

# **Maple Springs Swimming Association**

## Revised Constitution and Bylaws

# Constitution

## Article I

This corporation is a non-profit corporation organized and existing under the laws of the Commonwealth of Pennsylvania and shall be known as Maple Springs Swimming Association, and the purpose shall be to acquire, establish and maintain a swimming pool; to erect and maintain such other facilities required for the purpose of providing for the furnishing of refreshments, entertaining and social diversion of its members, and for the rights, benefits and privileges of the Act of Assembly and its supplements; that is an association that does not contemplate pecuniary gain or profit, incidental or otherwise to its members.

## Article II

1. "Membership in the corporation shall be evidence by a share certificate which shall be non-assessable, non-negotiable, non profit-sharing, non interest-bearing and shall be acquired by the purchase of three (3) shares of stock at a price set by the Board of Directors. All class A members on the registry of Maple Springs Swimming Association as of December 1, 1975 shall purchase one additional share of stock in said swimming pool association at a set price by the Board of Directors in order to continue to qualify as a class A member of the Corporation."
2. Membership shares may be sold to the Corporation or privately, provided that the private sale of shares shall be registered in the new owner's name with the Corporation before the sale will be recognized by the Corporation. All Class A members shall remain responsible for all charges imposed upon or incurred by the member, members in the family, and guests by the Corporation until the shares are registered in the new owner's name. All delinquent or current charges incurred by the Seller must be paid prior to registration of the new member.

At the discretion of the Board of Directors, the Corporation shall have the option to purchase membership shares submitted to it at a price agreeable to both the members and the Board of Directors not more than the original sale price of such shares when issued and to purchase on the same terms such membership shares as shall be recalled by the Board of Directors. Purchases shall be made chronologically in the order submitted. The Corporation shall be under no obligation to redeem any stock certificates until such charges or liabilities shall have been paid.

3. The Corporation, through its Board of Directors, may revoke the membership and recall the share-certificate of any member who fails to comply with lawful and reasonable rules, regulations and requirements duly enacted by the Corporation for the Government of its members, or has otherwise so conducted himself as to give cause for revocation of membership. No membership shall be revoked or certificates recalled except upon a ten (10) days written notice to the member concerned to attend a hearing before the Board of Director. There shall be no appeal to the membership from the decision of the Board of Directors concerning the revocation or recall of any certificate or revocation of membership.
4. Shareholders shall be responsible for the payment of all charges or liabilities, including current season dues and delinquent dues that may be imposed upon or incurred by Shareholder/member or their families to whom privileges of the Corporation shall have been extended, and for all charges and liabilities imposed or incurred by guests introduced by them. Shareholders are responsible for the payment of seasonal dues **each** season until the time their stock is sold or surrendered in accord with Article II, Section 2, including the then current seasonal dues. Delinquencies outstanding for tow years shall be subject to revocation of membership and recall of membership shares pursuant to Article II, Section 3.
5. The membership of the Corporation shall consist initially of 400 members. Additional members may be accepted, if practical, into the Corporation, if authorized by the same vote of the membership as required to amend the Constitution.
6. *In order to become a member of the organization, an applicant must be proposed by a voting member in good standing, submit the necessary application forms, and be interviewed by members of the Membership Committee who shall make their recommendations to the Board of Directors at their next regular meeting whereupon the application shall be voted upon. A 2/3 vote of the Board of Directors shall be required for approval of any applicant.*
7. Upon the death of any certificate holder, said certificate shall be transferable on the transfer book of the Corporation to the surviving spouse or adult child who shall form part of the deceased members' household, but such transferee shall not be entitled to the privilege of membership including the right to vote, unless such transferee has been elected to membership in the Corporation as heretofore provided.
8. Persons other than those holding share certificates may become members, in such classes and upon such terms and conditions, and may be entitled to such privileges, as the By-Laws shall provide.

