

CLOSTER SWIM CLUB

CONSTITUTION, GUIDELINES AND BYLAWS

Revised May 2010 and February 2008

Original: March 1994

ARTICLE I - NAME AND MISSION

- Section 1.** The name of this corporation shall be the Closter Swim Club ("corporation").
- Section 2.** The mission for whom this corporation is organized is to promote the health, welfare, safety and training in water sports and other recreational activities for the residents of Closter and our neighboring communities. To generate and provide funding for the purchase, maintenance and construction of the recreational facilities (swim club and its property).

ARTICLE II - MEMBERSHIP

- Section 1.** The Board of Directors ("Board") shall determine the cost of membership, initiation and related fees on a yearly basis. The Board shall also determine the fee for the Corporate Bond ("Bond") which is used to provide the necessary funding for the purchase, maintenance and construction of the recreational facilities (swim club and its property). Effective May 1, 2010, new members will not be required to purchase a Bond. Instead, they will be required to pay to the Closter Swim Club a non-refundable Membership Initiation Fee ("Initiation Fee") in an amount to be determined by the Board in its sole discretion. There will be no changes by this action to the outstanding Bonds held by existing members as of May 1, 2010 or to the rights, privileges and obligations of such existing members. The Board shall also limit membership as set forth by Article II, section 2.
- Section 2.** Membership in this corporation shall be open to all residents of Closter and the neighboring communities. The membership shall be limited to 345 family members. The eligibility for membership, membership number and voting privileges shall be determined and subject to approval by the Board.
- Section 3.** A prospective candidate or family unit ("family") shall file the necessary forms provided by the corporation. Upon approval by

the Board, the eligible candidate or family shall then be granted privileges with access and use of the facilities upon full payment of all membership, initiation and related fees (“Dues”). Full privileges which include voting rights shall be granted once satisfactory payment of Annual Dues and all fees, including but not limited to the Application Fee and the Initiation Fee, has been completed. Members whose dues or other obligations including the Initiation Fee are not paid within the specified time, shall be considered “delinquent” and subject to the rules set forth by Article IV, Section 5.

Section 4. A family shall consist of not more than two adults and all unmarried child or children under the age of 18, permanently residing within the household. A family member over the age of 18, shall be considered an inactive member of the swim club, but shall be considered to be a member of the family unit until such child is married. The household shall have each member, active and inactive, registered in the membership directory. The membership directory shall be used to maintain demographics, integrity, and safety and prevent security fraud.

Section 5. A special member is an individual who has custodial responsibilities. The special member shall be registered and identified along with the family at the beginning of the year. The application for a special member is provided as a courtesy to a full privilege member. This special membership and fee is non-transferable, non-voting and may only be subject to change at the beginning of the swim season. Special membership is only granted to a full privilege member who has met financial responsibilities, as set forth by Article II, Section 3 and subject to all the conditions set forth by the Board.

Section 6. Disciplinary Measures: A member, special member or guest(s) may be denied entrance and/or expelled by any staff member of the Operations & Maintenance personnel for nonpayment of full dues, or for any infringement, including conduct prejudicial to the welfare and safety of the corporation and its members. A member, special member or guest(s) may be denied entrance, be subject to privilege suspension and/or expelled by any staff member of the Operations & Maintenance personnel including the Pool Manager or his Designee for violation of rules, regulations and health codes that are set forth by the Corporation, Boro of Closter, Bergen County or State of New Jersey.

Section 7. A member, who has been denied entrance, suspended or expelled, shall have the right to petition the Board for a hearing. During this

time, written and/or oral testimony or affidavit shall be provided. The member shall have the right to appear in person and with counsel to present proof in his (her) behalf. A member will have a written notice of the charges provided at least ten days prior to such a scheduled hearing. A member who is considered "delinquent" as set forth by Article IV, Section 5, will not be entitled to a hearing.

Section 8. Guest(s) may be admitted to the facilities with a member in good standing. A guest fee(s) will be charged as set forth by the Board. The guest(s) are subject to abide by the Rules and Regulations.

ARTICLE III - TRANSFER OF MEMBERSHIP

Section 1. Membership into the Swim Club shall be evidenced by a membership identification card (ID card). An ID card shall be issued in accordance with, Article II, Section 3.

Section 2. Membership ID cards and/or guest passes are not transferable. ID cards may not be altered, loaned, borrowed or sold.

