**CONESTOGA SWIM CLUB**

**BY-LAWS**

**Article I**

**The Board of Governors**

**Section 1**

**Number**: The Board of Governors shall consist of thirteen (13) Governors; nine (9) of whom shall be elected as provided in Section 3 of the Article; and four (4) shall be the officers elected as provided in Article II, Section 4 of these By-Laws.

**Section 2**

**Eligibility:** All active members in good standing, of legal age, with permanent residence in Radnor Township, who hold no appointive or elected public office, shall be eligible to serve as members of the Board of Governors. Prospective Board members shall have the interest of the club as a whole in mind when choosing to serve on the Board.

**Section 3**

**Election:** Of the nine (9) Governors elected at the first regular meeting of members entitled to vote, three (3) shall serve a term of one (1) year, three (3) a term of two (2) years, and three (3) a term of three years, or until their respective successors have been elected and qualified. At the Second Annual Meeting and each Annual Meeting thereafter, successor Governors shall be elected for a three (3) year term or until their successors have been elected.

**Section 4**

**Nominations:** Nominations to the Board of Governors shall be made by a Nominating Committee appointed by the President.

Nominations to the Board of Governors may also be made in writing signed by at least ten (10) active members entitled to vote, and mailed to the Secretary not less than twenty (20) days before the date of the Annual Meeting.

Notices of Annual Meetings shall list nominees to the Board of Governors, indicating which nominees are incumbents.

Nominations to the Board of Governors may also be made from the floor at the Annual Meeting.

**Section 5**

**Compensation:** Members of the Board of Governors shall receive no compensation for service as Governors.

**Section 6**

**Meetings:** 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 calling the meeting. The Board of Governors shall hold regular meetings not less than four (4) times per annum. Members of the Board of Governors shall be required to attend at least eighty per cent (80%) of the meetings held each year.

Special Meetings: Special Meetings of the Board may be called by the President. When a Special Meeting is called notice of such Special Meeting shall include the items to be discussed and no other business shall be transacted at the Special Meeting.

**Section 7**

**Notice:** Written 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. Special Meetings, however, may be called upon one (1) day’s notice.

**Section 8**

**Quorum:**  (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 shall be the acts of the Board of Governors; provided that if all the Governors shall severally or collectively consent in writing or electronically 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:** 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 a successor is duly elected.

**Section 10**

**Removal:** A Governor may be removed from office by a vote of a majority of the Board, after ten (10) days notice to the Governor concerned to attend a hearing before the Board. Robert’s Rules of Order shall be followed for any such proceedings.

**Section 11**

**Presiding Officer:** Meetings of the Board of Governors shall be presided over by the President. In their absence the Vice-president shall preside, and if neither the President or Vice-president is present, the Governors present shall elect a presiding officer for such meeting. The 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**

**Powers and Duties**

(a)  **Purchases:** The Board of Governors shall make or authorize all purchases and disbursements necessary or desirable for the operation of the Club and to do or cause to be done all other things necessary for the operation of the Club.

(b) **Employment:**  The Board of Governors shall fix the classification and salary schedule of employees and authorize their employment.

( c )  **Rules:** The Board of Governors shall prescribe rules for the government and use of Club facilities and perform such duties as they in their discretion may deem to be for the best interest of the Corporation.

(d) **Annual Report:**  The Board of Governors shall prepare an Annual Report showing the state of membership and finances, setting forth the transactions and summarizing important activities of the preceding calendar year, and shall mail a copy of said report to all members each year.

(e) **Committees:** 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.

(f) **Bonds, Fidelity:** The Board of Governors at Club expense 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 they deem necessary.

(g) **Audit:**  The Board of Governors shall require an audit or review to be made of the accounts of the Corporation for each calendar year, which audit or review shall be submitted at the Annual Meeting of the active members. Such annual audits or reviews may be made by an Auditing Committee appointed from the active membership {pursuant to Article III, Section 2} provided at least one (1) member of the Auditing Committee is a certified public accountant; otherwise, said audits or review shall be made by an independent accountants engaged for that purpose.

(h) **Annual Budget:**  The Board of Governors shall adopt an annual budget upon the recommendation of the Finance Committee.

(i) **Guests:** The Board of Governors shall fix guest fees at the annual adoption of the budget.

(j) **Indemnification:**  Each Governor and Officer of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred by them and/or damages imposed upon them, in connection with the defense of or as a 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 commission of any action as to which they shall be liable under the provision of any Federal or State statute or as to which they may be liable by reason of dereliction or negligence in the performance of their duties as a Governor or Officer of the Corporation.

(k)  **Insurance:** 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.

