

BYLAWS

OF

OAKRIDGE SWIM CLUB

(A NOT-FOR-PROFIT CORPORATION)

REVISED FEBRUARY 2017

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BYLAWS
OF
OAK RIDGE SWIM CLUB, INC
(A Not-For-Profit Corporation)

Article I OFFICES

The principal offices of the corporation shall be located in Oak Ridge Estates, County of Prince William and The State of Virginia

Article II MEMBERS

1. Members of the Corporation:

- a) The person signing the Certificate of Incorporation shall be the first members of the Corporation unless they shall have resigned as such members or unless memberships shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership and the manner of an admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulation relating to members adopted by the Board of Directors of the Corporation shall be affixed to the Bylaws of the Oak Ridge Swim Club Corporation and shall be deemed to part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and except as may hereinafter otherwise provide, the rights, liabilities and other incidents of membership .
- b) The right or interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, expulsion, dissolution or liquidation of the Corporation. Members may request specific determinations as determined by the Board of Directors
- c) A membership shall be issued in the name of one or more adult members of a family. His/Her membership shall entitle all persons in the family unit to use the Club's facilities as long as such membership shall remain in good standing. **A family unit is defined as all persons of the same immediate family who permanently reside in the same residence. The Board of Directors may, upon written request of any member, and proper proof of permanent residence, determine whether a particular person outside of the definition is to be considered within the family unit.**
- d) One membership certificate shall be issued upon payment of the membership initiation fee. An annual membership maintenance fee will be collected annually and required to keep the certificate valid.
- e) Annual identification cards shall be issued at the discretion of the Board of Directors to all certificate holders and all persons designated by the certificate holder who qualifies under the provisions of Article II (c) herein
- f) No member shall be denied because of race, creed, color, religion, national origin, sex or gender identity.
- g)
 - (1) A certificate holder shall be the person to whom the certificate of membership is issued
 - (2) A member shall be all persons to whom identification cards are issued
 - (3) A certificate holder shall be responsible for all members who are issued membership cards by virtue of his/her /her certificate

2. Number of Members.

The number of memberships of the corporation shall be established at 150 which may be raised at the discretion of the Board with a majority vote of the Board of Directors. Decreases may only be authorized by the Board of Directors by a 2/3 vote.

3. Club privileges.

- a) In the event a certificate holder is unable to exercise his/her club privileges for a season

but wishes to retain his/her privileges for following seasons. he may upon application in writing to and approval by the Board of Directors pay such fees as set by the Board of Directors and remain a member.

b) Should such a seasonal vacancy occur, the Board of Directors will extend to the next individual on the waiting list, upon payment of a registration fee and the annual dues as set by the Board of Directors, conditional pool and facility privileges without voting.

c) The individual to whom conditional privileges have been extended shall maintain his/her position on the waiting list unless he refuses a full membership in which case he goes to the bottom of the waiting list.

d) These conditional privileges will automatically terminate at seasons end.

4. Suspensions:

a) Any member may be suspended for a period of not exceeding seven (7) days by a majority vote of the Board of Directors or its authorized representative without recourse to a hearing for a deliberate or flagrant violation of the Rules and Regulation or for conduct unbecoming a lady or gentleman by the member or his/her guest.

b) Any member for cause and after having been given an opportunity for a hearing may be suspended for a period in excess of seven (7) days but not exceeding three (3) months by a two-thirds vote of the entire Board of Directors.

c) Any Member can be barred from the use of the Corporation facilities; or any membership certificate revoked for repeated violations of the By-Laws, Operating Rules, and Regulations, conviction of a criminal offense (misdemeanor or felony) or for conduct detrimental to society on the part of any member **or their** guest.

d) Any membership fee, and/or maintenance fee is not refundable in whole or in part for infractions of said By-Laws.

