

**BY-LAWS
OF
GLEN RIDGE SWIM CLUB, Inc.**

Article One

ORGANIZATION

1. The name of this organization shall be GLEN RIDGE SWIM CLUB, Inc. (herein after referred to as the "Club").
2. The organization shall have a seal which shall be in the following form:

Glen Ridge Swim Club
Corporate Seal 1964
New Jersey

3. The organization may at its pleasure by a vote of the membership body change its name.

Article Two

PURPOSES

The following are the purposes for which this organization has been organized: to acquire, organize, provide, construct, develop, lease, own, operate and maintain a swimming pool and pertinent recreational facilities for its members and their guests and friends. To acquire, buy, own, sell, lease, mortgage or otherwise manage real property suitable for carrying out the above-stated purpose. To provide and supply any or all appurtenances which may be necessary, helpful, useful or convenient for the carrying on of the said pool or swimming activities, in a manner consistent with the high standards of the surrounding area.

This organization is not organized for the pecuniary of profit of its trustees, officers, directors or members; no part of its net income shall inure to the profit of any trustee, director, officer or member; any balance of money or assets remaining after full payment of corporate obligations of any kind shall be devoted solely to the educational, benevolent, or recreational purposes of the corporation.

Article Three

MEMBERSHIP

Section 1. Membership in this club shall consist of family units within which there shall be one class of members being denominated as "regular members." No person or persons shall be denied membership in the Glen Ridge Swim Club, Inc. on account of race, creed, color, age, sex, religion or national origin. All applicants must be of good moral character and must reside within a 3-mile radius of the pool facilities.

Section 2. Membership shall be evidenced by a regular membership certificate and bond issued by the Club upon qualification for membership and the payment of fees required by these by-laws.

Section 3. The classification of regular member shall include the husband/wife, or head of the family and all unmarried children residing in said household.

Section 4. The Board of Trustees is empowered to issue associate membership upon application from individuals other than those listed herein above in the household of a regular member. These individuals may include, but not be limited to, extended family members, nannies, exchange students, and summer guests. The associate membership fee shall be established annually by the Board of Trustees.

Section 5.

- a. It shall be the duty of the Membership Chairperson to review all applications for completeness before recommendation to the Board of Trustees. The application for membership is to carry the signatures of two different members or bondholders who are in good standing and personally know the applicant.
- b. The Board of Trustees at a first meeting, after receiving a complete application from the Membership Chairperson, shall vote upon the admission to the Club and shall confer membership upon those applications who shall be approved by a three-fourths vote of the members of the Board present. In the event that an application for membership shall be rejected for any reason by the Board of Trustees, the sponsors as well as the applicant must be notified in writing of such rejection.
- c. A waiting list for membership to the Club shall be maintained by the Membership Chairperson and all active members will have access to this waiting list. When a vacancy occurs, consideration for membership will be based on chronological order. Exceptions to the chronological order shall be (i.) previous members, or (ii.) residents owning homes where a portion of the dwelling lies within a 350-foot radius as measured from the nearest point of the mail pool proper. These two exceptions will receive priority over others on the waiting list, although they are also subject to the consideration of the Board of Trustees. (The following addresses fall within the 350-foot radius: 623 Talamini Road, 624 Talamini Road, 643 Talamini Road, 649

Talamini Road, 629 Penlyn Place, 644 Glen Ridge Drive, 648 Glen Ridge Drive, 652 Glen Ridge Drive, and 633 Glen Ridge Drive.)

Previous members shall have the option to priority placement on the waiting list only one time. Should a previous member not accept membership to the club for the upcoming season after having received priority placement, the Board of Trustees may still allow such previous member to retain priority placement if warranted by the individual circumstances involved. Such extension of priority placement on the waiting list shall be expressly limited to the following swim season.

Section 6.

- a. Any member of the Club may withdraw at any time subject to the provisions of Article 5, Section 3. In addition, the refund of any monies shall be made after all encumbrances of the member to the Club are satisfied and a new member has purchased the required bond.
- b. Pool members wishing to resign are to notify the Membership Chairperson by March 31st of each year, or as soon as possible thereafter, who shall advise the Board.

