

Northumberland Swim Club

By Laws

Revised 10/20/2009

Article 1

The name of the organization shall be Northumberland Swim Club, Inc., as provided in the Articles of Incorporation.

Article 2

The purpose of which this Association is formed to promote the health and general welfare of its members and in pursuance thereof to construct, own, and operate a swimming pool and other recreational facilities, together with such assets and services as are appropriate in the conduct of its activities, in the Northumberland sub-division, County of DeKalb and State of Georgia for exclusive use of its members and their families on a non-profit basis.

Article 3

Members

Section 1

Membership in the Association shall consist of family units, including all regular members of the household, when approved by the membership committee, residing within the following described boundaries: Those families within the Northumberland Sub-Division and those families living within a two mile radius of the Northumberland Subdivision. Exceptions to the two mile boundary rule can be made by the Board of Directors on an individual basis.

Section 2

Guests may use the facilities of the club subject to the rules and regulations of the club under the following conditions:

- That a fee as determined by the Board of Directors be charged for each visit. Payment of fees must be made by cash or check payable to Northumberland Swim Club at the time of entrance to club premises .
- No guest family from inside the club membership boundaries may visit the club more than 3 times in a season
- Members will be responsible for their guests' behavior on club grounds. Any guest who does not obey the rules of the club may be requested to leave the premises and the member's guest privileges may be revoked.

Section 3

Any member, or any individual family member of such member family, may, for just cause and after having been given an opportunity for a hearing, be suspended for a period of not exceeding two months by a two-third majority vote of the board; or be expelled by a three-fourth majority vote of the membership.

The President may delegate to the Club Manager or Head Life Guard the power to suspend pool privileges for the violation of the club rules provided such suspension does not exceed seven (7) days. A written report of such suspension shall be submitted to the President within twenty four (24) hours of such action.

Section 4

All members of the club shall be accorded facilities of the club subject to the pool rules and regulations which shall be posted at all times in the club area.

The Board shall implement a method to ensure that only active members in good standing have access to the club facilities and privileges and those members are appropriately billed for any guests using the facilities.

If a member or his guest is responsible for any property damage, the member shall be invoiced for any associated repairs, absent reasonable wear and tear, and such invoice shall be promptly paid.

The club assumes no responsibility, and members or their guests can have no claim against the club for the property of members or any guest which may be brought into or left in the club buildings or on the grounds.

The number of active memberships of the club shall be established by the Board and consist of those families as defined in Section 1 of this Article 3.

Section 5

a) No member of a family may use the club facilities until dues are paid, and any family failing to pay the dues shall forfeit their right to club facilities, and shall be considered inactive members. The inactive status becomes effective when a member is 30 days delinquent. A service charge to be determined by the Treasurer will be added to all past due accounts, i.e., those 30 days delinquent. This charge may be waived at the discretion of the Treasurer or Board of Directors on an individual basis.

b) An inactive status shall be allowed for no more than 60 days; after that time said inactive member's membership will be revoked. The Board of Directors may waive this provision for just cause.

c) Inactive members may not have the guest privileges of the pool, nor may they attend as the guest of an active member.

Section 6

In the event that a pool manager is employed from outside the active membership, at the discretion of the Board of Directors, an honorary family membership for the swim season only may be offered to the employee.

Article 4

Dues and Fees

Section 1

- a) The one time non refundable initiation fee shall be determined by the Board.
- b) Dues and schedule for payments shall be determined by the Board of Directors as outlined in Article 7, Section 1.
- c) No dues or part thereof shall be refunded in the event that pool operations are required to be suspended for any period.

Section 2

A new member joining the club shall receive a publication that incorporates an active membership roster, the NUSC By-Laws and Club rules.

Section 3

Membership in the club does not provide or imply any interest of ownership in any of the club's assets.

Section 4

Upon cessation of membership for any cause, all indebtedness owing to the club by a member shall be paid within 30 days.

Section 5

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

Article 5

Membership

Section 1

A member who **joined the club prior to April 1, 1984** may transfer his membership under the following conditions:

a) If a member sells his home, the membership may be sold back to the Corporation for the original membership fee paid, less any indebtedness and a transfer fee of 15% current value. If the buyer of the home wishes to purchase the membership, he/she will be granted an option to do so within thirty (30) days of the closing date of the sale, provided that the member makes a request in writing to the Treasurer to this effect. The member's ownership certificate must accompany the written request, along with the full name and address of the prospective member. If the option to buy is exercised by the prospective new member, upon approval by the Board, he or she will be sold the membership at the current membership fee.

b) If a member who joined the club prior to April 1, 1984 desires to sell his membership back to the Corporation but continues to reside in the membership area, he must submit his request in writing along with his membership certificate to the Treasurer. Upon receipt of this request, the member will be placed on inactive status, dues will not be assessed from that point forward, and the member will not be entitled to any club privileges. The member's original investment amount, less any indebtedness and a transfer fee of 20% of the original amount, will be refunded after the club's full membership limit is reached if, in the discretion of the Board of Directors, the financial condition of the Corporation allows such payments to be made without jeopardizing the financial condition of the Corporation. Refunds may be authorized by the Board of Directors if the financial condition of the Corporation justifies such action even though the full membership limit is not reached.

