

## NEWBURGH SWIM CLUB – AMENDED AND RESTATED BYLAWS

### ARTICLE I

#### NAME

The name of this Corporation shall be the NEWBURGH SWIM CLUB, a Michigan non-profit corporation. For the purposes of this document, NEWBURGH SWIM CLUB shall be referred to as the “CLUB”.

### ARTICLE II

#### PURPOSE

The purpose for which the Club is formed is to operate a private pool and other related recreational and social facilities in the City of Livonia, State of Michigan, for the benefit of its Members and their guests and to sell memberships in the Club to residents of Livonia and surrounding communities.

### ARTICLE III

#### GOVERNMENT

Section 1 – The management and responsibility for operation of the Club shall be vested in a Board of Directors of at least eleven (11) and no more than fifteen (15) in number. The Board of Directors shall determine the exact number from time to time.

Section 2 – Board positions shall be three (3) year terms, being replaced on a rotating basis by ballot at the General Membership meeting, such that in any given year a minimum of three (3) different board positions are selected.

Section 3 – Each member of the Board, as a requirement for office, must be the registered owner of a full membership and upon relinquishing of that membership shall automatically cease to be a member of the Board of Directors and a vacancy shall thereupon be created in the Board. No membership shall have more than one vote on the Board of Directors.

### ARTICLE IV

#### BOARD OF DIRECTORS

Section 1 – The Board of Directors shall have the following powers and such other powers as are consistent with the Articles of Incorporation and the Statutes of the State of Michigan, but shall specifically do the following:

(a) Shall be responsible for the governing and management of the affairs of the Club in a manner consistent with the Bylaws of this Club and shall make and amend rules for the operation of the Club and the management of its assets and property;

(b) It shall have the power to determine, impose, or remit penalties for violations of the Bylaws and the rules and regulations of the Club;

(c) Shall have the power to set the cost of annual membership dues, initiation fees for new members, special fees for late payment of any obligation, and any assessments or other fees for special services provided to any portion of the membership (e.g., swimming lessons);

(d) It shall appoint annually management, clerks, agents, servants or employees, as it may deem necessary and shall fix their duties and compensation and shall have the power in its sole discretion to remove such persons from their office or appointment;

(e) It shall elect a President, Vice President, Secretary and Treasurer and such officers shall hold their offices at the pleasure of the Board;

(f) It shall create other offices as the Board shall determine to be necessary from time to time and shall fix the period of office and the duties associated with the office;

(g) It shall constitute and appoint standing or temporary committees and define the powers and duties of the same;

(h) It shall fill any vacancy in the Board of Directors for the unexpired term thereof, by accepting nominations for the position and filling vacant positions with any candidate receiving a simple majority on a ballot of the remaining Board members.

Section 2 – The Board shall designate the bank or banks in which the funds and assets of the Club shall be deposited or kept and shall determine policies related to how checks, drafts, or other instruments for the payment of funds shall be executed and how the funds of the Club shall be invested.

Section 3 – The Board shall require an annual compilation of the books by Certified Public Accountants before the end of the calendar year, selected by the Board, who shall neither be Members of the Board of Directors nor officers of the Club, and the report of the accountants shall be available to the Members at all times. The Board shall also require the Treasurer to prepare and submit an annual statement of the financial position of the Club at the General Membership Meeting, and to submit monthly financial reports to the Board.

Section 4 – The Board shall determine and designate the form of Membership Bond Certificates to be issued by the Club and the authentication thereof, the method of issuing and of transfer, assignment and redemption thereof.

Section 5 – The Board shall meet not less frequently than once in each month, at such time and place as the Board of Directors shall from time to time determine, except that quarterly meetings may be held in the first and fourth calendar quarters of the year. No notice of regular meetings of the Board shall be required. Special meetings of the Board may be called by the President or their representative in their absence, at this discretion, at any time, by means of personal contact, club postings, written notice by mail, or electronic communication stating time, place and purpose thereof to each director. However, action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived hereinafter provided. Special meetings of the Board of Directors may be called upon written petition by not less than five (5) members of the Board.

