

PERSIMMON CREEK SWIM CLUB, INC.

BYLAWS

ARTICLE I - GOVERNMENT

- Sec. 1. Management shall be by Board of Directors, eleven (11) in number, who shall serve without compensation, and who shall be adult members of the Club.
- Sec. 2. Since the 1991 annual meeting of the members, it was decided that six (6) Directors shall be elected to serve for two (2) years. At the next annual meeting, five (5) Directors will be elected to serve for two (2) years. At each annual meeting thereafter, the above order of electing Directors shall be followed to replace those Directors retiring. The new Directors will serve for a term of two (2) years, or until their successors have been chosen.
- Sec. 3. No Director who has served one or more years shall be eligible for re-election as a Director except after a gap in service for one year's time.
- Sec. 4. Any member of the Board who shall cease to hold membership in the Club automatically shall cease to be a member of the Board. In this event a special meeting of the Board shall be called to determine and vote upon who shall fill the position for the remainder of the term. In this instance, Section 3 shall not apply if the person who held the position previously is willing to fill the position and the Board agrees.

ARTICLE II - BOARD OF DIRECTORS

- Sec. 1. Consistent with these Bylaws the Board of Directors shall:
- a) Transact all Club business and make and amend rules for the regulation of the use of owned or leased Club property. It may appoint and remove such officers, clerks, agents, servants or employees as it may deem necessary. It may fix the powers and duties of all such persons, and may fix compensation of employees.
 - b) Approve all applications for membership.
 - c) Fix, impose, and remit penalties for violations of the Bylaws and Rules of the Club.
 - d) Members will be elected to the Board to serve in the capacity as a President, and of two (2) Vice Presidents, a Secretary or one of two (2) treasurers.
 - e) Constitute, appoint and disband committees and define their powers and duties, except that the standing committees, Art. VIII, shall be permanent.
 - f) Fill, within one (1) month, any vacancy that occurs in the Board of Directors to serve until the next annual meeting.

- Sec. 2. The Board of Directors shall cause the books of the Club to be reviewed before a newly elected Treasurer formally accepts responsibility for the Club's financial records. The newly elected Treasurer and Audit Committee shall perform the review and submit a report to the Board. If recommended, an outside audit by a licensed CPA shall follow the review. If there are no outstanding issues in the report, then no further action shall be required except approval by the Board.
- Sec. 3. The Board of Directors shall cause the books of the Club to be audited annually by the Audit Committee, whose members and chairman shall be neither Directors nor Officers of the Club. The reports of the committee shall be available to the members at all times.
- Sec. 4. Meetings of the Board of Directors shall be open to all active members.

Six (6) members of the Board shall constitute a quorum. Five (5) votes in agreement shall be required for a decision.

Frequency of Board meetings is as defined in Art. VI, Sec. 6.

- Sec. 5. Any member of the Board of Directors may be removed from office by a vote of six (6) members of the Board, or by two-thirds vote of the membership required to constitute a quorum. He/she shall be automatically removed from office upon missing three (3) consecutive meetings without due cause in the judgment of the Board.
- Sec. 6. Expenditures shall be limited to a budget approved by a quorum of the Board of Directors and a majority of the qualified voting members present at the Annual Meeting or any other special meeting called for that specific purpose, except that in any one calendar year the Board of Directors may authorize expenditures of not more than \$5000.00 in excess of the budget for repairs and maintenance.
- Sec. 7. The Board of Directors shall maintain adequate insurance coverage for liability and property damage.
- Sec. 8. The Board of Directors may rent the facilities of the Club during pool off-hours for a suitable fee and provided that the responsibility for Club property is guaranteed.