Section 3. Bonds issued in accordance with Article II, Section 3, are not transferable and may not be loaned, used as a lien, borrowed or sold. The Corporation shall repurchase the member's bond at a price equal to its original cost plus any additional assessments. The Bonds shall be reimbursed at the sole discretion of the Board.

ARTICLE IV - VOTING AND DUES

Section 1. DUES: Membership dues shall be determined annually by the Board of Directors based on the yearly budget. The membership dues shall be payable on or before May 1st of each year.

Section 2. VOTING: The right to vote is limited to voting members in good standing. The vote shall be limited to one vote per family (membership). The person entitled to vote either on his own right or as representative of the family unit shall cast the ballot in person, by mail, by proxy or as otherwise stipulated in the notice of the meeting.

Section 3. GOOD STANDING: A member in good standing is a member who is not delinquent in payment of the annual dues or other duly voted obligations as set for forth in accordance with Section 5.

Section 4. SEASON: A season shall be from the first day of February of each calendar year to the last day of January of the following year.

Section 5. DELINQUENT MEMBERS: A member(s) whose membership dues or other duly voted financial obligations are not paid by May 1st, shall be considered delinquent in payment of membership dues and shall not be entitled to voting privileges or access to the facilities. The Board shall inform a member in writing of the delinquent status. The annual dues plus a late fee of \$75.00 (seventy-five dollars) shall be payable in full. As of May 1st of the calendar year, a member shall have a thirty (30) day "grace" period to pay the annual dues plus the late fee. A member may inform the Board, in writing, of any reasonable extenuating circumstance(s) during the delinquent grace period. A member(s) who fails to respond or inform the Board after the thirty (30) grace period shall be considered in "default" and be subject to cancellation of membership and, in respect of an existing member as of May 1, 2010 who holds an outstanding Bond, forfeiture of the Bond.

Section 6. PROXIES:

- (a) A proxy will be included in the written notice of each meeting of the members. The proxy must be signed and membership number included by the member who exercises it and returned to the Secretary prior to the start the meeting for which it is intended. A proxy shall clearly specify the meeting and shall be effective for no other meeting.
- (b) Quorum: The proxy of a member in good standing shall be counted as though the member was in attendance at a meeting for the purpose of obtaining a quorum as defined in ARTICLE V, Section 5 of the Constitution of the Closter Swim Club.
- (c) Absentee Ballot: The proxy shall also act as an absentee ballot if marked as such by the member who submitted it. The proxy shall be written in such a way as to enumerate the known issues for the meeting at which it may be exercised, and shall have a place to vote "yes or no" on each of the known issues. In the case of an election of officers the proxy shall list all candidates for the Board of Directors that are known at the time the notice of the meeting is written and there shall also be a place provided for write in candidates. All Absentee Ballots shall be counted by the Secretary as instructed in writing on the Ballot. (Revised October, 1991).

ARTICLE V - MEETINGS OF MEMBERS

Section 1. ANNUAL MEETINGS: The annual meeting of the members of the Corporation shall be held in March of each calendar year. The

Board shall have the authority to change the date of the annual meeting.

- Section 2.** SPECIAL MEETINGS: Special meetings of the Corporation may be called by the President of the Board, or by a majority of the Board, or by twenty-five (25) percent of the full voting members signing a petition addressed to the Secretary of the Corporation demanding a special meeting and stating the purpose thereof.
- Section 3.** PLACE: Meeting of the members shall be held at such place as may be designated in the call of the meeting.
- Section 4.** NOTICE: Written notice of every meeting of the members will be mailed to each member at the address on record at least ten (10) days prior to the day named for the meeting.
- Section 5.** QUORUM: A quorum at any meeting of the full voting members of the Corporation shall consist of at least twenty (20) percent of the members entitled to vote, present either in person or by proxy.
- Section 6.** BOOKS AND RECORDS: Upon at least forty-eight (48) hours written notice to the Secretary of the Corporation by a full voting member, the books and records of membership shall be produced at any regular or special meeting of the Corporation. Said records shall be conclusive in determining the status of members and their right to vote.

