

Wedgewood Swim Club By-Laws

- **ARTICLE 1 - MEMBERSHIP**
 - I. The number of club members shall not exceed 400 paid units. The actual number to be determined on a yearly basis by the Board of Directors.
 - II. All individuals, twenty-one years of age or older, shall be eligible to apply for membership subject to the conditions hereinafter provided.
 - III. Membership classifications include, but are not limited to:
 - A. Family, full-bonded membership consisting of a husband and/or wife and their never married children living at home. College students will be considered living at home. Verification necessary.
 - B. Individual (a single person) bonded membership.
 - C. Family or Individual (as defined above) non-bonded, provisional membership. Cost to be not less than bonded membership dues, plus \$100.00, plus any additional fees established by the Board of Directors. Non-bonded memberships must be renewed annually on an available space basis with preference going to applicants applying for bonded membership. Non-bonded members cannot vote nor hold office in the club and they have no share of nor claim to club assets.
 - IV. Requirements for Club Membership:
 - A. Submitting a properly filled-in and endorsed application.
 - B. Approval of the Membership committee.
 - C. Purchase of a corporation bond, if applicable.
 - D. Payment of an initiation fee.
 - E. Payment of yearly dues. The amounts charged for the above will be specified by the Board of Directors.
 - V. All financial obligations of members must be met within the time frame established by the Board. Failure to do so will result in a service charge and could lead to expulsion from membership. Any outstanding charges will be deducted from the bond refund and will not be able to hold office or vote at any election
 - VI. The president shall name three (3) Board of Director's to a membership committee, subject to approval by the Board. The membership committee shall maintain the membership and waiting list throughout the year and report to the board at each board meeting of any changes. . . A waiting list will be initiated when the number of applications exceed the membership limit established in Article 1 - Membership, Paragraph I.
 - VII. A member may withdraw from the Club at any time by submitting bond and written notice to the Treasurer. The face value of the Bond (minus any outstanding charges) shall be refunded when the membership is replaced. The Board, at its discretion, may purchase membership bond of resigning members at face value.
 - VIII. Meetings of the Corporate Membership shall be held at such time and place as the Directors shall determine.

- A. Written notice of the time and place of said meeting shall be given to each member of record entitled to vote thereat no less than ten days prior to the day of the meeting.
 - B. Special meeting of the membership may be called at any time by the President, the Board of Directors or by at least 25% of the membership. All requests for special meeting shall be in writing addressed to the Secretary and signed by the person or persons issuing said request. The Secretary shall forthwith upon receipt of such request, fix a time and a place for said meeting no less than ten nor more than twenty days after receipt of said request. Notice thereof shall be given as hereinbefore provided in Section VIII. A.
 - C. At all meetings of the members of the Corporation (except where otherwise specified) the family units present shall constitute a quorum.
 - D. At least 30 days written notice prior to a General Membership meeting will be required for capital expenditures, long-term financing or asset liquidation approved by the Board. A negative vote by a simple majority of the total membership units outstanding in person or by a duly executed proxy will cause such decisions to be rejected. (Expenditures in excess of \$10,000 not including repairs to equipment shall be considered capital expenditures). Otherwise, they will stand approved.
 - E. At all meetings every full membership shall be entitled to one vote, and every half membership to one half vote subject to Article 1, Section V, (satisfaction of financial obligations). In any election for directors each family unit having a right to vote shall be entitled to one vote for each office to be filled. The candidate receiving the highest number of votes shall be elected to fill the vacancy.
 - F. Voting for Directors and capital expenditures can be accomplished in person at the appropriate General Membership Meeting or by proxy, duly executed and returned to the Secretary. The proxy can be mailed to members (postal or electronically) or downloaded from the Wedgewood Swim Club website. Postal proxies mailed to members shall be numbered. Returned proxies will be accepted via email or postal mail. Upon receipt, all proxies will be matched with either an email address on file at Wedgewood or a membership number assigned to each family membership.
- IX. Bondholders, their spouses, and never-married children may be expelled for failure to comply with the rules and regulations of membership established by the By-Laws or for any other reason deemed sufficient by the Board of Directors.

• **ARTICLE 2 - BOARD OF DIRECTORS**

I. BOARD RESPONSIBILITY

The Board has prime responsibility & accountability to member/shareholder of the club.

