

AMENDED AND RESTATED BYLAWS

ARUNDEL SWIM CLUB

**ARTICLE I**

NAME

Section 1.1

The name of the Corporation is the ARUNDEL SWIM CLUB, hereinafter referred to as the (the “Club”).

**ARTICLE II**

OBJECT

Section 2.1

The object and purpose for which this Club is organized is for pleasure, recreation, and other nonprofitable purposes and to promote the health and general welfare of its membership, and in the pursuance thereof to construct, own, and operating a swimming pool and other recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities in the County of New Castle and the State of Delaware.

**ARTICLE III**

GOVERNMENT

Section 3.1

The property, business and affairs of the Club shall be managed by a Board of Directors who must be Active Members of the Club (Article VI, Section 6.5).

Section 3.2

Any question as to the meaning for proper interpretation of any of the provisions of these bylaws shall be determined by the Board of Directors.

**ARTICLE IV**

BOARD OF DIRECTORS

Section 4.1

The Board of Directors shall be composed of nine board members, all of whom shall serve without compensation. Majority of the Board shall constitute a quorum.

#### Section 4.2

At each annual meeting of the Active Members of the Club, any vacant Director(s) position shall be elected to serve for a term of three years or until their successor have been duly elected and qualified.

#### Section 4.3

No member shall be eligible to serve two consecutive full (three years) terms as a Director.

#### Section 4.4

Any member of the Board of Directors who shall cease to be an Active member of the Club shall automatically cease to be a member of the Board of Directors.

#### Section 4.5

Any member of the Board of Directors may be removed for cause from the Board and/or from such office as he may hold by a two-thirds vote of the full Board of Directors or by a majority vote of the Active Members.

#### Section 4.6

The Board of Directors, with the responsibility for the management of the Club property, business, and affairs, may, in addition to the powers and authority of these bylaws expressly conferred upon them, exercise all such powers and do all such acts and things as may be exercised by the Club, but subject, nevertheless, to the provisions of the Statute, of the Charter, and of these bylaws, and to regulations or amendments made from time to time; provided that no regulations nor amendments so made shall invalidate any prior act of the Directors which would have been valid if such regulations or amendments had been made.

Without prejudice to the general powers conferred by the last preceding clause and other powers conferred by these bylaws, it is hereby expressly declared that the Board of Directors shall have the following powers:

- A. To purchase or otherwise acquire property rights or privileges for the Club, which the Club has the power to take, at such prices and on such terms as the Board of Directors may deem proper.
- B. To create, make, and issue mortgages, bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgages or otherwise, and to do every act and thing necessary to effectuate the same.
- C. To elect from the Board, a President, Vice President, Treasurer Secretary, Membership Representative, Swim Team Representative, Concession

Representative, Social Representative and Maintenance Representative ; all of whom shall serve without compensation.

- D. To constitute, create, or disband committees and define their powers and duties. Standing Committees shall include:

Finance and Legal  
Concessions  
Maintenance  
Marketing/Fundraising

Chairman of the Standing Committees must be selected from the membership of the Board. The Board has the power to confirm or reject the Presidential appointments to the committees. (Article V, Section 5.2).

- E. If the office of any Director, or of the President, Vice President, Secretary, Financial Secretary, or Treasurer, or other officer or agent, one or more becomes vacant by the reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Director then in office, although possibly less than a quorum in number remaining, by a majority vote, shall have the power to choose a successor or successors from the qualified Active Members of the Club who shall hold office for the remainder of the unexpired term of which each such vacancy occurred.
- F. To appoint, and at their discretion remove or suspend, such subordinate officers, clerks, agents, servants, or employees, permanently or temporarily, as they may from time to time think fit, and to determine their duties and compensation.
- G. To designate an officer of the Club who shall be the sole authority in selecting, suspending, or discharging employees.
- H. To fix, impose, and remit penalties for violations of these bylaws and the rules of the Club.
- I. To suspend or expel any Member for violation of the bylaws, rules, or for non-payment of dues or other indebtedness or fees, or for conduct detrimental to the welfare of the Club, in accordance with the penalties set in Section 4.6H by a two-thirds vote of the full Board of Directors (not just a quorum). Such action may be taken only when and after due notice and a hearing have been afforded to said Member.
- J. To exercise the right to approve or disapprove applications for membership. All applications for membership must be approved by the Membership Representative for acceptance.
- K. To elect a Nominating Committee of three (3) qualified Active Members to present nominations for Directors at the Annual Meeting of the Club.