Section 7.

- a. Any member may, for cause and after having been given an opportunity for a hearing, be suspended for a period of not exceeding three months by a three-fourths vote of the members of the Board of Trustees present at any meeting thereof, or expelled by a three-fourths vote of the entire membership of the Board. Cause for suspension shall, in general, consist of violation of these by-laws or the rules of the Club, or of conduct unbecoming a lady or gentlemen.
- b. The Board of Trustees may suspend pool privileges for the violation of the Club rules and regulations provided such suspension does not exceed seven days. A written report of such suspension, containing reasons therefore, shall be submitted to the President within twenty-four hours.

Section 8.

- a. All members of the Club shall be accorded the use of the facilities of the Club subject to the pool rules and regulations which shall be conspicuously posted at the pool at all times.
- b. A card, badge or other device to show membership may be authorized for issuance to each member of each family by the Treasurer upon payment of dues and other encumbrances.
- c. The Board of Trustees at its discretion may extend the privileges of the Club to any person or persons.
- d. The Board of Trustees shall, by rule, fix the terms and conditions upon which guests of members may use the facilities of the Club.

- e. Any property of the Club broken, damaged or removed without proper authority by a member or his guest shall be promptly paid for by such member.
- f. The Club assumes no responsibility, and members or their guests can have no claim against the Club, for the property of members or any guests which may be brought into or left in the Club buildings or on the grounds.
- g. The Club assumes no responsibility, and members or their guests can have no claim against the Club, for any accident or injury to any person or their property regardless of the case or circumstances.

Section 9. The number of memberships of the Club shall not exceed 170 families.

Article Four

MEETINGS

Section 1.

a. Annual Meeting

1. The annual meeting of the Club shall be held within 30 days after the closing of the swim season at such place and time as the Board of Trustees may determine.
2. The annual meeting shall be for the purposes of electing Trustees and Officers by the general membership and presenting committee reports and for the transaction of such other business as may be indicated in the notice or may be brought before it.
3. At the annual meeting, the election for the Board of Trustees shall take place after old business.

b. General Meeting

A general meeting of the Club shall be held in the month of February for the purpose of presenting committee recommendations for the ensuing year and for such business as is deemed necessary.

c. Special Meetings

Special meetings of the Club may be called by the Board of Trustees. Also, upon written request of ten members to the Secretary, stating the purpose therefore, a special meeting shall be called by the Secretary within 30 days.

Section 2. Notice of Meeting

1. Notice of the annual meeting and general meeting shall be given by mail to the members at least 15 days prior thereto. The notice of the annual meeting shall include the names of candidates nominated by the Nominating Committee.
2. Special meetings of the Club may be held on five days' notice by mail to all members. The notice shall state the purpose for which the special meeting is called, and no other business shall be transacted thereat.

3. Whenever in these by-laws notice to members is required by mail, the mailing of such notices to the last known address of the members shall constitute notice.

Section 3. Voting at Meetings

1. Only active members shall be entitled to vote at meetings of the Club, each bond representing one vote only. Any member may be represented in proxy if not able to attend in person; however, a proxy will be considered valid only if confirmed by a written authorization signed by the absentee and presented to the Chairperson. Voting may be viva voce or conducted by ballot. Ten members including those represented by proxy shall have the right to demand voting by roll call.
2. All major items such as changes in by-laws and capital improvements in excess of \$25,000 must be submitted to the membership for approval at a scheduled meeting. For passage of any of the items aforesaid, there must be a quorum.

Section 4. Quorum

Fifteen active members or six members of the Board of Trustees present in person shall constitute a quorum.

Section 5. Meetings of the Board of Trustees

1. The Board of Trustees shall hold its first meeting following the annual meeting of the members in each year within 30 days of such annual meeting.
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 request of three members of the Board.
4. Notice of the regular monthly and special Board meetings shall be made to each member of the Board at least five days before the date of the meeting.

