

Nottingham Swim Club, Inc.
Newark, Delaware
BYLAWS
(Last amended 08/2005)

ARTICLE I: GOVERNMENT

Section 1. Management shall be by a Board of Directors, nine in number, and who shall be members of the Club.

Section 2. Nine directors shall be elected at the first meeting of the members. Three shall serve 1-year terms, three shall serve for 2 years, and three shall serve a 3-year period. At each annual meeting thereafter, three directors shall be elected to replace retiring members, and the newly-elected directors shall serve terms of three years or until successors have been named.

Section 3. Any member of the Board who shall cease to hold membership in the club shall automatically cease to be a member of the Board of Directors.

ARTICLE II: BOARD OF DIRECTORS

Section 1. The Board of Directors shall, consistent with these Bylaws:

- (a) Transact all Club business.
- (b) Make and/or amend rules regulating the use of the Club property, subject to membership approval at the next regular meeting, provided that 20% of the membership at the meeting so request.
- (c) Appoint and remove such officers, clerks, agents, servants, or employees, as it may deem necessary. It may also fix the powers and duties, and establish compensation for such persons.
- (d) Approve all applications for membership.
- (e) Fix, impose, and remit penalties for violations of Club Bylaws and/or rules.
- (f) Constitute, appoint and disband committees, and define their powers and duties.
- (g) Fill by majority vote, within one month, any vacancy that occurs in the Board of Directors. Any person so elected shall serve the remainder of the vacated term.

Section 2. The Board of Directors shall designate the bank or banks in which Club funds shall be deposited, and shall determine the manner in which checks, drafts, and other instruments for the payment of Club funds shall be executed. The signature of the Treasurer shall be on all checks, drafts and other instruments for the amounts of \$500.00 or less. The signature of the Treasurer and one other elected officer shall be on all checks, drafts and other instruments for amounts greater than \$500.00.

Section 3. The Board of Directors shall have Club financial records audited annually by auditors who shall be neither directors nor officers of the Club. The auditor's report shall be available to the members at all times.

Section 4. The Board of Directors shall meet at such times and intervals as is deemed necessary.

Section 5. Five (5) members of the Board of Directors shall constitute a quorum.

Section 6. Any member of the Board of Directors may be removed from such office as he may hold, by a two-thirds vote of the entire Board, or by a majority vote of the membership.

Section 7. Expenditures shall be limited to a budget approved by a quorum of the Board of Directors and a majority of the qualified voting members present at the Annual Meeting or any other special meeting called for that specific purpose, except that in any one calendar year the Board of Directors may authorize expenditures of not more than \$1,000 in excess of the budget, for emergency repairs and maintenance of pool property. At no time is the Board of Directors authorized to increase the Club's indebtedness by more than \$ 1,000 or to assess the membership in excess of the annual dues, without the specific approval of the membership as stated above.

Section 8. The Board of Directors shall maintain a minimum of \$300,000 insurance coverage for liability and property damage.

ARTICLE III: OFFICERS

Section 1. Club officers shall be a president, a vice-president, a secretary, a treasurer, and, if deemed necessary by the Board, an assistant secretary and an assistant treasurer.

Section 2. Assistant secretary and assistant treasurer shall be appointed by the Board of Directors from among its members.

Section 3. The President shall preside at all meetings of the Club and of the Board of Directors, and shall be the administrative officer of the Club. He shall appoint, subject to Board confirmation, all committee chairmen. He shall be, ex-officio, a member of all committees except the Nominating Committee.

Section 4. The Vice President, in the absence of or at the request of the President, shall perform the functions of the President. He/She shall be the chairperson of the Personnel Committee. He/She shall be, ex-officio, a member of all committees except the Nominating Committee and the Personnel Committee.

Section 5. The Secretary shall send out the notices of meetings of the membership and of the Board of Directors, keep minutes, and attend to the correspondence pertaining to his office. He shall also perform such other duties, pertaining to his office, as may be assigned by the Board of Directors.

Section 6. The Treasurer shall keep the accounts of the Club, collect its revenues, and pay its bills as approved by the Board of Directors or other authorized agency.

