

KARAKUNG SWIM CLUB

BY-LAWS

ARTICLE I

The Board of Governors

SECTION 1:

The Board of Governors shall consist of fifteen (15) Governors elected as in the following section of this Article.

SECTION 2:

Five (5) Governors shall be elected at each annual meeting and they shall serve terms of three (3) years, or until their successors have been elected.

SECTION 3:

Only Active Members who have been members of the club for at least one (1) year shall be eligible to serve as members of the Board of Governors. Governors must be of legal age, residents in good standing with permanent residence in Haverford Township, Delaware County, PA, and must not hold a Township or County elected office.

SECTION 4:

Elections for the Board of Governors shall be conducted annually at the conclusion of the summer season.

- (a) The election shall be administered by one or more Governors. No current Governor seeking re-election may be involved in any aspect of the administration of the election.
- (b) Eligible members interested in seeking election to the Board of Governors, including Governors seeking re-election to the Board, shall submit a short candidate statement by electronic mail on or before September 15.
- (c) The election shall be conducted over a ten (10) day period beginning on September 20. Candidate statements shall be distributed electronically to the first active bondholders when voting begins. The ballot shall include reference to whether any candidate is an incumbent.

- (d) Voting shall be conducted electronically in a manner prescribed by the Board of Governors. At the expiration of the ten-day period, voting shall end.
- (e) The results of the election shall be announced to the members within five days of the conclusion of the election.

SECTION 5:

The Board of Governors may vote an appropriate annual stipend to officers or committee chairs commensurate with work activities performed.

SECTION 6:

Meetings of the Board of Governors shall be held at such time and place as the 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 monthly meetings.

SECTION 7:

Written and/or electronic 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. The President may also call special meetings with only one (1) day's notice through the same means.

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 the 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 consent in writing to any action to be taken by the Club, 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. The Board of Governors may conduct business with less than a quorum but may not make decisions regarding policies of the Club.

SECTION 9:

Vacancies on the Board of Governors shall be filled by a replacement elected by the majority of the remaining members of the Board, and each person so elected shall be a governor for the remainder of the unexpired term.

SECTION 10:

The Board of Governors may remove a Governor or Officer if the Governor or Officer is declared of unsound mind by an order, convicted of a crime or felony, or absent for three (3) meetings in any twelve (12) month period without due excuse, or for any other proper cause, or if within sixty (60) days after notice of their election they do not accept such office either in writing or by attending a meeting of the Board of Governors, provided, however, when such action is contemplated, the offending Governor or Officer 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 the absence of the President the Executive Vice President shall preside. If neither the President nor the Executive Vice President is present, the First Vice President shall preside, and if neither the President nor the Executive Vice President or First Vice President is present, the Governors present shall elect a presiding officer for such meeting. The Recording Secretary, or, in their 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 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.

Compensation rates for all employees shall be determined by vote of the Board of Governors in the usual course of business. This applies to all employees—hourly or seasonal—including, but not limited to, management staff, life guards, desk attendants, snack bar managers and employees, swim and dive coaches, and any other person paid as an employee of the Club.

SECTION 13:

The Board of Governors shall prescribe rules for the government and use of all 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 forty (40) 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 the 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 be available to every active member of the Club.

SECTION 15:

The Board of Governors shall have supervision over all committees and power to direct their efforts 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 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 a compilation, review or audit to be made of the accounts of the Corporation for each year. The compilation, review or audit report shall be submitted at the Annual Meeting of the active membership. At the discretion of the Board of Governors, such annual reports may be made by a committee appointed from the active membership or by independent accountants engaged for that purpose if the Board of Governors deems such action advisable.

SECTION 18:

Governors and Officers of the Corporation shall be indemnified by the Corporation against the expenses reasonably incurred by them and/or damages imposed upon them in connection with the defense of or as the result of any action legally taken or alleged to have been taken by them 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 they shall be liable under the provision of any federal or state statute.

SECTION 19:

No Governor of the Corporation shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless such action or inaction constitutes both:

- (a) A breach of or failure to perform the fiduciary duties of their office as set forth in Section 8363 of the Pennsylvania Directors' Liability Act (42 Pa. C.S.A: Sec. 8361 et seq.) as amended and supplemented, and
- (b) Such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to either:

- (c) The responsibility or liability of a Governor pursuant to any criminal statute, or
- (d) The liability of a Governor for the payment of taxes pursuant to local, state or federal law.

