

**ARTICLE I - NAME**

Section 1 This shall be a non-profit corporation organized and existing under the laws of the State of New Jersey and shall be known as the Fox Hollow Swim Club, hereafter called "Club".

**ARTICLE II - PURPOSE**

Section 1 The purpose for which this Club is formed is to construct, own and operate a swimming pool and other athletic and recreational facilities for the exclusive use of its active members and guests.

**ARTICLE III GOVERNMENT**

Section 1 The property and affairs of this Club shall be managed by a Board of Directors and Officers with full power to carry out the objectives of the Club as provided in these By-Laws.

Section 2 The Board of Directors shall consist of the President, Vice-President, Secretary and Treasurer plus five (5) Directors to be selected in accordance with these By-Laws.

Section 3 At the first annual membership meeting, nine (9) members of the Board of Directors shall be elected by the plurality of the active members present at that meeting. The Board shall then determine, by drawing lots, which three (3) members are to serve three (3) year terms, which three (3) members are to serve two (2) year terms and which three (3) members are to serve one (1) year terms. Thereafter, at each annual membership meeting, three (3) Directors will be elected for a term of three (3) years.

Section 4 Only adult (over 21 years of age) active members in good standing shall be eligible to serve as Directors. Any member of the Board of Directors who shall cease to be an active member of the Club automatically shall cease to be a member of the Board of Directors.

Section 5 Vacancies in the Board of Directors shall be filled by a majority vote of the remaining Directors and the person so elected shall serve until the next annual meeting, at which time the unexpired term shall be declared vacant and election held for the remaining portion of the unexpired term consistent with paragraph three (3) herein.

**ARTICLE IV - BOARD OF DIRECTORS**

- Section 1 Consistent with these By-Laws, the Board of Directors shall:
- a) Transact all Club business and prescribe Rules and Regulations for the government and use of Club facilities. It may appoint and remove such employees and agents as it may deem necessary and may fix their duties and compensation.
  - b) Fix and impose penalties for violation of these By-Laws and the Rules and Regulations of the Club.
  - c) Approve the admission of members of the Club upon the recommendation of the Membership Committee and fix Guest fees annually.
  - d) Elect Officers and fill vacancies as prescribed in these By-Laws.
  - e) Constitute and appoint committees and define the power and duties of same.
- Section 2 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 for the Club shall be executed. However, the Board of Directors shall always require that at least two officers sign any check, draft, or other instrument for the payment of money drawn in the name of the Club in excess of \$500.00.
- Section 3 The Board of Directors shall cause the books of the Club to be subject to internal audit annually by a Finance Committee selected by the Board of Directors. The Treasurer and President shall not be part of the Finance Committee but should be available to answer any questions the committee may have. The report of the Finance Committee should be made to the general membership at the annual meeting.
- Section 4 The Board of Directors shall meet at least once a month during the months of March, April, May, June, July, August and September and at such other times and intervals as they deem necessary. Five members of the Board shall constitute a quorum.
- Section 5 In the event a question before the Board of Directors cannot be resolved, the question shall then be submitted to the active membership for decision.
- Section 6 Nothing in these By Laws shall be construed to permit the Board of Directors to borrow or pledge the credit of the Club in excess of \$2,500 without specific approval of the Active Membership

Section 7 Any executive officer or member of the Board of Directors may be removed from office by a majority vote of the active members present at either an annual meeting or a special meeting called in accordance with these By-Laws.

Section 8 Members of the Board of Directors shall serve without compensation.

## **ARTICLE V - OFFICERS**

Section 1 The officers of the Club shall be a President, Vice President, Treasurer and Secretary who shall be elected annually by a majority vote of the Board of Directors from among members of the said Board of Directors.

Section 2 The first officers shall be elected at the first annual membership meeting and shall serve until the second annual meeting of the Club. Prior to this meeting and each annual meeting thereafter, the officers shall be elected for a term of one year.

Section 3 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 the Chairman thereof, and all special committees as may be necessary. He shall be a member of all committees.

Section 4 The Vice-President shall act for the President in the absence or disability of the President. He shall be a member of all committees.