He shall deposit Club funds received by him, in the name of the Club, in such depository as may be authorized by the Board of Directors. He shall also perform such other duties, pertaining to his office, as may be assigned by the Board of Directors.

ARTICLE IV: MEMBERSHIP

Section 1. A member shall be defined as an individual or family who has paid the price associated with, or possess as allowed in Section 5, a Membership Certificate. One membership certificate shall be issued for each paid Membership. Each Membership certificate carries the privilege of one membership vote. The term "membership" when used in these Bylaws shall refer to the holders of membership certificates unless otherwise specified

Section 2. Membership shall be defined as applying to the head(s) of a household. For family memberships, only qualified children may be included. Qualified children are those that are dependent as defined in the Internal Revenue Code of 1986, as amended. A child may not be registered as a spouse or a second adult. A spouse or second adult is one that shares in the responsibility of supporting and raising the family and that has the same primary residence as the other adult member. A House Guest is an individual who lives with the member family for more than 30 days during the season. A Baby Sitter is an individual hired to take responsibility for a child or children of a member for a specified period. The baby sitter has no privileges to the pool except when accompanying the child(ren).

Section 3. A Member who does not want to participate in the Club's activities for the immediate season, but does not wish to relinquish his membership certificate may be granted Inactive Member Status. Appropriate dues will be assessed by the Board of Directors for Inactive Members. Inactive Member status will be for an entire, single season and is renewable each year. In order to be granted Inactive Member Status, a member must request such status from the Secretary or Membership person. If the request is not received by the date set for the Members to pay the annual dues, the Member will be assessed a Late Fee in addition to the fees associated with being Inactive.

Section 4. Temporary Status shall be defined as when an individual or family on the waiting list swims in substitution for a member who has chosen Inactive Member Status. The fees associated with Temporary Status will be at least equivalent to those of Membership for that season. An individual or family swimming under Temporary status will not be issued a Membership Certificate. At the end of the season the individual or family will move to the top of the waiting list. Individuals or families granted Temporary Status will not have voting privileges.

Section 5. A membership certificate shall be transferable to the person or persons who acquire ownership of the home of the member, whether by purchase or by inheritance, provided that the successor in title duly contribute to the annual dues required for continued use of the facility. A member may also, with the Board of Directors' approval, cede use of the facility to a bona fide tenant of his home for the duration of the lease if he relinquishes membership privileges for himself and his

family for the duration of the lease. Written notification must be made by the original Member and sent to the Secretary or Membership Chair.

Section 6. If membership is not transferred to the purchaser of a home of an existing member by virtue of the provisions of Section 5 above, such membership shall be surrendered to the Board of Directors, and the Board, being under legal obligation to act, shall from its available funds, reimburse such surrendering member. Reimbursement must be made at the time membership is surrendered, or at the earliest time funds may become available. Preference shall be given to the transfer of an existing membership to the first applicant on the waiting list for such membership.

Section 7. Any Club member may withdraw any time, subject to the provisions of Article V, but there shall be no refund of the current year's dues or assessment fees. The intention to resign must be made in writing and submitted to the Secretary or Membership person. When the resignation is to be effective on or before the start of the season, the letter of intent must be received by the date set for the Members to pay the annual dues. If the letter of intent is not presented before the designated date, a Late Fee will be assessed and placed in lien against the refund of the membership certificate.

Section 8. Members, as well as those swimming under Temporary Status, and their guests are required to adhere to all Bylaws and Club rules. It is the responsibility of each member to exercise a proprietary interest by enforcement of all Club rules. Any member may, for violation of the above and after having had an opportunity for a hearing, be suspended or expelled from the Club by a two-thirds vote of the Board of Directors.

Section 9. The number of members holding a Certificate in the Club shall be determined by the Board of Directors, but shall not exceed 305.

Section 10. Guest privileges will be extended as provided in the Club rules.

ARTICLE V: DUES AND FEES

Section 1. The Board of Directors shall establish dues and fees. The Club shall not be required to refund any dues or part thereof, in the event that pool operations are suspended for any period.

Section 2. The price of a membership certificate shall be \$325. At the time of any increase in the price of the membership certificate, all established members will be assessed an amount equal to the increased price of the membership certificate.

