

Lawrence Park Swim Club By-Laws

Revised October 10, 1978, 11/30/93, 11/30/2014 and 10/02/2018 (adopted at October Meeting of the Board of Governors and presented to Shareholders at October 2018 Annual Meeting).

ARTICLE I The Board of Governors

Section 1

The Board of Governors shall consist of nine (9) Governors elected as in the following section of this Article. Effective upon amendment of the Bylaws in the 2015 Annual Meeting, The board of Governors shall be increased to consist of ten (10) Governors elected in accordance with Section 2 of these Bylaws.

Section 2

- (a) Founding Board of Governors from 1958 until Annual Meeting 2015. Nine (9) members of the Club shall be elected to the Board of Governors at the first regular meeting of the membership in 1958. Of these members of the first regular Board of Governors: (i) three (3) shall serve a term of one (1) year or until their successors have been elected, and (ii) three (3) shall serve a term of two (2) years or until their successors have been elected. And (iii) three (3) shall serve a term of three (3) years, or until their successors have been elected. After completion of the first year of existence of the Board of Governors, three Governors shall be elected at each Annual Meeting and they shall serve a term at three (3) years, or until their successors have been elected.
- (b) Board of Governors effective as of 2015 Annual Meeting. Effective as of the 2015 Annual Meeting, the Board of Directors shall be divided into two classes of Directors as follows:
 - (i) Class A Governors. Nine (9) members of the Club shall be elected to the Board of Governors as follows: three (3) Class A Governors shall be elected at each Annual Meeting and shall serve a term of three (3) years, or until their successors have been selected. Class A Governors shall be selected from the membership of the Club in accordance with Section 2(b)
 - (ii) Class B Governor. One (1) Governor shall be elected each year from that group of members whose children participate in the Lawrence Park Club Swim Team (the "Swim Team"). The election of the Class B Governor shall be in accordance with Swim Team Bylaws which require election of the President by the members who are swim team parents and that duly elected President shall also serve as the Class B Governor.
- (c) Governor Eligibility.
No Class A Governor may be elected by the membership to serve more than two (2) consecutive three (3) year terms. Any member ineligible for re-election as a result of having served two (2) consecutive three (3) year terms shall become eligible for election to the Board of Governors one year following the election of his successor.

The Class B Governor shall be eligible to serve only as long as he or she serves as Swim Team President. In the event he or she is removed as President of the Lawrence Park Swim Team for any reason, a new Class B Governor shall be selected as follows:

- (i) the Swim Team Committee shall so notify the President,

- (ii) the outgoing Class B Governor shall be removed as by the Board as no longer eligible to serve, and
- (iii) the Swim Team Board shall within sixty (60) days of such removal hold an election overseen by the Swim Team Committee set forth in Section 2(b) hereof to elect a new Class B Governor.

Section 3

Standing Governors must be of legal age, members in good standing and must hold no township or county elected office. **Section 4**

The contributions of this committee are vital to making the pool a welcoming and safe place to spend summer. The continued success of our club depends on active members who volunteer with their knowledge, time and talent.

Nominations for Class A Governor.

- (i) Nominations for Class A Governor by Nominating Committee. Nominations for the Class A Board of Governors shall be made by the Nominating Committee. Notice of the annual meeting-must be sent to the membership by distributing notice of the meeting through membership correspondence and posting the date and time of said meeting on the Club's website. This notice shall state the names of the nominees for Governors and shall include reference thereto if any nominee is an incumbent.
- (ii) Nomination by Membership Write-In. A nomination for a Class A Governor may be made in writing signed by at least twenty shareholders (one signature per share) and mailed to the secretary not less than twenty days before the date of the annual meeting. Nominations so made shall be included in the official ballot posted on the Club's website.
- (iii) Nomination by the Floor. Nominations for a Class A Governor, properly seconded, may also be made from the floor at the Annual Meeting.

(a) Nominations for Class B Governor.

Nominations for Class B Governor shall be in accordance with the procedures of the Swim Team Standing Committee and consistent with Swim Team By-Laws which provide for election of a Swim Team President who shall also serve as the Class B Governor during his or her term as President of the Swim Team subject to eligibility requirements set forth in these Bylaws.