Section 5 The Secretary shall, send out all notices of the meetings of the Club and the Board of Directors, keep the minutes, and attend to other correspondence pertaining to the office. The Secretary shall perform such other duties pertaining to the office as may be requested by the Board of Directors.

Section 6 a) The Treasurer shall attend to the keeping of accounts of the Club, collecting its revenues, and paying its bills as approved by the Board of Directors, or other agency authorized by the Board of Directors to incur them. The Treasurer shall deposit funds of the Club in such depository as may be authorized by the Board. The Treasurer shall perform such other duties pertaining to the office as may be requested by the Board of Directors. The Treasurer shall be bonded but the cost of the bond shall be borne by the Club.

## **ARTICLE VI – COMMITTEES**

Section 1 The standing committees of the Club shall be Activities Committee, Facilities Committee, Financial Committee, Membership Committee, Nomination Committee, and any other committee deemed necessary by the President and/or the Board of Directors

Section 2 The duties and powers of the standing committees shall be designated by the Board of Directors. A Director shall act as a member of each of the standing committees.

Section 3 The Board of Directors shall determine the number and term of office for each standing committee.

## **ARTICLE VII - MEMBERSHIP**

Section 1 Club memberships will be offered on both a "boundary defined" basis and on an "open membership" basis but total active members shall not exceed two hundred twenty-five (225).

Section 2 The Club's boundaries, including some annexed areas, are homes bounded by Kresson Road, Cropwell Road, Brick Road and the "Creek" running east and west behind the Club. Sub-divisions included are Chanticleer, Cherry Brook, Cherry Wood, Cropwell Estates, Charter Oak, Cherry Run, Country Walk, En Provence, Fox Hollow Woods, Fox Hollow, old Fox Hollow, Saddlebrook, Ramsgate, St. Vincent Court, Signal Hill, Wexford East, and the Woods. Memberships for persons living outside the Club's boundaries will be offered on a "space available" basis.

Section 3 An active member shall be an individual or family groups with a certificate of membership issued after the following conditions are met:

- a) The application has been accepted by the Board of Directors.
- b) Applicant is a holder of record of a Membership certificate.
- c) Annual dues or any other financial obligations due the Club are not in arrears.

Section 4 For the purpose of this Article, a "family group" shall be defined as a husband and/or wife and unmarried dependents residing in the same household. Any exceptions shall be submitted through the Membership Committee for review and interpretation by the Board of Directors.

Section 5 Membership Certificates may be transferred only to an immediate family member or to the purchaser of the residence of the owners of a Charter Certificate (Membership Certificates #1 through #100) subject to approval by the Board of Directors. No certificate holder may otherwise sell, assign or transfer said certificate to any other person or entity except the Club.

Section 6 Any member of the Club may withdraw at any time but there shall be no refund of the current year's dues.

- Section 7 a) Vacancies in the membership list of the Club shall be filled by the Board of Directors from the approved lists of outstanding applications for membership.
- Three waiting lists shall be maintained:
- 1) That consisting of "Inactive" members making application for reinstatement of "Active" annual membership.
  - 2) That consisting of persons who live within the defined boundaries of the Club making application
  - 3) That consisting of persons living outside the defined boundaries of the Club making application.
- b) The first list shall take priority over the second and third on open memberships and the second shall take priority over the third on open memberships. Lists will be ordered chronologically by date of year of the application. Applications received on the same calendar day will be considered alphabetically.
- Section 8 The Board of Directors shall consider applications for special memberships in the Club.
- a) All active members of the Club shall be accorded the facilities of the Club subject to the pool rules and regulations which shall be posted at all times.
  - b) A card or tag may be issued to the Active Membership annually. In lieu of issuing cards or tags, Membership Chairperson will maintain a list of Active Members to be used for Club entry.
  - c) The Board of Directors shall by rule fix the terms and conditions upon which active members and guests of members may use the facilities of the Club.
  - d) Any property of the Club broken or damaged by a member of any class or their guest shall be promptly paid for by such member and membership privileges may be revoked until payment is made.
  - e) The Club assumes no responsibility and members of any class can have no claim against the Club, for the property of members of any class or any guest which may be brought into or left in the Club buildings or on the grounds.