SECTION 20:

The Board of Governors shall secure for the protection of the Club, its agents and employees' public liability and property damage insurance and other forms as may be deemed necessary to fully cover complete operations of the Corporation.

ARTICLE II

The Officers

SECTION 1:

The Officers of the Board (the Executive Board) shall consist of a President, an Executive Vice-President, a First Vice President, a Recording Secretary, and a Treasurer. No officer may hold more than one office at a time.

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 (1) year or until their successors are elected and have qualified. Governors only shall be eligible to serve as Officers of the Club.

SECTION 3:

The Governors shall fill any vacancy among the Officers, and such appointed Officers shall serve until the newly constituted board meets.

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 Club; make all appointments to committees subject to confirmation by the Board of Governors, and shall be an ex-officio 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 Executive 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 Executive 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 First Vice President shall assume the full responsibilities, duties and obligations of the President during the absence of the President and Executive Vice President. The First Vice President shall under the direction of the President attend to the operation and maintenance of the physical plant and properties of the Club and shall be Chairman of the Pools and Grounds Committee.

SECTION 7:

- (a) The Recording Secretary shall make and keep minutes of all meetings of the Board of Governors, and of the 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 attest the signature of the Officers of the Club when required on contracts or other papers relating to the affairs of the Corporation, and shall have custody of the Corporate Seal.
- (c) The Recording Secretary shall conduct all the official correspondence and keep a correspondence file.
- (d) The Recording Secretary shall issue calls for meetings with the proper notice at the request of the person or persons authorized to call meetings.
- (e) The Recording Secretary shall compile an annual report and shall ensure that it is executed and retained in accordance with state law.

SECTION 8:

- (a) The Treasurer shall maintain a record of all financial transactions of the Club 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 Club 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 service if the treasurer deems such charges proper.
- (d) The Treasurer shall sign all checks and make all disbursements on approved billings and vouchers. All checks in excess of \$1,000 are to be countersigned by one other officer, either the President, or the Executive Vice President.

SECTION 9:

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 determined by resolution of the Board of Governors.

The Executive Board shall keep the full Board of Governors reasonably apprised of meetings held and actions taken by the Executive Board. The Reporting Secretary shall report at each full Board meeting whether the Executive Board has met in the preceding month and, if so, shall offer a general summary of the meeting that took place.

ARTICLE III

Standing Committees

SECTION 1:

The Standing Committees of the Club are appointed by the President with the approval of the Board of Governors.

SECTION 2:

- (a) A Governor shall act as Chairman of each Standing Committee.
- (b) The duties and powers assigned in these By-Laws to the Standing Committees shall be subject to the authority of the Board of Governors.

SECTION 3:

The Pools and Grounds Committee shall exercise supervision over the Pools and Grounds; shall attend to the improvement and maintenance of the pools, buildings, operating equipment and grounds; shall have authority there over. The Rules Committee, in conjunction with the Pools and Grounds Committee shall see that the Rules and Regulations of the Club are enforced.

SECTION 4:

The Special Programs Committee shall prepare the program of instruction and entertainment; and exercise supervision over the same.

SECTION 5:

- (a) The Membership Committee in accordance with Article IV, Section 6 of the By-Laws, shall make recommendations to the Board of Governors regarding applicants for membership.
- (b) The Membership Committee shall maintain a membership record containing the names and addresses of each member, and in any case where membership has been terminated, the facts as to the reason for termination shall be recorded in the records together with the date on which membership ceased.
- (c) The Membership Committee 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.
- (d) The Membership Committee shall issue membership cards and maintain the membership records, including the waiting list and former members list.

SECTION 6:

The Finance Committee shall prepare the annual budget for submission to and approval by the Board of Governors, and shall exercise general supervision over the financial transactions of the Club.

SECTION 7:

The Constitution, By-Laws and Rules Committee shall prepare rules and regulations of health and good conduct in connection with the operation of the Pool and shall, in conjunction with the Pool and Grounds Committee, see that the Rules and Regulations of the Club are enforced, review the Constitution, By-Laws, and Rules and Regulations of the Corporation pursuant to Article IX, Section 3 of these By-Laws.

SECTION 8:

The Snack Bar Committee will complete negotiations to manage the snack bar in house or with an independent contractor; oversee snack bar operations and communications with the snack bar management and; emphasize cleanliness and safety in the snack bar area.