- L. To 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 payment of funds of the Club shall be executed.

#### Section 4.7

The Board shall cause the books of the Club to be audited by auditors selected by the Board. The auditors shall be neither officers nor Directors of the Club. The report of the auditors shall be presented at the Annual Meeting of the Club and shall be available to the Members at all times. The fiscal year of the Club shall begin on the first day of November and terminate on the thirty-first of October in the following calendar year.

#### Section 4.8

The Board of Directors shall prepare a budget for the ensuing year, which may be amended by the incoming Board. A copy of the budget, together with a report of income and expenditures for the previous fiscal year shall be available to the Members at all times.

#### Section 4.9

The Board of Directors shall maintain adequate insurance coverage for liability and property damage.

### **ARTICLE V**

#### **OFFICERS**

#### Section 5.1

At their first meeting after their election, Directors shall elect annually from their own number a President, Vice President, Treasurer Secretary, Membership Representative, Swim Team Representative, Concession Representiave, Social Representative and Maintenance Representative to hold office for three years and/or until others are elected and qualified in their stead. They shall not be subject to removal during their respective terms of office except for cause (Article IV, Section 4.5), nor shall their terms of office be diminished during their tenure.

#### Section 5.2

The President shall be the chief executive officers of the Club; he/she shall provide at all meetings of the Directors, and at all meeting of the Directors, and at all meetings of the Club Membership; he/she shall have general and active management of the business of the Club; he/she shall see that all orders and resolutions of the Board are carried into effect; he/she shall execute all contracts and agreements authorized by the Board; and when authorized by the Board, affix the seal to any instrument requiring the same, and the seal when so affixed, shall be attested by the signature of the Secretary or Treasurer.

He/she shall have general supervision and direction of all other officers of the Club and shall see that their duties are properly performed.

He/she shall submit a report of the operations of the Club for the fiscal year to the Directors at their first regular meeting in each year and to the Members at their Annual Meeting, and from time to time shall report to the Directors all matters within his knowledge which the interests of the Club may require to be brought to their notice. He/she shall appoint, subject to confirmation by the Board, all Standing Committees, designating the Chairman thereof, and all special committees, except the Nominating Committee as he may be directed. He/she shall be an ex-officio member of all Standing Committees, without voting power.

### Section 5.3

The Vice President, in the absence of, or disability of the President, shall be vested with all the powers and shall perform all the duties of the President in his stead. He/she shall also perform other duties as defined and assigned by the Board of Directors. He/she shall be an ex-officio member of all committees, except the Standing Committees and the Nominating Committee, without voting power.

### Section 5.4

The Secretary shall attend all sessions of the Board of Directors and all meetings of the membership and act as the clerk thereof; and shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/she shall keep a file for record purposes of all committee reports. He/she shall attend to the correspondence pertaining to his/her office. He/she shall send notices of all meetings of the Club Membership and of the Board of Directors.

### Section 5.5

The Membership Representative shall investigate all applicants for membership in accordance with Article VI, Section 6.9. He/she shall present those applications accompanied by the required deposit fee that may indicate a reason for disapproval to the Board of Directors. He/she shall notify all applicants of the disposition of their application and in the case where they have been approved, shall collect the balance of the bond fee within the period of time specified by the Board of Directors. He/she shall turn over to the Treasurer for deposit all bond deposit fees and bond fees, accompanied by a proper voucher.

The Membership Representative shall maintain and post an accurate waiting list of applicants for membership, notifying applicants in chronological order as bonds become available for issuance.

The Membership Representative shall keep in safe custody the official seal of the Club.

