

Cape St. Claire Swim Club, Inc.

Bylaws – Amended August 2015

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ARTICLE I – NAME

The name of the Club shall be the Cape St. Claire Swim Club, Incorporated.

ARTICLE II – PURPOSE

The Club shall own, develop, operate, and maintain a swimming pool for the social and recreational benefit of its members. The Club will undertake the development of other facilities and programs as they appear feasible and desirable to the membership.

ARTICLE III – GOVERNMENT

Section 1 - Governing Body

The Club shall be operated by a Board of Governors, eleven (11) in number, all of whom shall be adult members of the Club.

Section 2 - Election of Governors

At each Annual Meeting of the Club, the number of Governors required to fill vacant or retiring positions shall be elected from among the members of the Club to serve a term of two (2) years and until their successors have been elected. During years when more than 6 or less than 5 positions are vacant, the Board of Governors may designate up to 4 one- or three-year terms in order that 5 or 6 (half of the Board) positions turn over each year.

Section 3 - Eligibility / Restrictions

Any one member of a household may serve on the Board of Governors at any given time. All Governors must be Club members in good standing. Any Governor who ceases to be a member of the Club shall automatically cease to be a member of the Board.

Section 4 - Nomination of Governors

- a. *Nominating Committee.* The Board of Governors shall annually appoint a three (3) member Nominating Committee to screen and nominate candidates for the vacancies in the Board of Governors to be filled at the next Annual Meeting of the Club. Nominations shall be reported to the Secretary on or before July 15th of the year in which the elections are to be held. Vacancies on the Nominating Committee will be filled by appointments made by the Board of Governors.
- b. *Nominations from the Floor.* Independent nominations of candidates for Governor will be accepted from the floor at the Annual Meeting of the Club.

ARTICLE IV - BOARD OF GOVERNORS

Section 1 - Duties of the Board of Governors

- a. *Vested Authority.* Consistent with the provisions of these Bylaws, the Board of Governors shall have the authority to: [1] transact all Club business, appointing and removing such clerks, agents, servants, and employees as it may deem necessary for operation of the Club facilities, fixing their duties and compensations as appropriate; [2] make and amend Rules and Regulations governing the use of Club property and facilities; [3] fix, impose, enforce, and remit penalties for violators of the Club Bylaws, Rules, and Regulations; [4] establish annual dues sufficient to cover the operating and maintenance costs of the Club; [5] prescribe special assessments, subject to the limitations specified herein, to meet extraordinary expenses; [6] act as a screening committee for new members; [7] fix, by rule, the terms and conditions whereby guests of members may use Club facilities; and [8] constitute and appoint committees, defining the duties and powers of same.
- b. *Assignment of Authority.* At its discretion, the Board of Governors may authorize through appropriate definitions of authority and responsibility, an Executive Committee selected from among its members, to act for the Board during intervals between regularly scheduled Board meetings.
- c. *Limitations.* Nothing in these Bylaws shall be construed to permit the Board of Governors to borrow in the name of or pledge the credit of the Club, except as required for routine operations and maintenance of the Club facilities, without the specific approval of the general membership.

Section 2 - Handling the Club Funds

The Board of Governors shall designate at least two separate banks and/or Federally Insured saving institutions in which Club funds will be deposited in interest bearing accounts, if possible, and shall determine the manner in which checks, drafts, and other instruments for the withdrawal of funds from these accounts shall be executed for the payment of Club debts. Disbursements shall not be self-authorized. By specific annual approval by the Board: the President, Vice President, Treasurer, Aquatics Committee Chair and one paid employee of the Club conducting pool business may be issued debit cards from a Club account with specified spending limits.

Section 3 – Financial Review

The Board of Governors shall cause the financial records of the Club to be reviewed by a certified public accountant at least once every 2 years, subject to the following restriction: No governor, or member of his or her household, may serve as a reviewer. The reviewer's report shall be made available to any member of the club upon request.

Section 4 - Vacancies on the Board

The Board of Governors may fill any vacancy on the Board by appointing any Club member in

good standing to serve until the position is filled by election at the next Annual Meeting of the Club.

Section 5 - Board Meetings

The Board of Governors shall meet at least once a month and at such other times as may be deemed necessary to conduct the business of the Club.