Section 2

Memberships purchased after April 1, 1984 shall not be sold back to the corporation under any circumstances.

Article 6

Government

Section 1

The Corporation shall be managed by a Board of Directors, thirteen (13) in number.

Section 2

At, or prior to, the first meeting of each fiscal year (October) the active members of the Corporation shall elect from the active members directors to serve a term of three years. Such members standing for election shall be put forth by the Nominating Committee.

Section 3

Any member of the Board of Directors who shall cease to hold active membership in the association automatically shall cease to be a member of the Board of Directors.

Article 7

Board of Directors

Consistent with these bylaws the Board of Directors shall:

- a) Transact all club business and make and amend rules for the use of club property. It may appoint and remove the President, Vice President, Secretary, Treasurer and various standing committees.
- b) Fix, impose and remit penalties for violations of these by-laws and rules of the club
- c) Accept members recommended by the membership committee
- d) Elect from the Board of Directors a President, Vice President, Secretary, and Treasurer, all of who shall serve without compensation, except the President and Treasurer. The President and Treasurer's dues shall be waived.
- e) Review the annual financial statement and shall have the power to adjust annual dues or call for special assessments if the club is showing excess profit or loss.
- f) Ask for the resignation from the Board of Directors any Director who does not discharge his/her duties or responsibilities to the club.
- g) The Board has the right to elect any interim director to finish the term of an exiting director who for any reason is unable to complete his/her term.
- h) The Board shall take the responsibility for the conception, planning, fundraising and implementation of major capital improvements as approved by a majority of the membership who respond to a called vote on such capital improvement. No Board action will be taken on a major capital improvement project unless at least fifteen percent (15%) of the total member families have responded to such a vote request.

Article 8

Officers and Committees

Section 1

The officers of this Corporation shall consist of a President, Vice President, Secretary and Treasurer and shall be duly elected annually by the Board of Directors from among its members and shall hold office until the end of the first meeting of the Board of Directors following the first Board meeting of the fiscal year.

Section 2

The President shall preside at any meeting of the Corporation and of the Board of Directors. He/she shall be the administrative officer of the Corporation. He/she shall appoint, subject to confirmation by the Board of Directors, all standing committees designating the chairman thereof, and all special committees as may be directed. He/she shall be ex-officio, a member of all committees.

Section 3

The Vice President, in the absence or disability of the President, shall act in his/her stead. He/she shall, under the direction of the President, attend to the business operation of the Corporation. He/she shall be ex-officio, a member of all committees.

Section 4

The Treasurer shall attend to keeping the accounts of the Corporation, collecting all revenues and paying its bills as approved by the Board of Directors. He/she shall deposit funds of the Corporation received by him/her in the name of the Corporation in such depository as may be authorized by the board. If directed by the Board of Directors, he/she shall be properly bonded, however, in such case the Corporation will pay all costs involved.

Bills and statements for guest fees and other incurred charges will be rendered by the Treasurer as determined by the Treasurer and/or the Board of Directors.

The Treasurer shall submit a financial statement to the Board of Directors annually.

Section 5

The Secretary shall send out notices of all meetings and other club business, keep the minutes, and attend to correspondence or other communications as required.

Article 9

Annual Meeting

Section 1

a) The Annual Meeting of the Corporation shall be held in conjunction with the Board of Director's first meeting of the fiscal year (October), at such place as the Board of Directors may determine, and according to Robert's Rule of Order, as revised.

b) The annual meeting shall be for the purpose of installing newly elected Board members, the Board's election of its officers, presenting committee reports, and for the transaction of such other business as may be indicated in the notice or may be brought before it.

Section 2

Special meetings of the Corporation may be called by the Board of Directors or upon written request of ten (10) members to the Secretary, stating the purpose thereof. Any such special meeting shall be called by the Secretary with thirty (30) days and notice will be provided to the members by electronic or other appropriate means.

Section 3

Notice of the Annual Meeting shall be given by electronic or other appropriate means to the members at least five (5) days prior thereto. The notice of the annual meeting shall include the names of the candidates nominated by the Nominating Committee with a request to vote to approve the slate of nominees or submit additional nominations. Independent nominations may be made from the floor. Special meetings of the Corporation may be held on five (5) days notice by electronic or other appropriate means to all members. The notice shall state the purpose for which the special meeting is called, and no other business shall be transacted thereat.

Section 4

Only active family memberships shall be entitled to vote on matters submitted to the members of the Corporation for vote and only one vote is allowed for each active membership.

Section 5

Fifteen (15) percent of the active memberships shall constitute a quorum for purposes of such member votes. Such membership votes shall be conducted by electronic or other appropriate means. Provided, however, that any member already having submitted a vote via electronic or other appropriate means prior to any Annual or Special Meeting of the Corporation may not also vote in-person at such meeting.