Section 6 – The quorum for the conduct of business shall be a majority of the Board present at a regular or special meeting, those attending shall have the power to adjourn the meeting to a later date. Members of the Board may designate other Board members to cast their vote by proxy. No proxy shall be deemed operative unless and until signed by the member and filed with the Club. In absence of limitation to the contrary contained in the proxy, the same shall extend to all meetings of the members and shall remain in force for one (1) month from its date.

All motions made by the Board shall be passed only on a majority ballot of those present at a meeting, unless otherwise specified in these bylaws.

Section 7 – The removal of a Director or Officer from office for reasons other than the relinquishing of a full membership shall be as follows:

(a) No director shall be removed from office except for cause, and any Director sought to be removed from office shall be entitled to have served upon them written specifications of the reasons for removal, at least five (5) days before any meeting scheduled for removal, and shall be entitled to a hearing before the entire Board and removal shall require a vote of two-thirds of the Directors present and entitled to vote, excluding the vote of the Director sought to be removed;

(b) In the event of removal, any Director so removed shall have the right to appeal to the entire membership to review their removal, a valid appeal need be given by the Director so removed in writing to the Secretary of the Club within one (1) week of the removal, and the vacant Director position will not be filled during this period;

(c) The Secretary, upon receiving such a notice of appeal, shall have four (4) weeks to call a special meeting of the entire membership entitled to vote, the notice of this meeting being made at least one (1) week before the scheduled date of such special meeting; and

(d) The decision of the Board of Directors removing said Director shall not be reviewed; unless a majority of the members present at said meeting shall vote to review and it shall require a vote of two-thirds of the members present at such meeting and entitled to vote, to restate said Director.

Section 8 – The Bylaws of the Club and the rules and regulations enacted or adopted shall be interpreted by the Board of Directors.

## ARTICLE V

### OFFICERS

Section 1 – The officers of the Club shall be a President, Vice President, Secretary and Treasurer, and any other officers deemed necessary by the Board of Directors and created by them by appropriate resolution. The officers shall be elected by the Board of Directors at the General Membership Meeting.

Section 2 – All officers must be elected from the membership of the Board of Directors, but other directors may be elected from the Board of Directors or the membership at large. All officers shall hold office until the next General Membership Meeting and until their successors take office unless sooner removed by the Board of Directors.

Section 3 – The President shall be the chief executive officer of the Club and shall preside at all meetings of the Club and the Board of Directors. The President shall appoint all standing committees of the Club subject to confirmation of the Board of Directors, and shall appoint all special or temporary committees from time to time as may be required. The President shall be an ex-officio member of all committees and entitled to one vote at all meetings of such committees.

Section 4 – The Vice President shall act as President in the place and stead of the President during the latter's absence or inability to act or when a vacancy shall exist in the office of President. The Vice President shall exercise such additional duties and responsibilities as may be assigned by the president or the Board of Directors.

Section 5 – The Secretary shall keep all minutes of meetings of the Board of Directors and of meetings of the membership and shall be the custodian of all corporate records and correspondence except the financial records and shall maintain permanent files of all documents relating to the history or affairs of the Club and shall perform such other duties as may be designated from time to time by the President or Board of Directors.

Section 6 – The duties of the Treasurer shall be as follows:

(a) To maintain the financial books of the Club and all records pertaining thereto;

(b) Upon direction by the Board of Directors, to pay on a timely basis all bills, invoices, vouchers and other obligations of the Club and to maintain records of such payment;

(c) To maintain records of receipts of all monies and other assets coming to the Treasurer for the account of the Club and to maintain suitable vaults or depositories for such records and not to disburse any monies or dispose of any assets except with the express permission of the Board of Directors or membership;

(d) To maintain a bond in an amount to be determined by the Board of Directors to indemnify the Club against loss for any misfeasance, nonfeasance or malfeasance on their part.

