

NOTTAWAY SWIM CLUB
BY-LAWS
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Article 1. Purpose

The purpose of the Nottaway Swim Club, Inc. (“Corporation”) shall be to establish a social organization to promote the pleasure and general recreation of its members specifically by building, owning, and operating a community swimming pool. The corporation shall be a non-profit organization and shall not be controlled by any other organization.

Article 2. Membership

2.01 General

Total membership shall be determined in sole discretion of the Board of Directors, but shall not exceed 200 Family memberships. When membership is filled, a waiting list may be established.

2.02 Application

Anyone applying to become a member of Nottaway Swim Club will submit a written application to the Membership Director.

2.03 Types of Membership

There will be two types of membership:

- **Family:** Individuals or couples with one or more children 18 years of age or under.
- **Adult Individual or Couple:** Individuals or couples with no children under age 18

Opening day each year shall be the date at which age considerations shall be determined.

2.04 Transfer of Membership

Members who have paid their dues and assessments may transfer their membership with the sale of their house, subject to notification/acceptance by the Board of Directors. In this situation, any initiation fee would still apply to the transferee.

2.05 *Misconduct Penalty*

At the discretion of the Board, as decided by majority vote, any member may be expelled and members of his/her family may be denied use of the pool for conduct prejudicial to or endangering the Corporation or any of its members. If this action is taken, that member forfeits all privileges of membership and is not eligible for refund of any portion of the current year dues. Future reinstatement is at the sole discretion of the Board, as decided by majority vote.

Article 3. Dues and Assessments

3.01 *Dues*

A. Payment of Dues

1. Annual membership dues shall be paid to the Membership Director or Treasurer on or before opening day each year.
2. The dues to be paid for each type of membership will be posted annually.
3. Subject to above Section 2.01, new members may join any time during the year and shall complete payment of dues before using the pool facilities.
4. No dues or any part thereof shall be refunded in the event that pool operations are required to be suspended for any purpose.

B. Penalty for non-payment of Dues

Any member who has not paid annual dues in full by opening day shall be considered delinquent and have privileges suspended at the discretion of the Board. The Board has the authority to specify conditions that must be met before membership will be reinstated.

The Board shall provide written notice to the delinquent member, specifying all conditions that must be met for reinstatement. If these conditions have not been met within thirty days after receiving the written notice, then the member shall be considered to be in default and will relinquish all privileges, including the rights to repurchase or transfer their membership.

3.02 *Assessments*

A. Yearly Assessments

The Board may establish a yearly assessment up to \$250 per membership. Any amount in excess of \$250 requires approval by the majority of members present at either a general membership or special membership meeting, provided a quorum is present. See specific assessment meeting notice and quorum requirements in Section 5.03).

B. Penalty for non-payment of Assessment

Any member who has not paid an assessment within thirty (30) days after the due date shall be considered delinquent and have privileges suspended at the discretion of the Board. The Board has the authority to specify conditions that must be met before membership will be reinstated.

The Board shall provide written notice to the delinquent member, specifying all conditions that must be met for reinstatement. If these conditions have not been met within thirty (30) days after receiving the written notice, then the member shall be considered to be in default and will relinquish all privileges, including the rights to repurchase or transfer his/her membership.

Article 4. Board of Directors

The Corporation shall be managed by the Board of Directors in the intervals between general membership meetings. Any member of the Board of Directors who shall cease to hold a membership in the Corporation shall automatically cease to be a member of the Board of Directors.

The Board of Directors shall consist of the elected Officers and appointed Directors named below:

Officers:

- President
- Vice President
- Secretary
- Treasurer

Directors or Co-Directors:

- Membership Director
- Maintenance Director
- Operations Director
- Swim Team Director
- Social Director
- Lifeguard Director
- Communications Director

4.01 Officers and their Elections

- A. The Officers of the Corporation will constitute the Executive Board and shall consist of: one (1) President, one (1) Vice president, one (1) Secretary and one (1) Treasurer.
- B. Officers will be elected at the annual membership meeting provided a quorum is present. Elections shall be conducted by ballot, unless there is but one

- candidate for office, then ballot voting may be dispensed with and election held by voice vote.
- C. Each officer must be a member of the corporation in good standing.
 - D. Officers shall assume their duties after the election and shall serve a two (2) year term, beginning January 1. No officer shall be eligible to serve more than two (2) consecutive terms in the same office.
 - E. Officers may hold only one position, elected or appointed at a time.
 - F. A vacancy occurring in any office shall be filled, for the unexpired term, by a person elected by the majority of the Board of Directors.

4.02 Directors and their appointments

- A. Directors are appointed by the Executive Board with approval from the General Membership.
- B. Directors will serve a two (2) year term, beginning January 1. There is no limit to the number of terms a Director may serve.
- C. All Directors must be members in good standing.
- D. Directors may serve in only one position, elected or appointed, at a given time.
- E. Co-Directors are permissible.
- F. A vacancy occurring in any Director position shall be filled for the unexpired term by a person appointed by the Executive Board.

4.03 Duties of the Board of Directors

The duties of the Board of Directors shall be to manage the business of the Corporation. These shall include but not be limited to the following:

- A. Selecting and terminating individuals or companies to provide services to the Corporation.
- B. Identifying the need for maintenance, replacement, or capital improvements and obtaining the approval of the membership prior to obligating the Corporation to unbudgeted expenditures exceeding ten percent (10%) of cash receipts in one year.
- C. Determining the opening/closing dates of the swim season.
- D. Adopting, posting, and enforcing reasonable rules for the use and enjoyment of the pool and associated facilities.
- E. Preparing and submitting to members an annual report.
- F. Electing Officers and Appointing Directors to fill vacancies for unexpired terms of office/position.
- G. All other duties that may arise from time to time in connection with the proper operation of the community swimming pool, as approved by majority vote of the Board.