ARTICLE VI - BOARD OF DIRECTORS

- Section 1.** ELECTIONS: The Board shall be elected by a vote of the full voting membership at the annual meeting of the Corporation. Each member shall have as many votes as there are vacancies to be filled and shall cast only one vote for each candidate he wishes to support. The vacancies shall be filled by the candidates receiving the greatest plurality.
- Section 2.** ELIGIBILITY: Only full voting members in good standing shall be eligible to serve on the Board.
- Section 3.** NUMBERS: There shall be at least a minimum of five (5), with a maximum of twelve (12) directors; one-third of whom shall be elected at every annual meeting and shall serve a period of 3 (three) consecutive years.
- Section 4.** NOMINATIONS:

- (a) Nominations for the office of Director shall be made by the Nominating Committee at least (30) thirty days prior to the annual meeting. The Secretary shall include said list of nominees in the notice of the annual meeting.
- (b) Nominations for the office of Director may also be made by petition to the Secretary, signed by at least ten (10) members in good standing, naming a nominee or nominees and said list shall be received by the Secretary at least ten (10) days before the mailing of notices of the annual meeting, and the Secretary shall include in said annual meeting notice said list of nominees, with a notation as to the method of nomination.
- (c) Nomination for the office of Director may be made from the floor at the annual meeting.

Section 5. MEETINGS: The Board shall hold a regular annual meeting within one month of the annual meeting of members. At each regular meeting, the Board of Directors shall fix by resolution the time and place of the next regular meeting. No more than ninety (90) days shall intervene between regular meetings. Special meetings of the Board may be called at any time on 5 (five) days notice by any two regularly elected officers.

Section 6. NOTICE: At least ten (10) days written or electronic notice of every regular meeting of the Board of Directors shall be mailed to each Director.

Section 7. QUORUM:

(a) A majority of the directors in office shall constitute a quorum for transaction of business, and the acts of a majority of Directors present at a meeting at which a quorum is present, shall be the acts of the Board of Directors, provided, that if all the Directors, severally or collectively, consent in writing to any action taken by the Corporation, such action shall be a valid Corporation action as though it had been authorized at a meeting of the Board of Directors.

(b) The Directors present at a duly organized meeting may continue to validly conduct business until adjournment, notwithstanding the withdrawal of not more than three members of the board.

Section 8. VACANCIES The Board of Directors shall have the authority to fill any vacancies in office. The appointed officers shall serve until the next annual meeting or until their successors have qualified and are elected.

Section 9. REMOVAL: A Director may be removed from office for a cause by a vote of two-thirds (2/3) of the members of the Board, after a hearing before the members. A ten (10) day written notice must be given to the Director concerned. A Director shall lose office upon the filing with the Secretary, a written letter of resignation or upon the termination of the Director's club membership. A Director is expected to attend at least seven (7) monthly meetings throughout the calendar year. A director who misses three (3) consecutive meetings without notifying the board shall be removed for cause.

Section 10. PRESIDING OFFICER: The President, or in the President's absence, the Vice-President shall preside at all meetings of the Board of Directors. In absence of both, the Directors shall elect a chairman of the meeting.

Section 11. MINUTES: The Secretary, or in the Secretary's absence, a Director appointed by the presiding officer, shall record the minutes of all meetings of the Board.

Section 12. DUTIES: All powers and fiduciary responsibilities of the Club as a corporation, except those specifically granted or reserved to the voting members shall be vested in the Directors, all of whom must be members in good standing. The responsibilities of the Directors shall include but not limited to:

- (a) Authorize all purchases and disbursements necessary to maintain and upgrade the proper operation of the club.
- (b) Prescribe rules pertaining to guidelines, governance, health and safety issues.
- (c) Prepare annual reports summarizing important membership and financial status.
- (d) Establish job classifications, salary schedules and authorization for employment.
- (e) Supervise all committees, with the authority to direct their activities, to amend rules and regulations to serve and protect the best interest of the Corporation.
- (f) Adopt an annual budget and supplementary budget upon recommendation of the Finance Committee. All provisions for capital expenditure over six thousand dollars (\$6,000) shall be approved by a meeting of the membership. The Board of Directors shall have the fiduciary responsibility to authorize

capital expenditure over \$6000, without the initial notification of the membership, should the structural defect compromise the integrity and safety concerns of the facilities and/or Corporation. The Board of Directors shall then have thirty (30) days to report to the membership.

- (g) Establish the annual membership dues based on budgetary requirements.
- (h) Establish guest and special membership dues.
- (i) Require the issuance of Fidelity Bond (Director and Officers' Insurance) for the Treasurer and other Officers as the Board deems necessary.
- (j) Require biennial reviews of the financial accounts.
- (k) Authorize issuance of debt and assessments of its members to meet all capital expenditures including necessary operations, maintenance, and upgrade of buildings and grounds of the club facilities.
- (l) Secure proper insurance against loss by fire, theft, injury and other casualties necessary to protect the interest of the Club, the Board and its members.