5. Meeting Notification;

a) Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for elections of directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Meetings shall state the purposes for which the meeting is called. At any Special Meeting, only the business stated in Notice may be transacted thereat. Notice of the meeting shall be given either personally or by first class mail **or electronic mail** not less than 10 days or more than 50 days before the date of the meeting, to each member at **their mailing** address **or electronic mail address** recorded on the records of the Corporation. The notice shall be deemed to have been given when deposited with postage prepaid in a post office **or sent via electronic mail**. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if an announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting shall constitute a waiver of notice by such member. **Any notice of meeting to members relating to the election of directors shall set forth any amendments to the Bylaws of the corporation adopted by the Board of Directors, together with a concise statement of the changes made.**

b) At every meeting of members, there shall be presented a list of record of members as of the record date, certified by the officer responsible for its preparation, and upon request, therefore, any member who has given written notice to the Corporation, which requests shall be made at least 10 days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting

7. Annual Report. At each Annual Meeting of Members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of Corporation and entered in the

minutes of the preceding of such Annual Meeting of Members.

8. Order of Business Meetings.

- a) Meetings of the members shall be presided over by the following officers, in order of seniority - The Chairman of the Board, Vice Chairman of the Board, President, Executive Vice-President, Vice-President or, if none of the foregoing is in office or present at the meeting, by a Chairman to be chosen by majority of the members in attendance. The Secretary or Assistant Secretary of the Corporation shall act as Secretary of every meeting. When neither the Secretary nor an Assistant Secretary is available, the Chairman may appoint a Secretary of the meeting.
- The order of business at all meetings of members shall be as follows:
Roll call
 - Reading of the minutes of the preceding meeting
 - Report of standing committees
 - Officer's reports
 - Old business
 - New business

8. Proxy vote at Meetings.

Every member may authorize another person to act for him by proxy in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his/her attorney in fact and shall be revocable at the pleasure of the member executing it, except as otherwise provided by the law. Except as otherwise provided by the law, no proxy shall be valid after the expiration of eleven months from its date.

9. Inspectors.

The directors may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint inspectors. Each appointed inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his/her ability. The inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented at the meeting, the existence of a quorum, and the validity and effect of proxies. The inspectors shall receive votes, ballots or consents, determine the results and do such acts as are proper to conduct the election or vote of all members. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

10. Quorum.

Except as provided by law, the members entitled to cast a majority of the total number of votes entitles to be cast at the meeting, shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder therefore to one vote. In the election of directors, a plurality of the votes cast shall elect. Except to the extent provided by law, all other action shall be by the majority of the votes cast, if the majority of the affirmative votes cast shall be at least equal to quorum. Whenever the vote of members is required or permitted, such action may be taken without a meeting by receipt of the vote of eligible members entitled to vote as constructed by the Board of Directors. For example email ballot or online survey.

11. Record Date of Meeting.

The Board of Directors of the Corporation shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting to determine members entitles to receive distributions or allotment of rights, or for any other purpose. Such record date shall not be more than 50 days nor less than 10 days prior to the date of such meeting or consent or the date on which any distribution or allotment of right, as the case may be, is to be made. In the event, no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or, if not notice is given, the day on which the meeting is held. The record date for determining members for any purpose other than specified in the preceding sentences shall be the close of business on the day on which the resolution of directors relating to it is adopted. Establishment of a record date shall apply to any adjournment of any meeting unless a new record date is fixed by the

Board of Directors for such adjourned meeting.

12. Evidence of Membership.

The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificates, cards or other instruments shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instruments. Membership certificates, cards or other instruments, if issued shall bear the signature or facsimile of an officer or officers designated by the Board of Directors and may bear the seal of the Corporation or a facsimile thereof.

13. Capital Contributions.

In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the Certificate of Incorporation of the Corporation, each certificate evidencing such capital contribution shall conform to the law of the State of Virginia.