Section 5

Members of the Board of Governors shall receive no salary for service as Governors. Compensation for active members of the Board of Governors in the form of credit of current annual family dues may be granted by action of the Board of Governors. Such credit shall be deemed payment of current annual dues as defined in **Article III, Section 4 of the Constitution and Article IV, Section 5 of the ByLaws**. Members of the Board of Governors shall continue to pay a Capital Improvement Fee while on the Board of Governors.

Section 6

Meetings of the Board of Governors shall be held at such time and place as a majority of the Governors may from time to time appoint, or as may be designated in the notice calling the meeting. The Board of Governors shall hold regular meetings not less than four (4) times per annum.

Section 7

Notice of every regular meeting of the board of Governors shall be given to each member of the Board of Governors at least five (5) days prior to the day named for the meeting. Special meetings, however, may be called upon one (1) days' notice.

Section 8

Quorum

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

The Governors present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough Governors to leave less than a quorum.

Section 9

Vacancies in the Board of Class A Governors shall be filled by a replacement elected by a majority of the remaining members of the Board, and each person so elected shall be a Governor until his successor is duly elected. Vacancies in the Board of Class B Governors shall be filled by a replacement elected by a majority of the remaining members. Any member ineligible for election to the Board of Governors in accordance with Article 1. Section 2 cannot fill a vacant seat.

Section 10

The Board of Governors may declare vacant the office of a Governor or Officer if he or she be declared of unsound mind by an order of Court or convicted of a felony, or for any other proper cause, or if within sixty (60) days after notice of his/her election he/she does not accept such office either in writing or by attending a meeting of the Board of Governors. However, when such action is contemplated the offending Governor shall be given ten (10) days advance notice in writing at the meeting at which such action is contemplated.

Section 11

Meetings of the Board of Governors shall be presided over by the President. In his absence the 1st Vice President shall preside, and if neither the President nor 1st Vice President is present, the 2nd Vice President shall preside and if neither the President, 1st Vice President or 2nd Vice President is present the Governors present shall elect a presiding officer for such meeting. The Recording Secretary or in his absence, a Governor appointed by the presiding officer, shall record minutes of all meetings of the Board of Governors.

Section 12

The Board of Governors shall have the power to make or authorize purchases necessary or desirable for the operation of the Club and to employ, or authorize the employment of, all employees of the Club

and to fix compensation of employees, and to do or cause to be done all other things necessary for the operation and maintenance of the Club.

Section 13

The Board of Governors shall prescribe rules for the government and use of Club facilities and perform such other duties as they in their discretion may deem to be for the best interest of the Corporation; **provided, however that they shall not be in excess of twenty (20) percent of the combined value of the real property and improvements to be erected thereon** without the authority of the active membership given by majority vote of those voting at an Annual Meeting or a Special Meeting. None of the above provisions shall apply to any mortgage or other indebtedness deemed necessary by the Board of Governors to be incurred for the purpose of the initial purchase of land and initial construction of Swim Pool and facilities.

Section 14

The Board of Governors shall submit to the members by March 15 a report showing the state of membership and finances setting forth the transactions of the previous year.

Section 15

The Board of Governors shall have supervision over all committees and power to direct their effort and to alter or amend any rules or regulations prescribed by any committee.

Section 16

The Board of Governors shall secure the fidelity of the Treasurer of the Club and may secure the fidelity of any or all of the other officers, assistant officer or employees by bond or otherwise and in such amount as shall be deemed proper.

Section 17

The Board of Governors shall require an audit to be made of the accounts of the Corporation for each calendar year. Such annual audits may be made by an Auditing Committee appointed from the membership or by independent accountants engaged for that purpose if the Board of Governors deems such action is advisable.

The Board of Governors shall oversee the finances of the Swim Team through the Swim Team Committee. At least three times each year (in May, August, and January), the Swim Team Committee led by the Class B Governor shall present an overview of the finances of the Swim Team including a detailed accounting in such format as may be requested by the Board of Governors.

Section 18

Each Governor and Officer of the Corporation shall be indemnified by the Corporation against the expenses reasonably incurred by him/her and/or damages imposed upon him/her in connection with the defense of or as the result of any action legally taken or alleged to have been taken by him/her as a Governor or Officer of the Corporation. This indemnification shall not be effective in the case of any action or omission of any action as to which he/she shall be liable under the provision of any Federal or State statute or as to which he/she may be liable by reasons of dereliction or negligence in the performance of his/her duties as a Governor or Officer of the Corporation.