Section 3. A membership certificate may be transferred, subject to the approval by the Board of Directors, to another eligible resident of the same house or to the Club for disposition in accordance with Article IV, Section 7. No other transfers may be made. Except for payment as hereinafter provided, each membership certificate shall become null and void upon the date that the holder thereof ceases to be a member for any cause. The time and manner in which the holder shall be paid for

his certificate subject to the provisions of Section 6 hereof, shall be determined by the Board of Directors, provided, however, that each membership certificate shall be redeemed in the chronological order in which memberships terminate, and as soon as payment is received from an incoming member; except, if after 30 days, the Club has been unable to reimburse the resigning member and providing he introduces an acceptable buyer, then his transfer of membership will be made without regard to chronological order.

Section 4. In the event of the dissolution of the Club in any manner or for any cause, and in no other event, upon the effective date of dissolution, membership certificates shall be a lien upon the proceeds of the sale of the property of the Club, after payment of all just debts and obligations, to the extent of the current value of the certificates as fixed by these Bylaws, subject to set-off of all debts, dues, and other obligations owed by the holder of the Club. After payment of all membership certificates outstanding upon the effective date of dissolution, the surplus remaining shall be paid pro-rata to the membership value at that time.

Section 5. Any member failing to pay dues or indebtedness within a reasonable time established by the Board of Directors shall be notified that if such indebtedness is not paid within fifteen days, the delinquent may be suspended by the Board of Directors. Any person thus suspended shall be notified at once, in writing, by the secretary. If his indebtedness is not paid within fifteen days of the sending of such notice, he shall cease to be a member of the Club. The Directors, at their discretion, may reinstate any person upon request and repayment of all indebtedness to the Club, provided that persons meet all other requirements of membership.

Section 6. Upon dropping membership for any cause, all indebtedness to the Club by the member shall be a lien on and charged against his membership certificate. In the event of the Club being unable to obtain possession of the membership certificate, it will be canceled on the books of the Club, and a new certificate will be issued in place thereof to a newly-elected member. In case of the enforcement of a lien as above provided, neither the signature of the holder, nor the delivery of the certificate shall be requisite to perfect acquisition by the Club, and the Secretary of the Club is hereby authorized, as the Attorney of the holder of such membership certificate, to make acquisition. Every membership certificate issued is expressly subject to the provisions of this section.

Section 7. Members and those swimming as Temporary families shall be responsible for the payment of all charges or liabilities arising from use of Club property by themselves or members of their family and for all charges and liabilities likewise incurred by their guests.

Section 8. All fees and other charges mentioned herein are exclusive of all taxes imposed by the Federal, State and other governmental bodies and agencies.

ARTICLE VI: MEETINGS

Section 1. The Annual Meeting of the Club shall:

(a) Be held within the last two weeks of the October, at such place and time as the Board of Directors may set. Notice shall be given by mail to the members at least fourteen days prior to the meeting.

(b) Be for the purpose of electing directors, submitting budgets for approval, presenting committee reports, and for the transaction of such other business as may be indicated in the notice or brought up at the meeting. Names of candidates provided by the Nominating Committee shall be included in the meeting notice. Independent nominations may be made as provided for in Article VII, Section 2.

Section 2. Special Meetings may be called by the Board of Directors. Also, upon written request of 20% of the members, to the Secretary, stating the purpose, a special meeting shall be called by the Secretary within thirty days. Notice of special meetings shall be given by mail to the members at least seven days prior thereto. The notice shall state the purpose for which the special meeting is called, and no other business shall be transacted thereat.

Section 3. Each membership certificate is entitled to one vote, which may be cast by any one adult Club member in the household of a Base Membership or by unsolicited written proxy. Voting may be by voice or hand, and a roll call may be demanded by any ten members in attendance.

Section 4. A quorum shall be composed of five (5) members of the Board of Directors or 10% of the members eligible to vote. All must be present in person.

Section 5. Whenever notice to members is required, the mailing of such notices to the last known address of the members shall constitute notice.

Section 6.

(a) The Board of Directors shall hold its first meeting within thirty days following the Annual Meeting of the members.