SECTION 9:

The Communications Committee shall be responsible for communicating information about the Club to the Membership, including publishing the pool hours, informing the Membership of pool closings and openings that are different from the published hours, informing the Membership of events and other activities at the Club. This Committee shall coordinate with other Club Committees in order to publish information that is within in the scope of the other Committees. This Committee shall use the Club's social media accounts, such as Twitter and Facebook, and Members' emails when appropriate, for regular and immediate communications. This Committee shall also be responsible for updating and maintaining the Club's website and all postings on the Club's grounds.

SECTION 10:

The Swim Team Committee will recruit, interview and hire coaches for the swimming and diving teams; develop the swim team registration fee schedule; attend Delco League meetings; organize home swim meets, swim team awards and banquet; provide guidance to the Mini-Meet Committee.

SECTION 11:

The Personnel Committee will recruit, interview and hire staff for the coming season; develop staff salary structure; work with pool management to provide safe operations of the Swim Club; verify the credentials and paperwork of staff members; make sure staff are trained on emergency and first aid procedures; review personnel expenses on a regular basis with the pool manager during the season.

SECTION 12:

The Technology Committee shall oversee and provide short term and long term guidance pertaining to technology and its use in the administration of the pool and the member experience. All technology proposals, solutions, and implementations will be vetted by the Technology Committee and submitted to the Board of Governors for approval. Responsibilities will be focused on but not limited to: security, member data, data integrity, data recovery, internet/social media, pool Wi-Fi access, pool website, digital records, transactions, team solutions, and digital communications.

ARTICLE IV

Members

SECTION 1: MEMBERSHIP:

Membership in this Club 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) Intermediate Member
- (c) Associate Member
- (d) Senior Member
- (e) 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) Assistant Member – Unmarried child twenty-one (21) years of age or older whose primary residence is the household of an Active Member

SECTION 3: INTERMEDIATE MEMBER

Any existing and current bondholder may apply for the Intermediate membership classification subject to the following guidelines:

- The applicant has been a member for at least 5 years;
- Intermediate membership is limited to the current bondholder and spouse or partner, provided that both individuals reside at the same residence;
- The bondholder relinquishes the bond, along with all voting rights, to the Board of Governors for re-issuance;
- Intermediate membership cannot include other membership classifications (e.g., Special Members) unless approved by the Board of Governors;
- The Intermediate member retains all other member privileges.

All Intermediate member classification applications must be reviewed and approved by the Board of Governors upon recommendation by the Membership Committee.

SECTION 4: SENIOR MEMBER

Any existing and current bondholder may apply for the Senior membership classification subject to the following guidelines:

- The applicant is at age 62 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 62 or older and reside at the same residence;
- The bondholder relinquishes the bond, along with all voting rights, to the Board of Governors for re-issuance;
- Senior status is limited to membership of two individuals per membership and cannot include any other membership classification (e.g., Special Members) unless approved by the Board of Governors;
- The Senior member retains all other member privileges.

All Senior member classification applications must be reviewed and approved by the Board of Governors upon recommendation by the Membership Committee.

SECTION 5: ASSOCIATE MEMBER

The Associate Membership is intended for varsity swim and dive team members whose families no longer wish to retain an Active membership. Any existing and current bondholder may apply for an Associate Member classification subject to the following guidelines:

- The applicant must be at least 14 years old by Memorial Day of the applicable season and must be sponsored by a parent or guardian;
- The applicant must have been a member of the pool for at least 3 years at the time of the application;
- The applicant must be a member of the swim or dive team;
- The Associate Member will be permitted to attend all swim or dive practices and events;
- The Associate Member will be given 10 pool access passes per season that will permit the Associate Member limited recreational access to the pool;
- Other family members of the Associate Member will not be permitted to access the pool;
- The bondholder relinquishes the bond, along with all voting rights, to the Board of Governors for re-issuance;
- The applicant must participate in at least 3 of the scheduled meets in order to retain eligibility for Associate Member status the following season.

All Associate Member applications must be reviewed and approved by the Board of Governors upon recommendation by the Membership Committee.

SECTION 6: SPECIAL MEMBER

Active members may, in limited circumstances, apply to add a Special Member to their membership. The prospective special member must be either:

- (a) A person whose primary residence is in the household of an Active Member;
or
- (b) A person who serves as a child care provider for the child of an Active Member; this subsection shall only apply if the child, by virtue of age or disability, requires child care.

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.

A Special Member, like any other member or guest, is subject to the Club's Rules and Regulations. The sponsoring Active Member *shall be accountable* for the Special Member's conduct at the Club, including discipline, suspension, or expulsion as provided for in Article IV, Sections 7 and 8.