- Section 9
- a) Any member or guest may, for cause and after having been given an opportunity for a hearing, be suspended for a period not exceeding three months by a two-thirds vote of the Board of Directors present at any meeting thereof, or expelled by a two-thirds vote of the entire membership of the Board. Cause for suspension, or expulsion shall, in general, consist of violation of these By-Laws or of the rules and regulations of the Club, or of conduct unbecoming a lady or a gentleman.
  - b) The Board of Directors may delegate to the pool manager the power to suspend pool privileges for violation of Club rules and regulations provided such suspension does not exceed seven days. A written report of such suspension containing reasons therefore, shall be submitted to the President within twenty-four hours after said suspension.

## ARTICLE VIII - DUES AND FEES

- Section 1 -
- a) The Board of Directors, at its first meeting after the Annual Meeting of active members shall establish dues for the ensuing year.
  - b) Dues shall be sufficient to provide for necessary running expenses of the Club and the proper maintenance and improvement of its property. Such dues shall be payable by May 1st of each year.
  - c) No dues or part thereof shall necessarily be refunded in the event that the Club is required to suspend its operations for any period.
- Section 2
- In the event of a dissolution of the Club in any manner or for any reason and in no other event, upon the effective date of dissolution of the Club, the surplus remaining shall be paid and distributed pro rata among the then holders of record of Membership Certificates.
- Section 3
- Any active member failing to pay dues by May 1, shall be notified by the Chairperson of the Membership Committee that, if such indebtedness shall not be paid within fifteen days thereafter, the delinquent may be suspended by the Board of Directors. Any person thus suspended shall immediately be notified in writing by the Chairperson of the Membership Committee of their suspension, and if their indebtedness shall not be paid within fifteen days after the sending of such notice, they shall cease to be an active member of the Club. The Board of Directors, at their discretion, may reinstate any member upon request and repayment of all indebtedness to the Club. A late charge shall be levied by the Board of Directors. Late fees shall be sufficient to provide for necessary expenses for collection of dues.
- Section 4
- Any active member of the club may elect to be inactive for a swimming season. No member shall be inactive, by virtue of non-payment of annual dues, for more than one season, except at the expiration of five years, as long as the club is required to redeem the certificate by provisions of these By-Laws.

- Section 5 Upon cessation of a membership for any cause, the Certificate of Membership (Bond) must be transferred to the Club subject, however, to the redemption provisions as provided in these By-Laws. Responsibility for future indebtedness by the member shall terminate upon delivery of said Certificate to the proper officer of the Club and settlement of all Dues and Fees that may be in arrears. If the Club is unable to obtain possession of the Certificate it may be cancelled on the books and a new Certificate issued in place thereof.
- Section 6 All fees and other charges mentioned herein are exclusive of taxes imposed by the Federal, State and other Governmental bodies and agencies.

### **ARTICLE IX - MEMBERSHIP CERTIFICATES (BONDS)**

- Section 1 The Board of Directors is empowered to issue in the name of the Club not more than 225 active Membership Certificates (Bonds) to be sold to members, potential members and other interested parties.
- Section 2 The prices of Membership Certificates (Bonds) issued after January 15, 1975 and before September 1, 2002 are hereby set at \$500.00. The price of Bonds issued after September 1, 2002 will be established annually by the Board of Directors, and such bonds will have no redeemable value if subsequently returned to the Club for redemption.
- Section 3 The ownership of a Membership Certificate is established as a pre requisite for Active Membership.
- Section 4 Ownership of the Membership Certificate shall be duly recorded by the Chairperson of the Membership Committee. Should ownership of a Membership Certificate be transferred by the holder of the said Membership Certificate of record, subject to Article VII, Section 5, then written notice to the Chairperson of the Membership Committee is required within seven days of said transfer.
- Section 5 a) For Membership Certificates purchased before September 1, 2002, the Treasurer is empowered to purchase a Membership Certificate of any holder of a Membership Certificate of record at the price for which the Membership Certificate was issued and in no event shall such a sale reduce the number of outstanding active Membership Certificates below the minimum level of 190.
- a) Membership Certificate redemptions will be limited to a total of 30 redemptions per fiscal year subject to a minimum total active Membership Certificate count of 190.
- Any Membership Certificate redemption requests beyond the count of 30 can be processed at the discretion and direction of the Board of Directors when the total active Membership Certificate count is at or above 190.
- All requests for Membership Certificate redemptions not processed in a given fiscal

year will be put on a prioritized waiting list, moved into the succeeding fiscal year, and be given precedence over any subsequent Membership Certificate redemption requests that are made subject to Section 6 of Article IX.

