

Bylaws
Robin Hood Swim Club

ARTICLE I NAME

Section 1. Name. The name of this organization shall be Robin Hood Swim Club, Incorporated, hereinafter to be referred to as the Corporation.

Section 2. Purpose. The purpose of the Corporation shall be to own (or lease), construct, develop, operate, maintain, and manage, sell or otherwise dispose of suitable facilities for safe and healthful recreation of the Corporation's members. The facilities are to include a swimming pool, bathhouse, tennis courts, parking areas, and other improvements as the Corporation may deem desirable.

ARTICLE II MEMBERSHIP

Section 1. Membership. Membership in the Corporation shall be extended to those persons whose application is approved by the Board of Directors which shall act on said applications in the order of their receipt. Membership in the Corporation will permit privileges of use of the Corporation's facilities to the member, the member's spouse, and all unmarried children actually residing with the member. In case of death of the member, membership shall be transferred to the surviving spouse. In case of no surviving spouse, membership shall be terminated unless otherwise decided by the Board of Directors. In no case will the membership be maintained in the name of a minor.

Section 2. Charter Membership. Charter members shall be first to join before date of actual construction of pool facilities.

Section 3. Total Membership. Total membership shall not exceed 325 active members.

Section 4. Additional rules of Membership. Additional types of membership and/or conditions pertaining to membership may be defined by the Board of Directors subject to approval by two-thirds of the members present at any duly called board meeting, provided that notice of the proposed action is included in the notice of said board meeting.

Section 5. Fees.

a. Membership Fees. Membership fees shall be established by the Board of Directors, but may not be less than \$325.00.

b. Initiation Fees. All members other than Charter members *may* be charged an Initiation Fee. This fee will be established by the Board of Directors, but will not exceed \$50.00.

c. Regular Membership Termination-Refund of Fees. Initiation fees are not refundable upon termination of membership. Upon termination of membership a member shall be returned a sum equal to his membership fee, less any indebtedness to the Corporation, and less 2% per annum for each year that he has been a member, but not to exceed 10%. Such returns shall be made only out of funds provided by membership fees collected from new members. Refunds shall be made in the order that terminations were acted upon by the Board of Directors.

d. Termination of Charter Memberships. The membership fees of Charter Members shall be an obligation of the Corporation and shall be refunded immediately upon termination of membership. The amount of refund will be calculated in the manner prescribed in subparagraph c. January 1, 1967 shall be the effective date of membership for this purpose.

Section 6, Termination by the Board.

a. The membership of any member may be terminated by the Board of Directors for any action which the Board considers prejudicial to the welfare of the Corporation. In the event that termination thus occurs, the member concerned shall have 30 days within which to submit a written notice of appeal to the Members. Opportunity for a hearing on such appeal shall be provided at the next special or annual meeting of the members of the Corporation, whichever occurs first, following receipt of the written notice of appeal. It shall require a two-thirds vote by ballot, of the total membership to override the Board of Directors' decision, and such vote shall be final. Within 30 days after termination becomes final, said former member may apply in writing to the Corporation for a refund of membership fee. The Board *may* authorize payment within 90 days after receipt of this request, a refund as provided in Section 5(c) or 5(d) above, less any indebtedness to the Corporation. From the date of initial notification of termination and until the case is finally disposed, all rights and privileges of membership shall be denied to the suspended member.

b. Any member who refuses or neglects to pay dues to the Corporation within 30 days after the due date shall automatically be suspended and shall be so notified. During the period of suspension the member shall continue to be liable for dues, but shall not be entitled to exercise the rights and privileges of membership. If the default is not corrected within 30 days after notification, the Board of Directors, at its discretion, may terminate the membership of said member without an opportunity for a hearing. Furthermore, at its discretion the Board of Directors may reinstate a member so terminated, upon payment of all of his indebtedness to the Corporation.

c. No member of the Board of Directors shall disclose the nature of his or any other Director's vote on a termination of membership to any person for any reason.

Section 7. Resignation. Resignation of any member when made in writing and delivered to the Board shall become effective immediately upon its acceptance by the Board of Directors provided all indebtedness of such member to the Corporation has been paid. A refund of the membership fee may be requested according to the provisions of Section 5, paragraphs c and d.

Section 8. Forfeit of Interest. Any member whose membership in the Corporation is terminated shall forfeit all interest in any property or other assets belonging to the Corporation.