ARTICLE III - OFFICERS

- Sec. 1. The officers of the Club shall be a President, a Vice President of Pool Operations, a Vice President of Swim Team Operations, a Secretary, a Treasurer of the Pool, and a Treasurer of the Swim Team. These shall be elected annually by the Board of Directors from among its members. Assistants to the Treasurer and an Assistant Secretary may be appointed by the Board to hold office at its pleasure.
- Sec. 2. The President shall preside at all meetings of the Club and of the Board of Directors, and shall be the Administrative Officer of the Club. He/she shall appoint, subject to Board confirmation, all committee chairmen. He/she shall be, ex officio, a member of all committees except the Nominating Committee.

The President shall also appoint, subject to Board confirmation, two "Alternate Board Members", to serve as President and Secretary-Treasurer in the event of a common disaster causing the death or

disability of all the current regularly-elected Board members. These persons will be responsible for directing the activities of the corporation and acting on its behalf in any business transactions until a new Board is elected in accordance with the Bylaws within 30 days after the disaster.

Sec. 3. The Vice President of Pool Operations shall assist the President and oversee all pool operations including, but not limited to, staff hiring and salary, pool rules and maintenance, pool equipment and supplies procurement and maintenance, and oversee operation expenses and budget.

The Vice President of Swim Team Operations shall assist the President and oversee swim team operations, and chair and represent the Swim Team. The Swim Team Committee will be responsible for, but not limited to, staff hiring and salary, swim meet staffing, procurement and maintenance of all swim team supplies and equipment, communication with the swim league and oversee swim team expenses and budget.

These officers will perform these functions and any other duties pertaining to their office as may be asked of them by the Board.

Sec. 4. The Secretary shall send out the notices of the meetings of the Club and the Board of Directors; keep the minutes, and attend to the correspondence pertaining to his/her office. He/she shall perform such other duties, pertaining to his/her office as may be asked of him/her by the Board of Directors.

Sec. 5. The Treasurer of Pool shall keep the accounts of the Club, oversee the collection of its revenues by Membership, pay its bills as approved by the Board of Directors or other authorized agency. The treasurer of Pool shall oversee the deposit of Club funds received by Membership, in the name of the Club, in such depository as may be authorized by the Board of Directors.

The Treasurer of Swim Team shall keep the accounts of the Swim Team, collect its revenues, pay its bills as approved by the Swim Team Committee and the Board of Directors or other authorized agency. The treasurer of Swim Team shall deposit Swim Team Funds received, in the name of the Swim Team, in such depository as may be authorized by the Swim Team Committee and the Board of Directors.

They shall also perform such other duties, pertaining to their offices, as may be assigned by the Board of Directors. They may be bonded for such a sum as the Board of Directors may elect, the expense of the bond to be borne by the Club.

Sec. 6. Officers appointed under Article II, Sec. 1a, shall perform such duties as may be assigned them by the Board of Directors.

ARTICLE IV - MEMBERS

Sec. 1. Membership in the Club Shall consist of three types:

- a. Family membership;
- b. Single membership;
- c. Couple membership.

One Certificate of Membership shall be issued for each paid membership.

- Sec. 2. A Family Membership shall be defined as all household members residing at the same address, with membership privileges confined exclusively to those persons. This class membership carries the privilege of one membership vote.
- Sec. 3. A Single Membership shall be defined as one adult (18 or plus years), with membership privileges confined exclusively to that person. This class membership carries the privilege of one membership vote.
- Sec. 4. A couple membership shall be defined as two adults. This class membership carries the privilege of one membership vote. Any exception requires board approval.
- Sec. 5. Any Club member may withdraw at any time subject to the provisions of Article V, but there shall be no refund of the current year's dues. Requests for withdrawal should be in writing and directed to the Secretary. For purposes of record, the effective withdrawal date will be the date when all membership privileges cease. This date is determined by the member for voluntary withdrawal or by the Board in involuntary cases.
- Sec. 6
- a. Members are expected at all times to conduct themselves in a manner befitting ladies and gentlemen, and to adhere at the Bylaws and Rules of the Club.
 - b. Any member may, for violation of (a) above, and after being given an opportunity for a hearing, be suspended or expelled from the Club by a vote of the Board of Directors.
- Sec. 7. The number of membership certificates in the Club shall be determined by the Board of Directors, but shall not exceed 220 active members.
- Sec. 8. Guest privileges will be extended as provided in the Club rules. Any person not listed on the current club membership card must pay a guest fee.
- Sec. 9.
- a) Members must pay a babysitting fee to have a non-member sitter watch their children at the pool.
 - b) Members who are babysitting for children of non-members must pay a babysitting fee for each child under their care.

