

**Propose Year 2007 Amendment to the Bylaws of the Hillside Aquatic Club,
Incorporated**
Article I

The name of this non-profit (**Non Stock**) corporation shall be the “hillside Aquatic Club, Inc.”

Article II – Object

The purpose of which this club is formed is to promote the health and general and general welfare 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 are appropriate in the conduct of its activities, West Moyer Road, Upper Pottsgrove Township, County of Montgomery and State of Pennsylvania.

Article III – Government

Section 1:

The Club shall be governed by the Board of Directors, **eleven (11) in number, its membership consisting of a number appropriate as determined by the Board of Directors at the June Board of Directors meeting, but not to exceed twelve (12) in number.**

Section 2:

At each annual meeting of active members of the Club, six (6) members shall be elected from among the active members for a term of two (2) years on odd numbered years. Five (5) directors shall be elected from the among the active members for a term of two (2) years on even numbered years. An annual meeting of active members of the Club shall be held each July, unless otherwise determined by the Board of Directors. At each annual meeting, four (4) members shall be elected from among the active members for a term of three (3) years. No member of the Board of Directors shall be permitted to hold office for more than two (2) consecutive terms. In the event there are no nominations or acceptances, the present Directors may continue to serve. Directors named to fill unexpired terms shall serve only until the next annual meeting at which time a director to fill the unexpired term shall be elected. The newly elected directors shall assume office at the first meeting following the annual membership meeting.

Section 3:

- (a) Any member of the Board of Directors who shall cease to hold active membership in the Club automatically shall cease to be a member of the Board of Directors.
- (b) Any member of the Board of Directors who shall be absent from more than **three (3) four (4) consecutive regular meetings annually, excepting those absences deemed excusable as determined by a majority vote of the Board of the Directors the President of the Board of Directors,** shall automatically cease to be a member of the Board of Directors.

Article IV – The Board of Directors

Section 1:

Consistent with these bylaws, the Board of Directors shall:

- (a) Transact all Club business and make and amend rules for the regulations of the use of the club property. It shall appoint and remove such officers, clerks, agents, servant or employees as it shall deem necessary and shall fix their duties and compensation annually.
- (b) Vote on applicants for membership.
- (c) Fix, impose and remit penalties for violations of the bylaws and rules of the club.
- (d) Elect from the Board of Directors the following officers to serve without compensation: President, Vice-President, Secretary, and Treasurer.
- (e) Fill any vacancy in the membership of the Board of Directors to serve until the next annual meeting of active members.

Section 2:

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 funds of the Club shall be executed. However, the Board of Directors shall always require that the resident and Treasurer sign all such checks, drafts and other instruments for the payment of funds of money drawn in the name of the Club.

Section 3:

The Board of Directors shall cause the books of the Club to be audited annually by a Certified Public Accountant who shall **neither not** be a Director **nor Officer** of the Club and the report of the audit shall be available to the members at all times.

Section 4:

- (a) The Board of Directors shall meet at least once a month, and at such other times and intervals as they may deem necessary.
- (b) **Seven (7) Six (6)** members of the Board shall constitute a quorum.

Section 5:

In the event a question before the Board of Directors results in a tie vote which cannot be resolved, the President shall vote only in case of said tie.

Section 6:

- (a) Nothing in these bylaws shall be construed to permit the Board of Directors to borrow or pledge the credit of the Club without the specific approval of the majority of the members present at a pool certificate holders meeting, **beyond those accounts created for the normal daily operations of the pool.**

- (b) **The Board of Directors shall** be required to obtain the approval of the majority of the members present at a pool certificate holders meeting before entering into any agreement for the transfer, sale or release of any portion, however minute, of the **real** properties owned by the Club.
- (c) **The Board of Directors shall r[R]**require the approval of three fourths (3/4) of the total membership of the Board for all capital expenditures over Ten Thousand Dollars ((\$10,000)).

Section 7:

The Board of Directors shall b[B]e required to obtain the approval of the majority of the certificate holders to remove any member of the Board of Directors from office for reasons other than stated herein.

Section 8:

Approve Approval of all solicitation of funds within club premises **shall require the approval of three fourths (3/4) of the Board of Directors.**

Article V – Officers

Section 1:

The officers of the Board of Directors shall be elected annually from the members and shall take office the first meeting following the annual membership meeting.
The officers of the Board of Directors shall be elected annually from the members of the Board of Directors at the first meeting of the calendar year following the annual meeting, and shall take office immediately.