ARTICLE III BOARD OF DIRECTORS

1. Number and Qualifications.

The Corporation shall be managed by a Board of Directors. Each director shall be at least 18 years of age, and shall be a member of the Corporation during his/her directorship. The initial Board of Directors shall consist of 5 persons. Thereafter, the number of directors constituting the entire Board shall be no less than three. Subject to the foregoing, the number of the Board of Directors may be fixed from time to time by action of the members or the Directors. The number of Directors may be increased or decreased by the action of the members or the Board of Directors, provided that any action by the Board of Directors to affect such increase or decrease shall require the vote of a majority of the **entire Board of Directors. No decrease shall shorten the term of any director then in office. Board nominees and incumbent members are subject to criminal background checks as requested by the board to ensure compliance with conduct and ethics standards.**

2. Election of Board of Directors.

The first Board of Directors shall consist of those persons elected by the Incorporation or named as the initial Board of Directors in the Certificate of Incorporation or the Corporation, and they shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualify. Thereafter, at each Annual Meeting of Members, the membership shall elect directors to hold office until the next Annual Meeting. Each director shall hold office until the expiration of the term for which he was elected, and until his/her successor has been duly elected and qualified, or until his/her prior designation or removal as hereinafter provided.

3. Termination of Directorship

- a) Any or all the members of the Board of Directors may be removed with or without cause by vote of the members of the Corporation. The Board of Directors may remove any director thereof for cause only.
- b) A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance or such resignation shall not be necessary to make it effective.

4. Vacancies and Newly Created Directorship.

Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of a majority of the Board of Directors then in office, although less than a quorum, unless otherwise provided in Certificate of Incorporation of the Corporation. Vacancies occurring due to the removal of directors without cause shall be filled by a vote of members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor.

5. Regular & Special Meetings of the Board

- a) A regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members. All other meetings shall be held at such times and place as shall be fixed by the Board of Directors from time to time. A meeting of the Board of Directors may be requested by any member. A meeting date will be established by the Board of Directors within 7 days of the request.
- b) No notice shall be required for a regular meeting of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the

direction of the Chairman of the Board, the President, or by a majority of the directors then in office.

- c) Written, oral or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting who attends the meeting without protesting the lack of notice to him.

6. Quorum & Voting Requirements of the Board.

Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire members of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more directors, a quorum shall consist of a majority of the director's present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the director's present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a majority of the director's present at the time of the vote, a quorum being present at such time. Any action authorized by resolution, *in writing*, by all the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

7. Presiding Officer.

The Chairman of the Board, if any, shall preside at all meeting of the Board of Directors. If there be no Chairman or in his/her absence, the President shall preside and, if there be no President or in his/her absence, any other director chosen by the Board, shall preside.

8. Executive & Special Committees.

Whenever the Board of Directors shall consist of more than three persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers at the Board of Directors may lawfully delegate.

ARTICLE IV OFFICERS

1. Officers. The Board of Directors will elect or appoint a Chairman of the Board of Directors, a President, one or more Vice-Presidents, a Secretary, and a Treasurer. The President may but need not be a director. Any two or more offices may be held by the same person except the office of President, Secretary, and Treasurer.
2. Term of Office, Removal. Each officer shall hold office until the Annual Meeting of the Board of Directors, and until his/her successor has been duly elected and qualifies. The Board of Directors may remove any officer with or without cause at any time by a simple majority vote of the Board.

3. Duties of Officers.

a) The President shall be the chief executive officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors

b) During the absence or disability of the President of the Corporation, the Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

c) The Treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. **The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when counter-signed by the President; he/she may also sign checks, drafts, notes and order for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President.**

Upon resignation or termination of the term of the Treasurer, the Treasurer shall provide all documentation belonging to Oakridge Swim Club to the President or newly elected

Treasurer within 24 hours of the end of his/her or her term. This includes, but is not limited to: checkbook and all remaining checks on the account, debit card, banking statements, banking passwords, files relating to pool insurance, contracts with vendors, computer (if applicable), employment documentation for lifeguards, and any other information pertaining to the pool.