ARTICLE V - DUES AND FEES

- Sec. 1.
- a. The Board of Directors shall establish dues for each class of membership.
 - b. The Club shall not be required to refund any dues or part thereof in the event that pool operations are suspended for any period.
 - c. The Board of Directors may establish the due date for payment of annual membership fees and membership certificate fees.
- Sec. 2. The price of a Certificate of Membership shall be determined by the Board of Directors.

- Sec. 3. Certificates of Membership issued prior to January 1, 1989 may be transferred to another eligible member of the same household, or to the Club for deposition in accordance with Art. V, Sec. 3c. No other transfers may be made. Certificates shall be redeemed at book value.
- a. Except for payment as herein provided, each Membership Certificate shall become null and void upon the date that the holder thereof ceases to be a member for any cause. The time and manner in which the holder shall be paid for his/her certificate will be subject to the provisions of Section 5 hereof. Provided that the Club so permits, each Membership Certificate shall be redeemed in the chronological order in which memberships terminate, allowing for a minimum of two such repayments each year. Every effort must be made to refund each year as many certificates as there are new certificates purchased until such time as the refund waiting list is retired.
 - b. In the event of the dissolution of the Club in any manner or for any cause, and in no other event, upon the effective date of dissolution, membership certificates shall be a lien upon the proceeds of the sale of the property of the Club, after payment of all just debts and obligations, to the extent of the current value of the certificates as fixed by these Bylaws subject to set-off of all debts, dues and other obligations owed by the holder to the Club. After payment of all membership certificates outstanding upon the effective date of dissolution, the surplus remaining shall be paid pro-rata to the membership at the time.
 - c. Upon cessation of membership for any cause, all indebtedness owing the Club by member shall be lien upon and charged against his/her Certificate of Membership. In the event of the Club being unable to obtain possession of the Certificate of Membership, it will be canceled on the books of the Club. In case of the enforcement of a lien as above provided, neither the signature of the holder nor the delivery of the Certificate of Membership shall be requisite to perfect the acquisition by the Club, and the Secretary of the Club is hereby authorized, as the Attorney of the holder of such Certificate of Membership, to make acquisition. Every Certificate of Membership issued is expressly subject to the provision of this section.
- Sec. 4. Certificates of Membership purchased after January 1, 1989 do not possess redemption value with exception that they may be transferred to another eligible member of the same household.
- Sec. 5. Any members failing to pay dues or indebtedness within a reasonable time established by the Board of Directors shall be notified that if such indebtedness shall not be paid within fifteen (15) days thereafter, the delinquent may be suspended by the Board of Directors. Any person thus suspended shall immediately be notified in writing by the Secretary, and if indebtedness shall not be paid within fifteen (15) days after the sending of such notice, he/she shall cease to be a member of the Club. The Directors, in their discretion, may reinstate any person upon request and repayment of all indebtedness to the Club, provided that person meets all other requirements of membership.
- Sec. 6. Holders of Family, Couple or Single Memberships shall be responsible for the payment of all charges or liabilities arising from use of Club Property by themselves or members of their family, and for all charges and liabilities likewise incurred by their guests.
- Sec. 7. All fees and other charges mentioned herein are exclusive of all taxes imposed by the Federal, State and other Governmental bodies and agencies.

Sec. 8. If you allow your membership to become inactive for a period of (3) years without notification in writing to the Board of Directors, your Certificate of Membership will become null and void and rights and privileges as a member will cease.