Section 2:

- (a) The President shall preside at the meetings of the Club and of the Board of Directors. He shall be the administrative officer of the Club. He shall appoint, subject to confirmation by the Board of Directors, all standing committees, designation of the chairman thereof, and all special committees, as may be directed; **he the President** shall affix his **or her** signature to all directives ordering payment of any/**all** indebtedness of the Club.

Section 3:

The Vice President in the absence or disability of the President shall act in his stead. **He The Vice President** shall, under the direction of the President, attend to the business and financial operations of the Club and shall be the **chairman chairperson** of the finance committee. **He The Vice President** shall be, ex-officio, a member of all committees.

Section 4:

The Secretary shall send out the notices of the meetings of the Club and of the Board of Directors, keep the minutes, and attend to the correspondence pertaining to his office. **He**

The Secretary shall perform such other duties pertaining to his office as may be asked of him by the Board of Directors.

Section 5:

- (a) The Treasurer shall attend to keeping the accounts of the Club, collecting revenues, and paying its bills as approved by the Board of Directors, or other agency authorized by the Board to incur them. He The Treasurer shall deposit funds of the Club received by him, in the name of the Club.
- (b) Bills and statements of other incurred charges will be rendered monthly on or before the tenth (10th) of the month for for the preceding month by the Treasurer of the Board.
- (c) **The term of the Treasured will be four (4) years.**
- (d) **The Treasurer shall be bonded annually for the amount specified by the Board of Directors at the Club's expense.**

Article VI – Members

Section 1:

Membership in this Club shall consist of family units within which there shall be the following classes of members:

- a: Active
- b: Junior
- c: Associate
- d: Special
- e: Guardianship
- f: Spectator

Section 2:

Active Member: Husband and wife, or head of family. The term “member” when used in these bylaws shall refer to this classification unless otherwise specified. When a divorce occurs, the pool certificate should be signed off by either the husband or wife. If not signed off and living separately, only the husband, wife and children are permitted on pool grounds. If either husband or wife remarries and so sign off occurs, only the original husband and wife are permitted on the grounds assuming the annual dues are paid. Adult household members of established family units who are not the children of an Active Member. In the event that Active Members cease to occupy the same premises on a permanent basis, a new application must be made by one of the parties, including the payment of the nonrefundable application fee. It will be assumed that 1) a custodial parent will remain the Certificate holder unless the same is voluntarily relinquished. If a new application is not made, the non-custodial parent may be permitted access as guest of the pool without any further privileges, including the right to have accompanying guest.

Section 2.1

Single Member: A certificate holder, over the age of 18, who pays 60% of the annual dues. (moved from new Section 14, stricken below).

Section 3:

Junior Member: Dependent child of active member, between the ages 12 and 18 (or 22 if actively enrolled in a certified college program) may be considered the only active member of the family upon payment of 60% of the annual dues. All other qualified members in the family of the certificate holder may use the pool if they pay the guest rates on a daily usage basis.

Section 4:

Associate Members: Unmarried child of an Active Member over 21 years of age residing in that household.

Section 5:

Special Member: A dependent or other person in the household of an active member or Club Employee, who shall be approved by the Board of Directors for the current swim season.

Section 6:

Guardianship/Care provider: A person entrusted by law with the care of a minor person, **or, a person entrusted with the care of an Active Member,s minor child, including all babysitters, caretakers, grandparents and non-household family members who are not Active members, but only when acting in their capacity as care provider.**

Section 7:

Spectator: **Guest and p[P]**arents of Active Members in good standing allowed pool entrance but no swimming privileges during regular pool hours.

Section 8:

- (a) **Candidates for membership must be personally know and recommended by an active member.** Applications **for membership** shall be submitted for approval to the Board.
- (b) The Board of Directors shall vote upon the admission to the Club of each applicant and shall confer membership only upon those applicants who shall be approved by two-thirds (2/3rd) of the members of the Board of Directors present.

Section 9:

Any member of the Club may withdraw at any time subject to the provisions of Article VII, Section 2 (Dues and Fees), and there shall be no refund of the current years dues. Such request for withdrawal shall be made in writing to the Board of Directors.