(l) **Debt:**  The Board of Governors may borrow money for a term of not more than one year for the operation and maintenance of existing Club facilities secured by mortgage or other encumbrance upon the Club property, in an amount not to exceed fifty percent (50%) of the annual dues for the year in which the money is borrowed.

The Board of Governors shall not alienate or mortgage any of the real property of the Corporation without the authority of the active membership given by majority vote of those voting at an Annual Meeting or a Special Meeting, and provided, further, that no mortgage or other encumbrance, at the time of placement shall be in excess of twenty percent (20%) of the combined value of the real property and improvements erected or to be erected thereon. 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 appurtenances.

(m) **General:** The Board of Governors shall do or cause to be done all other things necessary for the operation and maintenance of the Club.

**Section 13**

Conflict of Interest: For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

(a) The interest of such officer or director is fully disclosed to the board of directors.

(b) Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.

(c) No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

**Article II**

**The Officers**

**Section 1**

**Officers:** The officers of the Corporation shall consist of a President, a Vice-president, a Secretary, and a Treasurer

**Section 2**

**Nominations:** Nominations for Officers shall be in the same manner as prescribed for the Board of Governors. (Article I, Section 4, By-Laws)

**Section 3**

**Election:** The Officers shall be elected at the Annual Meeting of the Corporation and shall serve for a term of one year or until their successors are elected and have been qualified. Active members only shall be eligible to serve as Officers of the Corporation and shall meet the requirements prescribed for members of the Board of Governors. (Article I, Section 2)

**Section 4**

**Status:** The President, Vice-president, Secretary and the Treasurer shall be ex-officio members of the Board of Governors and shall have full voting rights at meetings of the Board of Governors. These officers shall be included in the number of members of the Board of Governors required to raise a quorum.

**Section 5**

**Vacancies:**  Any vacancy among the officers shall be filled by appointment made by the Governors, at a Special Meeting called as soon as possible after the officer’s resignation and such appointed officers shall serve until the next Annual Meeting of the active members.

**Section 6**

**President:**  ( a ) The President shall preside at all meetings of the Board of Governors and membership; the President shall in conjunction with the Secretary sign all contracts and papers relating to the affairs of the Corporation; make all appointments to committees, subject to confirmation by the Board of Governors, and shall be ex-official a 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 the employees thereof.

( b ) The President may authorize expenditures and payment for current operating supplies and equipment and fixed assets with 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 7**

**Vice-President:**  The Vice-president shall assist the President and shall assume the full responsibilities, duties and obligations of the President during the absence of the President.

**Section 8**

**Secretary:** ( a ) The 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 Secretary or their designee shall maintain a membership book containing the names and addresses of each member, and in any case where membership has been terminated, facts as to the reasons for termination shall be recorded in the books together with the date on which membership ceased.

( c ) The Secretary or their designee shall conduct all official correspondence and shall be responsible for keeping all records, except the financial records of the Corporation.

( d ) The Secretary or their designee shall issue calls for meetings with the proper notice at the request of the person or persons authorized to call meetings.

( e ) The Secretary or their designee is charged with the responsibility for issuance of the membership cards of the Club and maintenance of records of persons whom such cards have been issued.

( f ) The 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 9**

**Treasurer:** ( 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 or their designee 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 the designated banking institution for service 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 counter-signed by the President or Vice-president or Secretary.

( e ) The Treasurer will , when authorized by the President, advance a sum 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 instance the Treasurer shall require an accounting from the person receiving such cash. The President shall report all such transactions at the next regular meeting of the Board of Governors.

( f ) The Treasurer or their designee shall issue share certificates to fully paid subscribers as evidence of ownership.

( g ) The Treasurer or their designee 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 records of payments and the number and the date of the certificate or certificates issued.

( h ) The Treasurer shall maintain such other records as may be required by the By-Laws or as shall be required of him by 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.

A**rticle III**

**Committees**

**Section 1**

**Standing Committees:**  The Standing Committees of the Corporation, appointed by the President with the approval of the Board of Governors, shall be:

a. Finance Committee

b. Planning and Improvements Committee

**Section 2**

[**Chairman] Chairperson:** A Governor shall act as Chairperson of each Standing Committee.

**Section 3**

**Finance Committee:** ( a ) The Finance Committee shall consist of a Chairperson and at least six active members.

( b ) The Finance Committee shall prepare financial studies on such projects as may be assigned to it by the Board of Governors and shall conduct all financing operations of the Corporation.

( c ) The Finance Committee shall submit to the Board of Governors before the first of March of each year an annual budget containing provisions for all anticipated expenditures of the Corporation for the year.

**Section 4**

**Planning and Improvement Committee:**

( a ) The Improvements Committee shall consist of a Chairman and at least four active members.

