

**WENONAH SWIMMING CLUB, INC.
P. O. BOX 204
WENONAH, NJ 08090**

Adopted 7/30/89
Revised 7/1/90
Revised 7/4/93

BY-LAWS OF THE WENONAH SWIMMING CLUB

ARTICLE I

The name of the Club shall be Wenonah Swimming Club. The mailing address of the Club is P. O. Box 204, Wenonah, New Jersey 08090.

ARTICLE II

PURPOSE: 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 thereof to construct, own, and operate a swimming pool and other recreational facilities, together with such incidental objects as we are appropriate in the conduct of its activities in the Borough of Wenonah, County of Gloucester, and State of New Jersey for the exclusive use of its members and their guests.

ARTICLE III

GOVERNMENT

SECTION 1. The Club shall be managed by a Board of Trustees consisting of nine (9) members, who shall take office at a regular re-organization meeting to be held no sooner than October 1st or later than October 15th of each year.

SECTION 2. Three trustees, together with any other candidates for unexpired terms, shall be elected each year from among the adult members as defined hereinafter, exclusive of special members.

SECTION 3. The trustee's term of service shall be three years.

SECTION 4. Any member of the Board of Trustees who shall cease to be a member of the Club shall automatically cease to be a member of the Board of Trustees.

SECTION 5.

A). There shall be a Nominating Committee to be composed of five members of the Club. Two members shall be elected at the Annual Election Meeting of the Club; the other three shall be elected by the Board of Trustees, from among the Trustees. A vacancy occurring among the two club members shall be filled by the remaining members. A vacancy occurring among the three Trustee members shall be filled by the Trustees.

B). The Nominating Committee shall nominate the candidates for the vacancies in the Board of Trustees to be filled at the Annual Election Meeting and two candidates for the next year's Nominating Committee and shall report such nominations to the Secretary on or before August 15th.

SECTION 6. Independent nominations of candidates for the vacancies on the Board of Trustees for election at the Annual Meeting may be made by a letter; signed by twenty-five (25) adult members and delivered to the Secretary at least seven days before the Annual Election Meeting.

SECTION 7. A copy of the Annual Budget will be mailed with the notice for the Annual Meeting, that is held the 1st Sunday in December. If a quorum does not attend said Annual Meeting to vote on the Budget the Board of Trustees may assume that the Budget has been ratified by the membership.

ARTICLE IV

SECTION 1. Consistent with these BY-Laws, the Board of Trustees shall have the authority to:

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 clerks, agents, servants, vendors, or employees as it may deem necessary and may fix their duties and compensations.

B). Approve applications for membership.

C). Enforce, impose and establish penalties for violations of these BY-Laws and rules for the Club.

D). Elect officers from its own members at the annual reorganization meeting or as necessary.

E). Fill vacancies of the Board of Trustees until the next regular election with preference given to unsuccessful candidates from the immediate preceding election.

F). Act on an emergency basis and take necessary steps for the protection of the Club property. All such action shall be reported to the membership within thirty (30) days of said action.

G). Fix the terms and conditions upon which guests of members may use the facilities of the Club not inconsistent with these BY-Laws.

SECTION 2. The Board of Trustees shall designate the bank or banks in which the fund 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 officers sign all checks, drafts, or other instruments for the payment of money drawn in the name of the Club.

SECTION 3. The Board of Trustees shall cause the books of the Club to be audited annually by auditors selected by the Board of Trustees, who shall neither be a Trustee, officer of the Club, or their relative, but who shall be a member of an independent public accounting firm which shall be engaged to perform such audit no later than September 1st of each year and said audit shall be completed and filed with the Board of Trustees no later than November 15th. The report of the auditor shall be available for the Annual Meeting and shall otherwise be available to the members at all times at the Club facility or upon the forwarding of the self-addressed, stamped envelope to the Club office. The form of audit shall be a review audit borne by that member unless it can be shown that the audit contains substantial discrepancies, in which case, any member can request (in writing) that a full and formal audit be performed and the Club/Board of trustees shall be responsible therefore. If no substantial discrepancies are shown by the formal audit the cost of the audit shall be paid by the requesting club member(s).