II. SPECIFIC DUTIES OF THE BOARD

The Board has responsibility for and authority to perform the following specific duties:

- A. Oversee club management.
- B. Perform personnel functions.
- C. Set policy, rules and regulations.
- D. Manage club finances and financial structure.
- E. Conduct club business.
- F. Develop short and long range planning.
- G. Manage the Board.
- H. Member relations.

III. TRANSACTION OF CLUB BUSINESS

- A. Within 30 days after a Board election, the members of the Board will conduct an organization meeting to:
 - 1. Elect officers.
 - 2. Elect standing committee chairmen.
 - 3. Formulate working committees.
- B. Regular meetings of the Board shall be held:
 - 1. At least monthly during the time the club is open.
 - 2. Periodically during the off season at such times and places deemed necessary by the Board.
- C. Special meetings of the Board may be called at any time by the President and/or upon the written request of a majority of Board members to the Secretary.
- D. A majority of the Board shall constitute the necessary quorum for the transaction of business.
- E. Except in respect to capital expenditures, long-term financing and asset liquidation a simple majority of Board members present, after a quorum has been achieved, shall determine the result on any vote.
- F. With respect to capital expenditures, long-term financing and asset liquidation, a two-thirds affirmative vote of the full Board is required. Once such approval is achieved, a written notice of the transaction, including necessity, cost and method of payment must be sent to each member of record at least 30 days before the next General Membership Meeting.
During that meeting such transaction will stand approved unless a simple majority of the total membership cause it to be rejected (see Article 1 - Membership, Paragraph VIII, D.).

- G. The books and records of the corporation shall be available to members upon written request to the Board of Directors.

IV. ELECTION TO THE BOARD

- A. The Board of Directors shall consist of 15 persons, all of whom shall be active members of the club in good standing.
 - 1. The number of directors may be increased when the business of the club requires such increase.
 - 2. The decision to increase and the number shall be determined by a majority vote of the Board.
- B. Members of the Board of Directors shall be elected by proxy or written ballot of the active members of the club in good standing. Directors shall serve a term of 3 years. Each year one-third of the Board seats will be up for election.
 - 1. Nominations for directors shall be at the discretion of the Board of Directors.
 - 2. Any director who has completed his/her term may be selected as a candidate for re-election by the Board of Directors.
 - 3. Proxy or Ballots shall be mailed (postal or electronically) to bonded members of record in good meeting. Postal proxies or ballots mailed to members shall be numbered. Proxies can also be downloaded from the Wedgewood Swim Club website
 - a. Sealed ballots or proxies will be returned to the Secretary prior to the meeting. An electronically transmitted vote will be considered sealed if the voting member sends from an email address on file with Wedgewood Swim Club. Refer to Article 1. VIII, F.
 - b. The President will appoint 3 tellers at the meeting to count the ballots.
 - c. The candidate(s) with the most votes counted will be elected.
 - d. In case of a tie, the members present at the meeting will be asked to revote. The candidate(s) with a majority of those votes shall be elected.
 - 4. If a duly elected director resigns or is removed for cause, a replacement shall be appointed by the Board for the balance of the term.