Section 6 - Quorum / Voting Procedures

Four (4) members of the Board of Governors shall constitute a quorum.

All issues before the Board, except as specified otherwise herein, will be decided by a simple majority of those present and voting, with the President voting only to break ties.

Section 7 - Recall of Governors

Any member of the Board of Governors may be removed from office by a majority vote of either: [1] the Board of Governors for missing three consecutive meetings or three of six consecutive scheduled meetings; or [2] the general membership, present or represented by proxy, at either the Annual Meeting of the Club or a special meeting called for that purpose in accordance with the procedures defined herein.

Section 8 - Token Reimbursement

Effective, starting with the August 2009-2010 pool season, each Board of Governor Member, after a year's term of duty (or equivalent) – August to August – shall be reimbursed one-half of their membership fee, payable after the Annual Meeting held in August.

ARTICLE V - OFFICERS

Section 1 - Elective Officers

The officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 2 - Elections and Term of Office

The officers of the Club shall be elected annually by the Board of Governors from among the members of the Board. Elections will be held at the first meeting of the Board following the Annual Meeting of the Club. Officers shall hold office until the end of the Board meeting at which their successors are elected.

Section 3 - Duties of Officers

- a. *President*. Serves as prime liaison between general membership and Board of Governors. Sets agenda and presides at all meetings of the Club and Board of Governors. Assigns, as necessary, duties required to conduct the business of the Club to other members of the Board. Appoints, as necessary, all standing/special committees. Assists in the formulation and presentation of the annual operating budget. Serves as an ex-officio member of all committees.
- b. *Vice President*. Assumes duties of President in President's absence or disability. Serves as Pool Coordinator, monitoring and supervising performance of the operating contractor and other employees of the Club. Assists in formulation and presentation of annual operating budget. Serves as an ex-officio member of all committees.
- c. *Secretary*. Schedules all meetings of the Club/Board and notifies all Club/Board members of such meetings. Records the minutes at all Club/Board meetings and prepares and distributes same to all Board members. Responsible for current status of all published Club Bylaws. Serves as Chairperson of Standing Committee on Rules and Regulations

Review.

- d. *Treasurer*. Maintains all financial records of the Club. Accounts for financial status of the Club at monthly Board meetings and annual membership meetings. Responsible for billing members for all dues, assessments and other charges and collecting same. Disburses all obligations approved for payment. Deposits all Club funds in depositories as authorized by the Board. Assists in formulation and presentation of annual operating budget. Prepares and files required tax returns and insures possession of any required licenses.

ARTICLE VI - MEMBERSHIP

Section 1 - Family Memberships

Membership in the Club shall consist exclusively of family members. A family member is defined as a head of household, his/her spouse and children, and other dependents residing in the household.

Section 2 - Limits on Membership

The number of families admitted into the Club shall not exceed either the maximum number permitted by applicable County standards relating to available facilities or the maximum number (currently 175) approved by the General Membership.

Section 3 - Qualification / Approval of Applications

Candidates for Club membership must be personally known and recommended by a Club member in good standing. The Board of Governors shall approve or reject all applicants with three (3) adverse votes constituting rejection. Cape St. Claire residents shall be given preference for membership when possible.

Section 4 - Privileges and Limitations

All Club members will be provided equal access to the Club's facilities in accordance with the Rules and Regulations established by the Board of Governors. Reasonable numbers of guests are permitted at all times subject to the provisions of the established Rules and Regulations; however, no member will be granted exclusive use of the Club's facilities during the normal operating hours. Access to the pool may be limited during scheduled social events sponsored by the Club. The Swim Team shall have exclusive use of the pool (within the red lines, not including the baby pool or the deck) on weekdays from 5 pm to 7 pm for the period of time after the opening of the pool until public school closes for the summer.

Section 5 - Obligations, Responsibilities, and Liabilities

Club members are obligated to pay upon demand all dues, fees, and assessments levied by the Board of Governors. No member may take or borrow without the express permission of the Board, any property belonging to the Club. A Club member shall be held liable for repair - replacement of any Club property broken or damaged by that member or his guest(s). Failure to make prompt restitution will constitute just cause for a lien to be placed against the membership and may lead to suspension or expulsion of the liable member. Members are responsible for all actions and incurred debts of their children and other dependents included in their family membership.

