

BY-LAWS OF TIMBER LANE SWIMMING CLUB, INC.

Effective Date September 5th, 2005

ARTICLE I - NAME

The name of the Club shall be the Timber Lane Swimming Club, Inc.

ARTICLE II - PURPOSE

The purpose of this Club is to own and operate a swimming pool and related recreational facilities for the use of its members.

ARTICLE III - GOVERNMENT

The Club shall be managed by a Board of Directors.

ARTICLE IV - MEMBERSHIP

Section 1.

There shall be the following classes of membership:

- a. **Active Members** - Any person who is an adult resident of a household.
- b. **Associate Members** - Any person who is a minor residing in the household of an active member and whose membership has been approved by the Board of Directors.

Section 2.

The Board of Directors shall appoint a membership chairperson who shall have the duty and responsibility of considering all applications for membership.

Section 3.

The Board of Directors shall vote upon the admission to the Club of each applicant recommended by the membership chairperson at their first meeting after receiving such recommendation, and shall confirm membership only upon those applicants who shall be approved by two-thirds (2/3) of the members of the Board.

Section 4.

Club membership shall not exceed 175 families.

Section 5.

All memberships are subject to the following:

- a. **Resignation** - Any member of the Club may resign at any time by submitting a letter of resignation addressed to the Club's post office box. Such resignation shall be effective as of the letter's postmark date. Resignation shall be subject to all Sections of Article VIII.

- b. **Expulsion or Suspension** - A Member may be expelled or suspended by a two-thirds (2/3) vote of the Board of Directors. A member shall receive 30 days notice in writing of any complaint made against said member. The notice shall specify the charges against the member and shall advise the member of the time and place of the hearing of the complaints or grievances against the member. The hearing shall be held before three members of the Board of Directors appointed by the President. The member may appear and present evidence in the member's behalf. The three members of the Board of Directors present at the hearing shall report their findings to the entire Board of Directors which shall then decide whether to expel or suspend the member in accordance with the voting requirements of this section.

- c. **Temporary Suspension** - The President, Vice President-Administrative, Vice President-Pools and Grounds and the Pool Manager individually have the power to suspend pool privileges for violation of Club rules and regulations provided such suspension does not exceed 7 days. A written report of such suspension containing reasons therefore shall be submitted to the President within 24 hours.

In the case of a temporary suspension, the requirements of the immediately preceding subsection need not be complied with.

ARTICLE V - MEETINGS

Section 1.

The annual meeting of the members of the Club for the election of directors for the transaction of such other business as may come before the meeting shall be held each year on such date, at such time, and at such place, as shall be designated by the Board of Directors.

Section 2.

Special meetings of the membership may be called at any time by the Board of Directors and shall be called by the Board upon written request of 15 active members to the Secretary. The purpose of the special meeting shall be stated in the written request and the special meeting shall be called by the Secretary within 30 days of said request.

Section 3.

Notice of the place, date and time of the holding of each annual meeting and special meeting of the membership and, in the case of a special meeting, the purpose or purposes thereof, shall be in writing and shall be given by mail to the active members at their last known address at least 7 days prior to the date of such meeting. The notice of the annual meeting shall include the names of the candidates nominated by the nominating committee to the Board of Directors.

Section 4.

There shall be a quorum at Club meetings when there is present 30 active members. If there is an insufficient number of active members present at the first meeting to constitute a quorum, a second meeting shall be called and those active members present at the second meeting shall constitute a quorum.

Section 5.

Each active member shall be entitled to vote at meetings of the Club. Any active member may be represented by proxy if not able to attend in person. Voting need not be by written ballot and may be by voice vote. Upon the demand of 15 active members, vote shall be by roll call. Any Club action to be taken by vote of the membership shall be authorized by a majority of the total votes cast by the active members present at any meeting at which a quorum is present.

ARTICLE VI - BOARD OF DIRECTORS

Section 1.

General Powers - Business and affairs of the Club shall be managed by the Board of Directors. The Board of Directors shall transact all Club business and make and amend rules for the regulation and use of Club property. The Board may exercise all such authority and powers of the Club and do all such lawful acts and things as are not by statute or the Certificate of Incorporation directed or required to be exercised by the membership.