(e) To submit at the General Membership Meeting an Annual Statement of the financial position of the Club;

(f) To submit monthly financial reports to the Board of Directors.

Section 7 – The Board of Directors may remove any officer from office “for cause.” Officers that are also members of the Board of Directors may only be removed from office by being removed as a member of the Board of Directors.

Section 8 – If a vacancy shall occur in any of the offices by reason of death, illness, absence, for cause or any other reason, the Board of Directors may fill such office for the unexpired term thereof, and such appointee shall serve until the next General Membership Meeting. In such instances the Board shall nominate and elect a Director to be an interim successor.

## ARTICLE VI

### MEMBERSHIP

Section 1 – The term “member” when used in these Bylaws shall refer to the registered owner of a standard membership certificate unless otherwise specified.

Section 2 – Members of this Club shall consist of family units of which there shall be the following classes of memberships, Standard and Provisional.

Section 3 – A Standard Membership shall consist of those persons, not to exceed two (2), or head of family residing at the same address (valid picture ID and proof of residency required) holding a Certificate of Membership and their dependent, unmarried children under the age of 25 as of May 31, residing at that address (children 18 and over must provide picture ID and proof of residency), The certificate shall provide for a right of survivorship.

Section 4 – A Provisional Membership shall consist of any person who resides in the household of the active member who does not qualify as part of the Standard Membership. Board approved application forms are available by request to the Membership Director and must be submitted along with valid picture ID showing proof of residency. Provisional Memberships are subject to application and Board approval, each season and do not automatically renew each season as in a standard membership. Applications are reviewed on an individual basis, at the next scheduled Board meeting after receipt of the application. The length, terms, fees and dues for the Provisional Membership will be determined based on approval of the application. The Membership Director or designee will report the outcome of the review to the Standard Membership owner/applicant. The Provisional Membership may not be sold, assigned or transferred.

Section 5 – Any member, for cause and after having been given an opportunity for a hearing by notice of not less than ten (10) days, may be suspended for a period of up to three (3) months by a vote of a majority of the Board of Directors present at any regular or special meeting thereof; or may be permanently expelled by a vote of two-thirds of the Board of Directors at a regular or special meeting thereof, in which case the membership certificate will be canceled and the owners of that certificate promptly reimbursed. This process does not apply to situations of delinquent payments. Cause for suspension or expulsion shall consist of a breach of the Bylaws, or of the Rules and Regulations of the Club and pool, or seriously objectionable or offensive conduct.

Section 6 – The Board of Directors has the power to suspend Club privileges for the violation of Club rules and regulations. The Board of Directors may delegate to one or more employees of the Club the power to suspend pool privileges to any member for a period not exceeding three (3) days for violation of the pool rules. A written report of such suspension and the reasons therefore shall be submitted to the President of the Board of Directors within twenty-four (24) hours.

Section 7 – All applications for membership shall be submitted to the Membership Committee in writing on a form to be prescribed by the Board of Directors. The requirements for membership except as set forth in the Bylaws, shall be set forth in a resolution adopted by the Board of Directors. The Membership

Committee shall receive applications and provided memberships are available shall promptly either accept those applications or submit such applications to the Board of Directors along with recommendations as to whether such applications should be accepted.

Section 8 – Applications shall be reviewed by the Board against the requirements for membership in the order in which they have been received. If an application is not approved, then either at the request of the applicant or by request of a member of the Board of Directors, the decision may be re-reviewed with the presentation of additional relevant information, reversed and overruled by a majority vote of the Board of Directors present to vote at a regular or special meeting.

Section 9 – Upon special occasions, or for special reason, the Board of Directors may, from time to time, extend pool privileges for a fixed period, to certain persons or groups. The Board of Directors shall establish rules and regulations for use of the pool by members and guests.