### Article III

1. Each Certificate holder of record in the Corporation transfer book on the fifth (5<sup>th</sup>) calendar day in advance of any regular or special meeting of certificate holders shall be entitled to one vote at such meeting, provided he/*she* is in good standing with the corporation.
2. Those entitled to a vote shall cast their votes in person, or otherwise as stipulated by the Board of Directors, but there shall be no voting by proxy, except that the certificate-holder may vote by proxy by designating his or her spouse to cast the vote to which the certificate-holder is entitled.

### Article IV

1. The management of the Corporation shall be vested in a Board of Directors who shall direct the investment and care of funds and property of the Corporation; make appropriations for specific purposes, act upon applications for membership; appoint employees, subordinate officers and committees; fill vacancies in the office and in the Board; and generally conduct the Corporation business in accordance with the By-Laws and the laws of the Commonwealth of Pennsylvania.
2. The Board of Directors shall consist of fifteen (15) members. The first Board of Directors shall consist of those persons named as officers and directors in paragraph six (6) of the Articles of Incorporation. They shall serve until the initial meeting of stockholders to be held in August 1958. At said meeting, fifteen directors shall be elected, as follows: five (5) for a term of three (3) years; five (5) for a term of two (2) years; and five (5) for a term of one (1) year. At the semi-annual membership meeting beginning September, 1959, and at each semi-annual membership meeting in September thereafter, the members in good standing shall elect those directors whose terms shall have expired, as set forth above, and those directors shall serve for a period of three (3) years. At the annual membership meeting beginning July 1986, and at each annual meeting in July thereafter, the members in good standing shall elect those directors whose terms shall expire in September of the same year, and those directors shall serve for a period of three (3) years beginning in September of the same year.

3. The President of the Corporation, at least thirty (30) days before the July membership meeting, shall appoint a nominating committee of three voting members in good standing for the available offices of Director, and submit such nomination to the members at the July meeting. Nominations may also be made from the floor at the said meeting in July.
  
4. Vacancies in the Board of Directors shall be filled by a vote of 2/3 of the remaining members of the Board, and each person so elected shall serve until the next July meeting, whereupon the members shall elect a successor to serve the un-expired term.

#### Article V

1. The funds necessary for the conduct and management of the Corporation shall be raised by such membership fees and dues as shall be prescribed by the Board of Directors, by fines and penalties imposed for violations of rules and regulations, by donations, gifts, and voluntary contributions; by the proceeds from the sale of refreshments, of amusements and entertainment given or held by the Corporation's members, and by the proceeds from real and personal property of the Corporation.

#### Article VI

1. Amendments to the Constitution may be made by a majority vote of the members present at any regular meeting of the Corporation or at any special meeting called for that purpose; provided, however, that at least ten (10) days written notice of such amendment shall have been given by mail to each member entitled to vote, setting forth the Article to be amended and the proposed amendment.

## BY-LAWS

### Article I Directors

1. *The Board of Directors shall hold regular meetings once during the months of February, April, May, June, July, August, September, October, and at such other times and intervals as they may deem necessary.*
2. Eight (8) of the Directors in office shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors; provided that if all Directors shall consent in writing to any action, such action shall be valid as though it had been authorized at a meeting of the Board.
3. A Director may be removed from office for cause, by vote of 2/3 of the Board, after (10) day's written notice to the Director concerned to attend a hearing before the Board.
4. The President, or in his absence, the Vice-President, shall preside at all meetings of the Board, in the absence of both, the Directors shall elect a chairman of the meeting.
5. The Board of Directors shall:
  - (a) Make or authorize all purchases and disbursements necessary or desirable for the operation of the Corporation.
  - (b) Fix the classification and salary schedule of employees and authorize their employment.
  - (c) Prescribe rules for the government and use of corporate facilities.
  - (d) Prepare an annual report showing the state of membership and finances.
  - (e) Supervise all committees, with power to direct their activities and to alter or amend any rules or regulations prescribed by any committee.
  - (f) Adopt an annual budget for the operation of corporate activities for the fiscal year.
  - (g) Fix guest fees.