(b) The Board of Directors may, by resolution, establish from time to time, a schedule of other 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 two members of the Board.

ARTICLE VII: NOMINATIONS

Section 1.

(a) There shall be a nominating committee to be composed of five members of the Club. Three members shall be elected at the Annual Meeting of the Club, from the membership at large. The other two, whose terms shall not expire at the ensuing Annual Meeting, shall be elected by the Board of Directors from among its members. A vacancy occurring on the committee shall be filled by the Board to maintain the above ratio.

(b) The Nominating Committee shall nominate candidates, preferably two (2), for each vacancy in the Board of Directors, to be filled at the Annual Meeting, and three candidates for the next year's Nominating Committee. Nominations shall be reported to the Secretary on or before September 1 each year. The Nominating Committee shall also nominate the officers of the Board of Directors, including the

offices of president, vice president, secretary, and treasurer, for, the coming year selected from the current members of the Board of Directors or new members.

Section 2. Independent nominations for election at the Annual Meeting may be made from the floor at said meeting. The only prerequisite to nomination being the prior consent of the person whose name is placed in nomination. If such person is not present, then his or her written permission must be presented.

ARTICLE VIII: COMMITTEES

Section 1.

(a) The standing committees shall be Personnel, Long-Range Planning, Rules, and Nominating.

(b) The duties and powers assigned in these Bylaws to the standing committees shall be subject to the authority of the Board of Directors.

(c) The Board has the authority to form ad-hoc committees as required.

Section 2. The Personnel Committee shall solicit applicants for the positions of Nottingham Pool Manager, lifeguards, and other staff as necessary; shall submit a proposed staff to the Board of Directors for approval; shall establish, with the Pool Manager, duties and responsibilities of the lifeguards and other staff, shall establish personnel policies and practices and shall monitor the operations of the Nottingham Swim Club and take appropriate action to ensure the Operating Rules are being followed.

Section 3. The Long-Range Planning Committee shall consist of three Board members (President, Treasurer and Pool and Grounds) and three pool members who are not Board members and approved by the Board. The Long-Range Planning Committee shall hold meetings to formulate an annual five-year plan covering major repairs, maintenance, and improvements to the pool facilities and a budget projection. This plan shall be submitted to the Board in August for use by the Board in developing the annual budget.

Section 4. The Rules Committee shall prepare rules of health and good conduct in connection with operation of the pool, and recommend policy as to guests. Proposed rule changes will be considered by this committee and must have its approval prior to submission to the Board of Directors.

Section 5. The Nominating Committee, in accordance with Article II, Section 1, shall nominate candidates for the Board of Directors and for the Nominating Committee for the succeeding year.

ARTICLE IX: MISCELLANEOUS

Section 1.

(a) Each person who acts as a director or an officer of the Club shall be indemnified by the Club against expense actually and necessarily incurred by him in connection with the defense of any action, suit, or proceedings to which he is made a party by reason of his being, or having been, a director 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 of his duties.

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

Section 2. Any questions as to the meaning or proper interpretation of any of the provisions of these Bylaws shall be determined by the Board of Directors.

Section 3.

Amendments to these Bylaws shall be submitted in writing to the Secretary, and if to be considered at the Annual Meeting, by July 15. In order to become operative said amendments must receive a vote of two-thirds of the members present and entitled to vote at any Club meeting, provided that a complete statement of the amendment shall be included in the notice for the meeting mailed at least seven days prior to the meeting date.

Section 4.

The rules contained 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 Bylaws or the special rules or order of the Club.

Section 5.

The Club may not be dissolved, nor shall any part of the facility or grounds be disposed of, without the approval of a Special Meeting called by the Board of Directors (See Article VI, Section 2). Such approval shall be by a simple majority vote.

Originally Approved: May 31, 1960

Ammended:

September 3, 1966

February 28, 1973

February 25, 1975

October 9, 1979

October 8, 1981

October 23, 1990

October 27, 1992

October 19,

1994 October 16,

1996 October 19,

1998 October 27,

1999 October 24,

2001 October 23,

2002 October 20, 2004

2005, August

2009, October

2010, October