Section 10 – The membership shall be restricted to a maximum of three hundred seventy five (375) Standard Membership certificates, but the number of memberships authorized, may be changed by two-thirds vote of the Board of Directors at a regular or special meeting or by a two-thirds vote of the membership present and entitled to vote at an annual or special meeting upon proper notice given to all members qualified to vote. Provisional Memberships shall be limited to a number determined by the Board of Directors from time to time in its discretion.

Section 11 – In the event that a membership certificate is held by a husband and wife jointly, and that marriage is terminated by divorce, only one spouse may continue the membership and the Board of Directors will issue a new membership certificate in the name agreed to by the parties or as adjudged by a court of law upon receipt of a notarized letter to that effect.

(a) The spouse not named on the new certificate shall be eligible for membership pursuant to the provisions of Article VI, Section 10 hereof.

(b) In the event that a divorce is final and no determination or agreement is made; the certificate will be terminated on the following May 1 and the certificate repurchased by the Club pursuant to Article VIII, Section 7 hereof. Each party shall be eligible for new membership pursuant to the provisions of Article VI, Section 10 hereof.



(c) In the event that the certificate is terminated, each spouse will receive 50% of the bond, less any applicable late fees. Unless otherwise directed by a court of law or a notarized letter, both spouses must sign the sales

request before the bond can be returned.

(d) All terminated and cancelled memberships must return a completed sales request form, postmarked by December 31st of the year that the membership is terminated, else the membership bond will be forfeited to

the Club.

Section 12 – The Board of Directors at its discretion may re-elect a member who has resigned (due to the conditions set forth in Article VI, Section 11 and subject to the membership limitation as set forth in Article VI, Section 10) without payment of an initiation fee provided such ex-member was in good standing at the time of the resignation. Such ex-member shall have precedence over new members per Article VI, Section 8.

## ARTICLE VII

### MEETINGS

Section 1 – An annual meeting of the members shall be held in each year on the first Monday in August at seven o'clock in the evening. The meeting will be in a location specified by the Board of Directors. If, for any reason, the annual meeting of the members shall not be held on the day herein before designated, such meeting must be called and held at a later time which is no later than the end of the month of November. Notice of such annual meeting shall be via electronic or written communication or posted at the club, to all members in good standing at least ten (10) days prior to the scheduled time of such meeting.

Section 2 – The annual meeting shall be for the purpose of electing Directors according to the method and procedure as elsewhere set forth in these Bylaws and for the purpose of having reports presented by the Board of Directors and officers showing the financial status of the Club and for the presentation of such other reports by the Directors and officers and Committees as will fully inform the membership of the current status of the Club and the activities undertaken and accomplished during the previous year.

Section 3 – The order of business at the annual meeting of the members shall be as follows:

- Roll Call
- Reading of Meeting Announcement
- Reading of Minutes of Last Preceding Meeting
- Report of President
- Report of Vice President
- Report of Secretary
- Report of Treasurer
- Director Reports
- Election of Directors
- Transaction of Other Business Stated in Meeting Notice
- Annual Dues
- New Business Presented by Members
- Adjournment

Provided that in the absence of any objection, the presiding officer may vary the order of business at their discretion.

Section 4 – Special meetings of the entire membership may be called by the Board of Directors after receipt by the Secretary of the Club through written request, by not less than thirty-five (35) members in good standing requesting a special meeting, such a meeting shall be called by the Secretary, and not less than fifteen (15) days notice shall be given all members in good standing, and the application and notice shall state the purpose for which the special meeting is requested to be convened and the agenda to be discussed thereat and no other matters will be discussed except upon unanimous approval at the meeting of the membership present and qualified to vote.

Section 5 – Only those members in good standing shall be entitled to vote at any regular or special meeting.

Section 6 – A quorum of the members in good standing at any annual or special meeting shall be fifteen (15) of such members.