Section 2.

Number, Qualifications, Elections and Term of Office - The number of directors of the Club shall be nine (9). All directors of the Club shall be active members thereof. Except as otherwise provided by statute or these By-Laws, the directors at which a quorum is present, and the persons receiving a plurality of the votes cast at such election shall be elected. At each annual meeting three directors shall be elected to replace those retiring. Each elected director shall hold office for a term of three years and until a successor shall have been duly elected and qualified or until his death, or until he shall have resigned, or have been removed, or have become disqualified as a member and/or director under the terms of these By-Laws or the Certificate of Incorporation or by statute. No director shall be nominated for office without his consent.

Section 3.

Meetings - Meetings of the Board may be held from time to time at such place as the Board or the President may designate. Special Meetings may be held via email.

Section 4.

First Meeting - The Board shall meet for the purpose of organization, the election of officers and the transaction of other business, within 30 days after each annual meeting of the membership on such date, at such place, and at such time as determined by the Board. The First meeting of the Board shall be held in person.

Section 5.

Special Meetings - Special meetings of the Board may be called by the President, and shall be called by the Secretary upon the request of two or more members of the Board.

Section 6.

Notice of Meetings - Notice of each in-person meeting of the Board, whether regular or special, shall be delivered by mail or e-mail to each member of the Board at least seven days before the date of the meeting. Notice of a Special Meeting held by e-mail (a) shall be delivered by e-mail to each member of the Board at least 36-hours before the date and time at which votes will be tallied, with such e-mail having the Subject line to read "Timber Lane Special Meeting to be held by e-mail", (b) shall state the issue to be voted upon in sufficient detail that the members of the Board are able to vote (i) either "yes" or "no" or "requires more discussion" on the issue to be voted upon or (ii) for one of a number of carefully delineated options to be voted upon, always including "requires more discussion" as one of the options, (c) shall state the exact date and time at which the e-mail votes will be tallied, and (d) shall state the e-mail address of the director to whom Special Meeting to be held by e-mail votes are to be sent.

Section 7.

Quorum and Manner of Acting - For an in-person meeting five members of the Board shall be present in person at a meeting of the Board in order to constitute a quorum for the transaction of business at such meeting. The act of a majority of the directors present at any in-person meeting at which a quorum is present shall be the act of the Board. For a Special Meeting to be held by email, five members of the Board shall vote by e-mail to the director listed in the Notice of Special Meeting held by email, prior to the exact date and time the email votes will be tallied, in order to constitute a quorum for the transaction of business at such meeting. The act of a majority of the directors who vote shall be the act of the Board.

Section 8.

Resignations - Any director of the corporation may resign at any time by giving written notice of his resignation to the Board or the President or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, as of the letter's postmark date and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9.

Vacancies - Vacancies may be filled by a majority of the directors then in office, though less than a quorum, and a director so chosen shall hold office until the annual election and until their successors are duly elected and shall qualify unless sooner displaced.

Section 10.

Removal of Directors - Any director may be removed, either with or without cause, at any time, by the affirmative vote of a majority of the membership at a specific meeting of the membership called and held for that purpose.

ARTICLE VII - OFFICERS

Section 1.

Number and Qualifications - The officers of this Club shall be a President, a Vice President-Administrative, a Vice President-Pool and Grounds, a Secretary, and a Treasurer. The President, Vice Presidents, Secretary and Treasurer shall be elected annually by the Board of Directors from among its members. The President, Vice Presidents and Secretary will hold office until the end of the first meeting of the Board of Directors following the annual meeting of the Club. The Treasurer will hold office until the books have been officially closed and given to the auditor. The Treasurer-elect shall be a voting member-at-large until assuming the duties of Treasurer.

Section 2.

Resignations - Any officer of the Club may resign at any time by giving written notice of his resignation to the Board, the President, or the Secretary. Any such resignation shall take effect at the time specified therein, or if the time when it shall be effective shall not be specified therein, as of the letter's postmark date; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.