4.04 *Specific Duties*

- A. **President:** Shall preside over all meetings and shall have the same voting rights as other Directors, Officers, and members and ensure all orders or resolutions of the Board of Directors are carried out. Is authorized to sign contracts and other legal documents on behalf of the Corporation, as approved by majority vote of the Board. Shall be authorized to sign checks in the absence of the Treasurer.
- B. **Vice-President:** Shall assist in the overall administration of the Corporation and perform any duties delegated by the President. In the absence or disability of the President, the Vice President shall perform the duties of the President.
- C. **Secretary:** Shall keep minutes of membership and Board meetings, maintain an archive of such minutes, and give required notice of all meetings. Shall maintain an official copy of the Corporation's by-laws and regulations and ensure Corporation by-laws and regulations are available to all members. Shall keep track of the terms of all Officers and Directors.
- D. **Treasurer:** Shall have custody of funds and financial records of the Corporation. Shall disperse payments as authorized by the Board, deposit funds received into the appropriate Corporation account(s), maintain full, complete records of all assets and liabilities of the Corporation. Shall provide financial reports at all meetings of the members, and as otherwise directed by the Board. Shall prepare tax reports as required and arrange for insurance policy coverage (property, liability, *etc.*) as directed by the Board. Shall present the proposed budget for the following season at the annual membership meeting.
- E. **Membership Director:** Shall notify all members of the amount and due date of all approved dues and assessments; collect payments from the members; file applications for membership; keep records of members in good standing; accept written and verbal resignations of memberships; provide notice to the Board, if any members are delinquent; and provide membership lists, when requested by the Board. Shall advertise availability of any open memberships.
- F. **Maintenance Director:** Shall be responsible for the maintenance of buildings, grounds and equipment. Shall have the authority to identify necessary improvements; hire contractors to perform maintenance and improvements that have been approved by the Board of Directors; and oversee such maintenance and improvements.
- G. **Operations Director:** Shall be responsible for the overall operation of the pool. Shall plan and implement procedures to ensure the pool water quality and pool

equipment is maintained in safe condition, as set forth by the DeKalb County Board of Health Code.

- H. **Lifeguard Director:** Shall be responsible for the hiring, terminating, and directing of the lifeguards. Duties shall include establishing terms of employment, standards of conduct, number and types of lifeguards, and work schedules.
- I. **Swim Team Director:** Shall coordinate all Swim Team activities and serve as the liaison between the swim team and the Corporation.
- J. **Social Director:** Shall be responsible for scheduling all parties, including the private parties of members. Shall be authorized to plan and direct social events for the membership.
- K. **Communication Director:** Shall effectively manage communication of information, generated by the Board of Directors, to the general membership, receive feedback from the membership and direct such feedback to the appropriate Officer or Director.

4.05 *Failure to Perform*

In the event that an Officer or a Director fails to perform the duties as assigned, the office shall be declared vacant by a two-thirds vote of the remaining Board of Directors.

4.06 *Nominating Committee*

At least thirty (30) days prior to the election of Officers the Board shall appoint a nominating committee, which shall propose a slate of qualified members for election to the Board. There shall be a maximum of five (5) members on the nominating committee (must be an uneven number and consist of two (2) non-board members). The nominating committee may also recruit for open Director positions. The President is not eligible to serve on this committee. The nomination of the Swim Team Director shall be at the discretion of the Swim Team.

Article 5. Meetings

5.01 *Parliamentarian*

A parliamentarian may be appointed by the President, with approval from the Board of Directors, to maintain the by-laws and uphold parliamentarian procedure during board and general membership meetings.

5.02 Board Meetings

Each Board shall establish the time, place, and frequency of its regular meetings.

A. Special Meetings

The President or any two (2) Board Members may call special Meetings by giving five (5) days notice, written or verbal to each Board Member.

B. Quorum

A majority of the Board shall constitute a quorum

C. Eligible Votes

Each officer shall have one vote. Each Director position is allowed one vote even if a Co-Director position exists.

5.03 Membership Meetings

A. Annual Meeting

The annual membership meeting will be held each year at the end of the season to elect Officers, recruit and appoint Directors, review end-of-year business, and to approve the budget for the following season.

B. Special Meetings

A special meeting of the members will be called by the president on written request of ten percent (10%) of the members, or by an affirmative vote of a majority of the Board, or by the President or Vice-President.

C. Notice of Meetings

At least ten days before the date of any meeting of the members, the Secretary will give notice of the meeting to all members in good standing. The notice will, in the case of a special meeting, state the purpose of such meeting, and, in the case of an assessment, specifically note this topic of discussion. If the purpose of the special meeting is considered an emergency by the Board, the ten (10) day notification period may be waived.

D. Quorum

Twenty (20) members in good standing will constitute a quorum at any annual or special meeting, except meetings called to approve a special assessment. Such meetings require a quorum of 20% of the total membership (see article 3.02A)

E. Eligible Voters

All members in good standing as of ten (10) days prior to any election of officers, annual or special meeting will be eligible to vote, in person, and will receive notice of the meeting.

F. Parliamentary Authority

Annual or special meetings will be governed by the latest version of *Robert's Rules of Order*. If a conflict exists between *Robert's Rules* and these by-laws, these by-laws are controlling.

Article 6. Designated Capital Improvement Fund

There shall be a separate fund established for Capital Improvements. Any expenditure from the Capital Improvement Fund shall be approved by the General Membership at a duly held meeting.

Article 7. Amendments

Amendments to these by-laws shall be adopted by the affirmative vote of two-thirds of the Club Members present at a duly held meeting, provided that a quorum exists. The text of such proposed amendments will be made available to the membership and posted at the pool at least ten (10) days prior to the meeting.