SECTION 4. Regular public meetings of the Board of Trustees shall be held at least once per month and at such other times and intervals as the Board may deem necessary. No action may be taken except at a public meeting. The Board of Trustees shall publish an annual list of meeting by the Annual Meeting. Minutes of all meetings shall be full and complete and shall be made available at the next regularly scheduled meeting and shall be made available at the Club office or upon the forwarding of a self-addressed, stamped envelope to the Club address. The term published shall be by written newsletter or other written means.

SECTION 5. Five members of the Board of Trustees shall constitute a quorum.

SECTION 6. The Board of Trustees shall not be authorized to borrow any funds without the approval of two-thirds of the vote of the membership entitled to vote and present in person at the Annual Meeting or a special meeting called for such purposes.

SECTION 7. The Annual Meeting shall be held on the first Sunday in December of each year, at which time the membership shall approve the budget and set the amount

of the annual dues for that fiscal year. The budget submitted by the Board of Trustees at the Annual Meeting must be a balanced budget.

SECTION 8. The Board of Trustees shall, at its Annual Reorganization Meeting, adopt a temporary four-month (October-January) operating budget. This budget shall be limited to providing payment of the following:

- A). Fourth Quarter real estate taxes; (November)
- B). Monthly payments of principal and interest of any outstanding debts;
- C). Utility bills (electric, telephone, water/sewer);
- D). Miscellaneous bills outstanding or to be incurred during the four month period which shall in the aggregate not exceed 2% of the previous year's total budget;
- E). Funds may not be expended for any other purpose until the full year's formal budget is approved by the membership.
- F). Should the budget not be approved prior to January 31st, then the budget for the year shall be 90% of the previous year's budget.

SECTION 9. The Board of Trustees shall, at the Annual Meeting, present a detailed, minimum 60 line month by month, balanced budget for approval by the membership. The budget shall include both revenue and expense projections for the current fiscal year. The revenue projections will include estimates for proposed dues (with costs of certificate holder, spouse, and other income as determined by the Board. Expenses will include all estimated costs necessary for operation of the Club for the fiscal year as well as minor and/or major capital expenditures. The format shall follow the sample budget attached to these BY-Laws.

SECTION 10. Any Trustee may be removed from office by a majority of the members entitled to vote present and in person at either an Annual Meeting or at special meetings called in accordance with these BY-Laws.

SECTION 11. All Trustees are required to attend meeting regularly. Should any Trustee fail to attend three consecutive meetings or attend a minimum of ten meetings in a twelve-month period, except for reasons of illness, said seat shall be declared vacant by a majority of the Board of Trustees.

ARTICLE V

SECTION 1. The officer of this Club shall be: President, Vice President, Secretary, Treasurer, and if deemed necessary by the Board of Trustees, an Assistant Secretary and/or Assistant Treasurer. The President, Vice President, Secretary and Treasurer shall be elected annually by the Board of Trustees from its membership following the Annual Election Meeting of the Club. The Assistant Secretary and/or Assistant Treasurer, who need not be member of the Club, shall be appointed by the Board of Trustees and hold office at its pleasure.

SECTION 2. The President shall be the Chief Executive Officer of the Club. Said person shall preside at all meetings of the members and directors; that person shall see that all orders and resolutions of the Trustees are carried out; that persons shall execute all contracts; that person shall have general superintendent and direction of all other officers and shall see that their duties are properly performed and that person shall be ex-officio, a member of all standing committees and shall have the powers, duties and management usually vested in the office of president of a corporation; that person shall appoint, subject to the confirmation by the Board of Trustees, all standing committees, designating the chairman thereof, and all special committees as may be deemed necessary.

SECTION 3. The Vice President, in the absence or disability of the President shall act in their stead. The Vice president may also be appointed to any committee and shall be eligible to be chairman of any committee.

SECTION 4. The Secretary shall attend all meetings of the Board of Trustees as one of the members, and act as clerk thereof. That person shall record all votes and minutes of all proceedings in a book to be kept for that purpose, affixing the corporate seal thereto where necessary, that person shall, when required, perform a like service for all standing committees: that person shall send notices of all meetings to the members and to the Board of Trustees and shall perform such other duties as may be prescribed by the Board of Trustees or the President, under whose supervision that person shall operate. That person shall be the custodian of the corporate seal and all of the books and records of the Club, except as may be otherwise provided.