Section 7 – Meetings of the Board of Directors shall be as is elsewhere set forth in these Bylaws, or as the Board of Directors may by resolution determine.

Section 8 – All Amendments to the Bylaws must be presented in writing to the Secretary not less than five (5) days before the scheduled time of any annual meeting and if not so presented, such Amendment shall not be placed on the agenda nor acted upon.

Section 9 – Notices of meetings, either annual or special, to the current contact information on record of the Club to each member in good standing shall be sufficient notice of such meeting, but the presence of any member at an annual or special meeting shall constitute a waiver of such written notice.

Section 10 – In all meetings of the Club each membership shall be entitled to a single vote, even if more than one named member for a single membership is present at such meeting.

## ARTICLE VIII

### SUBSCRIPTIONS, DUES AND FEES

Section 1 – All applications for membership in the Club shall be submitted to a Membership Committee to be appointed from time to time by the Board of Directors. The Membership Committee shall receive applications and provided memberships are available shall promptly either accept those applications or submit such applications to the Board of Directors along with recommendations as to whether such applications should be accepted. The Board of Directors shall then act upon the applications and no person shall be admitted as a member in the Club unless the application for membership has been approved by resolution of the Board of Directors.

Section 2 – Upon approval of an application as a member of the Club and upon payment by the applicant of all dues, initiation fees or other charges as hereinafter provided, the Membership Committee shall cause a certificate of membership to be issued to the applicant, evidencing the applicant's membership in the Club. The certificates of membership shall be in such form as may be from time to time established by the Board of Directors.

Section 3 – The Board of Directors shall submit to the membership for approval at any membership meeting proposals for a change in the cost of a membership certificate or the designation of any special fees or assessments to be paid by all of the membership.

Section 4 – The initial membership fee for each member shall be the sum of four hundred dollars (\$400.00) which shall be payable in cash or on other terms and conditions as established from time to time by the Board of Directors. A non-reimbursable initiation fee for other than charter members shall also be payable in the amount of fifty dollars (\$50.00) and in cash or on other terms and conditions as established from time to time by the Board of Directors. A transfer fee of twenty-five dollars (\$25.00) must be paid by the new member of the Club in all sales or transfers of membership. A Capital Improvement Fee of one hundred twenty five dollars (\$125.00) is to be paid by each member in cash or other terms and conditions as established from time to time by the Board of Directors starting with the 1996 season and continuing on a yearly basis until amended as outlined in this Article. The Capital Improvement Fee will be used toward pool renovations and other improvements or repairs necessary to function as voted upon by the Board of Directors. A seasonal maintenance fee of (\$60.00) will be paid by each membership annually toward the maintenance associated with club opening and closing.

Section 5 – In the event of a sale or transfer of a membership, dues but not fees will be refunded on a pro rated basis per the following schedule.

April 1 – June 1	= 100% of Annual Dues
June 2 – June 15	= 70% of Annual Dues
June 16 – July 1	= 50% of Annual Dues
July 2 – July 15	= 30% of Annual Dues
July 15 – August 1	= 15% of Annual Dues
August 1 – End of Season	= No Dues Refunded

Those members acquiring active membership after April 1 of any year shall pay dues in accordance with the following schedule:

April 1 – June 15	= 100% of Annual Dues and Fees
June 16 – June 30	= 70% of Annual Dues, 100% of Annual Fees
July 1 – July 15	= 50% of Annual Dues, 100% of Annual Fees
July 16 – July 31	= 30% of Annual Dues, 100% of Annual Fees
August 1 – August 15	= 15% of Annual Dues, 100% of Annual Fees
August 16 – End of Season	= No Dues or Annual Fees Required

Annual fees include the seasonal maintenance fee, the capital improvement fee, and any other fee charged annually to all members.

Section 6 – No dues or part thereof shall be refunded in the event that pool operations are required to be suspended for any period.