The Membership Representative shall issue all bonds to approved applicants, which bonds shall bear the seal of the Corporation and the signatures of the President and the Secretary. He shall receive all bonds which are redeemed by the Treasurer and keep them with the bond records. The Financial Secretary shall keep the records of the Bonds registered and redeemed in such form and manner and under such regulations as the Board of Directors may prescribe.

The Membership Representative shall maintain full and complete duplicate records of the current Active Membership, one of which set of records shall be in the custody of the Pool Manager during the swimming season.

The Membership Representative shall issue annually bills for dues as prescribed by the Board of Directors, shall collect said dues, and shall turn them over to the Treasurer for deposit, accompanied by a proper voucher.

The Membership Representative shall issue annually to all Active Members the form of pool identification as prescribed by the Board of Directors.

The Financial Secretary shall make arrangements satisfactory to the Board of Directors and in a form which will assure the restoration to the Club in case of his death, resignation, or removal from office, of all books, papers, records, vouchers, money and other property of whatever kind in his possession belonging to the Club.

#### Section 5.6

The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club and shall deposit all money and other valuable effects in the name and to the credit of the Club, in such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the Club as may be ordered and in the manner designated by the Board of Directors, taking proper vouchers for such disbursements; and shall render to the President and the Directors at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Club.

He/she shall make arrangements satisfactory to the Board and in a form which will assure the restoration to the Club in case of his death, resignation, or removal from office of all books, papers, records, vouchers, money and other property of whatever kind in his possession belonging to the Club.

At the discretion of the Board of Directors, an accountant may be employed to make journal and ledger postings on a monthly and/or quarterly basis, and to close the books at the end of the fiscal year.

**ARTICLE VI**  
**MEMBERSHIP**

**Section 6.1**

All individuals twenty-one of age or older shall be eligible to apply for Principal Membership, subject to the conditions hereinafter provided.

**Section 6.2**

The number of Principal Memberships shall not exceed 175.

**Section 6.3**

A Principal Member shall be defined as a holder of a Bond which has been duly authorized by the Board of Directors, such Board constituting the Principal Membership certificates.

**Section 6.4**

It is intended that the membership of the Club shall consist mainly of family units, and thus there shall be the following membership classifications: Active, Junior Associate, Senior, Rider and Special.

**Section 6.5**

An Active member shall be defined as a Principal Member, or spouse thereof, in good standing for whom dues have been paid, and otherwise shall be an adult (Section 6.1)

**Section 6.6**

A Junior Member shall be defined as a dependent child, under twenty-one years of age, of an Active Member and for whom dues have been paid.

**Section 6.7**

An Associate Member shall be defined as a dependent unmarried son, daughter, or ward of an Active Member and in his or her household, over twenty-one but under thirty years of age, and for whom dues have been paid.

**Section 6.8**

A Special member shall be defined as a person not in the household of an Active Member but whom continuously or regularly assists an Active Member with the care of a Junior or Senior Member. Special Members shall require the recommendation of the Membership Representative and approval of the Board for each swimming season, and upon such approval, separate and additional dues must be paid.

### Section 6.9

A Senior Member shall be defined as a person over the age of 62 (proof by driver's license, state ID, etc.) and his/her spouse only and for whom dues have been paid.

### Section 6.10

A Rider Member shall be defined as a person not in the household of an Active Member but someone who has made an application to the Membership Representative, been approved by the Board, is not a member of another swim club and would otherwise not have the opportunity to enjoy the benefit of the Club. Rider Members shall require the recommendation of the Membership Representative and approval of the Board for each swimming season, and upon such approval, separate and additional dues must be paid.

### Section 6.11

- A. Applicants for membership will normally be approved by the Membership Representative. However, if the Membership Representative notes as a result of his/her investigation something which could operate to the detriment of the Club, the Membership Representative will request the approval of the Board of Directors. The action of the Board will be final.
- B. Upon approval and payment of an application fee (if required), the applicants' name shall be entered on the posted waiting list. The club shall issue a bond and required certificates of membership in consecutive chronological order to applicants as vacancies occur, subject to the required approval and receipt of all required fees and dues.

