

ERLTON SWIM CLUB, INC.
BY-LAWS
AS REVISED JUNE 2000

ARTICLE I

NAME

The name of the corporation is the Erlton Swim Club, Inc.

ARTICLE II

Purpose

Section I

This organization, a non-profit corporation organized and existing under the laws of the State of New Jersey, is formed to establish, organize, maintain, conduct, and operate clubs and swimming pools for health, recreational, social, and other purposes; to establish, organize, maintain, conduct, and operate diverse and sundry forms, without limitation, of athletic, social, and health promoting activities, including the full ownership, maintenance, and use of any and all equipment and items necessary for, used or associated therewith; to foster and disseminate knowledge of swimming and water sports for health, recreational, social and other purposes; to provide, operate and maintain clubhouses, swimming pools, baths, gymnasiums, electrical appliances and equipment, locker rooms, recreational facilities and other conveniences for members and guests; to establish, conduct and operate swimming pools, and provide instruction courses in swimming, water sports, and physical culture, and provide the directors, instructors and necessary facilities for conduct of same; to buy, sell, take title to, own and lease real property and personal property and do all things necessary to carry out the afore-mentioned purposes.

Section 2

Alcoholic Beverages

The corporation shall not engage in the sale or handling of alcoholic liquors, malt beverages or other intoxicants, except that these beverages may be provided but not sold by the Club at specific Club sponsored adult social affairs, when deemed

desirable by the Social Committee. The bringing of alcoholic liquors, malt beverages or other intoxicants on the premises or property of the corporation at any other time is strictly prohibited, whether by officers, employees, members or their guests. Neither shall any person be allowed on the premises of the corporation, nor permitted to use any of the facilities of the club while in an intoxicated condition.

ARTICLE III
BOARD OF DIRECTORS
Section I

The property and affairs of the corporation shall be managed by a Board of Directors and Officers with full power to carry out the objectives of the corporation as provided in these By-Laws and as may be determined by resolution of the Board of Directors.

Section 2

The Board of Directors shall consist of the President, Vice-President, Secretary and Treasurer of the Corporation, plus nine (9) Directors to be selected In accordance with these By-laws.

Section 3

Of the ten (10) Directors elected at the first regular meeting of members entitled to vote, four shall serve a term of (3) years, three a term of two (2) years, and three a term of one (1) year, or until their successors have been elected and qualified. Thereafter, each Director shall serve for a term of three (3) years.

No member shall serve on the Board of Directors for more than two (2) consecutive terms.

Section 4
Eligibility for Directors

Only adult active members in good standing (over 21 years of age) shall be eligible to serve as Directors.

Any member of the Board of Directors, who shall cease to be a member of the corporation, automatically shall cease to be a member of the Board of Directors.

Section 5 Nominations

Nominations for the office of Director shall be made by a Nominating Committee appointed by the President.

Nominations for the office of Director may also be made by petition signed by at least ten (10) members entitled to vote and mailed to the Secretary not less than twenty (20) days before the Annual Meeting.

Notices of Annual Meetings shall list nominees for the office of Director, indicating which are incumbents.

Nominations for the office of Director may also be made from the floor at the Annual Meeting.

Section 6 Meetings

The Board of Directors shall hold regular meetings annually and at such other time as they deem necessary; and shall meet at the request of any two (2) regularly elected officers.

Section 7 Notice

At least seven (7) days written notice of every regular meeting of the Board of Directors shall be given to each Director. Email can serve as written notification.

Section 8 Quorum

A majority of the Directors in office shall constitute a quorum for the transaction of business, and the acts of a majority of Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors: provided, that if all the Directors shall consent in writing to any action, such action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

The Directors present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 9 Vacancies

Vacancies In the Board of Directors shall be filled by vote of a majority of the remaining members of the Board, and each person so elected shall serve until the next annual meeting, or until his successor is elected and qualified.

Section 10 Removal of Directors

A Director may be removed from office for cause, by vote of a majority of the Board. Before the concerned Board Member can be removed, however, a hearing must be called to discuss removal of the concerned Board Member. The concerned Board Member must receive ten (10) days notice of the date for said hearing.

Section 11 Presiding Officer

The President, or in his absence the Vice-President, shall preside at all meetings of the Board of Directors. In the absence of both those officers, another director chosen by a majority of directors shall preside at the meeting in question.

Section 12 Minutes

The Secretary or Recording Secretary, or in his/her absence a Director appointed by the presiding officer, shall record minutes of all meetings of the Board of Directors.

