

Richland Swim Club By-Laws

Article I Name

The name of the Club shall be The Richland Swimming Club.

Article II Purpose

The purpose for which this Club is formed is to promote the health and general welfare of its members and in pursuance thereof to construct, own and operate a swimming pool, clubhouse, and other recreational facilities, together with such incidental objectives as are appropriate in the conduct of its activities, in the County of Allegheny and the State of Pennsylvania for the exclusive use of its members, their families, and guests.

Article III Government

- Section 1. The Club shall be managed by a Board of Directors, nine in number
- Section 2. At each Annual Meeting of the Members of the Club, three Directors shall be elected from among the Active Members for a term of three years or until their successors have been elected.
- Section 3. At each Annual Meeting of the members of the Club, the Board of Directors will make all attempts to elect two auditors from among the Active Members for a term of two years to serve as an Audit Committee. They shall not be members of the Board of Directors. Initially, one will serve a one-year term, the other a two-year term. Thereafter, one auditor will be elected each year for a two-year term.
- Section 4. Any member of the Board of Directors or the Audit Committee who shall cease to hold Active Membership in the Club automatically shall cease to be a member of the Board of Directors or Audit Committee respectively.

Article IV Board of Directors

- Section 1. Consistent with these By-Laws, the Board of Directors shall
- a. Transact all Club business and make and amend rules for the regulation of the use of Club property. It may appoint and remove such officers, clerks, agents, servants, or employees as it may deem necessary and may fix their duties and/or compensation.
 - b. Elect members in accordance with Article VI.
 - c. Fix, impose and remit penalties for violations of these By-laws and Rules of the Club
 - d. Elect from the Board of Directors a President, a Vice President, a Secretary, a Treasurer, and a Vice Treasurer and will be duly appointed officers of the Club.
 - e. If necessary, create such additional offices as may be necessary for proper operation of the Club and its facilities and appoint one or more persons, who need not be members of the Club, to hold such offices.

- f. Constitute and appoint committees/chairpersons and define the powers and duties of the same as further detailed in Article X, with the exception of the Nominating Committee, which is to be elected as provided for in Article IX.
- g. Fill any vacancy in the membership of the Board of Directors and the Audit Committee to serve until the next annual meeting of Active Members.

Section 2. The board of directors shall designate the bank or the banks in which the funds of the club shall be deposited. The manner in which checks, drafts, and other instruments for the payment of the funds of the Club shall be executed shall be in accordance with Article V, Section 5

Section 3. The Board of Directors shall cause to be prepared and transmitted to each certificate of membership holder, at least fifteen days in advance of the Annual Meeting, a statement of the physical and financial condition of the Corporation covering the previous fiscal year, and a consolidated balance sheet showing the assets and liabilities of the Corporation

Section 4. Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a. Regular Board Meetings. No notice need be given of any regular meeting of the board of directors. The Board of Directors shall meet at least once a month. And at such other times as the Directors may deem necessary
- b. Special Board Meetings. At least one week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be electronic, oral or written, may be given personally, by first class mail, by telephone, or by email, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of email notification, the director to be contacted shall acknowledge personal receipt of the email notice by a return message or telephone call within forty-eight hours of the first email transmission.
- c. Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.
- d. A quorum shall consist of 5 members of the board of directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

- e. Meetings of the board of directors shall be presided over by the President of the board, or, if no such person has been so designated, or in his or her absence, by the vice president of the board, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary shall act as secretary of all meetings of

the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the board of directors insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law..

Section 5. Nothing in these By-laws shall be construed to permit the Board of Directors to borrow or pledge the credit of the Club without the specific approval of the membership at a duly held meeting.

Section 6. Any member of the Board of Directors may be removed from office by a two-thirds vote of the entire board of directors.

Section 7. The elected auditors shall audit the books of the club annually, and the report of the auditors shall be available to the members at all times.

Section 8 Personal Liabilities of Directors

Pursuant to Title 42 of the Pennsylvania Consolidated Statutes, Section 8364, as added by Act No.145 of November 28, 1986, effective January 27, 1987, a Director of the Club shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless:

1. The Director has breached or failed to perform the duties of his office, as set for in section 8363 of Title 42 of the Pennsylvania Consolidated Statutes, as added by Act NO. 145 of November 28, 1986, including his duties as a member of any committee of the Board of Directors upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of the club, and with such care, including reasonable inquiry, skill, diligence, as a person of ordinary prudence would use under similar circumstances; and
2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

In performing his duties, a Director may rely in good faith upon information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers or employees of the Club who the Director reasonably believes to be reliably and competent in the matters presented, or (ii) counsel, public accountants, or other persons as to matter which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with the law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to acting in good faith, however if he/she has knowledge concerning a matter which would cause his reliance on any of the foregoing to be unwarranted.