Section 6 - Temporary Transfer of Membership Privileges

A member may temporarily transfer (i.e. lease) his membership privileges to another family subject to the following conditions: [1] the leasing member must inform the Board of Governors in writing of the terms and conditions of the lease; [2] the lessee must be approved by the Board in

the same manner as a new member; [3] the length of the leasing period must be for a minimum of thirty (30) days; and [4] all indebtedness incurred by the membership must be paid prior to approval of the lease. Membership privileges extended to the lessee do not include voting rights.

Section 7 - Termination of Membership

- a. *Procedures.* A member of the Club may terminate his membership at any time by informing the Board of Governors, in writing, of his intention.
- b. *Sale of Membership by Member.* A terminating member in good standing has the right to sell his membership for whatever price he can obtain to any purchaser, subject to the approval of the purchaser as a member by the Board of Governors. All indebtedness incurred by the membership must be paid prior to approval of the transfer of membership by the Board.
- c. *Sale of Membership by the Club.* If requested to do so in writing, the Club will handle the resale of the membership for the terminating member. The terminating member will be assessed a service fee for this service. Membership resold by the Club shall be sold for the established membership fee.
- d. *Electronic Forum.* An electronic forum for sale of memberships shall be maintained and moderated by the Membership Chair on behalf of the Club. The electronic forum will be available to any member of the Club. Memberships for sale by the Club will be offered on a first-come, first-served basis to persons who have subscribed to the online forum.
- e. *Refund of Membership Fee and Dues.* There shall be no refund of any portion of the current year's dues to the terminating member unless such dues are recovered as the result of the subsequent sale of the membership by the Club. Membership fees for memberships sold by the Club, minus any service charges and any other indebtedness will be refunded to the terminating member after the resale of the membership.

ARTICLE VII - DUES, FEES, AND ASSESSMENTS

Section 1 - Membership Bond Fee

See Article VI, Sec. 7, a & b

Section 2 - Annual Dues

Annual dues, established by the Board of Governors, shall be sufficient to provide for the necessary operation expenses of the Club and for proper maintenance and improvement of the Club's facilities. Bills for annual dues will be rendered to the membership by March 1st of each year. Annual dues shall be due and payable by April 1st of the year in which they are billed. Late notices will be issued for any bills more than ten (10) days past due. Past due bills must be paid within ten (10) days of the mailing of the late notice.

Section 3 - Guest Fees

The Board of Governors shall establish the fees to be charged for guests of members.

Members shall purchase a Guest Card at the current rate. Guests will not be admitted on a pay-per-day basis.

Section 4 - Special Assessments

If necessary to cover extraordinary operating and maintenance costs, the Board of Governors may impose a special assessment on the membership to cover such expenses; however, any assessment in excess of \$25 per member per year must be approved by a two-thirds (2/3) majority of those members present or represented by proxy at a duly authorized meeting of the

Club.

Section 5 - Service Charges

The board of Governors is authorized to assess the following service charges:

[1] A late fee will be assessed to any member who fails to pay dues by the due date. If by the end of the month in which the due date falls, the indebtedness has not been resolved, additional late fees will be assessed monthly until the indebtedness is satisfied. The member will not be allowed pool privileges until the debt is satisfied. Delinquency may result in the appropriate actions as set forth in Article IX, Section 3.

[2] A membership transfer fee (currently \$50) will be assessed to any member who has the Club handle the resale of his membership when he voluntarily terminates membership in the Club.

[3] Any membership reverting to the Club as a result of a member being expelled from the Club for gross misconduct or non-payment of dues, fees, assessments, or other incurred indebtedness will be subject to a membership transfer fee (currently \$50) for handling the resale of the membership.

[4] Any membership leased to another family shall be subject to fees set by the Board of Governors.

ARTICLES VIII - MEETINGS OF THE CLUB

Section 1 - Annual Meeting of the Club

- a. *Purpose.* An Annual Meeting of the Club shall be held to elect Governors, to present committee reports to the general membership, and for the transaction of such other business as may be indicated in the notice or brought to the floor.
- b. *Time and Place.* The Annual Meeting of the Club shall be held during the month of August each year at such place and time as determined by the Board of Governors.
- c. *Notice of Annual Meeting.* Notice of the Annual Meeting of the Club shall be given to the membership by mail or email at least ten (10) days prior thereto. The notice shall include the names of candidates for Governors proposed by the Nominating Committee, special assessments, and any other business requiring advance notice of the membership.

