

TARNSFIELD SWIM CLUB, INC.
BY-LAWS

ARTICLE I- NAME

This shall be a non profit corporation existing under the laws of the State of New Jersey and be known as the **TARNSFIELD SWIM CLUB, INC.**

The principal offices of the Corporation shall be located at 65 Tarnsfield Road, Westampton Township, Burlington County, New Jersey, 08060.

ARTICLE II - PURPOSE

The purposes of this club are to foster and promote recreational, social, athletic, educational and civic activities of and among the members.

The use of the male gender in the designation of club officers in these By-Laws are for the purposes of brevity, clarity, and uniformity only. There is no intent to denote or imply sexual preference for any position on the Board of Directors.

Tarnsfield Swim Club shall not discriminate on the basis of age, ethnicity, gender, handicap, national origin, religion, sexual orientation or veteran status. This includes, but is not limited to membership, organization, activities or opportunities to hold employment or office.

ARTICLE III - GOVERNMENT

Section 1.

- a. The Club, its properties and affairs, shall be managed by a Board of Directors, ten in number, all of whom shall be adult members in good standing.
- b. The Board of Directors shall be divided into two separate bodies hereafter known as (a) the Executive Board and (b) the Board of Trustees.

Section 2.

- a. The first Directors shall be named in the Certificate of Corporation, filed originally with the Secretary the State of New Jersey on August 11, 1982. The first four names listed shall serve for two years and until their successor is named and qualifies for office.

- b. Thereafter, at each annual meeting of the members of the Club, there shall be elected by a majority vote of the members present from among the members in good standing, any open positions whose terms are to expire in the year the meeting is held. Their term will begin in September of that year. All Directors will serve for two years and until their successor is named and qualifies for office.

Section 3.

Vacancies in the membership of the Board of Directors shall be filled by a majority vote of the remaining Directors, and the Directors so elected shall serve the unexpired portion of the terms.

Section 4.

Anyone who is not an adult member in good standing of the Club may not be elected or may not serve as a member of the Board of Directors.

Section 5.

Any Director may be removed from office for a good and provident reason by a two-thirds vote of the members present at a general meeting called pursuant to these by-laws; and any Director so removed shall not be eligible to be a member of the Board of Directors unless and until he is elected by the membership at an annual meeting as provided herein.

Section 6.

A member of the Board of Directors who is in arrears in his financial obligations to the Corporation shall lose his voting privileges so long as he remains in arrears. If a Director is in arrears for six continuous months, this shall constitute a good and provident reason for his removal from the Board.

ARTICLE IV - BOARD OF TRUSTEES

Section 1.

Consistent with these by-laws, the Board of Trustees shall:

- a. Transact all Club business, including the appointment and removal of employees and agents, and fix their duties and compensation.
- b. Prescribe rules and regulations for the operation and use of the Club's facility and fix and impose, after due process, penalties for violation thereof.
- c. Fix guest fees and restrictions annually.
- d. Constitute and appoint committees as set forth herein, and such special committees as it shall deem necessary and define the powers and duties of same.
- e. Otherwise act as required elsewhere herein and as might be necessary and proper for the benefit of the Club and the welfare of its members.

- f. Report and maintain communication with the property owners, Township of Westampton, in accordance with the lease agreement and assure compliance with all lease provisions.

Section 2.

The Board of Trustees shall cause the books of the Club to be audited annually by the auditors selected by the Board, which auditors shall not be members of the the Board of Directors and the report shall be made available to members upon request.

Section 3.

The Board of Trustees shall endeavor to meet at least once a month and at other times and intervals as they may deem necessary.

Section 4.

Four members of the Board of Trustees shall constitute a quorum at any meeting of the Board of Trustees.

Section 5.

Nothing herein shall be construed to permit the Board of Trustees to borrow or to pledge the credit of the Club in excess of \$2,500, without the specific approval of the members given at a meeting held as provided herein.

ARTICLE V - OFFICERS

Section 1.