In discharging the duties of their respective positions, the Board of Director, committees of the Board of Directors and individual Directors, may, in considering the best interest of the Club consider the effects of any action upon employees, upon suppliers of the club and upon communities in which offices or

other establishments of those factors shall not constitute a violation of such persons, fiduciary standard of care. In addition, absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by a director or any failure to take action shall be presumed to be in the best interest of the Club, The Club shall be required to provide Board of Directors' liability insurance.

This section 8 shall not apply to a Director's responsibility or liability under any criminal statute of a Director's liability for payment of taxes under any local, State or Federal Law

Article V Officers

- Section 1. The officers of this Club shall be President, a Vice President, a Secretary, a Treasurer, an Assistant Treasurer and such additional officers as the Board of Directors may deem necessary for the proper operating of the Club and its facilities.
- Section 2. The President shall preside at the Annual Meeting of Members of the Club and when present at all Board of Directors meetings. The President shall be the administrative officer of the Club and shall appoint, subject to confirmation by the Board of Directors, all standing committees except the Nominating Committee, designating the Chairperson of each thereof, and all special committees except the Nominating Committee
- a. The President shall oversee that the membership chairperson shall maintain a membership record containing the names and addresses of each member together with a complete record of payment or payments and the number and date of the certificate issued, and in any case where membership has been terminated, facts as to the reason of termination shall be recorded together with the date on which membership ceased.
 - b. The President shall over see that the membership chairperson is charged with the responsibility for insurance of the membership cards of the Club and maintenance of records of persons to whom such cards have been issued.
- Section 3. The Secretary shall send out all the notices of the meetings of the Club and of the Board of Directors, keep the minutes, and attend to the correspondence pertaining to said office.
- a. Secretary shall perform such other duties pertaining to said office as may be asked by the Board of Directors.
- Section 4. The Treasurer shall maintain a record of all financial transactions of the Corporation and be prepared to render an accounting at any meeting of the membership or Board of Directors as may be requested.
- a. The Treasurer shall be responsible for the money due the Corporation. Any proposed borrowing or pledge of credit of the Club in excess of 12 percent of the current year's budget cannot be approved by the membership at an Annual Meeting without notice and reference to the proposed expenditure

sent to all members in accordance with Article VIII, Section 3 of these By-Laws.

- b. The Treasurer is authorized to pay any charges imposed by the designated banking institution for services if he or she deems such charges proper.
- c. The Treasurer shall sign all checks and make all disbursements on approved billings and vouchers. All checks are to be countersigned by the authorized officers unless the amount is for \$500 or less.
- d. The Treasurer shall maintain such other records as may be required by the By-Laws or as shall be required of him or her by the Board of Directors.
- e. The Treasurer shall be bonded for an amount to be set by the Board of Directors.

Section 5. The Assistant Treasurer, in the absence or disability of the Treasurer, shall act in his or her stead.

- a. The Assistant Treasurer is responsible for making all deposits in banking institutions approved by the Directors and for collection of all swim club fees.
- b. He or she shall perform such other duties pertaining to his or her office as may be asked of the Treasurer by the Board of Directors.
- c. The assistant Treasurer shall be bonded for an amount to be set by the Board of Directors.

Article VI Membership

Section 1. Membership in the Club shall be limited to 375 Active Vested Family Memberships, plus those additional membership types as described in Section 2.

- a. Qualifications - any person, married or single, 18 years or over, meeting requirements as provided herein will be granted membership after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority affirmative vote of the Board of Directors present at a Board of Directors meeting where such action is considered. Application for membership must be made in writing and filed with an Officer of the Corporation.
- b. Admission – Upon payment for the same, a duly elected vested member shall be issued a non-interest bearing certificate of membership (Bond). This certificate shall entitle the holder to all rights and privileges as a vested member of the Richland Swim Club. The value of the certificate shall be as was paid at the time of admittance until termination of membership when value of certificate will equal that of current new certificate of membership.
- c. A Certificate of Membership (Bond) may only be issued and sold by the Club and are not transferable.
- d. Each certificate of membership (Bond) shall entitle the holder thereof to one vote. The privilege of voting at any meeting shall be extended to Active and single Vested Members only.