Section 19

The Board of Governors shall secure for the protection of the Corporation public liability, property damage, and Director and Officer Liability insurance and other forms as may be deemed necessary fully covering complete operations of the Corporation and liabilities of the Board of Governors and Officers in conjunction with their duties to the Club and the indemnification set forth in Section 18 hereof.

ARTICLE II The Officers

Section 1

The Officers of the Corporation shall consist of a President, a 1st Vice-President, a 2nd Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer, and such assistant officers and agents as the needs of the Corporation may require.

Section 2

Officers shall be elected by and from the Board of Governors at the first regular meeting following the Annual Meeting of the Corporation and shall serve for a term of one year or until their successors are elected and have qualified. Governors only shall be eligible to serve as Officers of the Corporation.

Section 3

Any vacancy among the Officers shall be filled by the Governors, and such appointed Officers shall serve until the newly constituted board meets after the next Annual Meeting of the members.

Section 4

- (a) The President shall preside at all meetings of the Board of Governors and membership; and shall in conjunction with the Recording Secretary sign all contracts and papers relating to the affairs of the Corporation; make all appointments to committees subject to confirmation by the Board of Governors, and shall be ex-officio a member of all committees, and shall perform all other acts properly belonging to the office, including executive supervision of all activities of the Club and of the employees thereof.
- (b) The President may authorize expenditures and payment for current operating supplies and equipment and fixed assets without further approval of the Board of Governors if the funds authorized to be expended have already been included in a budget approved by the Board of Governors provided that

all bills for such expenditures shall be presented to the Board of Governors at the next regular meeting.

- (c) At the invitation of the Board of Governors, the immediate past President may serve a one-year term as a non-voting advisor to the Board of Governors.

Section 5

The 1st Vice-President shall assume the full responsibilities duties and obligations of the President during the absence of the President.

Under the direction of the President, the 1st Vice President shall attend to the business and financial operations of the Club and shall be Chairman of the Finance Committee. They shall be an ex-officio member of all committees.

Section 6

The 2nd Vice-President shall assume the full responsibilities, duties and obligations of the President during the absence of the President and 1st Vice-President.

Section 7

- (a) The Recording/Corresponding Secretary shall make and keep minutes of all meetings of the Board of Governors, and of meetings of the members and shall be prepared to present these minutes at the next or at future meetings, if required.
- (b) The Recording/Corresponding Secretary shall conduct all official correspondence and keep a correspondence file. This position shall adapt correspondence as communication technologies change to include email, social media, event announcements, webpage and/or app updates.
- (c) The Recording/Corresponding Secretary shall attest the Signature of the Officers of the Corporation when required on contracts or other papers relating to the affairs of the Corporation, and shall have custody of the corporate seal.
- (d) The Recording/Corresponding Secretary shall issue calls for meetings with the proper notice at the request of the person or persons authorized to call meetings.

Section 8

- (a) The Recording Secretary shall issue share certificates to fully paid stockholders as evidence of ownership.
- (b) The Treasurer shall keep or causa to be kept a Corporation Stock Transfer Book showing the names and addresses of the holders of shares in the Corporation, together with complete record of payment or payments and the number and the date of the certificate or certifications issues.

- (c) The Treasures shall maintain a list of requests for redemption of shares in the order of receipt that will be redeemed in this order, except that a member producing a satisfactory replacement shall be promoted to the head of the list.
- (d) The Corresponding Secretary shall assist the Recording Secretary in the issuance of membership cards or tags and with the correspondence with and management of membership registrations and records, especially as related to new members, who are purchasing bonds and exiting members, who wish to redeem their bond.

Section 9

- (a) The Recording Secretary shall maintain a membership record containing the names and addresses of each member and where membership has been terminated, the date on which membership ceased. In cases where termination of membership is initiated by the Club, the reason for such action shall also be recorded.
- (b) The Recording. issuance of the membership cards or tags of the Club and maintenance of records of persons (members) to whom such cards or tags have been issued. No more membership cards.

