

BYLAWS OF WEDGEWOOD SWIM CLUB

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BYLAWS OF WEDGEWOOD SWIM CLUB

ARTICLE I

Name

The name of the club shall be Wedgewood Swim Club.

ARTICLE II

Object

The purpose for which this Club is formed is to establish and maintain a private club for the athletic, recreational, and social enjoyment of its members, and in pursuance thereof to construct, own, and operate a swimming pool and other recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities in the Borough of Haddonfield, County of Camden, and State of New Jersey, for the use of its members.

ARTICLE III

Government

The Club shall be managed by a Board of Trustees, not to exceed thirteen in number. The Board may reduce its number to no less than seven (7) due to lack of volunteers or to increase efficiency.

ARTICLE IV

Board of Trustees

Section A. COMPOSITION

The Board of Trustees shall be composed of Bond Holders not to exceed thirteen members, unless reduced as set forth above, each elected for a term of two years or until a successor is elected or appointed as hereinafter provided. No Board of Trustees member shall serve on the board for more than five (5) consecutive two-year terms.

Section B. ELECTION

At each annual meeting of members of the Club, vacancies created due to the expiration of a trustee's term, shall be filled by the process of election from among the individuals nominated, for a term of two years or until their successors have been chosen.

Section C. QUALIFICATIONS

1. Only Bond Holders in good standing are eligible to be elected to the Board of Trustees.
2. Any member of the Board of Trustees who shall cease to be a Bond Holder of the Club automatically shall cease to be a member of the Board of Trustees.

Section D. NOMINATIONS

1. There shall be a Nominating Committee to be composed of five (5) members of the Club. Two (2) members shall be elected at the Annual Meeting of the Club, from among the Bond Holders exclusive of the Board of Trustees; the other three (3) shall be elected by the Board of Trustees, from among the Trustees whose terms of office shall not expire at the ensuing Annual Meeting of the Club.
2. Notice shall be posted on the club website on or before October 1 advising that eligible persons interested in serving on the Board of Trustees or Nominating Committee should submit their names to the Nominating Committee for consideration.
3. The Nominating Committee shall nominate candidates for the vacancies in the Board of Trustees to be filled at the Annual Meeting and two (2) candidates for the next year's Nominating Committee; and shall report such nomination to the Secretary on or before November 10. The Nominating Committee shall select one candidate for each vacancy. The Secretary shall give notice thereof to all members entitled to vote at the Annual Meeting on or before November 15.
4. Independent nomination of candidates for election at the Annual Meeting may be made by a letter, signed by twenty-five (25) members, and delivered to the Secretary on or before December 1.
5. The names of candidates nominated by the Nominating Committee and of independent candidates shall be listed in the notice of the Annual Meeting.

Section E. POWERS AND DUTIES

1. Consistent with these Bylaws the Board of Trustees shall:
 - a. Transact all Club business and make and amend the rules for the regulation or the use of Club property. It may appoint and remove such officers, clerks, agents, vendors, or employees as it may deem necessary and may fix their duties and compensations.
 - b. Approve members.

- c. Fix, impose, and remit penalties for violations of these Bylaws and Rules and Regulations of the Club.
 - d. Elect officers.
 - e. In the absence of appointment of standing committees or special committees by the President, with confirmation by the Board of Trustees, appoint such committees and define the powers and duties of such committees.
 - f. Fill any vacancy in the membership of the Board of Trustees to serve until the next Annual Meeting of members.
2. The Board of Trustees shall designate the bank or banks in which the funds of the Club shall be deposited. The Board of Trustees will determine the manner in which checks, drafts, and other instruments of the Club will be negotiated. At least two officer signatures will be required on all such checks, drafts, or other instruments for the payment of money drawn in the name of the Club, for amounts equal to or exceeding \$1,000.00.
3. The Board of Trustees shall cause the books of the Club to be compiled annually by a certified public accounting firm selected by the Trustees, who shall be neither Trustees nor officers of the Club, and the report of the accountants shall be available to the members.