Section 9, Membership Rules.

a. Each membership in the Corporation shall be issued to one adult person. If said person is a member of a family unit, and the membership is maintained in good standing, such membership shall entitle all members of the family unit as defined in Article II, Section 1. to utilize the Corporation's facilities. However, no membership shall have more than one vote in the affairs of the Corporation.

b. Memberships may be transferred with the sale of the primary residence of the member. The new residence owner shall be entitled to all membership privileges except there will be no refund of fees per section 5, paragraph c or d, to either the former member or the new member.

The request to transfer a membership under this provision shall be submitted in writing to the Board of Directors by the former member and shall become effective immediately upon its acceptance by the Board, provided all indebtedness of such member to the Corporation has been paid.

c. Memberships may be transferred to a member of the immediate family who is not a member.

d. Except as provided in Section 9, paragraph b or c, memberships may not be transferred or assigned for temporary use.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meetings. The Annual Meeting of the Corporation's members shall be held each year between July 1 and November 15, at a time and place determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Corporation's members may be called at any time by the Board of Directors, and shall be called by the Board of Directors within 30 days after receipt of a written request of not fewer than 10% of the members in good standing.

Section 3. Notice of Meetings. At least 10 days before the date of any meeting of the members, the Secretary shall cause written notice thereof to be mailed to each member at his address as it appears on the records of the Corporation. Written notice of a Special Meeting shall state the purpose of the meeting and no other business may be conducted.

Section 4. Quorum. At an Annual or Special Meeting, 10% of the membership eligible to vote and present in person shall constitute a quorum. If no quorum is present, an adjournment must be taken to a date not fewer than ten (10) days nor more than fifteen (15) days thereafter, and the members present at such later meeting shall constitute a quorum, regardless of the number of members present. The same notice shall be given for the later meeting as is prescribed in Section 3 above for the original meeting.

Section 5. Order of Business. The order of business at an Annual Meeting shall be:

1. Ascertainment that a quorum is present.
2. Reading and approval (or correction) of the minutes of the last Annual Meeting, and any intervening Special General Membership Meetings.
3. Report of the Treasurer.
4. Report of the President.
5. Unfinished business.
6. New business.
7. Election of Directors.
8. Adjournment.

The members assembled may suspend the above order of business upon a two-thirds vote of the members present.

Section 6. Rules of Order. Members in good standing and not suspended shall be entitled to vote in the affairs of the Corporation as such affairs are brought before a duly held meeting. Except as otherwise provided in the By-Laws, Roberts' Rules of Order (Revised) shall be observed in the

conduct of all meetings.

Section 7. Majority. Any action taken at a meeting of the members shall be by a majority vote of the members present in person or by written proxy, unless otherwise provided in the By-Laws. The written proxy of the member of record may be cast by another member in good standing, but only on the specific matters set forth in the notice of the meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Powers. The affairs and property of the Corporation, except as otherwise provided by Statute or by the Charter or by the By-Laws shall be conducted and managed by the Board of Directors of nine (9), as amended 11/88, which shall include the President of the Corporation.

Section 2. Elections. Promptly after the first election of Directors under this Section, as amended, the Directors shall be divided into three (3) classes of equal size. The terms of the Directors of the first class shall expire after one year, of the second class after two years, and of the third class after three years, so that one-third may be chosen each year thereafter. Directors so elected shall take office on December 1 and shall serve until their successors have been duly elected and installed. All Directors shall be members of the Corporation in good standing.

Section 3. Vacancies. Any vacancy on the Board of Directors shall be filled by a majority vote of the remaining Directors; but any Director so chosen, shall serve only until the qualification of a Director who shall be elected at the next Annual Meeting of the members to complete the unexpired term. If the Board is unable to fill a vacancy within 60 days of the occurrence of the vacancy, a Special Meeting of members shall be called at which the members will elect said Director as provided by Article IV, Section 2.

Section 4. Removal. If a Director fails to attend regular meetings of the Board of Directors for three consecutive meetings, or otherwise fails to perform duties as a Director, the Board, after granting the Director an opportunity for a hearing, at its discretion, may declare the office vacant, and fill the vacancy as provided in Section 3 above. At any meeting of the members of the Corporation called for the purpose, any Director may, by a majority vote of all members of the Corporation be removed from office, with or without cause, and another elected by the members for the remainder of the term of the Director so removed.