ARTICLE VII - OFFICERS

Section 1. OFFICERS: The Board shall elect from their body a President, Vice-President, Secretary, Financial Secretary and Treasurer who shall serve for one year. The election shall take place at the first Board meeting after the annual meeting.

Section 2. VACANCIES: The Board shall have the authority to fill any vacancies in office as set forth in Article VI, Section 8.

Section 3. PRESIDENT: The President shall:

- (a) Preside at all meetings.
- (b) With the Secretary, sign all contracts and papers relating to the affairs of the Corporation.
- (c) Make all committee appointments, except as specified.
- (d) Be an ex-officio member of all committees.

- (e) Perform all other duties properly belonging to the office, including executive supervision of all activities of the Corporation and its staff.

Section 4. VICE-PRESIDENT: The Vice-President shall assist the President and perform the duties in his absence.

Section 5. SECRETARY: The Secretary (either personally or by delegation) shall:

- (a) Make and keep minutes of all minutes of all meetings of the Board and of the members.
- (b) Keep all corporate records, except financial records.
- (c) Conduct all official correspondence.
- (d) Issue calls for the meetings.
- (e) Have custody of the Corporate Seal.
- (f) Attest the signature of Corporate officers when required.
- (g) Perform such other functions as may be appropriate to the office, or required by the Board of Directors.

Section 6. FINANCIAL SECRETARY: The Financial Secretary shall:

- (a) maintain a membership record including the names, address such other data concerning admission to, maintenance, and termination of membership as required by the bylaws and Board of Directors.
- (b) Accept, record and deposit all the receipts of funds in bank accounts approved by the Board of Directors.
- (c) Bill members for dues, guest fees and assessments.
- (d) Perform such other functions as may be appropriate to the office, or required by the Board of Directors.

Section 7. TREASURER: The Treasurer shall:

- (a) Make and keep records of all financial transactions of the Corporation.
- (b) Be responsible for the recording of all money deposited by the Financial Secretary.

- (c) Arrange transfers of moneys between banks accounts or other places of deposit that are approved by the Board of Directors, paying any service charges on such accounts as may be proper.
- (d) With the President and/or Vice-President, sign all checks and make all disbursement upon receipt of authorized vouchers.
- (e) With the approval of the President, advance an amount not to exceed three hundred (300) dollars to any officer, Director or committee chairperson who is required to expend cash Corporation purposes, upon receipt of a signed voucher therefore. An accounting from the person receiving the cash shall be required by the Treasurer.
- (f) Perform such other functions as may be appropriate to his office, or required by the Board of Directors.

ARTICLE VIII - COMMITTEES:

Section 1. STANDING COMMITTEES: The committees shall be the following: Rules, Bylaws and Constitution Committee; Finance and Budget; Operations and Maintenance; Nomination; Membership and Standing; Public Relations; Events; Grievance.

Section 2. Chairperson: Only Directors shall be chairman of the standing committees.

Section 3. FINANCE AND BUDGET COMMITTEE: The Finance and Budget committee shall consist of no less than two members of the Board of Directors, one of whom shall act as Chairman, and up to two other members in good standing, and shall

- (a) Prepare and submit to the Board of Directors before March 1st of each year an annual budget providing for all anticipated expenditures of the Corporation for the year.
- (b) Make recommendations to the Board of Directors on fiscal matters.
- (c) Perform such other financial functions as may be assigned by the Board of Directors.

Section 4. OPERATION AND MAINTENANCE COMMITTEE: The Operation and Maintenance Committee shall consist of no less than two members of the Board of Directors, one of whom shall act as chairman, and up to two other members in good standing, and shall:

- (a) Establish and enforce rules and regulations as set forth by the Board of Directors.
- (b) Modify on a yearly basis, the Constitution, Guidelines, Bylaws, Rules and Regulation and club policies when necessary to remain in compliance with rules, regulations and ordinances pertaining to health codes as set forth by State of New Jersey Department of Health, Bergen County Health Department and Closter Boro Board of Health Department.
- (c) Authorize the Pool Manager or his designee to enforce the rules, regulations and ordinances pertaining to health codes as set forth by State of New Jersey Department of Health, Bergen County Health Department and Closter Boro Board of Health Department.
- (d) Authorize the Pool Manager or his designee to enforce rules, regulations and club policies as set forth by the Board and Operation and Maintenance Committee to reflect the best interests and safe operations of the Corporation with respect to:
 - 1. Expenditures for normal operations as set forth by the annual budget.
 - 2. Establishing dates and times for normal, safe operations.
 - 3. Authority to close operations in event of inclement weather.
 - 4. Authority to close operations for any incident(s) or event(s) which may be detrimental to the health and well being of the Corporation, its facilities and its members and guests.
 - 5. Authority to, at the discretion of the pool manager or his designee, issue a warning or expel any member(s) and their guest(s) for any violation(s) of including inappropriate conduct and/or behavior,

inappropriate language, consumption of alcohol or illicit drug use on any Corporate grounds, consumption of food and beverages, except for bottled water, outside the designated areas.

6. A member, special member or guest(s) shall be denied entrance, expelled from the facilities or subject to privilege suspension by any staff member of the Operations & Maintenance Committee, including the Pool Manager or his designee for violation of rules, regulations, club policies as set forth by the Corporation, Boro of Closter Department of Health, State of New Jersey Department of Health, Bergen County Health Department.
7. Authority to enforce rules, regulations, club policies and use law enforcement and medical services including but not limited to police, fire, rescue and emergency medical services to safeguard or prevent any or all immediate and eminent threats, violations or danger which could affect and compromise the well being of the Corporation, its facilities, members and guests.

- (e) Have the authority to employ and supervise qualified pool attendant and other personnel required for the safe and proper maintenance and management of the club facilities.
- (f) Secure a weekly bacteriological examination of the water in the swimming pools and record accordingly.

Section 5. MEMBERSHIP AND STANDING COMMITTEE: The Membership and Standing Committee shall consist of no less than two members of the Board, one of whom shall act as Chairman, and up to two others members in good standing and shall be responsible to:

- (a) Investigate and report to the Board any infractions or violations of rules, regulations, club policies by members and their guest.
- (b) Solicit members as required.
- (c) Such other duties as the Board of Directors may assign.

Section 6. RULES, BYLAWS AND CONSTITUTION COMMITTEE: The Rules, Bylaws and Constitution shall consist of no less than two Members of the Board, one of whom shall act as Chairman, and up to two other members in good standing shall be responsible for:

(a) Obtain legal counsel for the corporation, officers and Board when so directed by the Board.

(b) Evaluate and recommend revisions, if necessary, of the Constitution and Bylaws, on the annual basis, and report its findings to the Board at least thirty (30) days before the next annual meeting of the membership.

Section 7. PUBLIC RELATIONS COMMITTEE: The Public Relations Committee shall consist of no less than two members of the Board, one of whom shall as Chairman, and up to two other members in good standing, and shall be the exclusive source of publicity releases and statements on behalf of the Corporation, and shall have the function of maintaining a satisfactory relationship between the Corporation and community officials, news media and the public.

Section 8. EVENTS: The Events Committee shall consist of no less than two members of the Board, one of whom shall act as Chairman, and up to two other members in good standing shall be responsible for organization of special programs and events.

Section 9. GRIEVANCE: The Grievance Committee shall consist of no less than two members of the Board, one of whom shall act as Chairman, and up to two other members in good standing shall be responsible for: investigating all alleged violations of rules, regulations and club policies against members as set forth by Article VIII, Section 4, (a)-(d). The Grievance Committee shall then report its findings to the Board of Directors.

Section 10. NOMINATING: The Nominating Committee: shall consist of no less than three members of the Board, one of whom shall act as Chairman, and up to three other members in good standing. This committee shall select from the membership qualified members for nomination to the Board of Directors.

Section 11. OTHER COMMITTEES: There shall be such other committees as the President may appoint.

ARTICLE IX - AMENDMENTS

Section 1. Amendments to the Constitution and Bylaws or any article thereof may be initiated by the Board or by petition to the Board signed by twenty-five (25) voting members and may be adopted at any annual meeting or other regularly called meeting of the members, by a two-thirds ($2/3$) vote of those members in good standing, in person or by proxy, provided a quorum of at least twenty (20) percent of the members in good standing is present in person or by proxy. A copy of any such proposed amendment shall be sent to all members at least ten (10) days before such meeting.