### Section 6.12

Members of all classification and their guests:

- A. Shall not engage in indecent or otherwise offensive conduct, or use profane or vulgar language on the Club premises.
- B. Shall at all times adhere strictly to Club rules, and to pool, grounds, safety, and sanitary regulations.

All Rules are to be posted, and in addition, copies of all rules are to be furnished to Active Members by the Membership Representative.

### Section 6.13

Active Members in respect to Section 6.12 are responsible and will be held accountable for the conduct of their guests and for the conduct of their Junior, Associate, Rider and/or Special Members, and in turn for the conduct of their guests.



#### Section 6.14

Pool privileges of a member of any classification may be summarily suspended for violation of Club rules and regulations:

- (a) for a period of not more than 24 hours by a responsible employee of the Club;
- (b) for a period of not more than 7 days by majority of the Board.

In the event of a suspension under the terms of this section, a written report of such suspension, containing the reasons therefor, shall be submitted by the person invoking the suspension to the President within 24 hours. Punitive action beyond the scope of this section must be handled in accordance with Article IV, Section 4.6(I)

#### Section 6.15

An Inactive membership shall be defined as that in which the necessary Active Membership dues and fees have not been paid by the required date of the swimming year, and swimming privileges for the swimming year are forfeited. A Junior, Associate, and/or Special Memberships and swimming privileges which would normally be available had the active Membership not been delinquent are also forfeited for the swimming year.

#### Section 6.16

The Board of Directors at its discretion may extend privileges of the Club for a swimming year to families or persons on the waiting list in consecutive chronological order per Section 6.11, giving due consideration to the capacity of the Club facilities and to the number of memberships of all classifications for whom dues have been received.

### **ARTICLE VII**

#### **DUES AND FEES**

#### Section 7.1

The Board of Directors shall establish dues payable by May 1 of each fiscal year.

#### Section 7.2

No dues nor part thereof shall be refunded in the event that the pool operation is required to be suspended for any period, or where membership privileges have been temporarily suspended for reasons stated in Article IV, Section 4.6 (I) or Article VI, Section 6.14.

#### Section 7.3

Application fees for persons being added to the posted waiting list will be set by the Board of Directors.

#### Section 7.4

Guest fees and quotas will be set by the Board of Directors.

#### Section 7.5

Memberships for which dues have not been paid in full by May 1 of each fiscal year shall be considered delinquent. The Board of Directors shall establish penalty fees, payment of which, together with the unpaid dues or portion thereof, shall be required and must be received by June 1 to the fiscal year in order to reinstate membership.

#### Section 7.6

In accordance with Article VI. Section 6.15, a delinquent Active Membership (Inactive Membership) on June 1 of the swimming year results in forfeiture of swimming privileges for all memberships available through that Active Membership.

#### Section 7.7

Delinquent Junior, Associate, or Special Memberships may, upon written request, be reconsidered for reinstatement; such reinstatement shall be at the discretion of the Board of Directors and contingent upon full payment of dues and fees, and provided that the member meets all other requirements of a member in good standing.

#### Section 7.8

A property of the Club which is broken or damaged by a Member of any classification or his guest, except when such damage is the result of normal and expected deterioration, shall be promptly paid for by said Member. Until such payment is received, it shall be considered as an indebtedness of the responsible Active Member per Article VI, Section 6.13

#### Section 7.9

Upon cessation of membership for any cause, all indebtedness owing the Club by the Member shall be a lien upon and charged against his bond. In the event of the Club being unable to obtain possession of the bond, it will be cancelled on the books of the Club and a new bond issued to place thereof to a newly-elected Member. In the case of the enforcement of a lien as above provided, neither the signature of the holder nor delivery of the bond shall be requisite to perfect the acquisition by the Club, and the Secretary of the Club is hereby authorized, as Attorney of the holder of such bond, to make acquisition. Every bond issued is expressly subject to the provisions of this section.