Section 5. Duties of the Board of Directors. The Board of Directors shall be authorized to exercise the following enumerated powers:

- a. Act on all applications for membership;
- b. Fix the amount and character of, and approve, fidelity bonds required of any persons handling or having custody of funds;
- c. Fill vacancies in the Board of Directors as herein provided;
- d. Employ, fix the compensation, and prescribe the duties of such employees as may, in the discretion of the Board, be necessary;
- e. Establish and approve rules and regulations for safe and convenient use of the Corporation's facilities, and inform all members and authorized users of such rules and regulations.

- f. Designate and maintain a registered office and a registered agent;
- g. Authorize and supervise investments of the Corporation;
- h. Designate the depository or depositories for funds;
- i. Fix the amount of membership fees, initiation fees, annual charges, and assessments payable by the members of the Corporation;
- j. Call Annual and Special Meetings of the members of the Corporation, as herein provided, and establish the time and place of such meetings;
- k. Constitute and appoint committees, and define the duties and powers of the same;
- l. Cause the books of the Corporation to be examined annually by a certified public accountant selected by the Board; such examination to be performed by persons who shall neither be Directors nor Officers of the Corporation;
- m. Deliver to each member a written report on the state of affairs of the Corporation after the end of each fiscal year;
- n. Plan and maintain in force at all times insurance coverage including Casualty, Public Liability and such other insurance as may be required by law;
- o. Purchase and maintain Director's and Officer's liability insurance with such limits of liability as the Board, in its sole discretion, believes is appropriate.

Section 6. Additional Duties. In addition, such other powers are authorized to the Board of Directors as are reasonably necessary for conducting the affairs of the Corporation, provided that such powers are not inconsistent with these By-Laws or applicable statutes.

Section 7. Meetings.

- a. Within two (2) weeks after December 1, Board of Directors shall meet to elect its Executive Officers, organize and transact other business. The outgoing secretary shall call this meeting, and at the meeting a temporary chairman shall be selected who shall preside until a President is duly elected and qualified.
- b. In addition to the first regular meeting, regular meetings of the Board of Directors shall be held on such dates as may be fixed by the President, except that there shall be at least one such meeting every three month period.
- c. Special meetings of the Board of Directors shall be held whenever directed by the Board, or
- d. When requested in writing by fifteen (15) members, who state the purpose of such request.

Section 8. Notice and Place of Meetings. Notice of every meeting shall be given to each Director, either in person or by letter at least two (2) days before the meeting or mailed to his residence at least five (5) days before the meeting. Notice of every meeting shall include the time, place and when pertinent, purpose of the meeting.

Section 9. Actions of the Board. All actions of the Board of Directors shall be by majority vote of the full Board unless otherwise specifically provided in the By-Laws.

Section 10. Quorum. At meetings of the Board of Directors four (4) Directors shall constitute a quorum. If at any meeting there be less than a quorum, a majority of the Directors present shall reschedule the meeting within ten (10) days. A notice shall be sent to all members of the Board of Directors as provided in Section 8 above.

ARTICLE V EXECUTIVE OFFICERS

Section 1. Officers. The Officers of the Corporation shall be a President, a Vice-President, a Treasurer, and a Secretary, all of whom shall be elected by the Board of Directors as provided herein and shall hold office for a term of one (1) year and until the election and qualification of their respective successors. The President shall be elected from the members of the Board and shall also serve as Chairman of the Board of Directors. The remaining officers may be elected from the members of the Corporation whether or not said members are members of the Board.

Section 2. Duties.

a. The President shall preside at all meetings of the Board of Directors and of the Corporation at which he is present. He shall be the administrative officer and shall perform such other duties as customarily appertain to the office of the President, or as he may be directed to perform by resolution of the Board of Directors not inconsistent with the By-Laws or applicable statutes. He shall execute and sign in the name of the Corporation, all contracts or instruments, except as otherwise provided by statute, by the Charter, by the By-Laws, or by resolution of the Board of Directors.

b. The Vice-President shall, at the request of the President, or in his absence, or during his inability to act, perform the duties and exercise the functions of the President, and when so acting shall have the powers and authority of the President.

c. The Secretary shall prepare and maintain full and correct records of all meetings of the Members and the Board of Directors, including complete returns of all elections conducted at such meetings. He shall give or cause to be given, in the manner prescribed herein, proper notice of all meetings of the Members; and he shall conduct all correspondence pertaining to his office. The Secretary may, with the consent of the Board, employ one or more assistants, who need not be members of the Corporation, to assist him in the execution of his duties.