Section F. MEETINGS

1. The Board of Trustees shall hold its first meeting following the Annual Meeting of the members in each year as promptly as practicable.
2. The Board of Trustees may, by resolution, establish from time to time a schedule of its meetings and rules for the conduct thereof.
3. Special meetings of the Board of Trustees may be called by the President, and shall be called by the Secretary upon the request of three members of the Board.
4. Notice of the regular monthly and special Board meetings shall be provided to each member of the Board before the date of the meeting. Board meeting dates, times and locations should be scheduled and posted to the official club website.
5. Minutes of all Board of Trustees meetings shall be made available to the membership upon request.
6. Meetings of the Board of Trustees are open to club members.
7. The Board of Trustees may on occasion hold closed-door sessions.

Alternate Meeting Format: The Board of Trustees is authorized to meet by telephone conference or through other electronic communication media. Board of Trustee members may vote by mail, e-mail, or conference call in emergencies. A report of any action taken by mail, e-mail or conference call, shall be verified and made a part of the minutes of the next meeting of the Board of Trustees. Sufficient notice must be given to enable a quorum to participate.

Section G. QUORUM

A majority of the members of the Board shall constitute a quorum.

Section H. BORROWING

Nothing in these Bylaws shall be construed to permit the Board of Trustees to borrow or pledge the credit of the Club in excess of \$25,000 without specific approval of the voting members at an Annual or Special Meeting of the Club, except that a maximum of \$75,000 may be borrowed without membership approval if necessary to keep the swim club operable. Such decision regarding operability shall be made by a majority of the Board.

Section I. ASSESSMENTS

Nothing in these Bylaws shall be construed to permit the Board of Trustees to institute an assessment of the members without specific approval of the voting members at an Annual or Special Meeting of the Club. No action for an assessment of the members may be taken unless notice of the meeting shall have listed such action for consideration at the meeting.

Section J. REMOVAL

Any member of the Board of Trustees may be removed from office by a majority vote of the voting members present in person or represented by proxy at either the Annual Meeting or a Special Meeting called in accordance with these Bylaws.

ARTICLE V

Officers

Section A. EXECUTIVE OFFICERS

The executive officers of the Club shall be the President and a Vice President, a Treasurer, and Secretary who shall be elected annually for a term of one year by the Board of Trustees by the first Board Meeting subsequent to the annual election. No person shall be elected President or Vice President until he/she has served at least one year as a member of the Board of Trustees.

Section B. DUTIES

1. The President shall preside at the meetings of the Club and of the Board of Trustees. He/she shall be the administrative officer of the Club. He/she shall attend to the operation and maintenance of the physical plant and properties of the Club, the social and personnel activities of the Club. He/she shall be a member of all committees, except the Nominating Committee.
2. The Vice President shall act for the President in the absence of or disability of the President. He/she shall perform such other duties pertaining to this office as may be asked by the Board of Trustees.
3. The Treasurer shall act for the President in the absence of or disability of both the President and the Vice President. The Treasurer shall attend to the accounts of the Club, collecting its revenues and taxes, and paying its bills as approved by the Board of Trustees. He/she shall perform such other duties pertaining to this office as may be asked by the Board. The Treasurer shall provide monthly finance reports to the Board of Trustees, which shall be available to members upon request. At the Annual Meeting, the Treasurer shall make a financial report for the previous calendar year.
4. The Secretary shall send out the notices of the meetings of the Club and the Board of Trustees as required by these Bylaws, keep the minutes, and attend to the correspondence pertaining to this office. He/she shall perform such other duties pertaining to this office as may be asked by the Board of Trustees.

ARTICLE VI

Membership Meetings

Section A. ANNUAL MEETING

The annual meeting of the Club shall be held during the month of January in each year following the 10th of the month at such place and time as the Board of Trustees may determine.

1. The purpose of the annual meeting shall be for the election of trustees, presenting committee reports, presenting the treasurer's report and the transaction of such other business as may properly be brought before it.
2. Notice of the Annual Meeting shall be given via e-mail to all members and posted on the club website at least thirty (30) days prior thereto. One copy of the notice to the last known e-mail address on record shall be sufficient notice to all members in the same family.
3. The notice shall include:
 - a. The time and place of the meeting.

