



HILLTOP SWIM CLUB

BY-LAWS

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.

Section 2

Nine (9) active members of the Club shall be elected to the Board of Governors at the first regular meeting of the active membership in 1956. Of these members of the first regular Board of Governors, three (3) shall serve a term of one (1) year, or until their successors have been elected; three (3) shall serve a term of two (2) years, or until their successors have been elected; and 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 (3) shall be elected at each Annual Meeting, and they shall serve a term of three (3) years or until their successors have been elected.

Section 3

Only active members shall be eligible to serve as members of the Board of Governors. Governors must be of legal age, residents of good standing with permanent residence in Haverford Township, Delaware County, PA and must hold no Township or County elected office.

Section 4

- (a) Nominations for the Board of Governors shall be made by the Nominating Committee. The notice of the Annual Meeting shall be sent to the active membership and shall state the names of the nominees for Governors including reference thereto if any nominee is an incumbent.
- (b) Nominations for Governors may be made in writing signed by at least twenty (20) active members and mailed to the Secretary not less than twenty (20) days before the date of the Annual Meeting. Nominations so made shall be included in the official ballot mailed to the active members with the notice of the Annual Meeting.
- (c) Nominations, properly seconded, may also be made from the floor at the Annual Meeting of the active membership.

Section 5

Members of the Board of Governors shall receive no compensation for service as 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 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

Written 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) day's notice.

Section 8

- (a) A majority of the Board of 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 in writing to any action to be taken by the Corporation, such action shall be as valid as though it had been authorized at a meeting of the Board of Governors.
- (b) 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 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 the next Annual Meeting, or until his successor is duly elected.

Section 10

The Board of Governors may declare vacant the office of a Governor or Officer if he 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 election he does not accept such office either in writing or by attending a meeting of the Board of Governors, provided, however, when such action be contemplated, the offending Governor shall be given ten (10) days' advance notice in writing of 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. 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 all 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 alienate or mortgage any of the real property of the Corporation in excess of Twenty (20) percent of the combined value of the real property and improvements to be erected there on 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 active members at each Annual Meeting a report showing the state of membership and finances setting forth the transactions of the previous year. A copy of this report, shall also be mailed to every active member of the Club with the notice of the Annual Meeting.

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 officers, 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, which shall be submitted at the Annual Meeting of the active membership. Such annual audits may be made by an Auditing Committee appointed from the active membership or by independent accountants engaged for the purpose if the Board of Governors deems such action advisable.

Section 18

Each Governor and Officer of the Corporation shall be indemnified by the Corporation against the expenses reasonably incurred by him and/or damages imposed upon him in connection with the defense of or as the result of any action legally taken or alleged to have been taken by him 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 shall be liable under the provision of any Federal or State statute or as to which he may be liable by reason of dereliction or negligence in the performance of his 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 and property damage insurance and other forms as may be deemed necessary fully covering complete operations of the Corporation.

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 active members.

Section 4

- (a) The President shall preside at all meetings of the Board of Governors and membership; he shall in conjunction with the Recording Secretary sign all contracts and papers relating to the affairs of the Corporation; he shall 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 his 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.

Section 5

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

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 Secretary shall make and keep minutes of all meetings of the Board of Governors, and of meetings of the active members and shall be prepared to present these minutes at the next or at future meetings, if required.
- (b) The Recording Secretary shall maintain a membership record containing the names and address of each member, and in any case where membership had been terminated, facts as to reasons for termination shall be recorded in the records together with the date on which membership ceased.
- (c) The Recording Secretary shall issue share certificates to fully paid stockholders as evidence of ownership.
- (d) The Recording Secretary is charged with the responsibility for issuance of the membership cards of the Club and maintenance of records of persons to whom such cards have been issued.
- (e) The Recording 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.

Section 8

- (a) The Corresponding Secretary shall conduct all official correspondence and to keep a correspondence file.
- (b) The Corresponding Secretary shall issue calls for meetings with the proper notice at the request of the person or persons authorized to call meetings.
- (c) The Corresponding Secretary shall assist the Recording Secretary in the issuance of membership cards and the maintenance of membership records.

Section 9

- (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 for services if such charges are deemed proper by him.
- (d) The Treasurer shall sign all checks and make all disbursements on approved billings and vouchers, all checks to be countersigned by one other officer.
- (e) The Treasurer will, 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 keep or cause 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 certificates issued,
- (g) The Treasurer shall maintain such other records as may be required by the By-Laws or as may be determined by resolution of the Board of Governors.

Section 10

All Officers and agents of the Corporation as between themselves and the Corporation shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation 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 Committee
- (c) Membership Committee and 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 I, Section 15 of the By-Laws shall apply to committee action

ARTICLE IV

Membership

Section 1

The Club membership shall consist of active and associate members.

Section 2

Active Members

- (a) All individuals of a “family group” shall be active members except that no “family group” may have more than four (4) active members.
- (b) An active member shall be an individual approved for active membership by the Board of Governors.
- (c) No person shall be an active member unless his dues for the current year are paid when due and any other financial obligations to the Club are up to date.

Section 3

Associate Members

- (a) An Associate member shall be any person who belongs to a family group already having a full quota of active members as defined in Section 2.
- (b) An Associate member must be approved for such membership by the Board of Governors.
- (c) No person shall be an Associate Member unless his dues for the current year are paid when due and any other financial obligations to the Club are up to date.

Section 4

For the purpose of this article, a “family group” shall be defined as husband, wife, and dependents, whose permanent residence is the same dwelling, regardless of which in the group are the active members, except that the Board of Governors

may in specific instances included in the “family group” others than the above whose residence is in the same building. This may not be construed to include two (2) family groups regardless of relationship. In the event of dispute, the status of any individual shall be as interpreted by the Board of Governors.

Section 5

Club privileges shall be granted only if dues for the current year are paid when due. Privileges shall be reinstated only after payment of a reinstatement fee to be set by the Board of Governors.

Section 6

- (a) The dues for the various classes of membership shall be set annually by the Board of Governors.
- (b) Dues shall be payable for the season on April 1st of each year.

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 the various classes of members as they may deem in the best interest of the Club.

Section 8

Not less than ninety-five percent (95%) of the membership shall be residents of Haverford Township.

ARTICLE V

Meetings of Members

Section 1

The Annual Meeting of the Corporation shall be held in March 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 V, Section 1 of the Constitution.

Section 3

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

Section 4

Written notice of every meeting of the corporation shall be given, by or at the direction of the person or persons authorized to call the meeting, to each member of record entitled to vote at the meeting, 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.

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 Constitution.

Section 7

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

Section 8

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

Section 9

A duly called meeting shall not be organized for transaction of 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 adjourn from day to day until such Governors have been elected.

Section 12

Upon request of an active member the books or records of membership shall be produced at any general or special meeting of the Corporation.

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 active members may vote.

ARTICLE VI

Fiscal Year

Section 1

The fiscal year of this organization shall begin on October 1st and end on September 30th.

ARTICLE VII

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 at a duly organized meeting.