Section 7 – Annual dues and assessments, if any, shall be due and must be received by March 31 to P.O. Box 531073 Livonia, MI 48153. Dues payment postmarked after March 31 will be subject to a one-time late fee of fifty dollars, for the period between April 1 and April 30, which must be paid with the regular dues payment. If payment is transmitted by mail, the postmark date shall be considered the date received, and if the postmark is not dated or is not legible, it shall be presumed to be postmarked two business days before delivery. All dues, assessments and late fees must be paid before exercising privileges of membership.

(a) Payments received with a postmark after April 30 will not be accepted and the membership will be cancelled. The membership bond will be refunded, minus the late fee as outlined above and the

membership will be sold to the next eligible applicant.

(b) Each membership is required to annually submit either dues or a sales request postmarked by March 31. Any sales requests postmarked after March 31 will be assessed the stated late fee, unless dues for the season have been paid, in which case they will be refunded as stated above.

Section 8 – Upon notice of desire to sell, if the Club does not elect to acquire such membership certificate, that membership will require a withdrawal status. Such memberships, if not delinquent, shall have voting rights. Such memberships shall continue to pay full dues, assessments and penalties as outlined in Article VIII, Sections 4 and 7 and continue to have full membership privileges. Failure to pay dues, assessments and penalties as outlined in Article VIII, Section 4, will result in a lien against the membership and loss of all rights of membership. Such member may be given written notice and withdraw their “notice of desire to sell.”

Section 9 – If the holder of a Standard Membership proposes to sell their residence, and desires the purchaser to have the first opportunity to acquire such Member’s Certificate of Membership, then in that event, such Member’s offer to sell the Certificate to the Club shall include a statement to this effect along with the name and address of the person purchasing or leasing the residence, and in such event, if the

Club repurchases the Certificate of Membership, it shall offer such membership to the person purchasing or leasing such residence, for the sum of four hundred dollars (\$400.00). Such person shall then have ten (10) days to accept such offer. If such person accepts the offer, such person shall deliver written notice thereof to the Club and within ten (10) days of such notice, tender the sum of four hundred dollars (\$400.00) to the Club and the required initiation fees and dues. If such person fails to accept such offer and pay the required sums, the Club shall be free to sell such membership to any eligible applicant.

Section 10 – If the registered owner of a membership certificate desires to sell or transfer his membership under any condition other than those set forth in Article VIII, Section 8, they must first offer said membership to the Club in return for a refund to the member of the original membership fee paid for such membership at the time of its original issuance to the registered owner. The Club shall have the option to refund said membership fee and have the membership certificate transferred to the Club for a period of thirty (30) days after receipt by the Club of a notice in writing sent to the Club by registered or certified mail to the registered office of the Club. If the Club elects to reacquire the certificate of membership as about set forth, it shall immediately refund the said membership fee to the registered owner and the Club may then accept into membership another person to whom such membership application may be transferred. If the Club does not elect to acquire such membership certificate within the thirty-day opposition period, the registered owner thereof shall be free to transfer his membership to any other person who meets the eligibility requirements for membership as herein before provided.

Section 11 – The Club shall have a lien upon and charge against a Member's Certificate of Membership for all unpaid fees, dues and other indebtedness owing to the Club by a Member. The lien may be enforced by cancellation and sale of Membership at such time as amounts remain unpaid for ten (10) days after receipt of letter or if letter is undeliverable after thirty (30) days. In the event the Club is unable to obtain possession of the Certificate, it may be canceled upon the books of the Club, the membership may be sold, and a new Certificate issued to the purchaser thereof. In the event of the enforcement of a lien as herein provided, neither the signature of the holder nor delivery of the Certificate shall be required to perfect the transfer, and the Membership Committee of the Club is authorized as attorney of the holder of the Certificate, to make the transfer. In the event that the lien is satisfied by a cancellation and resale of the membership, the Club shall account to and pay over to the delinquent Member, the excess of the resale price over the indebtedness. Every Certificate of Membership issued is expressly subject to the provisions of this section. No membership which is delinquent shall be permitted to vote at any general or special meeting.