Section 10:

- (a) Any member of any class may, for cause and after having been given an opportunity for a hearing, be suspended for a period of not exceeding three (3) months during the pool's operation by a two-thirds (2/3rds) vote of the entire membership of the Board of Directors. Cause for suspension, or expulsion shall, in general, consist of violation of these Bylaws or of the rules of the Club, or of conduct unbecoming a lady or gentleman. The suspended or expelled member shall have no refund of current year's dues.
- (b) The Board of Directors shall delegate to the Chairman of the Property Committee, to the Chairman of the Bylaws/Rules Committee and to the responsible employee, the power to suspend pool privileges for the violation of the club rules and regulations provided such suspension does not exceed (7) days. A written report of such suspension, containing reasons therefor, shall be submitted to the Board within twenty-four (24) hours.

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 in the Club locker rooms and bulletin board.
- (b) A card shall be issued upon the payment of dues to every member specifying thereon its class of membership.
- (c) The Board of Directors shall by rule fix the term and condition upon which guests of members may use the facilities of the Club.
- (d) Any property of the Club broken or damaged by a member of any class, or his guest, shall be promptly paid for by such member.
- (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 on the grounds.
- (f) **No intoxicating liquor shall be brought on the Club premises.**

Section 12:

The number of memberships of the Club shall be established at 350. This number may be decreased to 300 or increased not to exceed the limit of **500 380**, subject to the approval of three-quarters (3/4) of the certificate holders.

Section 13:

- (a) The Board of Directors at its discretion may re-elect a member who has resigned (subject to membership limitation as set forth in Article VI, Section 12) provided such ex-member was in good standing at the time of resignation, **and one (1) year has elapsed since time of resignation.**
- (b) The ex-member shall have first priority on memberships.
- (c) Married children of active members shall also have first priority on memberships.
- (d) **Ex-members and married children of active members qualifying for membership shall be considered after date of application.**

Section 14:

Single Member: A certificate holder, over the age of 18, who pays 60% of the annual dues. Moved to Section 2.1 above.

Article VII – Dues and Fees

Section 1:

- (a) The Board of Directors at its November meeting shall establish dues for each class of membership for the ensuing year.
- (b) Dues shall be sufficient to provide for the necessary running expenses of the Club and the proper maintenance and improvement of its property, and such dues shall be payable by date specified by the Board of Directors.
- (c) The Board of Directors shall notify all members by mail of annual dues and date of payment.
- (d) No dues nor part thereof shall be refunded in the event the pool operations are required to be suspended for any period.
- (e) **The Board of Directors at its November meeting shall establish the amount of the non-refundable pool certificate fee, which fee shall only be demanded of those applicants approved for membership.**

Section 2:

- (a) **One pool certificate shall be issued directly to each Active Member household and to each Single Member, or if not physically issued, recorded by the Membership Committee. No pool certificate shall have a cash value except as set forth in Article VII, Section 3, referring to dissolution value. No pool certificate shall be issued or recorded until the Club receives from the approved applicant a onetime, non-refundable pool certificate fee.** Pool certificates shall not be transferable and shall contain an appropriate notation to that effect on the face thereof. **At the time a pool certificate is issued or duly recorded, the recipient shall be issued a true and correct copy of the bylaws in effect on that date.**
- (a)(1) **Upon approval of three fourths of the Board of Directors, all outstanding certificates may be recalled, and new certificates issued, providing that all members in good standing are reissued a certificate and the same is recorded as having been issued by the Membership Committee. No vested interest shall be effected by the recall and re-issuance of pool certificates**
- (b) In the event of the death or other incapacity of an Active Member and subsequent appointment of a guardian, delivery of the pool certificate shall be requisite to perfect the transfer to the Club, or to a new possessor, and the Treasurer of the Club for the time being is hereby authorized, as the attorney of the holder of the pool certificate, to make such transfer. Every pool certificate issued is expressly subject to the provisions of this section.

Section 3:

In the event of the dissolution of the Club in any manner or for any cause, and in no other event, upon effective date of dissolution of the Club, **vested** pool certificates shall be lien upon the proceeds of the sale of the property of the Club after the payment of all of its just debts and obligations owed by the holders of the Club. **After payment of all pool certificates, outstanding upon the effective date of dissolution of the Club,** [T]he surplus remaining **after the payment of all such debts** shall be paid and distributed pro-rata among the **then membership vested pool certificate holders** of the Club.