#### Section 7.10

When the current maximum pool membership has been reached, a waiting list will be established. All applicants for membership, after paying a required deposit and being approved for the waiting list, will be subject to the following conditions:

- (a) The deposit will be refunded only if the applicant requests, in writing, the removal of his name from the waiting list prior to the offer of a bond purchase;
- (b) Upon receipt of an offer from the Club of a bond purchase, the applicant must:
  - (1) Accept or refuse the offer within seven (7) calendar days of the offered date;
  - (2) Pay the full bond fee (less the waiting list deposit), plus current dues (when applicable) within thirty (30) calendar days of the offered date;
- (c) If the applicant has swimming privileges (through the payment of dues) at the time of the offer of the bond purchase said swimming privileges will be:
  - (1) Continued upon purchase of the bond; or
  - (2) Terminated immediately, without rebate, upon refusal to purchase said bond within the required time period.

### **ARTICLE VIII**

#### **CAPITALIZATION**

##### **Section 8.1**

The Club shall be capitalized initially by the sale of not more than one hundred seventy-five (175) bonds with a face value of \$300.00. If or any reason, the sale of additional bonds is authorized, such additional bonds must also have a face value of \$300.00.

##### **Section 8.2**

Bonds shall be transferrable with the approval of the Membership Representative; Bonds shall be redeemable or transferrable to the new owner of the holder's dwelling at the request of the holder subject to the approval of the Membership Representative further subject to the conditions of Article VI, Section 6.11 and also subject to the conditions of Article VII, Section 7.9, and provided the transfer meets all other requirements of membership, Inactive Membership, Article VI, Section 6.15, for two consecutive years shall be sufficient cause to recall a bond.

##### **Section 8.3**

In the event of a loss or destruction of a bond certificate, another certificate can be issued by the Club upon submission of suitable proof of such loss or destruction and the giving of a satisfactory bond of indemnity, whereupon the new bond will be entered into the

records. The lost or destroyed bond will be removed from the records with due notation of the loss or destruction and record of the bond of indemnity.

## **ARTICLE IX**

### **DISSOLUTION**

#### **Section 9.1**

In the event of dissolution of the club in a manner for any cause, the bonds are a lien of the assets of the club, after payment of bills having legal precedence. After payment of all debt outstanding upon the effective date of the dissolution of the club, the surplus remaining shall be distributed to such organization or organizations organized and operated exclusively for charitable, educational or religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 as the Board of Directors shall determine.

## **ARTICLE X**

### **MEETINGS**

#### **Section 10.1**

- A. The Annual Meeting of the Club shall be held during the month of November of each year at such place and at such time as the Board of Directors may determine. Notice of the Annual Meeting shall be given by mail to the Members at least fourteen (14) days thereto.
- B. The Annual Meeting shall be for the purpose of electing Directors, presenting committee reports, presenting the annual Budget and Financial Report of the Treasurer, amending the Bylaws, and for the transaction of such other business as may be indicated in the notice, or may be brought before it by written request of any Active Member submitted seven (7) days in advance of the meeting.
- C. The notice of the Annual Meeting shall include:
  - (1) The names of the candidates for Directors nominated by the Nominating Committee or by an Active Member;
  - (2) The names of the independent nominations for Directors, submitted to the Secretary in accordance with Article XI, Section 11.2;
  - (3) A copy of the proposed annual Budget;
  - (4) A copy of the Financial Report of the Corporation; and

## (5) Proposed Bylaw amendments.

Section 10.2

Special meetings of the Club may be called by the Board of Directors. Also, upon written request of ten percent of the Active Members to the Secretary stating the purpose therefor, a Special Meeting shall be called by the Secretary within thirty (30) days. Notice of Special Meeting shall be given to Members at least seven (7) days prior thereto. The notice shall state the purpose for which the Special Meeting is called, and no other business shall be transacted thereat.

Section 10.3

Only Active Members shall be entitled to vote at meetings of the Club, and there shall be only one (1) vote per bond. They may be represented by proxy if unable to attend in person. Voting may be by voice vote, but ten (10) members (including those represented by proxy) shall have the right to demand voting by roll call. All proxies shall be filed with the Secretary before the meeting is called to order to be considered in voting issues.

Section 10.4

Six (6) members of the Board of Directors, plus ten (10) other Active Members qualified to vote, present in person or by proxy, shall constitute a quorum at all Club meetings.

