

BOWER HILL CIVIC LEAGUE d.b.a. BOWER HILL SWIM CLUB BY-LAWS
AS AMENDED ON
October 11, 2009

ARTICLE I NAME, PURPOSE

- Section 1 The name of the organization shall be The Bower Hill Civic League d.b.a. Bower Hill Swim Club. It shall be a corporation, not for profit, chartered under the laws of the Commonwealth of Pennsylvania
- Section 2 The purpose of the organization shall be to own and operate a swimming pool, acquire by gift, option, lease and/or purchase any property, real or personal, necessary or desirable for the operation of a swimming pool, for swimming, aquatic sports and other recreational activities; provide instructional activities; to raise funds, borrow money, and to do any and all acts incidental to the accomplishments of the aforesaid purposes.

ARTICLE II MEMBERSHIP

Section 1 Family Memberships

- A. All applicants for family membership are required to:
1. Purchase and pay in full, a bond in the amount of **\$450** (subject to change by vote of the board)
 2. Pay an application fee of \$50 except during the discount period of Labor Day to March 1st
 3. Renew membership each year by paying applicable dues, fees and assessments.
- B. An empty nester membership, for no more than 2 people, is defined as a couple where one or both members are 60 years or older. They pay the same rate as a single membership but must own a bond.
- C. A family is defined as those people residing in the residence of record

Section 2 Single Memberships

- A. An applicant for single membership pays applicable dues, fees and assessments.
- B. An applicant for a single membership must purchase and pay in full a bond in the amount of \$450 (subject to change by vote of the board).

Section 3 Teen Memberships

- A. An applicant for a teen membership must be between ages 13 and 18 and pays applicable dues and fees.
- B. An applicant for a teen membership does not own a bond and does not have voting privileges

Section 4 Number of Family Memberships

- A. The total membership shall not exceed 350 family members.
- B. When the number of Family memberships exceeds the number permitted a waiting list shall be created and maintained by the Board, as the need requires.

Section 5 The board of Directors may, by two-thirds (2/3) vote, for any cause deemed sufficient by them, after notice given to them, suspend or expel any member. The expelled member shall forfeit all rights to their share and the share shall be placed for sale per Article IX.

ARTICLE III RULES OF ORDER

- Section 1. Business of the organization at the General Meeting and Board Meetings shall be conducted in the following order:
- 1. Call to Order
 - 2. Reading of Minutes
 - 3. Treasurer's report
 - 4. Membership Secretary report
 - 5. Committee Reports
 - 6. Unfinished Business
 - 7. New Business
 - 8. Adjournment

ARTICLE IV ELECTION AND TERMS OF OFFICE

Section 1. Officers shall consist of President, Vice President, Recording Secretary, Membership Secretary, Treasurer and minimum of five (5) and maximum of sixteen (16) Directors.

Section 2. Officers shall be elected from the board at the October meeting and will assume duties at the following meeting.

Section 3 All officers shall be elected for a term of two years. All officers may succeed themselves in office indefinitely.

Section 4 Director candidates will be invited to the July meeting and if willing to serve on the board will assume their duties at the October board meeting. They will serve for a minimum of 1 year (until the following October) and can succeed themselves indefinitely.

Section 5 Officers and directors will receive compensation on dues as determined by the board.

Section 6 Any officer or director who does not serve for their full year/term, except in situations described below, will have the discounted portion of membership dues deducted from their bond payment when they sell their bond.

Section 7 A director or officer can be removed from the board by a majority vote of the Board of Directors and will then owe the discounted amount of dues. The board can declare a position vacant if a director is unexcused from 3 consecutive meetings

Section 8 The board of Directors shall have the power to fill any vacancy occurring on the Board for any cause other than the expiration of their term.

ARTICLE V DUTIES OF THE OFFICERS

Section 1. A. The **President** shall preside at all General meetings and meetings of the Board. He shall countersign all checks drawn by the Treasurer and shall execute, with the Treasurer, all legal papers and documents requiring the expenditure or investment of funds by the organization. The President shall appoint all chairmen of committees of the organization and shall be an ex-officio member of each. He shall be custodian of all official papers and documents of the organization. These documents will be passed on to the subsequent president.