d) The Secretary shall keep the minutes of the Board of Directors and the minutes of the members. He or She shall have custody of the seal of the Corporation and shall affix and attest the same to documents duly authorized by the Board of Directors. He/she shall serve all notices for the Oak Ridge Swim Club Corporation which shall have been authorized by the Board of Directors, and have charge of all Books and records of the Corporation

ARTICLE V QUALIFICATIONS OF OFFICERS AND MEMBERS OF THE BOARD

1. Eligibility. Eligibility for election or appointment as Board Members or Office Holder and the right to hold such office shall be granted only to members.
2. Family Members. No member shall be eligible to hold more than one office at a time, nor shall any two of these positions be filled by members under the same membership.
3. Re-election of Directors. No restrictions shall be placed on members elected to the Board of Directors with regard to number of consecutive terms.

ARTICLE VI THE BOARD OF DIRECTORS AND DUTIES

1. Term.

- a) The Board members shall be elected for a three (3) year term at the Annual Meeting and their tenure shall be so arranged that one-third of the terms expire annually.
- b) The Chairman shall be elected at the Annual Meeting from among the incumbent members of the Board.
- c) Vacancies occurring interim shall be filled by appointment by the Board of Directors to serve the remainder of the term.

2. Salary & Reimbursements.

No member of the Board shall be paid a salary for their services to the Corporation. However, members of the Board shall receive compensation for duties as described in the Bylaws in the form of a 50% reduction in their annual maintenance fee and facility rental. Members of the Board may be reimbursed for any reasonable and proper expense incurred on behalf of the Corporation. All reimbursements will require a receipt and or documentation from the Board approving the expense. The Board may grant compensation in the form of one-time or recurring membership maintenance fee discounts to members who provide significant services to ORSC above and beyond routine volunteer activities.

3. Audit of Books & Records.

The Board of Directors shall cause the books of the Corporation to be audited or reviewed by professionals, selected by the Board, who shall not be Board members and the report of the auditor/reviewer shall be available to the members at all times. The accounts of the Club shall be audited or reviewed annually by a competent independent professional. If the board chooses to have the books maintained by an independent professional this requirement may be waived.

4. Corporation Credit.

Nothing in these Bylaws shall be construed to permit the Board of Directors to borrow or pledge the credit of the Corporation without the specific approval of the membership at a duly held meeting.

5. Corporation Quorum.

For all Corporation meetings, a quorum shall be the total of membership certificate holders present.

6. Vote Entitlement. Each membership certificate shall be entitled to one (1) vote.

7. Transfer Books.

- a) Twenty (20) days prior to all Corporation meeting, the Transfer Books of Corporation shall be closed and a list of members eligible to vote shall be compiled.
- b) Special meetings may be called by the Chairman or by four (4) members of the Board at such time and place as they may designate,
- c) Reasonable notice of all meetings, and a tentative agenda shall be given to each Board member.

d) A simple majority of the Board members shall constitute a quorum at any of its meetings.

e) The Board shall have a reasonable budget to conduct its business

8. Conflict of Interest.

a) To enable the Corporation to conduct its business effectively, and to foster confidence in the integrity of its officers, the highest standard of ethics must be maintained.

b) No officer shall render service to, represent, or undertake to act for any outside concern doing business with the Corporation whether for compensation or not, unless the Corporation determines that such relations with the outside concern do not conflict with the interest of the Corporation and that there is reasonable likelihood that it will influence his/her judgment or actions in performing his/her duties to the Corporation.

c) No officer or Board member shall solicit or accept or permit his/her or her spouse or minor children to accept any personal benefits from any outside concern doing business with the Corporation

ARTICLE VII COMMITTEES

1. Finance.

a) The Finance Committee shall periodically review the financial status of the Corporation and, when it deems appropriate, make recommendations to the Board of Directors or to the membership for the adoption of policy affecting that status.

b) It shall explore and report upon the financial implication of any new ventures contemplated by the Board of Directors or the membership, and it shall prepare a tentative financial plan for presentation at the Annual Meeting.