( b ) The Improvements Committee shall be responsible for planning all improvements to the Club property. Such plans accompanied by cost estimates must be submitted to the Board of Governors for approval.

( c ) Upon approval and appropriation of money by the Board of Governors, the Improvements Committee is authorized to proceed with the execution of planned improvements. This shall include overseeing the project and regular reports to the Board of Governors.

**Section 5**

**Other Committees:** There shall be such other committees as the President may appoint, and are approved by the Board.

**Section 6**

**Membership Committee:** ( a ) The Membership Committee shall consist of a Chairman and at least four active members.

( b ) The Membership Committee from time to time and as needed shall be responsible for the investigation and approval of all prospective members. An affirmative vote of a majority of the Committee members shall elect the applicant to membership.

( c ) The Membership Committee shall be responsible for approval or rejection of application for privilege of admission cards requested under Article IV.

( d ) The Membership Committee shall require three sponsors, who are active members in good standing, for the application of any prospective new member.

**Operating Committee:**  ( a ) The Operating Committee shall consist of a Chairman and at least six active members and will, from time to time or as needed procure bids for major renovation work to be done on the grounds or to the facilities of the Club. All such bids, contracts and work to be approved by the Board of Governors before any work is started.

**Section 7**

The Manager, Assistant Manager or President shall have the authority to clear the pool at any time it is determined that the water in the pool does not meet the standards of purity or safety as set by State regulations and as accepted by the Board of Governors. Further, no one shall be allowed to enter the pool until this condition is corrected. The responsible person present will be the authority in deciding when the pool should be closed and when it is safe to re-open it. Any such closings shall be reported to the President who will then inform the Board of Governors at the earliest opportunity.

**Section 8**

The Manager, Assistant Manager or President shall have the authority to prohibit guests if, in their opinion, the Club facilities are too crowded, behavior of such guest(s) on a previous occasion was unsatisfactory, or any other condition exists making it inadvisable.

**Article IV**

**Membership**

**Section 1**

**Members:**  The Club membership shall consist of active and associate members.

**Section 2**

**Eligibility:** All eligible persons for membership shall be permanent residents of Radnor Township.

**Section 2**

**Active:** The first five persons elected to membership from any family group shall be active members.

**Section 3**

**Associate:** An associate member shall be any person elected to membership from a family group already having a full quota of active members as defined in Section 2, above.

**Section 4**

**Children:**  No child under two-years old on June 1 who is a member of a family group need be elected to membership nor required to pay dues.

**Section 5**

**Family Group:** A family group is defined as spouse, same-gender domestic partner and children whose permanent residence is the same dwelling, regardless of which of them are active members. Decisions of the Membership Committee as to the application of this rule may be appealed to Board of Governors, who may make exceptions in specific instances to include in the family group others than the above whose residence is in the same building but may not include two family groups consisting of spouse, same-gender domestic partner and children whose residence is in the same building. The decision of the Board of Governors shall be final.

**Section 6**

**Dues:** ( a ) The dues for the various classes of membership shall be fixed annually by the Board of Governors.

( b ) Annual dues shall be payable by a date to be fixed each year by the Treasurer or their designee, which date shall in no event be less than thirty (30) days prior to the opening of the pool.

( c ) Dues shall be assessed and paid for the season on the basis of membership status as of the date dues are declared payable.

( d ) Except for the first season of operation, each member shall be given notice of the amount of his dues not less than fifteen (15) days prior to the dues date fixed by the Treasurer {or their designee}.

**Section 7**

Delinquents: No one who is delinquent in payment of dues or other membership obligations shall be entitled to the privileges of membership during such delinquency.

**Article V**

**Meeting of Members**

**Section 1**

**Annual Meeting:** The Annual Meeting of the Corporation shall be held on the second Sunday in March each year.

**Section 2**

**Special Meetings:** Special Meetings of the members may be called at any time by the President or Board of Governors, or by the membership-at-large under Article V, Section 1 of the Constitution.

**Section 3**

**Place:** Meetings of the Corporation shall be held at such place in Radnor Township designated in the call for the meeting.

**Section 4**

**Notice:** Written or electronic 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 ten (10) 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**

**Notice Adjourned Meeting:** When a meeting is adjourned with the intent of reconvening within ten (10) 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**

**Qualifications:**  The qualifications for voting at any meeting shall be set forth in Article III of the Constitution.

**Section 7**

Quorum: 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. 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. A duly called meeting shall not be organized for transaction of business unless a quorum is present.