- a. At the first meeting of the Board of Directors following each annual meeting, the Board shall elect from its own members, a President, a Vice-President, a Treasurer, and a Secretary. The remaining Directors shall comprise and constitute the Board of Trustees.

Section 2.

The President shall preside at meetings of the Club and of the Board of Directors; he shall be the administrative office of the Club; he shall appoint the members of all special committees; he shall be a member ex-officio of all committees; he shall sign, together with the Treasurer or Secretary, all contracts, deeds, mortgages and other documents of the club.

Section 3.

The Vice-President shall act for the President in the event of his absence or disability, which absence or disability shall be certified by a resolution of the Board of Directors.

Section 4.

The secretary shall send meeting notices and other notices as required by Statute, these by-laws, or otherwise, including notices to all Directors and shall take and keep minutes of all such meetings.

He shall, together with the President, sign all contracts, deeds, mortgages, and other documents of the Club.

The Secretary shall attend to and preserve the books, records and correspondence of the Club. He shall be responsible for all correspondence with the general membership, and shall otherwise act as directed by the Board of Directors.

Section 5.

- a. The Treasurer shall keep the accounts of the Club, collect its revenues, pay its bills as approved by the Board of Directors or other agency authorized by the Board of Directors to incur them, deposit moneys, and otherwise act as directed by the Board of Trustees. He shall bill members for all charges within a reasonable time after they are incurred or are payable.
- b. The Treasurer shall present an annual financial report to the membership at its annual meeting.
- c. Checks issued by the Corporation must have two signatures for any amount over \$1000 unless previously approved by the board. They must be signed by the Treasurer and countersigned by either the President, or in his absence, the Secretary. Authority to sign checks is restricted to the aforementioned officers.

Section 6.

The Executive Board shall designate a bank or banks in which the funds of the Club shall be deposited.

ARTICLE VI - COMMITTEES

Section 1.

The Board of Trustees may appoint other committees pursuant to Article IV, Section 1 d, to function independently or as sub-committees of the standing committees.

ARTICLE VII - MEMBERSHIP

Section 1.

- a. *Membership to Tarnsfield Swim Club is open to the general public with no restrictions.*

- b. The total membership shall not exceed 275 memberships, as defined in Article XV. This section shall be modified by the Board of Directors as necessary.
- c. Trial membership are available for the month of August (one time per family). This is subject to availability.

Section 2

- a. The members in good standing shall be entitled to the use of the facilities of the Club subject to these by-laws and the rules and regulations promulgated thereunder.
- b. Members shall consist of eligible family units whose applications have been approved by the Board of Trustees as provided herein, and whose annual dues have been paid in the time and manner prescribed.

Section 3.

- a. Any member of the Club may withdraw at any time, but under no circumstances can there be a refund of a current year's dues.

Section 4

- a. The Board of Trustees 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 thereof, shall be submitted to the President and the Board of Trustees within twenty-four hours after said suspension.

ARTICLE VIII - DUES AND FEES

Section 1.

- a. Dues shall be sufficient to provide for necessary running expenses of the Club and the proper maintenance and improvement of its property.
- b. No dues or part thereof shall necessarily be refunded in the event that the Club is required to suspend its operations for any period.
- c. Dues will be set by majority of the Board by October 31 for the following year.
- d. Only a member in good standing from the previous season will be eligible for early registration.

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 current season paid members.

Section 3.

All fees and other charges mentioned are exclusive of taxes imposed by Federal, State and other Governmental bodies and agencies.

ARTICLE IX - MEETINGS

Section 1.

The Annual Meeting of the Club shall be held prior to September 1 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 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 general members to the Secretary, stating the purpose therefore, a special meeting will be called by the Board of Directors within thirty days.

Section 3.

- a. Notice of the Annual Meeting shall be given by email to the members and posted at the club at least ten days prior thereto.
- b. Special meetings of the Club may be held on seven days notice by email to all members and posting at the club. The notice shall state the purpose for which the special meeting is called, and no other business shall be transacted thereat.