SECTION 5. The Treasurer, under the direction of the Board of Trustees, shall collect the revenues of the Club, shall have charge of its funds, and shall deposit the same in the name of the Club in depositories designated by the Board of Trustees. That person shall pay all vouchers or orders properly attended and approved by the Board of Trustees and shall make a complete and accurate report of the finances of the Club at each Annual Meeting of the members and at each regular meeting of the Board of Trustees and shall perform such other duties pertaining to his or her office as may be assigned by the Board of Trustees or by the President. Such person shall be bonded in such amount as may be determined by the Board. No bill shall be paid without the specific approval of the Board of Trustees.

TREASURER’S RESPONSIBILITIES:

1. By November 10th have met with Club’s Finance Committee for the purpose of reviewing and preparing a detailed minimum 60 line, 12 month (month by month) budget for recommendation to the Board.
2. Prepare for presentation a twelve-month detailed recommended budget for the fiscal year at the November Board meeting.
3. Present the Board-recommended budget at the Annual Meeting.
4. Prepare for presentation to the September Board meeting a proposed temporary budget for October-January of the upcoming year and provide a

detailed sixty line, month by month budget statement for the current fiscal year. The statement should be historically accurate for the first eleven months (October-August) and include a best efforts estimate for the month of September.

5. Maintain and report monthly the balance of all checking and escrow accounts, specifically including:
 - a. Bond receipts and repayments;
 - b. Bond applications fees;
 - c. Improvements/Renovations;
 - d. Activities;
 - e. Swimming and Dive Teams

ARTICLE VI

MEETINGS

SECTION 1. All meetings shall be held in accordance with Robert's Rules of Order.

SECTION 2.

A). The Annual Meeting of the Club shall be held on the first Sunday of December of each year as such place and time as the Board of Trustees may determine. The meeting shall be held with no less than thirty (30) days notice by mail to each perpetual member.

B). The Annual Meeting shall be for the purpose of presenting committee reports, approval by the membership of the budget, approval of the dues and for the transaction of such other business as may be indicated in the notice or may be brought before it.

SECTION 3. Special meetings of the Club may be called at anytime by the Board of Trustees. Also, upon the written request of the fifty (50) voting members to the Secretary, stating the purpose for which a special meeting is to be called. No other business shall be transacted thereat. Written notice of any such special meetings must be mailed to the membership.

SECTION 4. Special meetings may be called by the Board of Trustees during the pool season, while the Club is in active operation, by the posting of such notice in two conspicuous places at the Club, one of which must be the notice. This provision shall negate the necessity for mailing as above while the Club is in active operation.

SECTION 5. Only certificate holders and adult members above the age of twenty-one at the time of the meeting to be attended in good standing in the Club, exclusive of special members, shall be entitled to vote at meetings of the Club. A maximum of two votes for each certificate shall be permitted. Voting may be by voice vote, however ten or more voting members present shall have the right to demand voting by roll call. No proxy votes are permitted.

SECTION 6. Twenty-five voting members, present in person, shall constitute a quorum at all Club meetings.

SECTION 7. Whenever in these BY-Laws notice to certificate holders is required, the mailing of such notices to the last known address of the certificate holder shall constitute notice. Such mailing shall be by regular mail.

SECTION 8. 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 members of the Board.

ARTICLE VII

COMMITTEES

SECTION 1. The standing committees shall be: Pool, Buildings, Grounds, Activities, Membership, Finance, Rules/BY-Laws, Personnel, and Swim/Dive Teams.

SECTION 2. The duties and powers assigned in these BY-Laws to the Standing Committees shall be subject to the authority of the Board of Trustees. Each committee shall be chaired by a member of the Board of Trustees and as many of the members in good standing as may desire shall be members of each committee.

SECTION 3. The pool committee shall exercise supervision over the pool, shall attend to the improvement and maintenance of the pool and operating equipment.

SECTION 4. The Buildings committee shall exercise supervision over the buildings, shall attend to the improvement and maintenance of the buildings operating equipment.

SECTION 5. The Grounds committee shall exercise supervision over the grounds, shall attend to the improvement and maintenance of the grounds and its operating equipment.