- (h) Do or cause to be done all other things necessary for the operation and maintenance of the Corporation.
  - (i) The Board of Directors shall appoint a manager who shall have the responsibility for the operation of the pool, and who shall be directly responsible to the Board as a whole. No order or directive shall be recognized by the manager unless made by the said Board as a whole.
- 6. The Board shall secure for the protection of the Corporation such public liability, property damage, and other forms of insurance, as they deem necessary.
- 7. The Board of Directors shall at corporate expense secure the fidelity of the Treasurer and any other officers or employees as they see fit, by bond in such amount, as they deem necessary.
- 8. Order of business for the Meeting of the Board of Directors:
  - 1. Calling the meeting to order
  - 2. Roll call of officers
  - 3. Reading of minutes of previous meeting
  - 4. Communications
  - 5. Reports of officers and committees
  - 6. Reports of committee on applications for membership
  - 7. Election of new members
  - 8. Unfinished business
  - 9. New business
  - 10. Good of the order
  - 11. Adjournment

## Article II      Officers

- 1. The Board of Directors as elected on the date of the July Annual meeting of members and immediately after adjournment thereof shall elect from their body the following:
  - A. President and Vice President who shall serve for two (2) years, with one (1) term to expire in alternate years. The present Presidents term to expire in August 2009 and the present Vice President's term to expire in August 2010. Each Officer shall be elected to two (2) year terms from those dates.
  - B. Recording Secretary, Membership Secretary and Treasurer, who shall each serve for one (1) year.

2. The Board of Directors shall have the power to fill any vacancies in office, and officers so appointed shall serve until the next annual meeting in July at which time successors shall be elected.
3. The President shall:
  - (a) Preside at all meetings of the Board of Directors and meetings.
  - (b) With the Recording Secretary sign all contracts and papers relating to the affairs of the Corporation.
  - (c) Make all committee appointments.
  - (d) Perform all other acts properly belonging to his office, including executive supervision of all activities of the Corporation and its employees.
4. The Vice-President shall assist the President and perform his functions in his absence.
5. The Recording Secretary shall:
  - (a) Make and keep minutes of all meetings of the Board of Directors and of the members.
  - (b) Keep all Corporate records, except financial records.
  - (c) Conduct all official correspondence and issue calls for meetings.
  - (d) Have custody of the Corporate seal and attest the signature of the Corporate officers when required.
  - (e) Perform such other functions as may be appropriate to his office.
6. The Membership Secretary shall:
  - (a) Maintain a membership record, including names and addresses and such other data concerning admissions to, maintenance and termination of membership as he may deem appropriate or as may required by the Board of Directors.
  - (b) Issue membership certificates and cards.
  - (c) Perform such other functions as may be appropriate to his office as required by the Board of Directors.

7. The Treasure shall:
  - (a) Make and keep all records of all financial transactions of the Corporation.
  - (b) Be responsible for the receipt of all monies due the Corporation and deposit the same in bank accounts or other places of deposit approved by the Board of Directors.
  - (c) Keep a corporation certificate register book showing the names and addresses of the holders of certificates, together with a complete record of payment in full or on account thereof, and the serial number and date of certificates issued.
  - (d) Sign all checks and make disbursements
  - (e) Perform such other functions as may be deem appropriate to his office, or required by the Board of Directors.

### Article III      Membership

1. Membership in the Corporation shall be comprised of two classes, viz: Class A, Class B.
2. Class A membership shall consist only of shareholders of the Corporation who shall:
  - (a) Be adult persons.
  - (b) Have the right to vote, to participate in the conduct of the business of the Corporation, to hold elective office, to participate in voting to dissolve the Corporation, and share in the proceeds of the Corporation's assets upon dissolution.
  - (c) Be entitled to notice relative to the buying and selling of real estate, borrowing money, giving a mortgage as security for payment of a loan, amending the Charter, or dissolving the Corporation.
  - (d) Be entitled to all privileges of the Corporation.
  - (e) The holder of three (3) shares of stock shall be entitled to one (1) and only one vote. In no event may a class A member have more than one vote.