Vacancies - A vacancy in any office, whether arising from death, resignation, or any other cause, may be filled for the unexpired portion of the term of the office which shall be vacant, in the manner prescribed in these By-Laws for the regular election or appointment of such office.

Section 4.

The President - The President shall preside at the meetings of the Club and of the Board of Directors. He shall be the administrative officer of the Club. He shall appoint, subject to confirmation by the Board of Directors, all standing committees, designating a Chairman thereof, and all special committees as may be directed. He shall be an ex-officio member of all committees.

Section 5.

The Vice President-Administrative - The Vice President-Administrative shall act in the absence or disability of the President. He shall be under the direction of the President and shall be an ex-officio member of all committees.

Section 6.

The Vice President-Pool and Grounds - The Vice President-Pool and Grounds shall act for the President in the absence or disability of the President and Vice President-Administrative. He shall be under the direction of the President and attend to the operation and maintenance of the physical plant and properties of the Club and shall be Chairman of the Pool and Grounds Committee,

Section 7.

The Secretary - The Secretary shall send out the notices of the meetings of the Club and of the Board of Directors; keep the minutes and attend to the correspondence pertaining to his office as may be asked of him by the Board of Directors.

Section 8.

The Treasurer - The Treasurer shall attend to keeping the accounts of the Club, collecting its revenues, and paying its bills as approved by the Board of Directors or other agent authorized by the Board of Directors to incur them. He shall deposit funds of the Club received by him, in the name of the Club, in such depository as may be authorized by the Board. He shall perform such other duties pertaining to his office as may be asked of him by the Board.

Section 9.

Pool Manager - The Board of Directors shall appoint a Pool Manager whose duties and salary will be specified by the Board. The term of the Pool Manager will be for one year but the Pool Manager may be re-appointed for subsequent years by the Board.

Section 10.

With the exception of the Treasurer, all officers shall serve without compensation. The Treasurer's compensation will be limited to a gratis membership for the Treasurer and his immediate family.

ARTICLE VIII - MEMBERSHIP DUES AND FEES

Section 1.

The Board of Directors shall submit for approval at the annual meeting of the membership the proposed dues and assessment schedule for the ensuing year. Dues must be paid by May 1 of each year and assessments shall be payable as determined by the Board. Dues paid after May 1 shall incur a twenty dollar (\$20.00) late charge.

All members as of April 1 of the current year shall be liable for said dues and assessments as proposed at the prior annual meeting. Any member who wants to resign their membership and not be liable for said dues and assessments must do so by letter of resignation postmarked no later than March 31. Letters of resignation shall be addressed to the Club's post office box.

Section 2.

No dues or assessments nor any part thereof shall be refunded in the event that pool operations are required to be suspended for any period.

Section 3.

All active members and associate members who have attained the age of three (3) as of May 1 of the swimming year, not physically incapacitated, shall be subject to the dues schedule as promulgated by the Board of Directors with the exception of those active or associate members employed at the pool by the Board of Directors. Active or associate members so employed shall not be subject to payment of dues during their employment.

Section 4.

In order to provide a sufficiency of funds to reimburse members who wish to resign, any persons granted membership in the Club shall be required to purchase a bond in the amount of \$350.00 per family.

Section 5.

Bonds issued by this Club shall not be transferable.

Section 6.

If an active member should move from this area and wish to terminate his membership, he may recommend to the Membership Committee that his membership be offered to the family moving into his former residence. The Board of Directors shall consider this application before considering other applications on hand. The second preference shall be given to persons who have applied for membership as shown on the "waiting list" of applicants as maintained by the Secretary.

Section 7.

Each bond shall be redeemed in the chronological order in which the memberships terminate and at such time as new applicants are available and acceptable to the Board.

In the event of the death of a member, and the subsequent request for return of the bond, that member shall be moved to the top of the list for bond redemption so that the member's estate may be satisfied.

Section 8.

If a member family should move more than 100 miles from the Club, membership of the family may be retained on an inactive basis. Inactive members shall pay active membership dues only, waive all pool privileges for the season, and shall be entitled to preferential consideration on reapplication for active membership.

Section 9.