**Section 8**

**Quorum - Lack Of:** 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, the President shall call an immediate Special Meeting of the Board of Governors for the purpose of electing Officers and Board members and conducting any immediate business of the Club. A quorum of Board members shall be required for any such meeting.

**Section 10**

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

**Privilege Card Regulations**

**Section 1**

**Dues and Charges:** The Secretary or their designee, upon notification by the Treasurer that the member’s annual dues and any other proper charges have been paid, shall issue an annual membership card. In case the member desires an admission card for any person residing with him, other than above, he shall make application in writing to the Club, setting forth the name and relationship of the person and reason for desiring such admission card; and in granting such privilege and admission card the Membership Committee shall, in each case, state the privilege to be enjoyed.

**Section 2**

**Cards:** ( a ) Annual membership cards shall be issued only in the names of individuals duly elected to membership and registered with the Secretary and shall be non-transferrable.

( b ) Such privilege and admission cards shall be issued in colors as the Bookkeeper shall determine from time to time.

Any member who will reach the age of 13 years before June 1 of any year shall be entitled to come to the pool alone. No members or guests under 12 years of age will be admitted to the pool unless accompanied and attended by a member 15 years of age or older.

( c ) In case a privilege card is lost, such loss shall be reported immediately to the pool attendant and application made to the pool manager for a new card accompanied by a fee of five dollars ($5.00).

( d ) Duplicate cards in the name of the individual with the associated name and address and telephone number shall be on file at the pool.

( e ) Upon entering the grounds of the club, the privilege or admission card must be deposited with the attendant who may question the individual to determine that the card belongs to the person presenting it.

( f ) The attendant will place the card on file and the owner will re-claim it when leaving the grounds.

**Article VII**

**Guests**

**Section 1**

**Guest:** ( a ) Guests may be admitted to the grounds of the Club by holders of adult cards only, upon payment by the holder of the cards fees set by the Board of Governors. The number of guests to be admitted at any time shall be determined by the Board of Governors. The Board of Governors may increase the guest fee for Saturdays or Sundays in an amount not in excess of twice the guest fee for other days.

( b ) All guests admitted as above shall be registered with the pool attendant in the book provided and the holder of the white and red card introducing the guest shall countersign as host member.

( d ) Residents of Radnor Township shall not be admitted to the pool as guests, unless otherwise determined by the Board of Governors.

( e ) Visitors may be admitted without charge on approval of the Board of Governors as guests of the Club. All such visitors must be registered in the Guest Book in the space entitled “Name of Member” as “guest of the Club” and must be accompanied by a member of the Board of Governors.

( f ) Any guest found in violation of club rules shall, at the discretion of the Manager, be asked to leave the club grounds and the sponsoring member shall be told that said guest will not be admitted to the Club in the future.

**Article VIII**

**Adoption and Amendments**

**Section 1**

These By-Laws shall be adopted by a majority vote of members of the Corporation entitled to vote and present at a duly organized meeting called for the purpose, and may be amended either by a two-thirds (⅔) vote of the members entitled to vote and present at a duly organized meeting or by a two-thirds (⅔) vote of the members entitled to vote and present of the Board of Governors. Any amendments to these By-Laws shall be voted upon at the Annual Meeting or Special Meeting held in place of the Annual Meeting.

**Section 2**

Members shall be given appropriate notice of all By-Law amendments.

**Article IX**

**Board of Trustees**

**Section 1**

The Board of Trustees shall be composed of all past officers of the Corporation. Such officers, as soon as their term of office has expired and a successor has been elected, shall become a member of the Board of Trustees.

**Section 2**

Past officers shall remain members of the Board of Trustees as long as they maintain active membership and remain in Delaware County.

**Section 3**

Members of the Board of trustees shall receive no compensation for service as Trustees.

**Section 4**

The Board of Trustees shall elect their own Chairman each year, whose duty it will be to attend the meetings of the Board of Governors and to arrange for the attendance of other Board of Trustees members when requested to do so by the President of the Corporation or when the Chairman determines that the best welfare of the Corporation would be served by such attendance.

**Section 5**

Members of the Board of Trustees will not be privileged to vote in meetings of the Board of Governors by virtue of attendance at said meetings unless they are also members of the Board of Governors.

**Section 6**

It shall be the duty of the Board of trustees to assume the responsibility for the care and safekeeping of the Corporation’s investments. All investments shall be kept in safe deposit boxes. Admission to said boxes shall be permitted by and accompanied by the Corporation officers privileged to open the boxes. A report shall be made by the Board of Trustees to the Annual Meeting concerning the condition and safety of all investments.

**Article X**

**Parliamentary Authority**

The rules contained in the most current edition of *Robert’s Rules of Order Newly Revised* shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and special rules of order the Club may adopt.