Section 13

The Board of Directors shall make or authorize all purchases and disbursements necessary or desirable for the operation of the Club.

Fix the classification and salary schedule of employees, and authorize their employment.

Prescribe rules for the government and use of Club facilities.

Fix, Impose and remit penalties for violations of these By-Laws and Rules and Regulations of this Corporation.

Prepare an Annual Report showing the state of membership and finances, summarizing important activities and purchases of the preceding calendar year. A copy of the Annual Report shall be posted on the bulletin board in the breezeway and a copy shall be furnished to any member on request.

Supervise all committees, with power to direct their activities and to alter or amend any rules or regulations prescribed by any committee.

Adopt an annual budget upon recommendation of the Finance Committee.

Fix guest fees annually.

Do or cause to be done all other things necessary for the operation and maintenance of the Club.

Section 14 Audit

The Board of Directors shall require an audit of the accounts of the Club for each calendar year, which audit shall be made by an Auditing Committee, appointed by the President from among the members, provided that one member of said committee is a certified public accountant, or by independent accountants engaged for the purpose; and the report of the audit shall be submitted to the Annual Meeting.

Section 15 Debit for Operation, Maintenance, Additions, etc.

The Board of Directors may borrow money for the operation and maintenance of existing Club facilities, secured by a note or a mortgage or other encumbrance upon corporation property.

The Board of Directors shall not alienate or mortgage any of the real property of the corporation for major additions without authority of the active members given by a majority vote of those entitled to vote at an annual or a special meeting.

None of the above provisions shall apply to any mortgage or other indebtedness deemed necessary by the Board of Directors to be incurred for the purpose of the initial construction of swimming pool and appurtenances and facilities.

Section 16 Insurance

The Board of Directors shall secure for the protection of the Club such public liability, property damage and other forms of insurance, as they may deem necessary.

Section 17 Compensation

Members of the Board of Directors shall serve without compensation.

b) Each Director and Officer of the Corporation shall be reimbursed by the Corporation for proper expenses reasonably incurred by him in the discharge of proper function of the Corporation.

Section 18 Bank Account

The Board of Directors shall designate the bank or banks in which funds of the Club shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds of the Corporation shall be executed.

Signing of Checks

For all checks in excess of \$500.00, the Board of Directors shall always require that at least two (2) officers sign all such checks, drafts or other instruments for the payment of money drawn in the name of the Club. The business manager shall be authorized to sign all checks, drafts or other instruments for the payment of money drawn in the name of the Club which are \$500.00 or less. A copy of all checks, deposits and bank statements must be provided monthly by the business manager to the Treasurer.

Section 19
Interpretation of By-Laws

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

ARTICLE IV

Section 1
Officers

The officers of the Corporation shall be President, Vice-President, Treasurer and Secretary and other officers or agents as said Board of Directors shall provide for or designate.

Officers of the Corporation shall be elected by a majority vote of bondholders in attendance at the Annual Meeting.

Section 2
Terms of Office

The first officers elected at the first regular meeting of members shall serve until the second Annual Meeting, or until their successors are elected and qualified. At the second Annual Meeting and each Annual Meeting thereafter the officers shall be elected and shall serve for a term of one (1) year or "until their successors are elected and qualified.

Section 3
Vacancies

The Board of Directors shall have power to fill any vacancies in any office, and officers so appointed will serve until the next annual meeting, or until their successors are elected and have qualified.

Section 4
President

Preside at all meetings of the Board of Directors and membership.

With the Secretary, sign all contracts and papers relating to the affairs of the Corporation, however, in the absence of either one or both of these officers, 2 other officers, designated Board Members of the Business Manager can sign.

Make all committee appointments.

Be ex-officio member of all committees.

Perform all other acts properly belonging to his office, including executive supervision of all activities of the Corporation and its employees.

Call annual and special meetings of the membership.

Call annual and special meetings of the Board of Directors.

Section 5

Vice-President

The Vice-President shall perform all the duties of the President in the event of his absence or disability.

Perform such other duties as may be assigned by the President or Board of Directors.

Section 6

Secretary

The Secretary (either personally or by delegation) shall:

Make and keep minutes of all meetings of the Board of Directors and of the members

Responsible for the maintenance of membership records, including names and addresses, and such other data concerning admission to, and termination dates and reasons for termination and such other data as may be deemed necessary by the Board of Directors. The day-to-day responsibility for maintaining this information may be transferred to the Business Manager or Membership Committee.