B. The **Vice President** shall perform the duties of the President in the absence or the temporary inability of the President to act. The Vice President will also be the chairperson of the pool committee.

C. The **Recording Secretary** shall keep the minutes of the General Meeting and Meetings of the Board and will attend to any necessary correspondence and other duties pertaining to this office.

D. The **Treasurer** shall be custodian of all funds received by the Swim club and shall deposit all receipts in a bank and invest funds as directed by the organization. The treasurer shall disburse funds by checks bearing his/her signature and countersigned by the President. The Treasurer's books shall be audited on request of the Board by a Certified Public Accountant.

E. The **Membership Secretary** will be responsible for sending the membership invoices of dues payable to the swim club and shall keep all records of the members, including but not limited to, a current roster, the member ID cards, bond sale list and the financial records of new and renewing members. The membership secretary will also communicate with perspective members and send out membership packets on request and make sure all membership related supplies i.e. guest passes, film, camera are available at the pool.

F. Directors shall set policy and direct the affairs of the swimming pool in the interim between General Meetings, along with the other members of the Board.

G. The organization shall purchase a blanket position bond covering all officers of the organization in an amount set by the Executive Board.

H. Limit of Liability. A director shall not be personally liable for monetary damages in any action unless:

- (a) the director has breached or failed to perform the duties of his office; and
- (b) the breach or failure constitutes self-dealing, willful misconduct or recklessness.

Notwithstanding the above, a director may be liable for a violation of a criminal statute or for the payment of taxes pursuant to Federal, State or Local law.

I. The Directors shall have the power to, and it will be their duty to borrow money, incur indebtedness, and guarantee performance or payment of obligations for this Corporation, the terms, conditions and amounts thereof to be entered in the Minute Book of the Corporation; to cause to be executed, acknowledged and delivered as evidence of obligations, liability, or debt, the promissory note, bond, bill, mortgage or trust deed of the Corporation, and cause to be hypothecated, mortgaged or pledged as security for any of its obligations, liabilities, or debts any and all of the property rights and interests of the Corporation, both real and personal.

J. Protection for Board Members: Each person who acts as a Director shall be indemnified by the Association against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of his/her being or having been a Director, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct, and except any sum paid for the Association in settlement of an action suit or proceeding based on gross negligence or willful misconduct in the performance of his/her duties.

The right of indemnification provided herein shall inure to each Director whether or not he/she is a Director at the time such costs or expenses are imposed or incurred and in the event of his/her death, shall extend to his/her legal representation.

- Section 2 Vacancies: When a vacancy occurs in an elective office, except the Presidency, the Board shall elect a member of the organization to fill the unexpired term. When a vacancy occurs in the office of President, the Vice President shall succeed to the Presidency for the remainder of the unexpired term.
- Section 3 The Board shall appoint a lawyer to act as Counsel for the club, who shall be responsible for handling any legal matters, delegated to him by the President, including, but not limited to, contracts, membership disputes and violations, and disputes with vendors, tenant or government agencies. The counsel will be compensated by a free membership.
- Section 4 Subject to the rights of the members and any limitations set forth elsewhere in these Bylaws or the Articles of Incorporation of the Corporation, the affairs of the Corporation shall be under the general direction of a Board of Directors which shall administer, manage, preserve and protect the property of the Corporation.

ARTICLE VI MEETINGS

- Section 1 A General Meetings of the organization shall be held in July. Notice of such meeting shall be posted at the pool at least 2 weeks prior as well as publicized in the newsletter and via email.
- Section 2 The Board of Directors shall meet once each month from October to May (except December) and at the call of the President. Special meetings of the Board must be called when requested by five (5) or more Board Members.
- Section 3 Seventy-five (75) percent of officers present shall constitute a quorum for the transaction of business at a General Meeting and Board Meetings.