Section 3.1:

No certificate shall be issued or recorded until receipt by the Club of the non-refundable pool certificate fee as set by the Board of Directors in accordance with this Article. Pool certificates shall vest with a dissolution value only, limited to that as set forth in Article VII, Section 3. Pool certificates shall vest only after three consecutive years in good standing by the pool certificate holder. The pool certificate holders dissolution interest shall terminate in one of three events: 1) the pool certificate holders remains a non-member for one year for each three years they were a member, or; 2) in chronological order of separation from the pool when the vested Active and Single membership reaches the number of 350; 3) expulsion for failure to abide Club bylaws and rules.

Section 4:

Any member of any class failing to pay dues by the due date shall be assessed a late fee and notified by the **President or Membership Chairman Chairperson** by mail that if such indebtedness is not paid within fifteen (15) days thereafter, the delinquent shall be immediately suspended. Any person thus suspended shall immediately be notified in writing by the President of such suspension. If the indebtedness is not paid within seven (7) days after such notice, the member **shall may** be expelled from the club **and divested of pool certificate dissolution interest by decision of the President or Membership Chairperson.**

Section 5:

Upon cessation of membership for any cause, all indebtedness owing to the Club by the certificate holder shall be lien upon and charged against **any realized pool certificate dissolution value.** **his pool certificate, and the pool certificate may be taken over by the Club to satisfy such indebtedness.** In the event of the Club being unable to obtain possession of the pool certificate, it shall be cancelled on the books of the Club. **and a new pool certificate issued in place thereof to a newly elected member on payment by him to the Club, or to the new possessor, and the Treasurer of the Club for the time being is hereby authorized, as attorney of the holder of the pool certificate, to make such transfer.** Every pool certificate issued is expressly subject to the provisions of this section.

Section 6:

Members shall be responsible for the payment of all charges of liabilities that may be imposed upon or incurred by members of their family to whom the privileges of the Club shall have been extended, and for all charges and liabilities imposed upon or incurred by guests introduced by them.

Section 7:

All fees and other charges mentioned herein are exclusive of taxes imposed by the Federal, State or other governmental bodies and agencies, **to the extent allowable by law.**

Article VIII – Meetings

Section 1:

- (a) The annual pool certificate holders meeting of the Club shall be held during the month of July of each year, at such place and time as the Board of Directors may determine.
- (b) The annual pool certificate holders meeting shall be for the purpose of electing directors, presenting committee reports and for the transaction of such other business as may be indicated in the notice or may be brought before it.

Section 2:

- (a) Special pool certificate holders meetings of the Club may be called by the Board of Directors. Also, upon the written request of ten (10) members to the Secretary, stating the purpose therefore, a special meeting shall be called by the Secretary within fifteen (15) days.
- (b) Special pool certificate holders meetings of the Club may be held on seven (7) days notice by first class mail to all members. The notice shall state the purposes for which the special meeting is called, and no other business shall be transacted thereat.

Section 3:

- (a) A notice of the annual pool certificate holders meeting shall be given by mail to the members at least seven (7) days prior thereto. The notice of the annual **shareholders** meeting shall include the **number of directorships available, and directions to the contact the President for submission of a pool certificate holders name on the ballot, in addition to the** names of candidates for directorships nominated by the nominating committee.
- (b) Independent nominations may be made as provided in Article IX, Section 1.

Section 4:

Only active members **and single members** shall be entitled to vote at meetings of the Club. Voting may be by viva voce, but ten (10) members shall have the right to demand voting by roll call.

Section 5:

Members representing fifteen (15) pool certificates, present in person, shall constitute quorum at all Club membership meetings.

Section 6:

The Board of Directors shall hold its first meeting no later than thirty (30) days following the annual membership meeting.