- (f) Married couples shall both be Class A members, but shall have only one (1) vote. The person voting shall be designated prior to any vote taken.
3. Class B membership shall be limited to individuals, both minor and adults, who are permanent residents of a class A members' household. All questions of what constitutes a permanent resident a class A member's household are to be determined by the Board of Directors who are authorized to promulgate rules and regulations pertaining to the same. Provided however, and its expressly directed that an unmarried class A member may designate any individual a class B member under his shares of stock.
  4. Class B members shall not be entitled to hold office, to participate in the conduct of the Corporate business, to vote to dissolve the Corporation, to share in the proceeds of the Corporation's assets upon dissolution, nor to receive any notices required to be given by non-profit corporations laws of the Commonwealth of Pennsylvania to members of a non-profit corporation relative to buying or selling real estate, borrowing money, giving a mortgage as security for payment of a loan amending the Charter or dissolving the Corporation. However, in the event that there are not fifteen (15) Class A members nominated to serve as members of the Board of Directors then adult Class B members may be nominated and elected as members of the Board of Directors of the Association.
  5. The dues for the various classes of membership shall be fixed annually by the Board of Directors
  6. Annual Dues shall be payable by a date to be fixed each year by the Treasurer which date shall in no event be less than thirty (30) days prior in the opening of the pool.
  7. Except for the first season of operation, each member shall be given notice of the amount of his dues not less than ten (10) days prior to the date fixed by the Treasurer.
  8. Anyone who fails to pay dues or a debt of any kind thirty (30) days after being notified by the Treasurer shall be declared by the President to be delinquent.
  9. No one who is delinquent for dues or other membership obligations shall be entitled to the privileges of membership during such delinquency.

10. The Membership Secretary, upon notification of the Treasurer that the member's annual dues and any other proper charges have been paid shall issue an annual membership card.

#### Article IV Meetings of Members

1. The meetings of the members of the Corporation shall be held annually on the last Sunday in July of each year at the premises of Maple Springs Swimming Association at a time to be fixed by the Board of Directors and notice of time of such meeting shall be given to all members by:
  - (a) A public announcement over the pool's public address system; and
  - (b) By posting said notice on the Swimming Association's bulletin board located on the premises of the Maple Springs Swimming Association.
2. The President may call special meetings of the members of the Corporation upon direction of 2/3 of the Board of Directors, or upon written request of forty (40) members in good standing.
3. Written notice of special meetings of the Corporation shall be given to each member of record entitled to vote at the meeting at least ten (10) days prior to the date of the meeting.
4. Whenever notice is required in the Articles of Incorporation, Constitution, or By-Laws, the mailing of such notice to the last known address of the individual Class A members by First class U.S. shall constitute proper notice to the membership.
5. Ten (10) Voting members shall constitute a quorum to transact business.
6. All business laid before the meeting must be decided by a majority vote of the members present.
7. Order of business:
  1. Calling meeting to order
  2. Reading of minutes of previous meeting
  3. Reports of officers and committees
  4. Unfinished business
  5. New business
  6. Good of the order

## 7. Adjournment

### Article V      Guests

1. Guests may be admitted to the Corporations grounds upon payment by the member of the guest fee fixed by the Board of Directors.
2. The Board of Directors may make such regulations, as they deem appropriate to govern the grant and exercise of guest privileges including fees, number of guest and frequency and days of admission.

### Article VI      Amendments

Amendments to the By-Laws may be made by a majority vote of the members present at any regular meeting of the Corporation or at any special meeting called for that purpose; provided, however, that at least ten (10) days written notice of such amendment shall have been given by mail to each member entitled to vote, setting forth the Article to be amended and the proposed amendment.