Section 6 Membership Certificates shall be retired in the order of priority as received by the Chairperson of the Membership Committee. Charter Members shall have preference and shall be placed at the head of the retirement list of Membership Certificates, in order of priority in which they are received by the Chairperson of the Membership Committee.

Section 7 When total active Membership Certificate count falls below 190, Membership Certificate redemption requests will be held and processed from prioritized waiting list as defined in Article IX, Sections 5 (b) and 6, as new members are added and the total active Membership Certificate count is increased to 190 or higher.

## **ARTICLE X – MEETINGS**

Section 1 The Annual Meeting of the Club shall be held prior to November 15th in each year at such time and place as the Board of Directors may determine. The Annual Meeting shall be for the purpose of electing Board members, presenting committee reports, and for transaction of such business as may be indicated in the notice or brought before it.

Section 2 Special meetings of the Club may be called by the Board of Directors. Also, upon the written request of twenty active members to the Secretary, stating the purpose therefore, a special meeting will be called by the Secretary within thirty days.

Section 3 a) Notice of the Annual Meeting shall be given by mail to the active members at least ten days prior thereto. The notice of the Annual Meeting shall include the names of candidates nominated by the nominating committee and a description of any proposed assessments or By Law amendments.

b) Independent nominations may be made as provided by Article XI, Section 2.

c) Special meetings of the Club may be held on seven days notice by mail to all active members. The notice shall state the purpose for which the special meeting is called, and no other business shall be transacted thereat.

Section 4 Only active members in good standing shall be entitled to vote at meetings of the Club, and only one vote may be cast for each Membership Certificate held. Each active member must vote in person; no proxy votes shall be accepted.

Section 5 Twenty five voting members, present in person, shall constitute a quorum at all Club meetings

Section 6 Whenever in these By Laws, a notice to members is required, the mailing of such notices to the last known address of the members shall constitute notice.



- Section 7
- a) The Board of Directors shall hold its first meeting following the Annual Meeting as promptly as is practicable.
  - b) The Board of Directors may, by resolution, establish from time to time a schedule of its 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 three members of the Board.
  - d) Notice of the regular monthly and special Board meetings shall be given to each Board member at least five days before the date of the meeting.
- Section 8 - The rules contained in Roberts 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 By-Laws or special rules of order of the Club.

## **ARTICLE XI -NOMINATIONS**

- Section 1
- a) There shall be a nominating Committee to be composed of five active members of the Club. Three members shall be elected at the Annual Meeting of the Club. The other two members shall be elected by the Board of Directors. Vacancies occurring on the Committee shall be filled by the Directors.
  - b) The Nominating Committee shall nominate 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 and shall report such nominations to the Secretary prior to August 1.
- Section 2
- Independent nominations of candidates for election at the Annual Meeting may be made by letter, signed by ten active members and delivered to the secretary at least fifteen days prior to the Annual Meeting. The Secretary shall give notice thereof to all members entitled to vote at least seven days before the Annual Meeting.
- Section 3
- Nominations may be made from the floor at the Annual Meeting to fill vacancies whenever candidates have not been nominated by the Nominating Committee.

## **ARTICLE XII - INDEMNIFICATION**

- Section 1      a) Each person who acts as a Director or officer of the Club shall be indemnified by the Club against expenses actually and necessarily incurred by him/her in connection with the defense of any action suit or proceeding in 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 except any sum paid for 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 shall 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.

## **ARTICLE XIV BY - LAWS**

- Section 1      Any question as to the meaning and/or interpretation of any of the provisions of these By Laws shall be determined by the Board of Directors.
- Section 2      These By Laws may be amended by a two thirds vote of the active members present at any meeting of the Club, provided each active member is given at least fourteen days notice of the proposed action to amend the By Laws.