- (a) The Board of Directors 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 Directors may be called by the President, or shall be called the Secretary upon request of two (2) members of the Board of Directors.
- (c) Notice of the regular monthly and special Board meetings shall be mailed to each member of the Board at least seven (7) days before the date of the meeting.
- (d) The order of business for meeting of the Board of Directors:
 1. Call meeting to order
 2. Roll Call
 3. **Reading of minutes of previous meeting Approval of minutes of previous meeting**
 4. Communications
 5. Reports of Officers and committees
 6. Reports of Committee on applications for membership
 7. Election of new members
 8. Unfinished business
 9. New business
 10. Good of the Order
 11. Adjournment
- (e) All Board meetings shall be open to all active members in good standing. An annual schedule of such meetings shall be posted on the bulletin board at the pool to cover all monthly meetings of the Board. In the event that confidential matters such as disciplinary action, indebtedness of specific members or discussions which may impugn the integrity of any member arise, the active members in attendance may be asked to leave the meeting during said discussion. No active member in attendance may participate in any discussion at any meeting.

Article IX – Nominations

Section 1:

- (a) There shall be a nominating committee to be composed of two (2) members of the Club who shall be elected **by the membership attending the annual meeting by the Board of Directors**. Any vacancy on the nominating committee shall be filled by appointment by the **Board of Directors President**.

Section 2:

Independent nominations of candidates for election at the annual **pool** certificate holders meeting may be made from the floor at the time of the annual pool certificate holders meeting of the Club.

Article X – Committees

Section 1:

- (a) The standing committees shall be budget, operations, social, membership, bylaws/rules, **personnel**, and nominating. The above committees **with exception of the nominating committee** shall have a board member as **chairman chairperson**.
- (b) The duties and powers assigned in these bylaws to the standing committees, shall be subject to the authority of the Board of Directors.
- (c) **The President shall appoint all committee members and chairpersons.**

Section 2:

The operations committee shall exercise supervision over the **personnel**, pool and grounds; shall attend to the improvements and maintenance of the pool, buildings, operating equipment and grounds, shall have authority thereover.

Section 3:

The social committee shall prepare the program of instruction and entertainments and exercise supervision over same; shall attend to the publication of affairs of the Club which are of general interest.

Section 4:

The membership committee shall collect dues for deposit by the **Treasurer** Secretary, mail membership correspondence, maintain membership records, consider new applications for membership and present same to the Board, **and maintain membership records**.

Section 5:

The budget committee shall prepare the annual budget for submission t and approval by the Board of Directors at their November meeting. Said budget shall be binding on the Board of Directors except that an overrun of ten (10) percent shall be allowed for any item. Overruns in excess of ten (10) per cent must be approved **at a special or annual certificate holders meeting** by a three fourths (3/4ths) vote of the Board of Directors.

Section 6:

The bylaws and rules committee shall prepare rules of health and good conduct in connection with the operation of the pool and shall in conjunction with the **grounds operations** committee, see that the rules and regulations fo the Club are enforced.

Section 7:

The nominating committee in accordance with Article IX, Section 1, shall nominate candidates for the Board of Directors **and for the nomination committee for the succeeding year.**

Article XI – Miscellaneous

Section 1:

- (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 in connection with defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a director 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 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 duties.
- (b) The right of indemnification provided herein shall inure to each director and officer referred to in Article XI, Section 1, subsection a. Whether or not he is such director 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 representatives.

Section 2:

Any question as to the meaning for proper interpretation on any of the provisions of these bylaws shall be determined by the Board of Directors and/or a Solicitor.

Section 3:

Wherever mention is made herein to age of members, it shall be the age attained as of January 1st of the current year.

Section 4

- (a) Amendments to the bylaws may be made by a majority vote of the members present at any regular meeting of the Corporation or at any special meeting called for that purpose; provided, however, that at least ten (10) days written notice of such amendment shall have been given by mail to each member entitled to vote, setting forth the Article to be amended and proposed amendment.
- (b) All proposed amendments to the bylaws must be submitted in writing to the Club secretary one (1) week prior to the annual meeting. Proposed amendments must be accompanied by a petition of at least fifteen (15) members, **unless the proposed amendments are recommended by a three fourths (3/4ths) majority of the Board.**
- (c) **Any Board member not able to attend a regularly scheduled Board of Directors meeting may assign their vote to another Board Member.**

- (d) **Votes of the Board of Directors may take place electronically on issues where there is not a quorum present at the Board of Directors meeting.**

Section 5:

No subsidiary organization shall exist without approval of the Board **of Directors.**

Section 6:

- (a) Whenever mention is made herein to approval or vote, each certificate shall constitute one vote.
- (b) To be eligible to vote the certificate holder shall have paid the full dues for the current year.