The committee shall be compromised of no less than four (4) members

1) The Chairman of the Board

2) One member of the Board of Directors

3) The Treasurer and least one additional member chosen from the general membership

2. Operations and Facilities.

a) The Operation and Facilities Committee shall supervise construction, maintenance and use of all facilities owned by the Corporation and shall, as it deems appropriate, make recommendations to the Board of Directors, or to the membership regarding expansion, alteration, or repair of such facilities.

b) This/her Committee shall be compromised of no less than five (5) members:

1) The Chairman of the Board or President

(2) Two members of the Board of Directors in addition to the Chairman of Operations and

3) At least two additional members appointed from the general membership

4. Membership. The Membership Committee shall conduct campaigns for the recruitment of membership applicants and shall also provide such assistance to the Secretary as he may require in processing and maintaining the membership files of the Corporation.

4. Nominating.

a) A Nominating Committee of no less than three (3) members of the Corporation shall be selected by the Board of Directors at least forty (40) days prior to the Annual Meeting. The Board of Director and those members covered under the membership of Board of Directors members shall not serve on the committee.

b) The Nominating Committee shall select a complete list of candidates whose names shall be presented to the Secretary, for inclusion in the Annual Meeting notice, twenty (20) days prior the Annual meeting of the members

5. Temporary.

The Board of Directors shall be empowered to appoint and discharge a Temporary Committee required by these Bylaws or which they may otherwise consider useful in conducting the affairs

of the Corporation.

6. Delegation of Authority.

The Board of Directors may delegate their authority for purposes of implementing and furthering the purposes of the Corporation.

ARTICLE VIII PARLIAMENTARY AUTHORITY

1. Roberts Rule. The rules contained in "Roberts' Rule or Order Revised" shall govern the action in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the special rule of order of the Corporation
2. Board of Directors Authority. Any deviation from or interruption of these Bylaws shall be resolved by the Board of Directors unless otherwise specified.

ARTICLE IX NOMINATIONS AND ELECTIONS

1. Slate. The Nominating Committee shall cause to be mailed or **emailed** to the membership, fourteen (14) days prior to the Annual Meeting, a slate consisting of a maximum of three (3) nominees for each office
2. Members Nominated. After receiving the slate of candidates selected by the Nominating Committee, any member may submit to the Secretary, in writing, at least five (5) days prior to the Annual Meeting, the name of any member for nomination to any office
3. Consent. All nominees must give prior consent to have their names placed in nomination.
4. Nominations from the Floor. There shall be no nominations from the floor and voting shall be by ballot.
5. Ballots/Registration Absentee.
 - a) Those certificate holders eligible to vote shall receive a ballot upon registering at the Annual Meeting
 - b) Absentee ballots shall be available upon written request for the certificate holder to the Secretary, anytime after the seventh (7th) day prior to the Annual Meeting
 - c) Absentee ballots shall be cast, in writing, with the Secretary prior to the balloting

ARTICLE X USE OF CORPORATION'S FACILITIES BY MEMBERS

1. Members. The Board of Directors, at its discretion, may extend the use of all or part of the Corporation's facilities to any member in good standing if such use does not interfere with the use of Corporation's facilities by other members. Minimum fees will be established by the Board of Directors
2. Non-members. Rental of the Corporation facilities to non-members is prohibited

ARTICLE XI DUES AND FEES

1. Board of Directors Authority.

- a) **Dues including membership initiation fees and membership maintenance fees shall be sufficient to provide for the necessary operating expense of the corporation and the proper maintenance and improvements of its property, and such dues shall be payable prior to March 31st of each year.** The annual dues for the next succeeding swimming season shall be established by the Board of Directors by the Annual Meeting of each year after reviewing the preceding year's income statement and the current balance sheet.

2. Withdrawal of Membership.

- a) If a certificate holder desires to withdraw his/her membership from the Corporation, **he/she must submit his/her certificate to the Corporation.**

b) Certificate holders wishing to withdraw from the Corporation must, in writing, notify the Corporation prior to the Annual Meeting; those not abiding by his/her rule will be responsible for annual dues.