• **ARTICLE 3 - OFFICERS**

- I. The officers of the corporation shall consist of a President, two Vice Presidents, Secretary, and Treasurer. The Board of Directors shall elect them from its membership. Except for the Treasurer, all officers and Board Members shall serve without compensation. The Treasurer shall be compensated in an amount to be determined by the Board.
- II. The President shall be the chief executive officer of this corporation; he shall preside at all meetings of the members and directors; he/she shall have general and active management of the business of the corporation; he/she shall see that all orders and resolutions of the Board of Directors are carried out; he/she shall execute all bonds, mortgages, and all contracts of this corporation; affixing the corporate seal thereto.
He/she shall have general superintendence and direction of all other officers of the corporation and see that their duties are properly performed; he/she shall submit a report of the operations at their Annual Meeting, and from time to time shall report to the Board of Directors all matters within his/her knowledge that may affect the corporation; he/she shall have the powers and duties and management usually vested in the office of President in a corporation; he/she shall appoint all committees except as herein provided.
- III. The Vice Presidents shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter and shall have such other duties as may, from time to time, be determined by the Board of Directors. A vote of the Board shall determine which Vice President shall temporarily replace or succeed the President if he/she cannot fulfill his term of office.
- IV. The Secretary shall attend all sessions of the Board of Directors and all meetings of members and act as a clerk thereof; and shall record all votes and minutes of all proceedings in a book to be kept for the purpose; shall, when required, perform a like service for all standing committees; shall send notices of all meetings to the members of the Board of Directors; and shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he/she shall be, except as may be otherwise provided.
- V. The Treasurer, under the direction of the Board of Directors, shall have charge of the funds of the corporation and shall deposit the same in the name of the corporation in depositories designated by the Board of Directors; he/she shall pay all vouchers or orders properly attested by the President and General Manager; and shall make a complete and accurate report of the finances of the corporation at each Annual Meeting of the members, or at any other time, upon request, to the Board of Directors, and he/she shall be the custodian of the Corporate Seal and all the records and books of the corporation. Checks drawn against said account(s) shall be signed by the Treasurer and President.

- VI. While not an officer per se of the club, the manager has an official capacity. The General Manager of the club shall have day-to-day responsibility for the operation of the facility and staff. He/she shall attend all Board Meetings and shall report on the conditions, problems and situations that the Board needs to know. He/she shall participate in the planning process and shall report on its implementation.

- **ARTICLE 4 - GENERAL**

- I. The fiscal year of the corporation shall be the calendar year.
- II. The books of the corporation must be audited annually between September 1 and December 1 by a qualified accountant as directed by the Board of Directors.
- III. The corporation shall have a seal upon which shall be inscribed the corporate name, the year and date of incorporation.
- IV. Whenever any notice is required to be given by these By-Laws, a waiver thereof signed by the person entitled to said notice, whether before or after the time stated therein, shall be equivalent to notice.
- V. This corporation may not be dissolved without 75% of the total membership voting approval of dissolution, providing all membership is given written notice of intention to dissolve 30 days prior to a special meeting called for specific purpose of voting on dissolution.
- VI. In compliance with existing Regulations of Federal Excise Tax requirements, the corporation practices the following restrictions.
 - A. No alcohol beverages are served on the premises under control of the organization.
 - B. No dining facilities (other than those for light refreshments) are sold.
 - C. The organization is not controlled, or under common control with any other organization.

Practice of these restrictions permits the corporation to be exempt from Federal Excise Tax

- **ARTICLE 5 - ADOPTION OF BY-LAWS**
 - I. These By-Laws shall be adopted by a majority vote of the members present and voting at the time of their proposal to the membership for ratification and shall be effective immediately upon adoption.

- **ARTICLE 6 - AMENDMENTS**
 - I. These By-Laws may be amended, suspended or repealed by a majority vote of the members present and voting at any regular or special meeting, provided, however, that written notice of said meeting shall state amendment of the By-Laws as a purpose of the meeting and shall refer to the clause and section of the By-Laws to be amended.
 - II. Attachment One (1) to these bylaws can be updated each year as an attachment to the bylaws without an adoption of by-laws as stated in Article 5. Attachment 1 includes the names of Officers, Board of Directors, and Swim team coaches. Voting for Board of Directors is conducted during a proxy vote as stated in Article 8.

- **ARTICLE 7 - PERSONAL LIABILITY, INDEMNIFICATION AND INSURANCE**
 - I. No director, officer and/or any other person who may have served, at the corporation's request, as a representative of the corporation (hereinafter all directors offices and all of the aforesaid representative of the corporation are referred to collectively as the "REPRESENTATIVES") shall be personally liable to the corporation or its members for monetary damages or for any other liability of any kind whatsoever for any such action taken by such REPRESENTATIVES, or any failure to take any action by such REPRESENTATIVES unless (a) the REPRESENTATIVES have breached or failed to perform the duties of his, her or their office as set forth under Pennsylvania law and (b) the breach or failure to perform such duties was intentional and/or constitutes self-dealing, willful misconduct, recklessness, a violation of a criminal statute and/or the liability of a director for the payment of taxes pursuant to local, State or Federal Law.
 - II. All REPRESENTATIVES (as defined in Article 7, Section I above) shall be indemnified and held harmless by the corporation with respect to and against expenses (including attorney's fees) and damages actually and necessarily incurred by them in connection with the defense and/or settlement of any action, claim, suit and/or proceeding in which he, she, they and/or them, are made parties to such action, claim, suit and/or proceeding, by reason of being and/or having been REPRESENTATIVES (as defined in Article 7, Section I above) of the corporation except in