Section 10

- (a) 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 Governors as may be requested.
- (b) The Treasurer shall be responsible for the receipt of all, monies due the Corporation and deposit of same in banking institutions approved by the Governors.
- (c) The Treasurer is authorized to pay any charges imposed by designated banking institution (or service if such charges are deemed proper by him.
- (d) The Treasurer shall normally sign all checks and make all disbursements on approved bills and vouchers, all checks to be countersigned by one of two other officers, as authorized by the Board of Governors. In the treasurer's absence or incapacity, checks shall be signed by the two other officers authorized by the Board of Governors to co-sign checks.
- (e) The Treasurer shall, when authorized by the President, advance not to exceed two hundred dollars (\$200.00) to any Officer, Governor, or Committee Chairman of the Corporation who is required to make purchases for cash. In each such instance the Treasurer shall require an accounting from the person receiving such cash.
- (f) The Treasurer shall maintain such other records as may be required by the By Laws or as shall be required by the Board of Governors. This includes but is not limited to contracts, insurance, licenses, inspections, and certifications.

Section 11

All Officers and agents of the Club as between themselves and the Club shall respectively have such authority and perform such duties in the management of the property and affairs of the Club as may be provided in the Constitution or By-Laws or as may be determined by resolution of the Board of Governors.

ARTICLE III Standing Committee

Section 1

The standing committees of the Corporation, appointed by the President with the approval of the Board of Governors, shall be:

- (a) Finance Committee
- (b) Operating/Facilities Committee
- (c) Swim Team Committee
- (d) Membership Committee
- (e) Such other committees as the Board of Governors shall authorize.

Section 2

A Governor shall act as Chairman of each Standing committee.

Section 3

The duties of the Standing Committees will be assigned by the Board of Governors and in all cases Article 1, Section 15, of these By-Laws shall apply to committee action.

Article IV MEMBERSHIP

Section 1

Club Membership shall consist of the following classes of members: (a) Active Member which shall be the designation of the household holding an active Bond and shall consist of the following sub-classes: (i) First Active; (ii) Second Active; (iii) Junior; and (iv) Associate (b) Senior Citizen (c) Special Member.

Section 2

ACTIVE MEMBER: (a) First Active -- The voting member of the Active Member household (b) Second Active -- The next senior member of the Active Member household (c) Junior Member -- Dependent child of First or Second Active under twenty-one (21) years of age (d) Associate Member -- Unmarried child twenty-one (21) years of age or older whose primary residence is the household of an Active Member.

Section 3

SENIOR CITIZEN

Any existing and current bondholder may apply for the Senior Citizen membership classification subject to the following guidelines: • The applicant is at age 65 or older prior to the close of the current Club season; • Senior status is applicable to the current bondholder and spouse or partner, provided that both individuals are 65 or older and reside at the same residence; • Senior status is limited to membership of two individuals per membership and cannot include any other membership classification unless approved by the Board of Governors; • Senior member retains all other member privileges.

Section 4

SPECIAL MEMBER

A person whose primary residence is in the household of an Active Member may qualify for Special Membership. In addition, a person who serves as a child care provider for an Active Member may also qualify for Special Membership. In order to be considered for Special Membership, the Active Member seeking such membership shall complete and submit an Application for Special Membership to the Board. The Board shall consider each Application for Special Membership at the next regularly scheduled Board meeting after the submission of the Application and vote whether to approve the Application.

Section 5

Club privileges shall be granted only if dues for the current year and other financial obligations are paid. Compensation for services of members as may be authorized by the Board at Governors in the form of credit for current annual dues shall be considered as dues having been paid.

Section 6

Membership dues shall be set annually by the Board of Governors.

- (a) Dues for the season will be billed by February 1st of each year and shall be payable by April 1st. Dues paid in person or post-marked before March 1st may be subject to discounting an amount to be set annually by the Board of Governors. Any family whose dues are not paid by April 20th shall at the discretion of the Board of Governors, forfeit the privileges of using the Club's facilities for that year. The board of Governors may then, after April 20th, offer a summer membership as replacement for the unpaid membership on terms to be decided by the Board of Governors.
- (b) In event of expulsion, in accordance with Article IV, Section 4 of the Constitution, no dues will be refunded.
- (c) A family attaining membership after July 20th shall pay 50% of the regular dues for that season. There will be no reduction in the cost of the bond or the Capital Improvement Fee.

SECTION 7

The Board of Governors may from time to time make such rules and regulations with respect to the means of determining the qualifications and the desirability of admitting applicants to membership as they may deem in the best interests of the Club.