- b. Copy of the Treasurer's report.
 - c. Names of candidates nominated by the Nominating Committee.
 - d. Names of independent candidates, if necessary.
 - e. Any proposal for consideration with reference to an assessment or to borrow in excess of \$25,000.00 for which assets of the Club shall be pledged or mortgaged.
4. Twenty-five (25) members entitled to vote, present in person or by proxy shall constitute a quorum.

Section B. SPECIAL MEETINGS

Special meetings of the Club may be called by the Board of Trustees or upon the written request of fifty (50) members to the Secretary, stating the purpose therefore. A special meeting shall be called by the Secretary within thirty (30) days at such time and place as the Board of Trustees may determine. No business other than that specified in the notice for the special meeting shall be transacted thereat.

1. Notice of special meetings shall be given to all members via e-mail and posted to the club website at least seven (7) days prior thereto.
2. The notice shall include:
 - a. The time and place of the meeting.
 - b. Purpose for which the meeting is called.
3. Twenty-five (25) members entitled to vote, present in person or by proxy shall constitute a quorum.

Section C. VOTING MEMBERS

Each Bond Holder shall be entitled to two votes, to vote in person or by proxy. If the Bond Holder(s) is married, each spouse shall be entitled to one vote. If the Bond Holder is unmarried, the Bond Holder shall be entitled to two votes.

Section D. PROXY VOTING

A Bond Holder and Spouse shall be entitled to vote by proxy; provided however, such proxy shall be in writing, signed by the Voting Member, and may only be voted by another Voting Member; and provided further, that not more than two proxies shall be represented by any attending Voting Member.

ARTICLE VII

Committees

The duties and powers of committees shall be designated by the Board of Trustees and subject to its authority.

The Board of Trustees shall have the ability to create, maintain and dissolve committees as needed. The President shall have the authority to appoint committee chairmen with the approval of the Board of Trustees. Committee chairmen may report at the Board of Trustee meetings but shall not have voting privileges. The President shall be a member of all committees, except the Nominating Committee.

ARTICLE VIII

Membership

Section A. TYPES OF "MEMBERS"

Membership in the Club shall consist of individuals who shall fall within one of the following classes:

1. Bond Holder: shall consist of holders of bonds purchased from the Club.
2. General Member: shall consist of all adults who reside in the same household of a Bond Holder--other than junior members.
3. Junior Member: shall consist of children under 23 years of age, residing in the household of a Bond Holder or Senior Member.
4. Special Member: shall consist of such other persons as shall be approved by the Board of Trustees for membership in the Club and shall have all the rights of a general Member, except guest privileges. Special Membership is subject to the annual review and annual approval by the Board of Trustees.
5. Senior Member: shall consist of Bond Holders who have reached the age of 62 years; who have been Bond Holders for at least five years; and who have sold, assigned or transferred his or her certificate in accordance with these Bylaws. The number of Senior Members shall be determined by the Board of Trustees and in the order in which applications for such membership are received.
6. Restricted Member (July Evenings/August Member): August and Evening memberships may be offered on an annual basis to applicants for membership in the Club. August and Evening Members may use the Club's facilities and participate in Club activities during their period of membership. Guest and visitor privileges will not be available to these classes of members and they may not participate in the Swim Team and Dive Team. August and Evening Members are subject to all provisions of the Bylaws and Rules and Regulations of the Club.
 - a. Evening Members may use the pool Monday through Friday evenings from 5:30 PM through closing. The term of the Evening Membership will be from July 1 through July 31.

- b. August Members may use the pool from August 1 through August 31.

Section B. MEMBERSHIP APPLICATIONS

The Board of Trustees shall consider applications for membership in the Club when vacancies exist. Candidates for membership shall be personally known and recommended by at least two members of the Club. The Board of Trustees shall vote upon the applicant and shall confer membership only upon those applicants who shall be approved by a majority of members present at a meeting of the Board but in no case by less than five members of the Board.