Section 2. Types of Membership

Active Vested Family Membership - Husband, wife, or head of family the term "member" when used in these by laws shall refer to this classification unless otherwise specified. Each family unit will consist of children under the age of 24. There shall be one vote for each family unit.

Junior Membership - Unmarried child of an active member, whose principal address is the house of the Active Member and is over the age of 24 as of Aprilth 20 of that current season, the term "junior member" when used in these by laws shall refer to this classification unless otherwise specified. Dues will be assessed at the current Junior Member rate.

Babysitter - Any person, 16 years or older, who is responsible for the care of a member's child or children, must be accompanied by a member of the Club when using the facilities.

Special Member - Any House guest or non-dependent relative with their principal address at the home of an Active Member.

Honorary Member – Any active member who has attained age sixty (65) prior to April 20th, has been an active member for eight (10) years prior to April 20th, and requests in writing to the Board of Directors a change in status to Honorary Member, may become an Honorary Member upon approval of the Board of Directors. Upon approval of Honorary Membership by the Board of Directors, the member's Certificate of Membership must be surrendered as described in Section I. Honorary Members shall have the same privileges as Active Members with the following exceptions:

- a. Once the Certificate of Membership is surrendered, voting privileges will cease.
- b. Only husband and/or wife will be eligible. No Junior or Special Members from the household of the Honorary Member will be allowed.

Single Membership – An individual may become a member of the Richland Swimming Club by being duly elected and purchasing a non-interest bearing certificate at the same cost as to an Active Member. No other person shall be eligible for membership as a result of a relationship with or association with a Single Member. The number of Single Memberships is limited to 10% of the total membership.

Non-Vested Membership – The Board of Directors may, at their discretion, offer a limited number of non-vested, non-renewing, single season memberships. The rights and privileges, as well as cost of a Non-Vested membership shall be set by the Board of Directors. Non-vested members have no voting privileges. The number of Non-Vested Memberships is limited to 10% of the total Active Family membership.

Section 3. Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the president or secretary of the corporation as specified in Article IV, by mail, and such

membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

2.
 - a. Any vested member, in good standing, wishing to terminate membership may do so by surrendering their Certificate of Membership prior to April 20th for full value. Bond Certificates received after April 20th but before May 17th (official start of swim season) will be assessed a \$50.00 administrative fee, which will be deducted directly from the bond certificate value. Bond certificates received after May 17th will be assessed the cost of a full swim season, deducted directly from the bond certificate value.
 - b. When terminating a vested membership, the member must submit a written letter of resignation along with the Certificate of Membership to the board of Directors. The Board of Directors shall refund the value, less any outstanding debts/liabilities associated with that bond certificate. Bond Certificates shall be resold in the order they are received. Date of receipt will be recognized as the postmark date on the bond certificate's envelope.
 - c. Repayment of the bond will occur twice a year, on or about June 15th and October 15th, following the resale of the bond certificate. To encourage timely resignations, the Board may elect to redeem Certificates of Membership surrendered after the close of the swim season, prior to October 1st of the same season.
3. If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the secretary or president of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.
4. All rights of a member in the corporation shall cease on termination of membership as herein provided.

Section 4. Violation of Club Rules & Regulations

- a. The Board of Directors shall delegate to the pool manager the power to suspend pool privileges for the violation of Club Rules and Regulations provided such suspension does not exceed seven days. A written report of such suspension, containing reasons thereof, shall be submitted to the President within 24 hours.
- b. Any member of any class may, after having been given an opportunity for a hearing, be suspended for a period not exceeding three months by a two-thirds vote of the member of the entire Board of Directors or expelled by two-thirds of the entire membership of the Board. Cause for suspension or expulsion shall, in general, consist of flagrant violation of these By-Laws or of the Rules of the Club unbecoming a lady or a gentleman.

Section 5. The Board of Directors, at its discretion and for a consideration, may extend the privileges of the Club to local organizations. Notice of such use shall be posted at least one week in advance.

Section 6. Personal Injury & Loss

- a. The club assumes no responsibility for loss of property of members of any class or any guest which may be brought into or left in the club buildings or on the grounds.
- b. The club assumes no responsibility for, and members (of any class) or their guests can have no claim against the Club, for any accident of injury to any person or their property.