Article V

Section 1

ESTABLISHING DUES:

- (a) By the end of the calendar year, the Board of Governors shall establish dues for each class of membership for the following year.
- (b) Dues shall be sufficient to provide for the necessary operating expenses of the Club - and the proper maintenance and improvement of its property, and such dues shall be payable by May 20th of each year.
- (c) At least the first or second Active Member must join annually in order for other members of the household to be eligible for club membership.

Section 2

CAPITAL IMPROVEMENT FEE

- (a) The Board of Governors may establish an assessment each year to be paid by each Active Member at the same time dues must be paid.
- (b) Any such assessment shall be used for capital projects or other significant improvements to the Club's property.
- (c) The Board of Governors shall establish any such assessment by the end of the calendar year for the following year.
- (d) The Capital Improvement Fee (CIF) is due every year whether or not you choose to join and pay dues. This fee is used to maintain the pool and property and thus maintain the value of the bonds. Any unpaid CIF fees will be deducted from the value of the bond when it is redeemed.

Section 3

BONDS

- a) The Lawrence Park Swim Club is authorized to issue and sell bonds, each bond to have par value of four hundred and seventy-five dollars (\$475.00). The number of bonds to be issued and sold by the Corporation shall be established at four hundred (400), but at the discretion of the Board of Governors this number may be increased not to exceed a limit of four hundred and fifty (450). The said bonds are assessable, nonnegotiable, non-profit-sharing, non-interest bearing, and do not represent an obligation of the Corporation, and shall not release the holder or holders thereof from payment of dues and fees for club privileges received.

ARTICLE VI Meeting of Members

Section 1

The Annual Meeting of the Corporation shall be held in August of each year.

Section 2

Special meetings of the members may be called at any time by the President or the Board of Governors, or by the membership at large under Article IV, Section 2 of the By-Laws.

Section 3

Meetings of the Corporation shall be held at such place or places in Delaware County, PA, as the President of the Board of Governors may designate in the notice for the meeting.

Section 4

Notice of the Annual Meeting shall be given to members by posting the date and time of said meeting on the Club's website and sending an email to all active members who participate in the notification segment of the software at least five (5) days prior to the day named for the meeting unless a greater period of notice is required elsewhere in these articles in a particular case. (See Article 1, Section 4(a).)

Notice of a Special Meeting called by members shall be posted on the Club's website.

Section 5

When a meeting is adjourned with the intent of reconvening within five (5) days it shall not be necessary to give any notice of the adjourned meeting or business to be transacted other than by announcement at the meeting at which such adjournment is taken.

Section 6

The qualifications for voting at any meeting shall be as set forth in Article IV of the By-Laws.

Section 7

A quorum at any meeting at the Club shall consist of thirty-five (35) of such members entitled to vote at the meeting provided that notifications have been sent to all shareholder of the Corporation as prescribed in Section 4 of this Article. All active members of the club have been notified as prescribed in Section 4 of this Article.

Section 8

The members entitled to vote present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members entitled to vote to leave less than a quorum.

Section 9

A duly called meeting shall not be organized for transaction at business unless a quorum is present.

Section 10

If the meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided in these articles, adjourn the meeting to such time and place as they may determine; but in the case of any meeting called for the election of Governors, those who attend the second of such adjourned meeting, although less than a quorum as fixed in this Article, shall nevertheless constitute a quorum for the purpose of electing Governors.

Section 11

The Annual Meeting or any special meeting called for the election of Governors may only be adjourned from day to day until such Governors have been elected.

Section 12

Upon request of a member entitled to vote, the books or records of membership shall be produced at any general or special meeting of the Club.

Section 13

If at any meeting the right of any person to vote be challenged, the presiding officer shall require the books or records of the Corporation to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members may vote.

ARTICLE VII Fiscal Year

The fiscal year of this organization shall begin January 1st and end on December 31st.

ARTICLE VIII Amendments

Section 1

By-Laws of the Corporation may be adopted, amended, or repealed by a majority vote of the members of the Board of Governors.

Section 2

The members entitled to vote shall have the privilege to change or repeal By-Laws by a two-thirds vote of the members entitled to vote present at a duly organized meeting. Such pro-posed amendments to By-Laws must be presented to the Recording Secretary not less than 20 days before such meeting. Shareholders shall be notified of the proposed amendment to be voted upon not less than 10 days before said meeting.