ARTICLE VI - MEETING

- Sec. 1. a. The Annual Meeting of the Club shall be held during the month of August in each year, at such a place and time as the Board of Directors may determine. Notice of the Annual Meeting shall be given by mail to the members at least fourteen (14) days prior thereto.
- b. The Annual Meeting shall be for the purpose of electing Directors, presenting committee reports and for the transaction of such other business as may be indicated in the notice or may be properly brought before it.
- c. The notice of the Annual Meeting shall include the names of candidates nominated by the Board of Directors. Independent nominations may be made as provided by Art. VII, Sec. 2.
- Sec. 2. Special Meetings of the Club may be called by the Board of Directors. Also, upon the written request of 20% of the active members, to the Secretary, stating the purpose therefore, a Special Meeting shall be called by the Secretary within thirty (30) days. Notice of Special Meetings shall be given by mail to the members at least seven (7) days prior thereto. The notice shall state the purposes for which the Special Meeting is called and no other business shall be transacted thereat.
- Sec. 3. Each membership is entitled to one vote which can be cast by any one adult Club member in the household or by written proxy. Voting may be secret ballot, or hand signal, but voting by roll call may be demanded by any ten members in attendance.
- Sec. 4. A quorum shall be composed of six (6) members of Directors plus twenty (20) adult members, no two (2) of whom shall represent the same membership certificate. All must be present in person or by proxy.
- Sec. 5. In the notice to members, if required, the mailing of such notices to the last known address of the members shall constitute notice.
- Sec. 6. a. The Board of Directors shall hold its first meeting within thirty (30) days following the Annual Meeting of the Members.
- b. The Board of Directors may, by resolution, establish, from time to time, a schedule of its other meetings and rules for the conduct thereof.
- c. Special Meetings of the Board of Directors may be called by the President, and shall be called by the Secretary upon the request of two members of the Board.

ARTICLE VII - NOMINATIONS

Sec. 1. The Board of Directors shall be responsible for nominating new members for the next year's Board of Directors.

Sec. 2. Independent nominations of candidates for election at the Annual Meeting may be made by letter, signed by ten full membership members and delivered to the secretary by June 1st. The Secretary shall give notice thereof to all members entitled to vote in the notice of the Annual Meeting.

ARTICLE VIII - COMMITTEE

Sec. 1. The standing committees shall include the Operating, Nominating, Finance and Audit Committee which shall be composed as defined in Art. II, Sec. 3.

Sec. 2. Both standing and temporary committees shall be composed of members at large. A member at large may serve as chairman of a temporary committee.

ARTICLE IX - MISCELLANEOUS

Sec. 1. a. Each person who acts as a Director or Officer of the Club shall be indemnified by the Club against expense actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceedings to which he/she is made a party by reason of his/her being or having been, a Director or Officer of the Club 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 accept any sum paid for by the Club in settlement of an action, suit or proceeding based on gross negligence or willful misconduct in the performance of his/her duties.

b. The right of indemnification provided herein will insure to each Director and Officer referred to in (a) above whether or not he/she is such Director or Officer 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 representatives.

Sec. 2. Any question as to the meaning for proper interpretation of any of the provisions of these Bylaws shall be determined by the Board of Directors.

Sec. 3. Amendments to these Bylaws shall be submitted in writing to the Secretary, and, if to be considered at the Annual Meeting, by June 1. In order to become operative, said amendments must receive a vote of two-thirds of the members present and entitled to vote at any Club meeting, provided that a complete statement of the amendment shall be included in the notice for the meeting.

Sec. 4. The rules contained in the "Robert's Rules of Order - Revised" shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or the special rules or order of this Club.

Sec. 5. Any property of the Club broken or damaged by the fault of a member or his/her guest shall be promptly paid for by such member.

Sec. 6. The Club assumes no responsibility for the personal property of members or guests.