3. Adjustment or Refunds.

Adjustment of Refunds will be paid only if approved by the Board of Directors.

4. Indebtedness to the Corporation.

a) Upon cessation of membership for any cause, all indebtedness owing to the Corporation by said holder of certificate shall be a lien on and a charge against his/her certificate; and the certificate and the interest which it represents may be forfeited by the Corporation to satisfy such indebtedness; and the shareholder will be assessed a \$25.00 transfer fee.

b) In the event that the Corporation is unable to obtain possession of the Certificate, it may be canceled on the books of the Corporation and a new certificate issued in place thereof.

c) In the case of enforcement of a lien, as herein provided, neither the consent of the holder nor the delivery of the certificate shall be requisite to perfect the transfer to the Corporation, the Treasurer of the Certificate is hereby authorized as Attorney of the holder certificate to make the transfer

5. Transfer of Certificate.

Membership Certificates are **not transferable by the holders**. However, they are a negotiable instrument during the sale of real estate property (land and/or residence) by the certificate holder. Upon the written notification to, and approval of, the Board of Directors, a new membership certificate shall be issued to the purchaser.

6. Penalties for Past Due Funds.

Any certificate holder failing to pay an indebtedness before the tenth of the month following that month in which a statement of his/her indebtedness shall have been sent to him by the Treasurer, shall be noticed that if such indebtedness shall not be paid within fifteen days thereof, he may be suspended by the Board of Directors. Any certificate holder so suspended shall be immediately notified, in writing, by the Secretary, of his/her suspension,

and if his/her indebtedness is not paid in full with fifteen days after the sending of such notice, he shall cease to be a member of the Corporation. The Board of Directors, in their discretion, may reinstate any certificate holder upon request and after payment of the indebtedness to the Corporation as well as any penalties which may be assessed by the Corporation.

7. Dissolution of the Corporation. In the event of dissolution of the Corporation, in any manner or for any cause, and in no event other than this/her, upon effective date of the dissolution of the Corporation, the certificate shall be a lien upon the proceeds of the sale of the property of the Corporation, after the payment of all just debts, expenses or sale and other obligations. Upon the effective date of the dissolution of the Corporation, the surplus remaining, if any, shall be a previous vote of the members at a duly called meeting by transferred to a local non-profit charitable organization, dedicated to the benefit of the Community which meets the then relevant requirements of the Internal Revenue Service.

8. Notification to Members.

Whenever in these Bylaws notice to members is required, the mailing, by ordinary mailing or mailing of such notice to the last known address shall constitute notice.

9. Tax Returns.

Form 990, Return of Organization Exempt From Income Tax shall be prepared timely and annually by a qualified independent tax professional.

ARTICLE XII MISCELLANEOUS

1. Books & Records.

The Corporation shall keep at the principal office of the Corporation, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board of Directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and address of all members.

2. Corporate Seal.

The corporation seal shall be in such form as the Board of Directors shall from time to time prescribe.

3. Amendment of Bylaws.

a) All Bylaws of the Corporation shall be subject to alterations or repeal, and new Bylaws may be made, by a quorum vote of the Board of Directors.

b) The Board of Directors shall have the power to make, alter or repeal, from time to time, Bylaws of the Corporation, except that the Board may not amend or repeal any bylaw in which control thereof is vested exclusively in the members. If any bylaw regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of Directors, the Bylaws so made, amended or repealed, together with a concise statement of the changes made.

4. Fiscal Year.

The Annual Fiscal Year is established from 1 January through 31 December.

5. Financial Report.

The Corporate Records and Books to include the financial report shall be published by end February of each year.

6. Operating Year.

The operating year is established as 15 May - 15 September. Seasonal adjustments may be approved by the Board of Directors.