In the event of the dissolution of the Club in any manner or for any cause, upon the effective date of dissolution of the Club, bonds shall be a lien upon the proceeds of the sale of the property of the Club after the payment of all Club debts and obligations to the extent of the then value of bonds as fixed by these By-Laws, subject to setoff of all debts, dues and obligations owed by the holder of the bond to the Club. After payment of all bonds outstanding upon the effective date of dissolution of the Club, the surplus remaining shall be paid and distributed pro rata among the then membership of the Club.

Section 10.

A bill for charges incurred by a member during any month will be rendered by the Treasurer on or before the 10th of the succeeding month. Any member failing to pay dues, indebtedness, or any other bill for charges, before the 10th day following that in which a statement of indebtedness shall have been sent to the member by the Treasurer shall be notified that, if such indebtedness shall not be paid within 15 days thereafter, the delinquent member may be suspended by the Board of Directors. Any member so suspended shall be immediately notified in writing by the Secretary of the suspension and if the member's indebtedness shall not be paid within 15 days after sending of such notice, he shall cease to be a member of the Club. The directors, in their discretion, may reinstate any member upon request and repayment of all indebtedness to the Club.

Section 11.

Upon cessation of membership for any cause, all indebtedness owing to the Club by the member shall be a lien upon and charged against the member's bond and the bond may be taken over by the Club to satisfy such indebtedness. In the event of the Club being unable to obtain possession of the bond, it may be canceled on the books of the Club and a new bond issued in its place thereof to a newly elected member on payment by him to the Club of a bond as fixed by the Board. In case of the enforcement of a lien, as heretofore provided, neither signature of the holder nor the delivery of the bond shall be a requisite to perfect the transfer of the bond to the Club, or to a new possessor and the Treasurer of the Club is authorized to make the transfer. Every bond issued is expressly subject to the provisions of this section.

Section 12.

Members shall be responsible for the payment of all charges incurred or liabilities that may be imposed upon them or associate members and their families, to whom the privileges of the Club shall have been extended, and for all charges and liabilities imposed upon or incurred by guests introduced by them.

Section 13.

Members shall be permitted to donate their bond to the Club at any time. The donating member must notify the Board in writing. The donation shall be effective upon receipt of such notification to the Board, or at a later date if specified in the written notification. The donation may be rescinded if written notice of such rescission is received by the Board prior to the effective date of the donation. The Board shall instruct the Treasurer to record the donation in the books and records of the Club in a timely manner.

ARTICLE IX - CONDUCT OF THE BUSINESS OF THE CLUB

Section 1.

The Board of Directors shall 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 the payment of funds of the Club shall be executed. However, the Board of Directors shall always require that at least two officers sign any checks, drafts, or other instruments for the payment of money drawn in the name of the Club if such check, draft, or other instrument is more than one thousand dollars (\$1,000.00).

Section 2.

The Board of Directors shall cause the books of the Club to be audited annually by auditors selected by the directors, who shall neither be directors nor officers of the Club, and the report of the auditors shall be available to the members of the Club at all times.

Section 3.

The Board of Directors shall fix, impose and remit penalties for violations of these By-Laws and Rules of the Club.

Section 4.

The Board of Directors at its discretion may extend the privileges of the Club to any person or persons.

Section 5.

The Board of Directors shall by rule, fix the terms and conditions upon which guests of members may use the facilities of the Club.

Section 6.

The Board of Directors shall appoint all standing and ad hoc committees and define the powers and duties of said committees as the Board deems necessary.

Section 7.

The Board shall appoint from non-office members of the Board a Membership Chairperson, a Social Chairperson, a Swim Team Chairperson, and a Member-at-Large.

ARTICLE X - NOMINATING COMMITTEE

Section 1.

There shall be a Nominating Committee to be composed of five active members of the Club. Three active members shall be elected at the annual meeting of the Club; the other two active members shall be elected by the Board of Directors from among the directors whose terms of office shall not expire at the ensuing annual meeting of the Club.

Section 2.

The Nominating Committee shall nominate the candidates for the vacancies in the Board of Directors to be filled at the annual meeting and three candidates for the next year's Nominating Committee. All such nominations shall be submitted to the Secretary.

Section 3.