The candidates for membership shall be residents of the Borough of Haddonfield. However, if no Haddonfield residents are on the membership waiting list, non-Haddonfield residents may then be considered for membership.

Section C. POLICY PROCEDURES FOR MEMBERSHIP AND MEMBERSHIP APPLICATIONS

1. General

- a. Membership at Wedgewood is a Family Membership. Therefore, regardless of how often a family member frequents the Club, dues must be paid for all family members.
- b. Membership in the club is possible through sponsorship by a bond holding Member of one-year duration and by one secondary recommendation, referred to as a "Second". The "Second" must also be a bond holding Member. A Senior Member may not sponsor or be a "Second."
- c. Each named Bond Holder may sponsor one application for membership and second two other applications in any one calendar year.
- d. The sponsor for an applicant is responsible for obtaining the application from the Membership Committee and for submitting the completed application forms (including the required second recommendation) to the Wedgewood Swim Club, Post Office Box 274, Haddonfield, New Jersey 08033.
 - i. The residency requirement must still be met.
- e. Ex-members who are now 62 years of age or greater may be reinstated by submitting a letter to the Membership Chairman requesting reinstatement. Seniors who are approved for reinstatement will be reinstated as non-bond holding Senior Members.
- f. In cases of divorce:
 - i. The former spouse or named Bond Holder may apply for membership through standard procedures.

- ii. After screening by the Membership Committee and approval by the Board, the applicant shall be placed at the top of the approved waiting list. The residency requirement must still be met.

2. Deferred Consideration

If an applicant is approved by the Membership Committee and the Board of Trustees for acceptance in a particular year and the applicant, for valid reasons, cannot accept membership at that time, but wishes his application to be held over until the following year, the application will be placed at the top of the list. The application will become void if the applicant does not accept admittance to membership on the offer in the second year.

3. Preference List

The adult children of current Bond Holders shall, providing they are residents of the Borough of Haddonfield, initiate the normal application procedure through a sponsor and a second and may be placed at the top of the application list. Children of Senior Members who have surrendered their Bond shall not receive preference.

4. Other

- a. No member may take a leave of absence and remain a Bond Holder. Annual dues must be paid or the member must resign. There are no exceptions or credits for spouses who do not attend or who are away for a summer except for spouses with armed services who are on active duty status.
- b. The Membership Committee has no responsibility to the applicant; its responsibility lies with the current membership.
- c. The Membership Committee assumes no responsibility for lost applications unless the sponsor has the Membership Committee receipt.
- d. Children over 18 years old who do not wish to utilize the pool may be removed from the family membership through a letter to the Board contingent upon the acceptance by the Board. This individual may come to the pool as a guest of the member.
- e. If a Bond Holder moves from the Borough of Haddonfield, he/she shall surrender his/her Bond to the Board to then be offered to the next person on the waiting list as prescribed by these Bylaws and the Board of Trustees. If that individual returns to the Borough they shall have his/her name moved to the top of the waiting list.

- f. Members who choose to resign must return the endorsed Bond or notarized affidavit within 2 years from the date of resignation or the Bond money will become property of the Swim Club.

Section D. WITHDRAWAL OF MEMBERSHIP

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

Section E. SUSPENSION OF MEMBERSHIP AND EXPULSION

1. The Board of Trustees may suspend, for a period not to exceed one year, a member's guest privileges, if it is determined by the Board that a guest of a particular member was found to be in violation of the rules of the Club. In addition, a guest found to be in violation of the rules of the Club, will not be permitted as a guest of the Club for a period to be determined by the Board.
2. Any member of any class may, for cause and after having been given an opportunity for a hearing, be suspended for a period not exceeding three months, or expelled by a two-thirds vote of the entire membership of the Board of Trustees. Cause for suspension, or expulsion shall, in general, consist of violation of these Bylaws or of the Rules and Regulations of the Club, and/or conduct detrimental to the Club.
3. The Board of Trustees or Club Manager has the power to suspend pool privileges for the violation of the Club Rules and Regulations provided such suspension does not exceed fourteen days. A written report of such suspension, containing reasons therefore, shall be submitted to the President within twenty-four hours.