APPENDIX A CLUB RULES

The following rules are for the protection and benefit of all members and their guests and may be changed as provided in the Bylaws of the Oak Ridge Swim Club. These rules have been established to assure the safe and sanitary operation of the pool facilities. The Board of Directors has the responsibility and full authority for the proper administration and the enforcement of these rules and regulations and for the maintenance or order and cleanliness in and around the pool area during the scheduled operating period. The operating schedule shall be posted at the pool. Parents are responsible for cautioning their children to observe all rules and regulations, and to obey instructions of the Board of Directors, lifeguards, and other employees. Any failure to comply with these rules and regulations shall be considered sufficient cause for immediate suspension of pool privileges for the offending member for the remainder of the day. More serious action may be taken, including cancellation of membership, if recommended to the Board. Members are responsible for seeing that their guests observe club rules and regulations and are responsible for any violation thereof.

I. IDENTIFICATION

All members using the pool area are required to register themselves and their guests. Before entering the facilities, guest fees will be handled by the deck attendant. All members and guests must sign in and out upon entering and leaving.

II. USE OF PREMISES

- ❖ Any property of the corporation broken or damaged by a member, or his/her guest, shall be **promptly paid for by such member**. No person shall take any article belonging to the corporation.
- ❖ The Corporation assumes no responsibility, and members and their guests can have no claim against the corporation for the property of member or guests which may be brought into or left in the buildings, or on the grounds.
- ❖ The Corporation assumes no responsibility, and members and their guests can have no claim against the corporation for any accident or injury to any person or their property.
- ❖ Alcoholic beverages may be consumed in designated areas only.
- ❖ Food or refreshments may be consumed in prescribed areas only.
- ❖ Unless specifically authorized, members and guests are not permitted in the filter house, concession stand, pool office, apartment, or other restricted areas.
- ❖ No unnecessary or excessive noise permitted. No blowing of horns or loitering in the parking lot.
- ❖ Members and guests are required to have left the Club premises thirty (30) minutes after the pool closing.
- ❖ All persons are expected to avoid trespassing on private property adjacent to the pool grounds and to be especially considerate of our neighbors.
- ❖ You should always drive slowly and carefully on the driveways and parking areas of the pool grounds. Remember that pedestrians always have the right-of-way.
- ❖ Park automobiles only in the obvious areas provided for this/her purpose.
- ❖ Bicycle riders shall not park their bicycles in walk areas which create a safety hazard. Bicycles and motorcycles shall be parked on the west side of the racks provided.
- ❖ Read the bulletin board daily. Check the duty roster.
- ❖ Please make all suggestions in written form to the Board of Directors with proposed solutions.

III. SAFETY REGULATIONS

- No children under the age of ten (10) (this/her includes guests) will be admitted to the pool unaccompanied by an adult member (16 years of age or older). Children between the ages often (10) and twelve (12) will be admitted unaccompanied only upon successful

completion of the swimming proficiency test.

- To prevent over-fatigue of children, rest periods for children will be observed at the discretion of the lifeguard. Children under 16 years of age will not be permitted in the pool during the rest period. This/her will be for a 15-minute period each hour commencing at a quarter till the hour.
- No glass of any kind will be permitted in the pool area. Example: compact mirrors, suntan bottles, glass faced mask.
- No wrestling, running, or ball playing etc., is permitted within the pool area and parking lot.
- No inflatable water paraphernalia within the pool area (wading pool excluded) except for pool parties and/or discretion of lifeguards.
- Only one person allowed on the diving board at one time. No diving from the sides of the pool unless during a supervised course of instruction.
- No swimming in the diving area except as designated by the lifeguard while diving is temporarily suspended.
- No one is allowed in the water unless a Lifeguard is present at the lifeguard duty station.
- Smoking/eating will not be allowed on the concrete pool area.
- No unnecessary spouting of water in the pool.
- All liter, paper or debris must be placed in designated trash receptacles.
- No roughness, rowdiness, profanity, or breach of peace shall be permitted on the premises.
- No conversation with Lifeguards on duty, except in the performance of their duties.
- Shoes must be worn when walking outside the pool area and on the premises.
- Lifeguard service is not provided at the wading pool. Parents or chaperons must always assume responsibility for their children in the wading pool area.
- An intoxicated person or person under the influence of drugs will not be allowed within the pool facilities.
- In the event of a thunderstorm or such other occurrence, the pool will be closed at the discretion of the lifeguard, assigned pool manager, or a member of the Board.
- At lifeguard discretion children under the age of 13 unaccompanied in the water may be asked to demonstrate sufficient swimming ability to remain unaccompanied in the pool.
- Parents or guardians who bring their children to the pool during swimming lessons are responsible for the supervision of these children using the wading pool. Your presence is required in the fenced wading pool section always while your children are in this/her section the large pool is closed to all children except those taking lessons