Article Five

DUES AND FEES

Section 1.

- a. The Board of Trustees, at its first meeting after the annual meeting of the members shall establish dues for the ensuing year.
- b. 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 mortgage liability. Such dues shall be payable by the thirty-first day of March of each year.
- c. The Board of Trustees shall be empowered to implement a discount for dues payable by members that have held a regular membership in the Club for 25 years or more. The amount of the discount shall not exceed 10% of the dues payable, and shall be included in the annual budget submitted to the membership for approval.

Section 2. For the purpose of providing a sufficiency of the necessary funds for the establishment of the Club and the procurement of its facilities, all members accepted

into the Club, as a condition of membership, shall be required to purchase a bond in an amount of not less than Five Hundred Dollars (\$500).

Section 3.

- a. The Bonds shall not be transferable and shall contain an appropriate notation to that effect on the face thereof.
- b. Except for payment as herein provided, each bond 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 the value of his bond, subject to the provisions of Section 6 hereof, shall be determined by the Board of Trustees, provided, however, that each bond shall be redeemed in chronological order in which the memberships terminate, and as soon as payment is received from an incoming member. Intent of withdrawal shall be given to the Membership Chairperson in writing.
- c. The Board of Trustees will insure that the purchase price of the bond offered to incoming members, except as provided by Section 6 hereof, will be promptly remitted directly to the terminated member as consideration for his efforts in furthering the purposes for which the Club is established and as a refund of a part of the funds furnished by him to operate, maintain and improve facilities.

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 the dissolution of the Club, bonds shall be lien upon the proceeds of the sale of the property of the Club after the payment of all its just debts and obligations to the extent of the then value of the bonds, subject to the set-off of all debts, dues and obligations owed by the holder of the bond. After payment of all bonds outstanding upon the effective date of dissolution of the Club, their surplus remaining shall be distributed and paid pro rata among the membership on the effective date.

Section 5. Any member failing to pay indebtedness before the tenth day of the month following that in which a statement of his indebtedness shall have been sent him by the Treasurer shall be notified that, if such indebtedness shall not be paid within fifteen days thereafter, the delinquent may be suspended by the Board of Trustees. Any person thus suspended shall immediately be notified in writing by the Secretary of his suspension; and if his indebtedness shall not be paid within fifteen days thereafter, he shall cease to be a member of the club. The Trustees, in their discretion, may reinstate any member upon request and repayment of all indebtedness to the Club.

Section 6. Upon cessation of membership for any cause, all indebtedness owing to the Club by him shall be a lien upon and charged against his bond, and the bond may be taken over by the Club to satisfy such indebtedness. In the event of the Club being unable to obtain possession of the bond, it may be canceled on the books of the Club upon receipt of a bond release form and a new bond issued in place thereof to a newly elected member on payment by him to the Club of the then value of a bond. In case of the enforcement to a lien, as above herein provided, neither the signature of the holder nor the delivery of the bond shall be requisite to perfect the transfer to the Club or to

a new possessor, and the Treasurer of the Club is hereby authorized, as attorney of the holder of such bond, to make such transfer. Every bond issued is expressly subject to the provisions of this section.

Section 7. Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members of their family to whom the privileges of the Club shall have been extended, and for all charges and liabilities imposed upon or incurred by guests introduced by them.

Section 8. All fees and other charges mentioned herein are exclusive of taxes imposed by Federal, State and other governmental bodies and agencies, and may be subject to adjustment as a provision thereof.

Article Six

ORDER OF BUSINESS

Section 1. The Chairman of any general or special meeting shall preside as administrative officer of the Club for the duration of the meeting and shall prepare an agenda of business in the order of:

1. Reading of the Minutes of Previous Meeting
2. Treasurer's Report
3. Committee Reports
4. Old Business
5. New Business, and
6. Good and Welfare of the Club.

The order of business shall be followed according to Robert's Rules of Order, Revised.