Keep all other corporate records, except financial records. This responsibility can be transferred to the Business Manager.

Conduct all official correspondence, with the assistance of the Business Manager.

Issue calls for meetings.

Issue membership cards to fully paid members. This responsibility can be transferred to the Business Manager.

Have custody of the corporate seal. This responsibility can be transferred to the Business Manager.

Attest the signature of corporate officers when required.

Perform such other functions as may be appropriate to his office, or required by the Board of Directors.

Section 7 Treasurer

The Treasurer shall:

Together with the Business Manager, make and keep records of all financial transactions of the Corporation.

Together with the Business Manager, be responsible for the receipt of all monies due the Corporation and deposit the same in bank accounts or other places of deposit approved by the Board of Directors, paying any service charges on such accounts as he may think proper.

Together with the Business Manager, keep a Corporation membership book showing the names and addresses of the members In the Corporation, together with a complete record of payment In full or on account thereof.

With one other elected officer, sign all checks and make all disbursements over \$500. (Only one signature is required on any check under \$500.)

With the approval of one other officer, advance not to exceed two hundred dollars (\$200) to any remaining officer, director or committee chair who is required to expend cash for corporate purposes, upon receipt of a signed voucher therefore. An accounting from the person receiving such cash shall be required by the treasurer.

Perform such other functions as may be appropriate to his office, or required by the Board of Directors

Render bills and statements for dues and other incurred charges, and maintain records accordingly.

ARTICLE V

Section 1 Standing Committees

The Board of Directors shall have the authority to setup whatever committees are deemed necessary and in the best interest of the Corporation. (Current Committees include Operations, Social, Athletics, Membership and Communications.)

Section 2 Chairpersons of Standing Committees

A Director shall act as chairman of each of the standing committees.

Section 3 Pool Manager

The board of Directors shall hire a pool manager and delegate to him/her certain duties, including, but not limited to, those listed below.

Employ and supervise qualified personnel required for the safe and proper conduct of activities and functions of the Corporation.

Be responsible for the condition and maintenance of mechanical equipment necessary to keep the pool and buildings and other facilities in proper operation for the safety and general welfare of the membership.

Submit to the Board of Directors all estimates for repairs and maintenance of all mechanical equipment.

Recommend to the Board of Directors all necessary Rules and Regulations of health, safety, good conduct of members and guests, for the operation of the pool and other recreational facilities.

Act on all complaints affecting employees, bringing those of a serious nature to the attention of the Board of Directors.

Act on all violations of the rules of conduct in the use of the pool and recreational facilities, reporting all major violations to the Board of Directors, together with explanation of action recommended in each case.

Have bacteriological examination made of the water in the pool and posting the results thereof on the pool bulletin board, in accordance with State Health Regulations.

Section 4 Membership Committee

Shall consist of a Chair and at least two (2) active members of the Corporation, as needed.

Meet from time to time as may be deemed necessary to consider the number of applications for membership.

Maintain complete and accurate waiting list of membership applicants, specifically stating the order of priority as established by the Board of Directors or in these By-Laws.

Section 5 Operations Committee

The Operations Committee shall:

Be responsible for planning all improvements to the Club property. Such plans, accompanied by cost estimates, must be submitted to the Board of Directors for approval.

Upon approval of an appropriation of money by the Board of Directors, the Committee is authorized to proceed with the execution of planned improvements and/or maintenance.

Also be responsible for the condition and maintenance of all Corporation property, excepting the mechanical equipment necessary to keep the pools and facilities of the Club in operation.

Section 6
Social, Athletic and Communication Committees

Shall each consist of a chair. The Social and Athletic Committees shall also consist of at least two (2) active members of the Corporation.

The Athletic Committee shall prepare and supervise all athletic programs including, swim and diving teams.

The Social Committee shall prepare all entertainment and social programs and supervise same.

The Communication Committee shall attend to the publicity associated with all affairs and activities of the Corporation and will also be responsible for the writing and publication of the pool newsletters.

ARTICLE VI
Section 1
Annual Meeting

The Annual Meeting of the Corporation shall be during the month of June of each year.

Section 2
Failure to Hold Annual Meetings

Failure to hold the Annual Meeting at the designated time shall not work a forfeiture or dissolution of the Corporation, but if the Annual Meeting shall not be called and held within two (2) months after the designated time, any member may call such meeting.

Section 3
Purpose of the Annual Meeting

Annual Meetings shall be held for the purpose of:

Reviewing the Annual Report for the previous year

Electing Directors

Presenting Committee reports