Section 4.

Only members in good standing who have paid dues in full and are not in violation of its by-laws shall be entitled to vote at meetings of the Club. Each active member must vote in person; no proxy votes shall be accepted.

Section 5.

- a. Twenty members in good standing and present in person shall constitute a quorum at all Club meetings.
- b. Whenever in these by-laws, notice to members is required, the mailing such notices to the last known address of the members and email notice shall constitute notice.

Section 6.

- a. The Board of Trustees may, by resolution, establish from time to time, a schedule of its meetings and rules for the conduct thereof.
- b. Special meetings of the Board may be called by the President, and shall be called by the Secretary upon request of three members of the Board.
- c. 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 7.

The rules containing in "Robert's Rules of Order Revised" shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the by-laws or special rules of order of the Club.

ARTICLE X- NOMINATIONS

Section 1.

- a. The Board of Directors shall nominate candidate for the vacancies in the Board of Directors to be filled at the Annual Meeting and shall report such nominations to the Secretary 30 days prior to the Annual Meeting.
 - b. Nominations may be made from the floor at the Annual Meeting.
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ARTICLE XI - INDEMNIFICATION

Section 1.

- a. Each person who acts as a Trustee or Officer of the Club shall be indemnified by the Club against expenses actually and necessarily incurred by him in connection with the defense of any action suit or proceeding in which he is made a part by reason of his being or having been a Trustee or Officer of the Club except in relation to matters as to which he 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 in his duties.

- b. The right of indemnification provided herein shall insure each Trustee and Officer referred to in (a.), whether or not he is such Trustee or Officer at the time such costs or expenses are imposed or incurred, and in event of his death shall extend to his legal representatives.

ARTICLE XII - BY-LAWS

Section 1.

Any questions as to the meaning or proper interpretation of any of the provisions of these By-Laws shall be decided by the Board of Directors.

Section 2.

These By-Laws may be amended by a two-thirds vote of the Board present at any meeting of the Club.

Section 3.

Members shall have access to the By-Laws and Rules and Regulations of the Swim Club.

ARTICLE XIII - COMPENSATION & CONFLICT OF INTEREST

Section 1.

Officers of the Corporation and members of the Board of Directors shall receive no compensation as such, although each such officer or Board member shall be reimbursed by the Corporation for proper expenses reasonably incurred by him in the discharge of proper function of the Corporation.

Section 2

- a. In connection with any actual or possible conflict of interest, a board member must disclose the existence of a financial interest in a pending transaction or arrangement.
 - b. The board shall review and vote on whether a conflict of interest exists, without the involved board member present in the room.
 - c. After exercising due diligence, the board shall determine whether the organization can obtain with reasonable effort a more advantageous transaction or arrangement for a person or entity that would not produce a conflict of interest.
 - d. The involved board member shall not be present in the room during determination.
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ARTICLE XIV - DEFINITIONS

Section 1.

The term "in good standing" shall designate a member who has fulfilled his financial obligation to the Corporation.

Section 2.

A member is defined as those persons who would normally be considered as bona fide members of a household. These may include, but not necessarily restricted to, any of the following:

- A single person living alone
- A single parent and children * residing in the same household
- Two adults residing in the same household
- Up to two adults and children * residing in the same household
- Grandchildren permanently residing in the same household
- * children ages 21 and under

This section shall be modified or superseded by the operating rules and regulations of the Club, as necessary.

Section 3.

All membership disputes will be arbitrated by the Board of Directors, whose decision will be final.

ARTICLE XV - GENERAL

Section 1.

- a. General members may not attend Board of Trustees meetings without obtaining prior approval from the President. Meetings of the Board of Trustees may be called without notice to the general membership.
- b. The Club Logo may not be used or reproduced without the express, written consent of the Board of Directors.
- c. The Board of Trustees is empowered to permanently withdraw membership from repeated violations of the Rules, or a single serious incident if, in the judgement of the Board, continues use of the Club facilities by that member is not in the best interest of the General Membership.