Section 2. At the annual meeting, the election for the Board of Trustees and thereafter the election for officers shall take place after old business.

Article Seven

BOARD OF TRUSTEES

Section 1. The Club shall be managed by a Board of Trustees, the Chairman of which shall have no vote except in the event of a tie. In such event, the Chairman shall cast the deciding vote.

Section 2. Members of the Board of Trustees shall serve a three year term. Election of new Trustees to replace those exiting shall take place at the Board's annual meeting.

Section 3.

- a. When a member of the Board of Trustees ceases to be an active member of the Club or resigns from the Board of Trustees, the Board will appoint an individual who is a

Club member to serve on the Board until the expiration of the term.

- b. A member of the Board of Trustees who fails to attend three consecutive Board meetings shall be considered as having resigned his position as a Board member. Should evidence of extenuating circumstances be presented to the Board of Trustees on or before the third meeting, they may, by 2/3 vote, reject the resignation.

Section 4. Any person holding membership in his own name and any person holding membership in the name of a member of his family may be elected as Trustees.

Section 5. Consistent with these by-laws, the Board of Trustees shall have the following powers:

- a. Financial Powers: The Board of Trustees shall have the power to authorize the making of all contracts and promissory notes, and bonds in the name of the Club and under its seal, or otherwise, to execute all deeds of conveyance, bonds, mortgages, deed of trust, leases, releases, and other instruments affecting property of the Club, and to borrow money in the name thereof and give security for the repayment thereof.
- b. General Powers: The Board of Trustees shall elect all members; direct the general management of the affairs of the Club, control its funds and finances; fix and alter fees and charges on an annual seasonal or other basis; designate the duties to be performed by all standing committees, and make all necessary rules for the use and care of the grounds and property of the Club; appointing and removing such officers, clerks, agents, servants or employees as it may deem necessary.

Section 6. In addition to the above, the Board of Trustees shall designate the bank or banks in which the funds of the Club shall be deposited and determine the manner in which checks, drafts or other instruments for the payment of funds shall be executed; provided, however, that at least two officers signature be required on any such instruments for payment.

Section 7. The Board of Trustees shall cause the books of the Club to be audited annually by persons selected by them who shall neither be officers or Trustees thereof. Such an audit shall be available to the members at all times.

Section 8. The Board of Trustees shall meet at least once during each month except February, November or December and at such other times as the Chairperson requires. All Trustees shall be given ten days' notice of regular monthly meetings and two days' notice of special meetings.

Section 9. Six members of the Board shall constitute a quorum.

Section 10. Any members of the Board of Trustees may be removed from office by a majority vote of the membership present or by proxy at an annual meeting or a special meeting called in accordance with these by-laws.

Article Eight

OFFICERS

Section 1. The Officers of this Club shall be a President, First Vice President, Secretary and Treasurer, all of who shall be elected annually from the Board of Trustees and shall hold such office until a successor shall have been duly elected and until the end of the first meeting of the Board of Trustees following the annual meeting of the Club. The Board of Trustees may also elect Assistant Secretary or Assistant Treasurer to serve at its pleasure.

Section 2. The President shall preside as Chairperson at meetings of the Board of Trustees and at general or special meetings of the Club or may at his discretion appoint a chairman of any meeting. He shall appoint, subject to confirmation by the Board of Trustees, all standing Committees, designating the Chairperson thereof, and all special committees as may be needed. He shall be an ex-officio member of all committees.

Section 3. The First Vice President shall serve and act for the President in the absence or disability of the President and shall perform such other duties which may be assigned to him by the Board of Trustees or the President.

Section 4. The Secretary shall keep the minutes of all meetings of the general membership and the Board of Trustees and shall post and make available to the general membership all matters voted upon at such meetings. He shall attend to all correspondence pertaining to the office and shall mail all Notices of Meetings as herein required.