Section F. PRIVILEGES AND RESPONSIBILITIES

1. All classes of members of the Club shall be accorded the facilities of the Club subject to the pool Rules and Regulations, which shall be available in the manager's office.
2. The Board of Trustees at its discretion with a majority vote may extend the privileges of the Club to any person or persons.
3. The Board of Trustees shall by rule fix the terms and conditions upon which guests of members may use the facilities of the Club.
4. The Board of Trustees may require payment for any property of the Club broken or damaged by a member of any class, or his/her guests.
5. The Club assumes no responsibility, and members of any class or their guests 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.

6. The Club assumes no responsibility, and members of any class or their guests can have no claim against the Club, for any accident or injury to any person or their property **EVEN IF THE ACCIDENT, INJURY, OR LOSS IS CAUSED BY ANY MEMBER OF THE BOARD OR ANY SERVANT, AGENT AND/OR EMPLOYEE OF THE CLUB.**

ARTICLE IX

Bonds, Dues, Assessments and Fees

Section A. NUMBER OF BONDS

The number of Bonds issued by the Club shall be established at 450, but may be increased to no more than 500, if necessary.

Section B. TRANSFERABILITY OF BONDS

1. Bond Holders, may transfer the Bond by sale, gift or devise to his or her spouse or issue, subject however to the approval of such transfer by the Board of Trustees.
2. The Bond Holder may not otherwise sell, assign or transfer his or her Bond to any person, but must sell, assign or transfer said Bond back to the Club at the then prevailing market price for said Bond. This market price shall be determined by reference to the amount which an acceptable new applicant for membership in the Club may offer to apply for it, but in no event shall such sales price to the Bond Holder exceed \$850.00. In the event that the Club does not desire to purchase said Bond, the Board of Trustees may, in writing, specifically permit the Bond Holder to sell, assign and transfer said Bond, together with the interests, rights and privileges incident thereto, to such other person as may be approved by the Board of Trustees.

Section C. SUSPENSION OF BOND HOLDER PRIVILEGES

In the event of failure of the Bond Holder to pay any dues, fees or assessment within the time specified by the Board of Trustees, the Board of Trustees may declare all rights and privileges of such Bond Holder in and to the use of the Club facilities to be suspended and without effect until payment of all sums due from the Bond Holder to the Club.

Section D. VOIDING OF BOND

1. In the event any Bond Holder fails to pay any dues, fees, assessments or other charges within four (4) months after written notice such sums are due, the Bond issued in the name of the Bond Holder may be declared null and void.
2. After deducting all unpaid sums due, and fees for which notice has been given; the remainder of the bond value shall be refunded to the Bond Holder of the voided Bond.
3. Any Bond declared void may be replaced by new Bond at the Boards discretion.

Section E. DUES

1. The Board of Trustees shall establish dues for each class of membership for the ensuing year, which dues shall be sufficient to provide for the necessary operating expenses of the Club, the proper maintenance and improvement of its property, and amortization of approved indebtedness.
2. Dues shall be paid by March 1 of each year, however from time to time the Board may establish another due date but in no event before March 1.
3. No dues, nor part thereof, shall be refunded in the event that the Club is required to suspend its operations for any period or due to suspension of membership privileges.
4. Bond Holders shall pay annual dues and be subject to assessments.
5. The Bond Holder shall be obligated for the payment of the dues, assessments or other charges established for or incurred by the Bond Holder, General Members and Junior Members who reside in the household of the Bond Holder.
6. General Members shall pay annual dues. Dues of General Members shall not exceed the dues of Bond Holders.
7. Junior members shall pay annual dues. Dues of Junior Members shall not exceed the dues of Bond Holders.
8. Senior Members and the spouse of a senior member shall pay annual dues. A Junior Member living with a Senior Member shall pay full Junior Membership dues. Dues and assessments of Senior Members shall not exceed the dues and assessments of Bond Holders.
9. Special Members shall pay annual dues and be subject to assessments. Dues and assessments of Special Members shall not exceed the dues and assessments of Bond Holders.
10. Restricted Members shall pay annual dues. Dues of Restricted Members shall not exceed the dues of Bond Holders. Restricted Members may be subject to assessments.