relations to matters as to which such REPRESENTATIVES (as defined in Article 7, Section I above) shall admit and/or be adjudged, in such action, claim suit and/or proceeding, to be liable for the following: (a) an intentional violation of his, her or their duties as REPRESENTATIVES (as defined in Article 7, Section I above) of the corporation; (b) self-dealing; (c) willful misconduct (d) recklessness; (e) a violation of a criminal statute and/or (f) the payment of taxes pursuant to local, State or Federal Law. The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of members, disinterested directors or otherwise.

- III. In addition to any other rights available to the corporation under the law, the corporation is hereby authorized to purchase insurance and/or create a fund from which to make indemnification payments properly due to any of the REPRESENTATIVES (as defined in Article 7, Section I above).

- **ARTICLE 8 – BOARD OF DIRECTORS PROXY**

- I. If you cannot make the general membership meeting you can download the proxy from the Wedgewood Swim Club website and mail it in. Your proxy must be received one week before the general membership meeting. Mail the proxy to:

Wedgewood Swim Club, Inc.
Attn: Secretary - Proxy
PO Box 614
West Chester, PA 19381-0164

II. Board of Directors Nominations

Bonded Club Members that are in good standing are eligible to stand for election to the board. Nominations should be submitted to the board thru the pool managers no later than July.

Other Useful Information

- **Weather:**
The lifeguards may close the pool without warning in the event of threatening weather.
 - **Lost and Found:**
At the end of the day the lifeguards may collect property left at the pool and store it in the garage next to the bathroom and shower facilities. This is done voluntarily by the life guards and neither they, nor the Wedgewood Swim Club can be held responsible for any items left at the pool. Towels found at the pool are sometimes hung along the front fence so that the owners can claim them. The Wedgewood Swim Club, may at its discretion discard any items left at the Swim Club
 - **Lawn Chairs:**
Lawn Chairs may be stored along the fence at the end of the East side of the bathroom and shower building during the season. The Wedgewood Swim Club is not responsible for these chairs. The chairs must be claimed within one week of the Labor Day. Left over chairs may be discarded by Wedgewood Swim Club. It may be a good idea to write you name on your chairs left at the Swim Club.
 - **Food:**
No food is sold at the Wedgewood Swim Club (with the exception of Ice Cream as explained below). Food may be brought by members and guest, but should only be consumed in the picnic area and in the covered deck. Thank you in advance for cleaning up after yourselves.
 - **Ice Cream:**
Ice Cream is sold every day at 3:00 PM . A bell will be rung when ice cream sales are begun. Profits from the ice cream support the Swim Team. Ice Cream trucks are strictly forbidden on the Wedgewood Swim Club property
 - **Lower Pool Changes:**
In order to increase the use of the Lower Pool, children with Red Tags may now swim in the Lower Pool if accompanied by a qualified swimmer at least 16 years of age.
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END OF BYLAWS

ALL INFORMATION BELOW CAN BE AN ATTACHMENT TO THE BYLAWS AS A STAND ALONE DOCUMENT SINCE IT WILL GET UPDATED EVERY YEAR.

ATTACHMENT – 1

Wedgewood Swim Club Staff

- **BOARD OF DIRECTORS OFFICERS FOR 2005**

President	Rich Horan
V. Presidents	Dennis Inverso Steve Schultheis
Treasurer	Tim Wallace
Secretary	Tom Schubert

- **BOARD OF DIRECTORS FOR 2005**

Steve Fricker
Bob Furia
Joe Grady
Chuck Malloy
Gary Michetti
Mike Monaghan
Paula Norsoph
Ed Reilly
Stan Skulski
Mike Venema
Joe Walsh
Bob Marks - Manager

- **2005 STAFF**

Club Manager	Bob Marks
Asst. Managers	Joe Norton
Head Coach	Meredith Eyeler
Asst. Coaches	Erin Carey Kim Lewis