Section 10.5

Whenever in these bylaws notice to Active Members is required, emailing of such notices to the last known email address of these members shall constitute notice.

Section 10.6

- A. The Board of Directors shall hold its first meeting within thirty (30) days following the Annual Meeting of the Members.
- B. The Board of Directors may, by resolution, establish from time to time, a schedule of its other meetings and rules for the conduct thereof.
- C. Special meetings of the Board of Directors may be called by the Present and shall be called by the Secretary upon the request of two (2) members of the Board.

**ARTICLE XI****NOMINATIONS**Section 11.1

The Active Members or Nominating Committee, if one is formed, shall nominate at least one (1) candidate for each vacancy in the Board of Directors to be filled at the Annual Meeting and shall report such nominations to the Secretary not later than October 15, so

that the Secretary can include notice thereof with the Notice of the Annual Meeting mailed to the Membership prior to each Annual Meeting.

### Section 11.2

Independent nominations of candidates for election at the Annual Meeting may be made from the floor at the Annual Meeting. Such candidate must confirm either in writing or orally that he or she is willing to accept such nomination.

### Section 11.3

Candidates for nomination must qualify for the office for which they are presented by meeting the provisions heretofore stated in these bylaws, and in addition, it is further stipulated that only one Active Member representing any bond may serve on the Board of Directors at any time, with the exception of when there are no other nominees and spouses are willing to serve at the same time, in two different positions. Only one vote per bond will still be maintained. This situation will not require approval of the membership.

## ARTICLE XII

### COMMITTEES

#### Section 12.1

The Standing Committees shall be

- Finance and Legal
- Concessions
- Maintenance
- Marketing/Fundraising

All committees shall make verbal reports at regular Board meetings. Each committee chairman will prepare a final written report for submittal at the annual meeting which will become part of the minutes of that meeting.

#### Section 12.2

The Finance and Legal Committee shall review the financial policy of the Club and make appropriate recommendations to the Board of Directors. They shall prepare the annual budget for submission and approval of the Board of Directors for presentation at the Annual Meeting of the Club. They shall, after the annual audit and in cooperation with the Treasurer, prepare a financial report, a copy of which will be made available to the membership upon request prior to each Annual Meeting. They shall be responsible for securing any legal assistance required by the Board of Directors in operation of the Club.

#### Section 12.3

The Board of Directors shall recommend Club rules, bylaws, amendments and guest policy and shall have the authority to enforce these rules and regulations. It will investigate reported infractions of the rules or bylaws and recommend action per Article IV, Sections 4.6(H) and 4.6(I). Actions decided upon by the Board of Directors will be carried out by the President.

#### Section 12.4

The Maintenance Committee shall exercise supervision over the pool of the Club and shall attend to the improvement and maintenance of the pool, buildings, operating equipment, and other property of the Club.

#### Section 12.5

The Maintenance Committee shall also exercise supervision over the ground for the Club including maintenance and any capital improvements which are deemed to be apart from the pool.

#### Section 12.6

The Marketing/Fundraising Committee shall be charged with arranging and implementing marketing, advertising, fundraising and assisting with social functions for various age groups that comprise the total population of Active Members.

#### Section 12.7

In their expenditure of Club funds, the committees are specifically limited to the items and the amounts specified in the approval annual Budget. Expenditures in excess of these amounts, or for other items, must be approved by the Board of Directors.

### **ARTICLE XIII**

#### **MISCELLANEOUS**

#### Section 13.1

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 or her in connection with the defense of any action, suit or proceedings to 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 proceedings to be liable for gross negligence or willful misconduct, and except 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.

The right of indemnification provided herein will inure to each Director or officer referred to above whether or not he or she is such Director or officer at the time such

costs or expenses are imposed or incurred, and in the event of his or her death, shall extend to his or her legal representatives.

#### **ARTICLE XIV**

#### **AMENDMENTS**

##### **Section 14.1**

These bylaws can be amended only by a two-thirds vote of the qualified Active Members in good standing represented in person or by proxy, provided at least seven (7) days' notice of such amendment shall be given by mail to these members by the Secretary.