Section 13 – All fees and other charges mentioned herein are exclusive of all taxes imposed by State, Federal and other Government bodies and agencies, which shall be the responsibility of each member to pay.

Section 14 – No dues shall be refunded except at the discretion of the Board of Directors. The refunding of any fees, dues, membership subscriptions, etc. shall be in the form of a check in the names of both members listed on the certificate of membership.

Section 15 – Members shall be responsible for the payment of all charges, debts or damages charged to or incurred by any member of the family included in such membership and for all guests under such membership.

Section 16 – In the event of voluntary cessation of corporate existence or operation of the Club, the dissolution of the Club and distribution of assets shall be in accordance with the statutes of the State of Michigan.

Section 17 – A thirty-five (35) dollar fee will be assessed for any bounced check.

## ARTICLE IX

### COMMITTEES

Section 1 – The standing committees of the Club shall be:

- (a) Membership
- (b) Swim Team
- (c) Grounds
- (d) Social
- (e) Snack Bar
- (f) Pool
- (g) Communications

Section 2 – The Membership Committee shall assist the Board of Directors in establishing requirements for membership, reviewing applications for membership, reviewing requests for changes in membership

certificates, maintain waiting list for memberships, maintain Membership Identification (Photograph) Book, developing new membership classifications, proposing new policies relative to membership, maintain an official copy of Club Rules and Regulations and the administration of member and guest check-in procedures of the Club.

Section 3 – The Swim Team Committee shall assist the Board of Directors with the organization and operation of the Club's swim team and its operating equipment; shall have authority thereover; and shall see that League rules and regulations relating to the swim team are enforced.

Section 4 – The Grounds Committee shall assist the Board of Directors with the supervision and improvement of the Club's grounds; shall attend to the improvement and maintenance of its related operating equipment; shall have authority thereover; and shall see that the rules and regulations of the Club relating to Grounds are enforced.

Section 5 – The Building Committee shall assist the Board of Directors with the supervision and improvement of the Club's clubhouse; shall attend to the improvement and maintenance of its related operating equipment; shall have authority thereover; and shall see that the rules and regulations of the Club relating to the clubhouse are enforced.

Section 6 – The Social Committee shall assist the Board of Directors in developing recreational and social programs to be offered at the Club, in the coordination of special events, administration of Club Guest Passes, in the establishment of fees and budgets related to programs or special events and in the hiring, as appropriate, of individuals to run or staff these activities.

Section 7 – The Snack Bar Committee shall exercise supervision over the operation of the Snack Bar area; shall have authority thereover; and shall procure the needed supplies and concessions.

Section 8 – The Pool Committee shall exercise supervision over the Pool; shall attend to the improvement and maintenance of the Pool and its operating equipment; shall have the authority thereover; shall procure the needed supplies and equipment; and shall see that the rules and regulations of the Club relating to the Pool are enforced.



Section 9 – The Communications Committee shall assist the Board of Directors with the publication of the membership newsletter; be responsible for maintenance of the website; and records the minutes for Board of Director meetings in the absence of the Secretary.

Section 10 – The Board of Directors may from time to time, in their discretion, designate and create such other standing committees as necessity may dictate.

Section 11 – Unless otherwise specified in these bylaws, each standing committee will be chaired by a Director with formal responsibility for that functional area on the Board of Directors, and the membership of each standing committee will be reviewed annually by the Board of Directors in their first meeting after the General Membership Meeting.

Section 12 – The Board of Directors may also form, constitute and appoint any temporary committees and define the powers and duties of the same. Committees so formed will be dissolved with each General Membership Meeting, and must be reconstituted by resolution of the Board of Directors to continue their business.