11. A charge of \$50.00 will be incurred if all dues and assessments are not received by the due date set by the Board of Trustees. A charge of \$100.00 will be incurred if final payment is not received within one month after the due date. In addition, if payment is not received within one month after the due date, then the Board of Trustees shall provide written notice by certified and regular mail to the Bond Holder. This notice will state that the bond holder will have 15 days upon that mailing to pay their dues and any late penalties otherwise the Board can remove the member as a Bond Holder. Repeat offenders of this Bylaw, totaling two (2) years (not necessarily consecutive), may have their Bond revoked and notice of the same shall be given by the Treasurer to the Bond Holder.

Section E. ASSESSMENTS

All types of members shall be subject to assessments recommended by the Board of Trustees and approved by a majority vote of the voting members present in person or by proxy at the Annual Meeting or a Special Meeting of the Club called for that purpose or at which the question of assessment is on the agenda.

Section G. INITIATION FEE

The Board of Trustees may require payment of an initiation fee by all new members.

Section H.

Failure to pay dues, assessments and/or any fines shall constitute good cause for the removal of the Bond Holder as a member. Removal shall be accomplished by providing written notice by certified and regular mail that the Bond Holder has 15 days to pay any monies due. If payment is not made the Board of Trustees may revoke the member's Bond.

ARTICLE X

Indemnification

Section A. INDEMNIFICATION OF TRUSTEES

Each person who acts or serves as a Trustee or Officer of the Club shall be indemnified and held harmless by the Club, as permitted by New Jersey law, against all claims, liabilities and expenses, including but not limited to any award of damages, jury verdict, settlement or attorney's fees and costs, incurred by or imposed upon him or her in connection with any claim, action, suit or proceeding which relates refers and/or involves his or her actions, failure to act or other conduct as a Trustee or Officer. The Club's duty to indemnify and hold harmless its Trustees and Officers shall apply to the fullest extent permissible under New Jersey law.

ARTICLE XI

Ethical Standards

Wedgewood Swim Club requires its Officers, Board of Trustees, Members and Management employees to observe high standards of ethical conduct in the execution of their duties and responsibilities.

Section A. CONFIDENTIALITY

Officers, the Board of Trustees and Members shall not disclose confidential or proprietary information belonging to the Wedgewood Swim Club or obtained through their affiliation with the organization, other than to persons who have a legitimate or legal need for such information.

Section B. CONFLICT OF INTEREST

The Board of Trustees has adopted a written conflict of interest policy. Officers and the Board of Trustees shall adhere to and conduct themselves in accordance with the Wedgewood conflict of interest policy. They shall be disqualified from acting when they have actual or potential conflict of interest that may impede or be perceived as impeding their capacity to act in good faith in the best interest of Wedgewood Swim Club. Officers and the Board of Trustees shall sign a written conflict of interest disclosure form annually.

ARTICLE XII

Bylaws

Section A. INTERPRETATION

Any question as to the meaning for proper interpretation of any of the provisions of these Bylaws shall be determined by the Board of Trustees.

Section B. AMENDMENT

1. These Bylaws may be amended by a two-thirds vote of the members present in person or represented by proxy at any meeting of the Club, provided each member is given at least seven days notice by mail of the proposed action to amend the Bylaws.
2. The Bylaws shall be fully reviewed in the years ending in a zero or five, but may be reviewed at any other time.
3. The Rules and Regulations may be amended or rescinded without notice by a two-thirds vote of the Board of Trustees at any Regular Board Meeting.

Section C. PARLIAMENTARY AUTHORITY

The rules contained in the 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 the Bylaws.