SECTION 6. The Activities Committee shall prepare the program of activities and entertainment.

SECTION 7. The Membership Committee, in accordance with Article VIII, shall investigate and report to the Board of Trustees upon the qualifications of applicants for membership. The Membership Committee shall further keep record of bond resignations in accordance with their date of receipt so that certificate repayments can be made to those oldest resignees first upon the receipt of bond funds from new applicants. The Board of Trustees, at the reorganization meeting of the Board, shall point two 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 in the case of vacancies of the

membership of the club, to consider applications for membership in the Club and to recommend applicants to the Board for membership.

SECTION 8. The Finance Committee shall assist the Treasurer in preparation of the annual and temporary budget for submission to the Board and approval by the membership and shall review the financial transactions of the club.

SECTION 9. The Rules/By-Laws Committee shall prepare rules of health, safety and good conduct in connection with the operation of the pool and its facilities. In addition, said committee shall review the BY-Laws of the Club from time to time and make such recommendations as may be necessary to the board of Trustees for amendment to these By-Laws.

SECTION 10. The Personnel Committee, consisting of Trustees and the Pool Manager, shall be responsible for the hiring, supervision, and dismissal of personnel necessary for the operation of the pool and facilities. This committee shall review the Pool Manager's daily log.

SECTION 11. The Swim/Dive Team shall be responsible for organizing swim team functions and fund raisers. All funds so obtained shall be deposited in a separate escrow account for the uses of the swim/dive team and its operation and expenses.

SECTION 12. The Chairman of each committee shall be responsible for budgetary appropriations and expenditures of his her committee and shall report monthly to the Board as to the status thereof.

ARTICLE VIII

MEMBERSHIP

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

A). Perpetual Member – An individual adult admitted to membership upon favorable action by the Board of Trustees as a holder of a certificate of interest in the Club.

B). Active Annual Member – Any adult (age 21 or older member of the immediate household of a Perpetual member for whom application for membership is made by the Perpetual member.

C). Junior Member – Any dependent member of the immediate household of a Perpetual member for whom application for membership is made by the Perpetual member.

D). Special Member – Any family member of a Perpetual member not residing in the immediate household of the Perpetual member, or any other person whose application for special membership is approved by the Board of Trustees in accordance with established standards for membership.

SECTION 2. Candidates for membership shall be personally known and recommended by at least two members in good standing of the Club. The Board of Trustees shall vote upon each applicant recommended by the Membership Committee, and shall confer membership only upon those applicants who shall be approved by the majority of the Board.

SECTION 3. Any member of the Club may withdraw from membership at any time but without waiver or refund of dues for the current fiscal year unless the bond holder shall have notified the Board of Trustees of intended withdrawal in writing prior to October 1st for the ensuing fiscal year. When notice is properly received by the Club, the resignee's name will be duly registered on the Club's official list of resignees and recorded chronologically in date order received based on the postmark date of the notice.

SECTION 4. Perpetual Members may petition the club to transfer their bond at any time to any adult member of their immediate family. They may do so by sending written notice to the Club office stating which member of the immediate family would like to become the new Perpetual Member. The substitute family member, if approved, then becomes responsible for all due and assessment obligations.

SECTION 5. Perpetual Members may withdraw from membership and request that their certificate be transferred at the Board established value at any time by tendering formal written notice to the Club sent to the Club office at Box 204, Wenonah, New Jersey 08090. No other form or method of resignation, oral or written, no matter how or to who tendered is acceptable.

SECTION 6. All bonds will be transferred and resignees repaid on a first-in/first-out basis from subsequent bond sales to newly approved members. Bond repayments will be made by the Club a minimum of once each fiscal year by August 30th. The Club shall not be responsible for repurchase of any certificates, but will act strictly as a non compensated broker in this regard.

SECTION 7. All funds obtained from the purchase of bonds shall be deposited with the Treasurer in a separate trust account, to be utilized ONLY for the purpose of paying certificate holders who have resigned in good standing.

SECTION 8. Failure of any member to pay dues, late charges, or assessments as requested, or to withdraw from membership in accordance with these BY-Laws, will result in said member or any person obtaining benefits under his certificate, a denial of participation in any Club activity and shall be prohibited from using any Club facility and otherwise being a member in good standing.