IV INSURANCE

- A. All members must carry their own health and accident insurance. A member or guest who has a health condition (epilepsy, diabetes, etc.) that may incapacitate him in the water must report this/her to the lifeguard upon entering the pool. All members and guests waive any claim of injury or personal loss to the Corporation for any cause whatsoever at the pool and surrounding area.
- B. All injuries occurring on the pool premises must be reported immediately to the lifeguard. When necessary to obtain medical attention, or advise, all charges incurred shall be the obligation of the concerned member, unless prompt and immediate notification is provided within 24 hours to the Board of Directors

V SWIMMING TEST

- A. Children between the ages of ten (10) and twelve (12) must pass a swimming proficiency test each year to be allowed on the pool premises unaccompanied by an adult. In addition, children under the age of 10 who are accompanied to the pool by an adult but wish to swim unaccompanied or use the diving board must pass a swimming proficiency test. To pass, the child must swim the length of the pool and then tread water for one (1) minute. Entry must be

made at the shallow end. The test must be witnessed and recorded by a member of the Board of Directors or a designated representative.

B. This/her test applies equally to all guests.

VI. SANITATION AND HEALTH

A. No pets allowed on the premises, except for Seeing Eye dogs

B Each person must shower before entering the pool

C. Any person having a communicable disease, open blisters or cuts, sore inflamed eyes, ears, nose, or mouth infections, excessive sunburn, or any type of disease will be excluded from the pool area. No Band-Aids will be permitted in the pool.

D. Dressing and undressing will be done in the bathhouse only and will not be permitted in the parking lot or pool apron.

E. Proper swimming attire must be worn when using the pool.

F. No bikes permitted in the pool area.

G. All members must use the bathrooms for the intended purpose - it takes over two (2) pounds of chlorine to neutralize each urination.

H. No suntan lotions shall be used in the pool. Persons using lotions must shower before swimming in the pool or entering the pool.

I. Children in cloth diapers without rubber pants are not permitted in the water.

VII ENFORCEMENT OF RULES AND REGULATIONS

A. Regulations will be posted at the office and strictly enforced

B. Members of any Police Department, the assigned Pool Manager, Lifeguard, or Board of Directors may close or limit all or part of the facilities whenever their judgment such action is deemed necessary or desirable.

C. If an infraction occurs, most likely the participant will be given a warning; however, such warning is not required for obvious or deliberate breaking of any rule.

D. If a member or guest is asked to leave the pool for an infraction of rules, they must do so promptly, and if they are chaperoning a younger person, that person must also leave. If the participant is under 21 Years of age, then parents will be notified. If a chaperone leaves the pool for any reason, they must also take the people they are chaperoning with them.

E. Penalties will be as follow:

1. First offense - 24-hour suspension

Second offense - 72-hour suspension

Third offense - one (1) week suspension

2. Board of Directors by a majority vote may assess a penalty for any deliberate, malicious, or willful violation of the rules to, or in lieu of, penalties listed above.

3. Prosecution through the courts, if necessary, may be pursued at the discretion of a majority vote of the Board of Directors as prescribed in the Bylaws of the Corporation