Section 13 – Each Committee may adopt rules and regulations appropriate to the carrying out of its functions, but such rules and regulations shall in all cases be approved by the Board of Directors; shall not conflict with the Bylaws or resolutions in force; before their enforcement.

## ARTICLE X

### EXECUTION OF INSTRUMENTS

Section 1 – All checks, drafts and orders for payment of money shall be signed in the name of the Club and shall be countersigned by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

Section 2 – When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the president, or the vice president, and the secretary may execute the same in the name and behalf of this Club and may affix the corporate seal thereto. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of this corporation.

## ARTICLE XI

### POWER OF BOARD TO BORROW MONEY

Section 1 – The Board of Directors shall have full power and authority to borrow money whenever in the discretion of the Board the exercise of said power is required in the general interests of this Club, and in such case the Board of Directors may authorize the proper officers of this Club, to make, execute and deliver in the name and behalf of this corporation such notes, bonds, and other evidence of indebtedness as said Board shall deem proper, and said Board shall have full power to mortgage the property of this Club, or any part thereof, as security for such indebtedness, and action on the part of such membership of this corporation shall be requisite to the validity of such note, bond, evidence of indebtedness or mortgage.

## ARTICLE XII

### OPTION OF CLUB WITH RESPECT TO CERTIFICATE OF MEMBERSHIP

Section 1 – Certificates of membership may be sold or transferred only subject to such terms and conditions as adopted by the Board of Directors.

Section 2 – As used in this Article, the term “holder of a certificate” shall include the legal representative of a living or deceased certificate holder, their heirs or assigns, but no certificate shall be pledged or encumbered in any way without the express written permission of the Club, and failure to observe this provision shall at the discretion of the Board of Directors, result in forfeiture of membership.

Section 3 – In the event that any member shall become insolvent or bankrupt or subject to the jurisdiction of any court or tribunal dealing with insolvency, receivership or bankruptcy, the right of the Club to exercise its option shall accrue immediately upon any administrative or judicial determination that the membership is insolvent or bankrupt or is subject to a receivership.

## ARTICLE XIII

### AMENDMENTS

Section 1 – Amendments to the Bylaws shall be recommended by a two-thirds vote of the Board of Directors at any regular or special Board meeting, and approved by vote by two-thirds of the members in good standing in attendance at any annual or special meeting, provided that notice of such amendment has been given in accordance with the Bylaws elsewhere provided herein.

## ARTICLE XIV

## MISCELLANEOUS

Section 1 – Each person who acts as a director or officer of the Club shall be indemnified by the Club against expenses actually and necessarily incurred by them in connection with the defense on any action, suit or proceeding in which he is made a party by reason of their 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 in the performance of their duties.

Section 2 – The fiscal year of the Club shall end on the 30th day of September of each year.

Section 3 – The Board of Directors shall have authority to determine the form of corporate seal of this Club and adopt the same as and for its seal.

Section 4 – The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall govern the meetings of this Club in all cases where they are not inconsistent with the Bylaws.

Section 5 – The Board of Directors may require any officer or agent to file with the Club a satisfactory bond conditioned for faithful performance of their duties.

Section 6 – The Board of Directors shall serve without compensation; however, any director who also serves the Club in another capacity shall not, by this paragraph, be prevented from receiving compensation for such other services as may be provided to the Club.

Section 7 – All members of the Board of Directors of the Newburgh Swim Club shall have unlimited guest passes during their term. Board members who have served for five (5) consecutive years or more shall be allotted the same number of years of unlimited guest passes. This privilege is granted as long as the family membership is paid and is in good standing.

(a) The Board of Directors has the power to revoke these privileges due to misuse or abuse by a two-thirds vote of the directors present at any meeting.

Section 8 – In any controversy involving an interpretation of the Bylaws or of the rules and regulations of the Club, the decision of the Board of Directors as to the interpretation of such Bylaws and rules and regulations shall be final and binding.

Last Revised February 2023