The Nominating Committee shall also submit for nomination those independent nominations of the candidates for election at the annual meeting made by a letter signed by 15 active members and delivered to the Secretary at least 15 days before the annual meeting.

Section 4.

No candidate shall be nominated for the Board without his consent.

ARTICLE XI - INDEMNIFICATION

Section 1.

Each director or Club officer shall be indemnified by the Club against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which said director or officer is made a part by reason of his being a director or officer of the Club, together with the full amount of any judgments, damages, costs or awards against him. In no event, however, shall the Club indemnify a director or officer adjudged liable for gross negligence or willful misconduct.

Section 2.

The right of indemnification provided herein shall inure to each director and officer whether or not he is such director or officer at the time such costs, expenses or award are imposed or incurred.

Section 3.

The right of indemnification provided herein shall inure to the personal and legal representatives of the director or officer in the event of his death.

ARTICLE XII - ADULT PARTIES

Section 1.

The Board of Directors may approve and permit adult parties to take place on Club property as follows:

- (a) These parties must be open to all adult members of the Club and their guests.
- (b) Food consisting of more than snacks such as potato chips, pretzels, etc., must be served at the same time that alcoholic beverages, if any, are available.
- (c) All beverages will be served only from non-breakable plastic or metal containers into plastic or paper cups. No glass bottles or drinking glasses will be permitted.
- (d) Attendees will be subject to all rules and regulations of the Club and violation of same may result in stoppage of the party and pool closing if such action is deemed justifiable by any member of the Board of Directors or the Pool Manager.

ARTICLE XIII - MISCELLANEOUS PROVISIONS

Section 1.

No part of the net earnings of this organization shall inure to the benefit of any private stockholder or individual.

Section 2.

The Club shall not be controlled by, or under common control with, any other organization.

Section 3.

The Club assumes no responsibility, and members or their guests have no claim against the Club, for the property of members or any guest which may be brought into or left in the Club building or Club grounds.

Section 4.

The Club assumes no responsibility and members or their guests can have no claim against the Club for any accident or injury to any person or their property.

Section 5.

Any property of the Club broken or damaged by a member or its guest shall be promptly paid for by such member. No person shall take any article belonging to the Club.

Section 6.

Possession or drinking of alcoholic beverages shall not be permitted on Club property except at adult parties approved by the Board of Directors.

Section 7.

No dining facilities (other than facilities for light refreshment) and no dancing facilities will be provided on any premises under Club control except as approved by the Board of Directors.

ARTICLE XIV - AMENDMENTS

These By-Laws may be amended or repealed, or new By-Laws may be adopted at any annual or special meeting of the membership, by a majority of the membership.

- Updated April 1993: Typed by Anne LaSalle
- Updated January 1997: Recorded by Candy Charkow
- Scanned and reformatted May 1999: by Joe Smiley
- Bond amount changed to \$350.00 per Special Meeting held October 3, 1999 by Joe Smiley
- Updated September 2000 – removed “other than themselves” phrase from Article X Section 2 per Annual Meeting by Joe Smiley
- Updated 2002 – added to Article VIII-Section 7 – “In the event of the death of a member, and the subsequent request for return of the bond, that member shall be moved to the top of the list for bond redemption so that the member’s estate may be satisfied.” As per vote by general membership, Annual Meeting August 31, 2002 by Doug Charkow

Updated September 5, 2005

- Added language to allow the Board of Directors to hold special meetings by email. (pages 3-4, Article IV, Sections 3, 4, 6 and 7)
- Changed the name from “Pool Director” to “Pool Manager” to be consistent with the Pool Rules. (throughout the document)
- Deleted the requirement that the Treasurer be bonded (Page 6, Article VII, Section 8)
- Changed the requirement that all checks and drafts for payment drawn in the name of the Club be signed by two officers. This has not been practice for a number of years and is a significant hindrance to the timely payment of routine bills. Language has been changed to require two signatures of Club officers only on checks above \$1,000.00 that are not part of normal operations of the Club. (Page 9, Article IX, Section 1)
- Added language that allows members to donate their bond to the Club at any time. (page 8, Article VIII, Section 13)

