual shareholders meeting shall be given by mail or email to the Shareholders at least fifteen (15) days prior thereto. The notice of the annual shareholders meeting shall include the name of the candidates submitted to the Secretary.

- b. Special meetings of the Club may be held on five (5) days notice by mail or email to all Shareholders. The notice shall state the purpose for which the special meeting is called and no other business shall be transacted.

**Section 4** – Only shareholders present shall be entitled to vote at meetings of the Club. Voting may be via voice, but ten (10) members shall have the right to demand voting by roll call.

**Section 5** - The shareholders present in person shall constitute a quorum at all Shareholder meetings.

**Section 6** – Whenever in these by-laws a notice to shareholders is required, the mailing or emailing of such notices to the last known address of the shareholder shall constitute notice.

**Section 7a** – The Board of Trustees may, by resolution, establish from time to time a schedule of its meetings and rules for the conduct thereof.

- b. Special meetings of the Board of Trustees may be called by the President, or shall be called by the secretary upon the request of three (3) members of the Board.

## **ARTICLE X NOMINATIONS**

**Section 1** – Shareholders may become candidates for election to the Board of Trustees. Nominations shall be made to the Secretary by oral notification prior to the annual shareholders meeting.

**Section 2** - Elections will be held at the Annual Shareholders Meeting.

**Section 3** – Nominations may also be made from the floor at the Annual Shareholders Meeting.

**Section 4** – On the occasion that a Trustee position needs filled outside the Annual Shareholders meeting, Nominations can be held at a regular meeting of The Board of Trustees that contains a quorum of Trustees.

**Section 5** – Approval of a Nominee for an Interim Member of the Board of Trustees requires a majority vote of the current Members of the Board of Trustees.

## **ARTICLE XI COMMITTEES**

**Section 1** – The standing committees shall be Pools and Grounds, Program, Membership, and Rules as designated by the Board of Trustees.

**Section 2** -.The Pool and Grounds Committee shall exercise supervision over the pool and grounds; shall attend to the improvement and maintenance of the pool, buildings, operating equipment and grounds. A member of the Board of Trustees shall be the Chairman of this committee.

**Section 3** –.The Program Committee shall prepare the program of instruction and entertainment, and shall exercise the supervision over the same and attend to the publications of the affairs of the Club which are of general interests.

**Section 4** –.The Membership Committee will be comprised of active members of the Club, one of whom will be a member of the Board of Trustees and chairman of this committee. The committee will meet from time to time as necessary to consider application for membership or shareholder in the Club and to investigate and recommend to the Board of Trustees suitable applicants.

**Section 5** –.The Rules Committee shall recommend to the Board of Trustees, rules of health, safety and good conduct in connection with the operation of the pool.

**Section 6** – Such other committees as may be deemed necessary or desirable may be appointed by the President.

## **ARTICLE XII EMPLOYEES**

**Section 1a** – Employees of the club shall be the manager(s), assistant manager(s), head lifeguard(s), lifeguards and swim coaches.

b. The number of managers, assistant manager(s), head lifeguard(s), lifeguards, and swim coaches is the sole discretion of the Board of Trustees.

**Section 2** – Other employees of the club may be hired at the discretion of the Board of Trustees.

**Section 3** – Employment at the Club is considered “At Will” and an employee may be dismissed at any time without cause, in compliance with the laws, at the time of dismissal, of the State of New Jersey.

**Section 4** – Wage rates and salaries are determined at a winter meeting of the Board of Trustees and documented in the meeting minutes.

**Section 5** – Each manager and swim coach of the club shall report to an Officer of the Club. The Officer will communicate with the respective individual concerning matters of the Club as deemed necessary by the Board of Trustees. Additionally, each Officer is responsible for performance monitoring of the respective employee and providing feedback to the Board on job performance.

**Section 6** – Lifeguards report to the manager(s) and perform duties as directed.

**Section 7** – Job descriptions are developed for each position by the Board of Trustees and can be modified as needed by the Board.

**Section 8** – Each employee is required to sign a contract stipulating the terms prior to commencing employment at the club.

### **ARTICLE XIII MISCELLANEOUS**

**Section 1a** – 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 being or having 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 for being liable for gross negligence or willful misconduct on the performance of his/her duties.

b. The right of indemnification provided herein shall insure each Trustee or Officer referred to in {a}, whether or not he/she is such Trustee or Officer at the time such cost or expenses are imposed or incurred, and in the event of his/her death, shall extend to their legal representatives.

**Section 2** – Any questions as to the meaning for proper interpretation of any of these of these by-laws shall be determined by the Board of Trustees.

**Section 3** – These by-laws may be amended or repealed by a two-thirds (2/3) vote of a majority of the shareholders present in person at any meeting of the Club provided at least fifteen (15) days notice of such action shall be given to each shareholder. The shareholders shall be provided a copy of the proposed changes, via mail or email at least 15 days prior to the meeting that is voting on said changes.

**Section 4** – These by-laws will be reviewed every two-years or as needed, by a duly authorized committee appointed by the President.

**Section 5** – Unless otherwise provided for in these by-laws, rules of procedure governing meetings of members or of the Board of Trustees shall be those of “Robert’s Rules of Order”.