Article VII Dues and Fees

Section 1. Dues for each class of members shall be set by the Board of Directors, subject to the following provision: increases to base annual dues that exceed 5% of the previous fiscal year amount shall be established by a vote of the membership at a duly held Annual Meeting in accordance with Article VII of these By-laws. When in the judgment of the Board of Directors, the regular dues from members will be less than the amount necessary for normal operation of the Richland Swim Club, the Board of Directors may revise the schedule of dues, not to exceed 5% of the previous fiscal years regular dues amount, to meet more nearly the cost of the operations of Richland Swim Club.

- a. A penalty equal to ten percent (10%) of the amount of the annual dues will be
due if dues are paid after April 20th.
- b. Dues for a Special Member shall not be less than \$125.00 per year unless otherwise agreed to by a majority of the Board of Directors.
- c. The board will review and set guest and baby sitter fees. A nonmember, attending as a guest, may use the facilities a maximum of five times per season unless approved otherwise by the Board of Directors. All guests must abide by the Club Rules and Regulations.
- d. Dues for an Honorary Member shall be at the rate of 50% of the dues of an Active Member.
- e. Certificate of Membership (Bond) fee may not be used for payment of annual dues.
- f. Dues postponement for financial hardship will be considered by the Board on a case by case basis.
- g. Board members shall receive, on an annual basis:
 - i. Membership at a discounted rate of 50% of the dues of an Active

- Member
- ii. Twenty guest passes

- Section 2. Guests shall be accompanied by and signed for by an Active Member, Honorary Member, Non-vested Member, or Junior Member only. Other rules and regulations as to admission of guests shall be established by the Board of Directors.
- Section 3. All dues, fees, etc., shall be the responsibility of the Active Member, Single Member, Honorary Member or Non-vested Member. Dues and other indebtedness shall be payable as determined by the Board of Directors.
- Section 4. If this corporation has provided for the payment of dues by members, upon such failure to renew his or her membership by paying dues, or other indebtedness, on or before the due date of April 20th the member will be considered delinquent and membership privileges suspended until such time that the indebtedness is paid or termination occurs. Any member suspended shall be notified in writing by the secretary or president of his or her suspension, and he or she shall thereupon cease to be an active member of the Club and accordingly lose all the privileges of such membership. Termination is to be effective thirty (30) days after a written notification of delinquency is given personally, by email, or mailed to such member by the secretary or president of the corporation. A member may avoid such termination by paying the amount of delinquent dues or indebtedness within a thirty (30) day period following the member's receipt of the written notification of delinquency.
- The Directors, at their discretion, may reinstate any member upon request and repayment of all indebtedness to the Club.
- Section 5. Any member thus suspended shall surrender his or her certificate of membership which same shall be redeemed, in turn, in accordance with Article VI, Section 9; provided, however, that the Directors, shall deduct from the redemption price thereof the indebtedness of the person.
- Section 6. Active Members, Honorary Members, Single Members, and Non-vested Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members of their household to whom privileges of the Club shall have been extended, and for all charges and liabilities imposed upon or incurred by guests introduced by Active Members, their children or Honorary Members.
- Section 7. In the event of dissolution or liquidation of the Corporation, after payment of all debts and liquidation of all liabilities, the assets of the Corporation shall be disposed as follows:
- a. There shall be a pro-rata distribution thereof in cash among the certificate holders at the time of dissolution up to the extent of the owner's purchase price, and such certificate shall thereupon be assigned to the Corporation and cancelled.
 - b. Assets remaining after retirement of the membership certificates shall likewise be distributed pro-rata in cash among the certificate holders at the time of dissolution.

- Section 8.
- a. The capital improvement fund will be a line item for each year's budget. The amount of the budgeted item shall be 5% of the year's budgeted dues for all club members (as defined in Article VI) In the event the fund monies are required to balance the year's budget, an assessment will be administered to all club members the following year. The amount of the assessment will be that required to achieve the previous year's budget allocation for the fund. In the event that the actual budget, at fiscal year end, would allow for a larger percent of the funding, the Board will have the discretion to make additional contributions to the fund.
 - b. Distribution from the Capital Improvement Fund shall be considered and voted on by membership, either by convening a special membership meeting, or as an agenda item for the annual membership meeting (in accordance with Article VIII, Section 3.)