Section 5. The Treasurer shall attend to keeping the accounts of the Club, collect its revenues, and pay its bills as approved by the Board of Trustees. He shall deposit all funds of the Club received by him into such a depository as designated by the Trustees and shall post bond as and if required by the Board of Trustees. He shall be a member of the Finance Committee. He shall present a financial statement at all meetings showing all income and expenditures since the previous meeting.

Section 6. The Assistant Secretary; and Assistant Treasurer shall perform such duties as may be assigned to them by the Secretary, Treasurer or Board of Trustees.

Section 7. Nomination for officers shall be made by the nominating committee but nominations may also be made for any office by a letter signed by ten active members and delivered to the Secretary twenty-five days prior to the annual meeting.

Article Nine

COMMITTEES

Section 1. The standing committees can be Pool and Grounds, Social, Membership, Publicity, Finance, Rules, By-Laws, Nominating, Capital Improvements, and Swim Team Liaison. All Committees shall be responsible to and subject to the Board of Trustees.

Section 2. The Pool and Grounds Committee shall exercise supervision over pool and grounds; shall attend to the improvement and maintenance of the pool, buildings, operating equipment and in conjunction with the Rules Committee shall insure that the rules and regulations are enforced.

Section 3. The Social Committee shall prepare the program of instruction and entertainment and exercise supervision thereof.

Section 4. The Membership Committee shall investigate and report to the Board of Trustees on the eligibility of applicants for membership.

Section 5. The Publicity Committee shall attend to the publication of affairs of the Club which are of general interest.

Section 6. The Finance Committee shall prepare and submit a proposed annual budget to the members of the Board of Trustees by the first day of February for consideration. After amendment and/or approval thereof, such Committee will prepare such proposed budget to be submitted to the February general meeting of the membership for final approval.

Section 7. The Rules Committee shall prepare rules of health and good conduct in connection with the operation of the pool and shall work with the Pool and Grounds Committee to insure enforcement thereof.

Section 8. The By-Laws Committee shall revise the By-Laws as deemed necessary from time to time by the board of Trustees.

Section 9.

- a. The Nominating Committee shall be appointed by the President by May of each year, consisting of at least three members of whom one is Chairperson from the Board of Trustees and at least two members from the general membership.
- b. The Nominating Committee shall prepare a list of nominations for Trustees and Officers, to be submitted to the ensuing year's annual meeting at least 40 days prior thereto and posted at the pool.
- c. Notice of an active Nominating Committee shall be posted at the Club at least 15 days prior to completion of its report.

Section 10. The Capital Improvements Committee shall be responsible for the design, execution and supervision of all capital improvements under the direction of the Board of Trustees.

Section 11. Swim Team Liaison shall represent the Glen Ridge Gators and will be responsible for all matters pertaining to the Swim Team.

Article Ten

INTERPRETATION OR AMENDMENTS

Section 1. The interpretation of any provision of the by-laws shall be determined by the By-Laws Committee and the Board of Trustees.

Section 2. The by-laws may be amended at any meeting of the Club. For passage of an amendment to the by-laws, there must be the following:

- a. A quorum as set forth in Section 4 of Article 4.
- b. A minimum of 50 votes cast, which may be cast either in person or by proxy.
- c. Approval of 2/3 of the votes cast.

Section 3. For the purpose of voting on the election of the Board of Trustees at the annual meeting of the Club, the Secretary may include a form of proxy along with the notice of the annual meeting that is mailed to each member. As long as such notice is mailed in accordance with Article Four, Section 2, the failure by any member to return such proxy shall be deemed to constitute an affirmative vote for the proposed Board of Trustees.

Section 4. For the purpose of voting on the proposed annual budget, the Secretary may include a form of proxy along with the notice of the February general meeting that is mailed to each member. As long as such notice is mailed in accordance with Article Four, Section 2, the failure by any member to return such proxy shall be deemed to constitute an affirmative vote for the proposed annual budget.

Dates of By-Law Revisions:

- February 1967
- March 1968
- September 1970
- October 1973
- May 1989
- May 1996
- October 1997
- November 2005