SECTION 7: BOND LEASES AND AUGUST MEMBERSHIPS:

Bond Leases

- (a) The Board of Governors may, in its discretion, permit a bond holder to decline to use their membership for a full season. In lieu of paying the full dues amount for that season, the member pays a "leasing fee" to be set annually by the Board of Governors. The Board of Governors may reject requests made under this subsection for any reason and may place limitations on its use.
- (b) In the event that a bond holder declines use of their membership under subsection (a), the Board of Governors may "lease" the unused bond to an individual or family on the Club's waiting list. Such a "lease" is only valid for the prescribed season and, whether exercised or not, does not change the lessor's place on the waiting list.
- (c) The bond holder retains voting privileges during a leasing period.

August Memberships

- (d) The Board of Governors may issue non-bond-holder August Memberships that permit individuals or families on the waiting list to access the Club from August 1 through the end of the season. The number of August Memberships offered and the cost of an August Membership shall be set annually by the Board of Governors.
- (e) Bond Lessors and August Members are subject to the Bylaws and Club Rules and Regulations and may be disciplined, suspended, or expelled from the waiting list as a result of rules violations as explained in Article IV, Section 10 below.

The Membership Committee shall make recommendations to the Board of Governors regarding Bond Leases and August Memberships.

SECTION 8: MEMBERSHIP APPLICATION:

- (a) The Board of Governors, at the first meeting of the Board after each Annual Meeting of the Club, shall appoint a Membership Committee for the ensuing year. It shall be the duty of this Committee to meet from time to time to consider applications for membership in the Club and to make recommendations to the Board.
- (b) The Board of Governors shall vote upon the admission to the Club of each applicant recommended by the Membership Committee at their first meeting after receiving such recommendation, and shall confer membership only upon those applicants who shall be approved by two-thirds (2/3) of the members of the Board present. If requested by any Board member present, the vote of the Board shall be by ballot.

SECTION 9: MEMBERSHIP WITHDRAWAL:

Any member of the Club may withdraw at any time subject to the provisions of Article III, Section 7 of the Constitution and the following paragraphs.

- (a) Refund of dues to the withdrawing member shall be:
 - 1. A refund of one-half (1/2) of the members dues if withdrawal is during the first half of the season; a season is determined as fourteen (14) weeks from the opening day of the pool.
 - 2. No refund of dues if withdrawal is during the last half of the season.
- (b) Dues paid by a new member who is replacing a withdrawn member during the season shall be pro-rated on the remaining weeks of the season, based on the following formula:

$$\frac{\underline{X} \text{ (# of weeks remaining)}}{14 \text{ (No. of weeks in season)}} \times \text{(Normal Membership Dues)}$$

- (c) Any member withdrawing after February 28 shall receive back the proceeds of his or her bond less a service charge in the sum of twenty-five dollars (\$25.00). After March 31st an additional service charge of twenty-five dollars (\$25.00) will apply, to a total of fifty dollars (\$50.00).

SECTION 10: SUSPENSION AND EXPULSION OF MEMBERS:

- (a) The Board of Governors may delegate to the Rules Committee the power to suspend pool privileges for the violation of Club Rules and Regulations

provided such suspension does not exceed thirty (30) days. The Rules Committee may delegate to the Pool Manager the power to suspend pool privileges for the violation of Club Rules and Regulations provided such suspension does not exceed seven (7) days. A written report of all such suspensions, containing reasons therefore, shall be submitted to the President within twenty-four (24) hours.

- (b) Any member of any class may, for cause and after having been given an opportunity for a hearing, be suspended for a period of not exceeding three months by a two-thirds (2/3) vote of the members of the Board of Governors present at any meeting thereof, or expelled by a three-fourths (3/4) vote of the entire membership of the Board. Cause of suspension, or expulsion shall, in general, consist of violation of these By-Laws or of the Rules of the Club.