Article VIII Meetings of Members

Section 1. Annual Meeting of Members

- a. Annual Meeting of Members shall be held at least annually for the purpose of electing Directors, Auditors, three members of the Nominating Committee, and transacting other business as may come before the members. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The Annual Meeting of Members for the purpose of electing directors shall also be deemed a Regular Meeting of Members. The Annual Meeting of Members of the Club shall be held each year at such place and time as the Board of Directors determines.

Section 2. Special Meeting of Members

- a. Special Meeting of Members may be called by the Board of Directors or President. Upon written request of any fifteen voting members to the Secretary stating the purpose thereof, a special meeting may be called by the Secretary within thirty days. The notice of any special meeting shall state the purpose thereof and no other business shall be transacted thereat.

Section 3. Notification

- a. Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, notice stating the place, day, and hour of the Annual Meeting of Members and, in the case of a Special Meeting of Members, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by electronic means, by mail, by or at the direction of the president, or the secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone or by email.

- b. The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.
- c. The notice of the Annual Meeting of Members shall include the names of the candidates nominated by the Nominating Committee.

Section 4. Voting

- a. Only Active Members present in person at any meeting or by proxy are entitled to vote.

Section 5. Quorum

- a. At any Annual or Regular Meeting of Members, 25 voting members present in person or by proxy shall be a quorum for the transaction of all business. In the absence of a quorum, any business transacted is null and void, except for actions which can be legally taken: To fix the time to which to adjourn, adjourn, recess, or take measures to obtain a quorum. Measures to obtain a quorum are treated as privileged motions that take precedence over a motion to recess, are not in order when another has the floor, are not debatable, are amendable, require a majority vote, and can be reconsidered. If no quorum is present the President can fix the time to which to adjourn, adjourn, recess, or take measures to obtain a quorum. A measure to obtain a quorum is a motion that absent members be contacted during a recess.

Section 6. Meeting Procedures

- a. The Annual Meetings of Members shall be presided over, by the President of the Board or, in his or her absence, by the Vice President of the board or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members present at the meeting. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.
- b. Meetings shall be governed by such procedures as may be approved from time to time by the board of directors insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law

**Article IX
Nominations**

Section 1. Nominating Committee

- a. There shall be a Nominating Committee to be composed of five members of the Club. Three members shall be elected at the regular member meeting of the Club; the other two shall be appointed by the Board of directors from among the Directors whose terms of office shall not expire at the ensuing regular member meeting of the Club. A vacancy occurring among the two members chosen by the Directors shall be filled by the Directors.

- b. The Nominating Committee shall nominate the candidates for the vacancies in the Board of Directors to be filled at the regular member meeting, candidates for the Board of Auditors, and candidates for the next year's Nominating Committee. Nominations shall also be submitted by the Nominating Committee for the unexpired term of any Director who shall have resigned or otherwise withdrawn during the previous year.

Section 2. In addition to the above, nominations for any candidate to be elected at the regular member meeting may be made by any member from the floor.

Article X Committees

Section 1. Standing Committees

- a. The standing committees shall be Building and Grounds, Social, Membership, Tennis, and Nominating and Auditing.
- b. The duties and powers assigned in these By-laws to the standing committee shall be subject to the authority of the Board of Directors.

Section 2. The Building and Grounds Committee shall exercise supervision over the pool, buildings, operating equipment and grounds and shall have authority thereover; and in conjunction with the Pool Manager, shall see that the Rules and Regulations of the Club are enforced.

Section 3. The Social Committee shall be responsible for scheduling social events.

Section 4. The Membership Committee, in accordance with Article VI, Section 6, shall present applicants for membership to the Board of Directors.

Section 5. The Tennis Committee is responsible for organizing all tennis related activities.

Section 6. The Nominating Committee in accordance with Article IX, Section I, shall nominate candidates for the Board of directors, for the Nominating Committee, and for the Audit Committee for the succeeding year.

Section 7. The Audit Committee shall be responsible for a general audit of the Club and preparing a written report to be presented at the Annual Meeting.

Article XI Amendments

These By-laws may be amended at any Annual Meeting or Special Meeting called for that purpose by a majority vote of the members present; provided however, that the proposed amendment shall be set forth in full in the notice of the meeting.

Article XII Miscellaneous

Section 1. Any question as to the meaning for proper interpretation of any of the provisions of these By-laws shall be determined by the Board of Directors.

Section 2. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Originally adopted by the Club membership at a general meeting held May 11, 1960, and last amended on September 1, 2015.