SECTION 9. Any member may, for cause and after having been given an opportunity for a hearing before the Board of Trustees, be suspended for a period not exceeding three months by a two-thirds vote of the entire Board, or expelled by a three-fourths vote thereof. Cause for suspension or expulsion shall, in general, consist of

violation of these BY-Laws or of the Rules of the Club, or of conduct unbecoming a lady or gentlemen.

SECTION 10. The Board may delegate to the Pool Manager the power to suspend, or deny Club privileges to any member for the violation of Club Rules and Regulations, provided such suspension or denial does not exceed seven days. Any person so suspended shall have the right of appeal to the Board of Trustees. A report of such action containing reasons therefore must be submitted by the Manager to the President and/or the Board of Trustees within twenty-four (24) hours. A permanent record of such suspension or denials shall be kept in the Manager's daily (log) report. Pending appeal, a suspension shall not be effective.

SECTION 11.

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.

B). The Board of Trustees at its discretion, may extend the privileges of the Club to any person or persons.

C). The Board of Trustees shall fix the terms and conditions upon which guest members may use the facilities of the Club.

D). Any property of the Club broken or damaged by a member of any class, or guest can have no 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.

E). The Club assumes no responsibility, and members (of any class) or their guests can have no 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 the grounds.

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

G). The number of perpetual member certificate holders of the Club shall be established at not more than 350.

ARTICLE IX

DUES AND FEES

SECTION 1. Dues shall be established at the Annual Meeting in December by the membership upon approval of the budget. The Board of Trustees shall establish fees for special members and guests for the ensuing year, which fees shall be announced at the Annual Meeting of December 1st.

SECTION 2. All dues to be payable as follows:

A). \$100.00 is due on or before October 1st. Said \$100 is refundable to a subsequent resignet if the resignation procedure is followed properly.

B). Remainder of dues are due on or before April 1st.

SECTION 3. Failure to pay dues, fees and/or assessments pursuant to the BY-Laws shall result in a late fee in the amount of \$50.00 for each thirty (30) days delinquency or any part thereof. At such time as the late fees exceed the value of the Certificate or June 1st, whichever is sooner, the Certificate shall be forthwith forfeited to the Club and the Club shall have no further responsibility for the transfer thereof for the benefit of the former certificate holder. The Club may dispose of said certificate in any fashion that it sees fit.

SECTION 4. No dues, fees, and/or assessments nor any part thereof shall be refunded in the event the Club is required to suspend its operations for any period.

SECTION 5. In the event of failure of any class of member to pay any dues, fees, and/or assessments within the time stipulated by these BY-Laws, said member will forfeit all rights and privileges and the use of the Club facilities until final payment of all charges.

SECTION 6. The Board of Trustees shall also provide for application fees to be payable by all candidates for membership to the Club. Application fees shall be non-refundable upon approval by the Board of Trustees.

ARTICLE X

MISCELLANEOUS

SECTION 1.

A). Each person who acts as Trustee or Officer of the Club shall be indemnified by the Club against expenses actually and necessarily incurred by him in connection with the defense or any action, suit or proceeding in which he is made a party by reason of his being or having been a Trustee or Officer of the Club, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of his duties.

B). The right of indemnification provided herein shall inure to each Trustee and Officer referred to in the above paragraph, whether or not such individual is a Trustee or Officer at the time such costs or expenses are imposed or incurred, and in the event of his death, shall extend to his legal representative.

SECTION 2. Any questions as to the meaning or proper interpretation of any of the provisions of these BY-Laws shall be determined by the Board of Trustees or by a two-thirds majority of the membership.

SECTION 3. Whenever mention is made herein as to the age of members, excepts as otherwise set forth in these BY-Laws, it shall be the age attained by April 1st of the current year.

SECTION 4. These BY-Laws may be amended by a two-thirds vote of these members entitled to vote present in person at any meeting of the club, provided at least seven days notice of such amendment by mail shall be given to each member.

SECTION 5. No perpetual member or member of his household shall be entitled to own more than one certificate.

SECTION 6. The Board of Trustees shall be prohibited from selling, conveying, or otherwise disposing of the capital assets of the Club in excess of \$1,000.00 per year in aggregate without approval of two-thirds of the entire membership in writing.