Section 6

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

Section 7

- a) The Board of Directors shall hold its first meeting of the fiscal year in conjunction with the Annual Meeting of the members.
- b) The Board of Directors may, establish from time to time a schedule of its meetings and rules for the conduct thereof.
- c) Special meetings of the Board of Directors may be called by the President, and shall be called by the Secretary upon request of two (2) members.
- d) The Board of Directors shall constitute and appoint committees and define the power and duties of same.

Section 8

- a) The Board of Directors shall meet at least once a month during the months of May, June, July and August and at such other times and intervals as they may deem necessary.
- b) Eight members of the Board shall constitute a quorum.

Section 9

In the event a question before the Board of Directors results in a tie vote which cannot be resolved, the question shall then be submitted to the membership for decision.

Section 10

Nothing in the By-Laws shall be construed to permit the Board of Directors to borrow or pledge the credit of the Corporation without the specific approval of a majority of the membership.

Section 11

Any member of the Board of Directors may be removed from office by a majority vote of the membership.

Article 10

Nomination

Section 1

There shall be a Nominating Committee consisting of at least two (2) members of the Corporation, not members of the current Board of Directors.

Section 2

The Board of Directors shall name a Nominating Committee during the third or fourth quarter of each calendar year. This committee shall submit their choices to the Board and the membership prior to the Annual Meeting of the Corporation.

Section 3

Nominations may also be made directly to the Board by any member.

Section 4

Along with the Notice of the Annual Meeting, the list of Board nominees will be submitted to the membership for election. Such election shall be conducted prior to the Annual Meeting via electronic or other appropriate means.

Article 11

Committees

Section 1

- a) The standing committees of the Board of Directors shall be Operations, Social, Membership, Swim Team and Communications.
- b) The duties and powers assigned in the rules and By-Laws to the standing committees shall be subject to the authority of the Board of Directors.

Section 2

The Operations Committee shall supervise the pool operation and personnel and shall attend to the maintenance of the area.

Section 3

The Social Committee shall plan the yearly social events and activities of NUSC and exercise supervision over same.

Section 4

The Membership Committee shall solicit and receive the applications of residents within the boundaries listed in Article 3, Section 1 and turn such applications over to the Board of Directors with the recommendation of the Membership Committee.

Section 5

The Swim Team Committee shall oversee the operations and activities associated with the NUSC swim team.

Section 6

The Communications Committee shall oversee the NUSC web site, newsletter and other communication to the membership.

Article 12

Miscellaneous

Section 1

Each person who acts as a director or officer of the Corporation shall be indemnified by the Corporation against expenses actually incurred by him in connection with the defense of any action, suit, proceeding, in which he is made a party by reason of his being or having been a director or officer of the Corporation, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct, and except any sum paid for the Corporation in settlement of an action, suit or proceeding based on negligence or willful misconduct in the performance of his duty.

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

Section 2

Any question as to meaning or proper interpretation of any of the provisions of these by-laws shall be determined by the Board of Directors.

Section 3

These By-Laws may be amended by a two thirds (2/3) vote of the active members responding to any such vote in accordance with the provisions of Article 9, Section 5 regarding the quorum required for membership votes. .

Section 4

All rules and By-Laws pertaining to the operation of the Corporation will conform to all safety, health and miscellaneous requirements of the city, county, state, and federal governments.

Section 5

A membership waiting list shall exist any time 185 memberships (excluding senior memberships) are sold. A prospective member will be added to the waiting list upon written request, completion of an application form, and a non-refundable application fee. A prospective member shall be added to this list in sequence of actual physical receipt of deposit by the Treasurer. When a prospective member on the waiting list is offered a membership, he must immediately (within 72 hours) buy the membership on the regular terms, go to the end of the list, or be deleted from the list. A prospective member may request to be placed at the end of the waiting list no more than twice. Upon being offered a membership the third time, the prospective member must either purchase the membership or be deleted from the list. Deposits will not be refunded except if the prospective member moved outside the membership area before he is offered a membership. New members shall be filled from the waiting list except as covered in Article 5, Section 1 (a).

Section 6

An audit of the Corporation's financial records will be performed at the close of the fiscal year by a committee appointed by the President of the Corporation.

Section 7

It shall be the responsibility of the Secretary to maintain an up to date, official copy of the By-Laws which shall be accompanied by an amendment log. The amendment log will reflect the particulars of each amendment, including, but not limited to, the following:

- 1) The language of the amendment;
- 2) The date of the change; and
- 3) The full particulars of the vote authorizing the change.

Any amendment effective shall be reflected on the official copy and cross-referenced to the amendment log. The Secretary shall be charged with responsibility of having a printed hard copy as well as a soft copy of the amended By-Laws issued and signed by the President. The Secretary shall sign and date any handwritten amendments to the by-laws reflected on the official copy of said by-laws. These by-laws shall be signed by the Corporation's President and the Corporation's Secretary, certifying their authenticity after approval in accordance with these by-laws.

This is to certify that the foregoing constitute the by-laws, as amended, of the Northumberland Swim Club, Inc.

This 20th day of October, 2009.

Wayne Blane
President, Northumberland Swim Club, Inc.