ARTICLE VII COMMITTEES

- Section 1 The President shall appoint the chairman of all the committees.
- Section 2 Standing committees will include Facilities/Grounds, Social Events, Marketing/Fundraising. Pool Operations, Membership, Communications, Finance.
- Section 3 All Board members shall serve on at least one committee. Interested non-board members may also be asked to serve on a committee without compensation. The President shall be an ex-officio member of each committee.

ARTICLE VIII DUES

- Section 1 Dues shall be assessed annually in the categories of single, family, teen and empty nest. The amount to be assessed for the Swim Club membership shall be determined each January by the Board.
- Section 2 Dues in the Swim Club shall be due and payable on March 1st of each year. A graduated late fee will be assessed monthly through the opening of the pool
- Section 3 A member wishing to not use the swim club facilities for one season, but still retain their membership can make a written request by May 15th, to “freeze” their membership for a fee to be determined by the board. A membership freeze may not be done in two consecutive years. After the first year, the member is required to pay annual dues or place the membership bond on the sale list.
- Section 4 Any and all fees and assessments shall be set annually by the board.
- Section 5 Upon cessation of membership for any reason, all indebtedness owed the club shall be a lien upon and charged against their Bond and the bond may be taken over by the club to satisfy such indebtedness.
- Section 6 Midseason dues may be prorated with payments of full bond fee.

ARTICLE IX SALE OF MEMBERSHIP

- Section 1 Members wishing to place their bond up for sale to terminate their membership, must send written notification postmarked by May 15th. If written notification is not received by May 15th, the annual dues must be paid for the season or the bond is forfeited.
- Section 2 If a member puts the bond on the sale list prior to May 15th and pays the annual dues, the member will be permitted to use the facilities during the season.
- Section 3 Members will be added to the bond for sale list in the order in which their letters are received. No bond payments will be made until a total of 350 bonds are sold. After that when a new family has paid in full for their bond, that bond payment will be used to pay off the next family on the sale list.
- Section 4 All bonds must be bought and sold through the Bower Hill Swim club.

ARTICLE X VOTING

- Section 1 Each family unit shall be entitled to two (2) votes, provided that two adult members of said family are present at the General Meeting and are in good standing- i.e., their current dues and assessments are paid. If only one adult member is on the roster, only one vote can be cast.
- Section 2 Any member in good standing may give their proxy in writing and his vote shall be counted as though they were present and voting at the meeting.
- Section 3 In lieu of transacting business at a general meeting, the board, at its reasonable discretion, may call for a vote by first-class mail on a matter presented before the board. Whenever a vote by mail shall be called for, the mailing to each member family's last known address, as per the club, constitute the ballot being deemed sufficiently given.

ARTICLE XI FINANCES (APPROVED By Board March 2006)

- Section 1 Spending of over \$500 by a board member or pool manager must be approved by the board
- Section 2 Spending of over \$ 200 but under that limited in Section 1, by the pool manager must be approved by the President and Treasurer
- Section 3 Any capital expenditure costing over \$500 must have at least 3 bids.
- Section 4 The above limits can be suspended during the pool season in case of an emergency which might involve closing of the pool i.e. pump breakdown.

ARTICLE XII MISCELLANEOUS

Section 1 All members shall be financially responsible for the damages to the club or its property caused by the member or their guest.

Section 2 The organization assumes no responsibility for any accidents or injury occurring on pool property to any member or guest and the organization assumes no responsibility for the loss or damage of any property brought onto or left on the pool grounds by any members or guests.

Section 3 Sexual harassment by a member, of employees or other members will result in termination of membership without repayment of bond.

Section 4 Members shall not use the name of the Bower Hill Swim Club for any purpose without express written approval of the board.

Section 5 Rules and Regulations. The Board of Directors may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by majority vote of the Directors present and entitled to vote at a meeting of the Directors where a quorum is present.

ARTICLE XIII PARLIAMENTARY AUTHORITY

Section 1 The rules contained in Roberts Rules of Order revised shall govern the organization in all cases where they are applicable and in which they do not conflict with these by-laws.

ARTICLE XIV BY-LAWS

Section 1 These by-laws may be amended at a Board meeting of the organization by seventy-five (75) percent of the officers present, providing the proposed amendment has been accepted for consideration at a previous Board Meeting.