Section 2 - Special Meetings of the Club

- a. *Special Meetings.* Special Meetings of the Club may be called by the Board of Governors or upon written request of twenty (20) members of the Club stating the purpose thereof.
- b. *Time and Place.* A Special Meeting shall be scheduled and called by the Secretary within thirty (30) days of the request. Special Meetings of the Club may be held upon five (5) days notice of the membership by mail or email.

Section 3 - Quorums

Twenty five (25) family members, present in person or represented by proxy, shall constitute a quorum at all Club meetings.

Section 4 - Proxies

Proxy statements must be made in writing, indicating the person authorized to vote in the member's stead and must specify the meeting for which it is valid.

Section 5 - Voting

- a. *Qualifications.* Each family membership shall be entitled to one vote on any issue raised at any meeting of the Club.
- b. *Procedures.* Voting for Governors will be by ballot. Voting on all other issues may be by

voice, but ten (10) members including those represented by proxy, shall have the right to demand voting by roll call.

A simple majority of those present or represented by proxy shall decide all issues except as indicated by these Bylaws.

ARTICLE IX - SUSPENSION AND EXPULSION

Section 1 - Authority

The Board of Governors may, for cause and after having given the member an opportunity for a hearing, expel, or suspend for a period of up to three (3) months, any member of the Club.

Section 2 - Sufficient Cause

In general, violation of the Club Bylaws and/or Rules and Regulations shall provide sufficient cause for suspension or expulsion. Specifically, such violations include: [1] failure to meet one's financial obligations to the Club; [2] repeated violation of established health and safety rules; [3] willfully damaging or defacing Club property; and [4] gross misconduct.

Section 3 - Procedures

Any member failing to meet his financial obligation to the Club will be suspended without hearing and immediately notified by certified mail that if this indebtedness is not paid within fifteen (15) days he shall cease to be a member of the Club. In the case of enforcement of a lien against a member, the signature shall not be required to effect the transfer of the membership to the Club for resale and the Club Treasurer is authorized to act as the attorney of the holder for that purpose. A two-thirds (2/3) majority of the members of the Board of Governors present at any meeting thereof shall be required to suspend a member for other offenses. A three-fourths (3/4) majority of the entire membership of the Board shall be required for expulsion of a member.

Section 4 - Short-term Suspension of Individuals

The Pool Manager and responsible employees of the club or its operating contractor may, at their discretion, suspend an individual's pool privileges for a period of up to seven (7) days for violation of established health and safety rules, for damaging and defacing Club property, or for conduct unbecoming a lady or gentleman. A written report explaining the reason(s) for such action shall be submitted to the Club President within twenty-four (24) hours of any incident resulting in the suspension of (2) days or longer. A family membership may be suspended or rescinded for repeated violations by an individual member of that family. Suspended members may appeal their suspension to the Board of Governors through the Pool Manager.

ARTICLE X - MISCELLANEOUS

Section 1 - Indemnification of Governors

Each person who acts as a Governor 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 Governor or officer of the Club, except in relation to matters as 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. The right of indemnification provided herein shall insure to each Governor and officer whether or not he is a Governor 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 representative.

Section 2 - Use of Alcoholic Beverages

The presence and use of alcoholic beverages on Club property shall be controlled by the Board of Governors in accordance with State regulations.

Section 3 - Interpretation of Club Bylaws

Any question raised as to the proper interpretation of any of the provisions of these Bylaws shall be resolved by the Board of Governors. All points of order not covered by these Bylaws shall be ruled according to Roberts Rules of Order.

Section 4 - Notice to Membership

Whenever in these Bylaws, notice to membership is required, mailing such notice to the last known mailing or email address of a member shall constitute such notice.

ARTICLE XI - AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds (2/3) majority of the members present or represented by proxy and voting at any meeting of the Club, provided that at least five (5) days notice of such amendment shall be given to each member by mail or email.

ARTICLE XII - DISSOLUTION OF THE CLUB

In the event of the dissolution of the Club in any manner and for any cause, but in no other event, the surplus funds of the Club shall be paid and distributed pro rata among the family members of the Club.