SECTION 11: MEMBER AND GUEST PRIVILEGES AND LIMITS:

- (a) All classes of members of the Club shall be accorded use of the facilities of the Club in accordance with these bylaws and subject to the Rules and Regulations which shall be distributed to each member and available in the Pool Manager's office.
- (b) The Board of Governors at its discretion may extend the privileges of the Club to any person or persons.
- (c) The Board of Governors extends the privileges of the Club to those chartered members of the Original Board of Governors even after their membership in the Club is relinquished. These chartered members are identified as gold cardholders.
- (d) The Board of Governors shall by rule fix the terms and conditions upon which guests of members may use the facilities of the Club.
- (e) Any property of the Club broken or damaged by a member of any class, or his guest, shall be promptly paid for by such member. No person shall take any article belonging to the Club.
- (f) The Club assumes no responsibility, and members (of any class) or their guests can have no claim against the Club for the property of members of any class or any guests which may have brought into or left in the Club buildings or on the grounds.
- (g) No intoxicating liquor shall be brought on to the Club grounds, except at such times as designated by the Board of Governors.
- (h) The Club assumes no responsibility and members (of any class) or their guests can have no claim against the Club, for any accident or injury to any person or their property.
- (i) The Board of Governors may suspend or expel in accordance with Article IV, Section 9 of the By-Laws any member who presents, asserts or files any claim, suit, cause of action, or judgment against the Club arising from personal injury, property damage matter, or any other circumstance.

Members may also be suspended or expelled if their guest(s) file any claim, suit, cause of action, or judgment against the Club arising from personal injury, property damage matter, or any other circumstance.

SECTION 12: REELECTION OF MEMBERS:

The Board of Governors, at its discretion, may reelect to membership a member who has resigned (subject to the membership limitation as set forth in Article III, Section 1, Constitution) without payment of the registration fee provided such former member was in good standing at the time of resignation.

SECTION 13: RESIDENCE REQUIREMENT:

All applicants shall be residents of Haverford Township at the time of application and election to Membership. Subject to the provisions below, members who move out of Haverford Township must immediately notify the Membership Committee, resign as members, and return their bond for a refund. Bondholders who have been members for 5 years or more in good standing and move out of Haverford Township but wish to keep their bond must immediately notify the Membership Committee and request in writing to retain their status as Bondholders ("Non-resident Bondholders"). Such request shall be considered by the Board at the next regularly scheduled meeting, and such request (which shall be presented to the Board in the order in which they were received by the Membership Committee) shall not be unreasonably denied, subject to the limitation that there shall not be at any time more than fifteen (15) Non-resident Bondholders. An additional fee of \$100.00 per year will be assessed to Non-resident Bondholders.

ARTICLE V

Dues, Assessments and Fees

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 March 31st of each year.

SECTION 2: ESTABLISHING ASSESSMENTS:

- (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.

SECTION 3: REGISTRATION FEE:

All Candidates for membership in the Club shall be required to pay a registration fee as set forth by the Board of Governors.

SECTION 4: LATE CHARGES:

- (a) A late charge, determined by the Board of Governors, shall be levied on all members failing to pay their dues or assessment by March 31st. All members who are delinquent shall be notified that they are in default, their annual dues or assessment and the late charge are due by April 15th, and that failure to submit their annual dues or assessment and late charge will result in the suspension of membership privileges and the sale of the member's bond.
- (b) An additional late charge, determined by the Board of Governors, shall be levied on all members failing to pay their annual dues or assessment and initial late charge by April 15th. All members who are delinquent as of April 15th shall be notified in writing that they are in default, that their membership privileges shall be suspended effective April 25th, that their bond will be sold and that the proceeds from the sale of their bond, minus fifty (\$50.00) dollars, will be returned to the member within thirty days. This notice shall be sent via certified mail with a return receipt requested.

ARTICLE VI

Meeting of Members

SECTION 1:

The Annual Meeting of the Corporation (the Annual Meeting) shall be held in October 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 members and of the Board shall be held at such a 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. Any meeting may be held virtually by electronic communication if so designated by the Board of Governors.

SECTION 4:

Notice of the date, time, and location of the Annual Meeting shall be sent to the members by electronic communication at least 10 days before the meeting. Notice of any Special Meeting called by members shall likewise be sent out by electronic communication.

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 set forth in the Constitution.

SECTION 7:

Quorum at any annual meeting of the Club shall consist of twenty (20) of such members entitled to vote at the meeting, provided that all active members of the Club 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 be adjourned 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 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 Club 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 VII

Fiscal Year

SECTION 1:

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

ARTICLE VIII

Notice

SECTION 1:

To the extent any provision of these bylaws requires notice to be given in writing, such notice shall be sufficient if provided through mail or electronic means.

ARTICLE IX

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 (2/3) vote of the members entitled to vote present at a duly organized meeting.

SECTION 3:

The Rules Committee must review the Constitution, By-Laws, and Rules and Regulations of the Corporation every three (3) years. The Rules Committee must make its recommendation in writing to the Board of Governors for its approval.