d. The Treasurer shall have charge and be responsible for all funds, securities, receipts and disbursements of the Corporation subject to such limitations and control as may be imposed by the Board of Directors. He shall be required to furnish, at Corporation expense, a fidelity bond in amount as established by resolution of the Board of Directors. He shall collect such membership fees, dues, deficit assessments, and special assessments as may, from time to time be in force, and furnish the Secretary with a list of paid up and delinquent members. He shall deposit or cause to be deposited in the name of the Corporation, all moneys or other valuable effects in such bank, trust company, or other depositories, as shall be designated by the Board of Directors. He shall keep clear and adequate records of the financial transactions of the Corporation and shall, whenever requested, furnish the Board of Directors financial statements showing the financial condition of the Corporation, and prepare and submit an annual financial report at the Annual Meeting of the members. He shall further prepare and submit such financial reports and tax returns as required by law. All checks, drafts and/or other orders for disbursements of Corporate funds

shall be signed by the Treasurer and the President except that in the case of unavailability of either or both of these officers the signature of another member of the Board or Officer of the Corporation will be required in lieu of the unavailable Officer.

e. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the full Board of Directors.

ARTICLE VI GENERAL

Section 1. Nominating Committee. No less than thirty (30) days before the Annual Meeting of the members, the Board of Directors shall appoint a Nominating Committee of five (5) members, none of whom shall be members of the Board of Directors or Officers, for the purpose of nomination of a slate of candidates for election to the Board of Directors at the next Annual Meeting. The Nominating Committee shall provide at least one nominee to replace each Director whose term shall expire during that year and shall assure themselves that said nominees are willing to serve if elected.

Section 2. Amendments. These By-Laws or any part of them may be altered or repealed, and new By-Laws may be adopted by a majority vote of the members of the Corporation. Members must vote on By-Law changes in person at an Annual or Special Meeting, or by written ballot provided with notice for the meeting. All written ballots must be returned to the Secretary of the Corporation prior to the stated meeting.

Section 3. Supplementary Rules. The Board of Directors shall be empowered to make, alter and modify supplementary rules not inconsistent with any By-Law but any such Rules may be altered or modified by the Members by a majority vote of the members present in person at any meeting, provided that with the notice of such meeting the proposed action shall be stated.

Section 4. Commitments. Except for the maintenance and operation of the facilities of the Corporation, the Board of Directors shall not commit funds or issue bonds, indentures or other evidences of indebtedness in amount greater than five thousand dollars (\$5,000.00) unless approved by the written affirmative vote of at least one-third of the members of the Corporation or a majority of those voting, whichever is larger.

Section 5. Assessments.

1. A deficit assessment to cover a deficit in the previous season's operation may be levied on each member by the Board of Directors and, if levied, shall be announced at the same time and manner as the amount of the annual dues for the current year. Such assessment will not exceed 40% of the annual dues for the year in which the deficit occurred.

2. A special assessment for any other purpose shall only be levied by a majority vote of the Members of the Corporation at an Annual Meeting or at a Special Meeting called for the purpose, provided that with the notice of such meeting the proposed action shall be stated.

Section 6. Dissolution. If this Corporation shall be dissolved for any reason, the Board of Directors shall liquidate all assets, and with the money so obtained satisfy all outstanding evidence of indebtedness. If funds shall remain they will be returned to the active members and shall be prorated as the interest of each shall appear, excepting that no member shall receive more

money than shall have been collected from him by the Corporation. If, after these disbursements, funds remain, they shall be contributed to a recognized and legally established charity, having tax exempt status under Section 501C of the United States Internal Revenue Code 1954, as amended.

Section 7. Notice by Electronic Mail. Any notice required or permitted by these By-Laws may be transmitted by electronic mail to any recipient who has consented to receive notice by electronic mail transmission and who has provided an e-mail address for such notices.

Section 8. Hold Harmless. The Corporation shall indemnify any and all of its Directors or Officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of being or having been Directors or Officers of the Corporation, except in relation to matters as to which any such Directors or Officers or former Directors or Officers shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty. The indemnification shall also extend to the payment of any judgments entered against any such Directors or Officers or former Directors or Officers in any action, suit or proceeding other than those wherein such persons have been adjudged to be liable for gross negligence or misconduct in the - performance of duty.