

CLEARVIEW SWIM AND HEALTH CLUB

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 the Clearview Swim and Health Club, 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 recreation, health and social diversion of its members and for these purposes to have, possess and enjoy all the rights, benefits and privileges of the Act of Assembly and its supplements; that is in an association that does not contemplate pecuniary gain or profit, incidental or otherwise, to its membership.

BY-LAWS

- Section 1. Membership in the Corporation shall be evidenced by a Membership Share which shall be non-negotiable, non-profit sharing, non-interest bearing and shall not represent an obligation of the Corporation. Membership in the Corporation shall be acquired by the purchase of one membership share at a minimum price of three hundred dollars **(\$300.00)**, effective **May, 1988**.
- Section 2. No membership shares may be sold by a member, except to the Corporation.
- Section 3. Total membership shall not exceed 250 shares. Purchases or refunds prior to membership **January 1, 1984**, shall be on a chronological basis.
- Section 4. Memberships in the Corporation shall consist of family units within which there shall be the following classes and sub-classes:
- A. Active Member—husband or wife or head of family. The term member when used in these By-Laws shall refer to this classification unless otherwise specified.
 - B. Junior Member—dependent children of active members, under 21 years of age.
 - C. Associate Members—unmarried child or adult in the household over 21 years of age who is a permanent member of the household. (This includes widows, etc.)
 - D. Special members will be listed and controlled under pool regulations, as determined by the Board of Directors.

ARTICLE I—Continued

- Section 5. A member shall be considered in good standing if the annual dues are paid in full prior to Pool opening of each year and all outstanding assessments are paid. In the event the dues are not paid by this date, the member shall stand suspended until such dues are fully paid. Suspensions shall not relieve the member from accumulated dues or assessments. Only members in good standing are entitled to use the pool or grounds.
- Section 6. Any member may resign from the club by paying all indebtedness to the club and filing a written resignation with the secretary. In the event that a member owning real estate sells the same and resigns his membership, the Board of Directors must give preference to the purchaser of said real estate without regard to a waiting list, and subject to the provisions of membership as provided elsewhere in these By-Laws. Conversely, if a person resigns and then sells his house, this is no longer applicable
- Section 7. All applications for membership received by the Secretary will be ***reviewed by the board of directors, and investigated by the Membership Committee. New membership application with a \$25.00 retainer is to be submitted to the Corporation within 30 days after receipt of seller's resignation. After acceptance, financial obligation is to be met as specified by the Board.***
- Section 8. The Board of Directors shall have the power to temporarily expel any member and recommend permanent expulsion by a majority vote of the general membership at the next general meeting. Said member to have the right to appeal before the Board of Directors within two weeks after notification of expulsion. Voting to be by secret ballot. Expulsion may be for any of the following reasons:
- A. Membership dues in arrears one year.
 - B. Repeated infractions of the rules and regulations.
 - C. Non-payment of assessments for a period of at least one year.
 - D. Any actions detrimental to the membership rights, health, welfare or property of the Corporation.
- Section 9. Permanent expulsion entails loss of membership share and all rights and privileges thereof.

ARTICLE IIVOTING PRIVILEGES

- Section 1. There will be one vote permitted for each Membership Share.
- Section 2. Only an active member in good standing shall be permitted to cast the vote for his or her respective Membership Share.
- Section 3. Every adult member shall be entitled to attend all Corporation meetings and be heard.
- Section 4. Votes and nominations for the Board of Directors shall be made according to accepted voting rules and procedures or as otherwise provided in these By-Laws.
- Section 5. Voting shall be by written ballot except as provided elsewhere in these By-Laws.
- Section 6. A. A quorum for general membership meetings shall consist of the members present at any such general meeting.
- B. Voting at General Membership meetings:
1. If 50 people of the membership of the Corporation are present, a majority vote carries.
 2. If 50 people of the membership are not present, two-thirds of those present shall be required to pass a motion.
- Section 7. The President shall not vote at a general membership meeting except in case of a tie at which time he must vote.

ARTICLE IIIBOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of nine (9) active members, who shall manage the business and affairs of the Corporation.
- A. The Board of Directors shall consist of nine (9) Members. The term of elected office shall be for three years and shall start on October 1st of the year they are elected.
 - B. Members of the Board of Directors may succeed themselves.
 - C. Five directors shall constitute a quorum and a **simple** majority vote shall be empowered to act.
 - D. The Board of Directors will select a President, Vice President, Treasurer and Secretary.
 - E. The President, Vice President and Treasurer must be directors, and other officers may be active members in good standing.
 - F. All elections of officers of the Board of Directors shall take place at the Board meeting in October. These officers shall serve a term of one (1) year and may succeed themselves.
 - G. In the event a vacancy occurs on the Board of Directors, the members of the board may appoint an eligible member to serve the unexpired term until the next election at which time, a new board member must be elected to serve the unexpired term.
 - H. Meetings of the Board of Directors shall be called by the President, Vice President or Treasurer. Each director must be given at least two (2) days notice of the time, date and place of the meeting.
 - I. Meetings of the Board of Directors shall be held at least once a month unless decided otherwise by a majority vote of the directors.
 - J. Members of the Board of Directors are automatically expelled from their office if they attend fewer than 75 percent of the Board meetings in any one year of their tenure of office unless absence is approved by the presiding officer.

Section 2. Duties of the Board of Directors shall be:

- A. Make or authorize all purchases and disbursements for the operation of the Corporation, said costs not to exceed revenue collected in any fiscal year.
- B. Fix the classification and salary schedule of employees and authorize their employment or dismissal. Qualifications being equal, preference in employment shall be given to member families.
- C. Prescribe rules for the government and use of the Corporation facilities.
- D. Prepare and publish an annual report showing the state of the membership and finance.
- E. Supervise all Committees with the 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 the Corporation activities for the fiscal year to be submitted for approval by the General Membership at the spring meeting for the current fiscal year.
- G. Admit guests, fix fees and make the necessary and appropriate guest regulations.
- H. Do or cause to be done all other things necessary for the operation and maintenance of the Corporation.
- I. The Board may secure, at Corporation expense, the fidelity of the Treasurer and any other officers and employees as they see fit, by bond, in such amount as deemed necessary.
- J. The Board shall secure for the protection of the Corporation such public liability, property damage, and other forms of insurance, as they may deem necessary for the protection of the Corporation and membership.
- K. The Board of Directors shall have the power and right to appoint additional officers and prescribe their duties as the need may arise.

ARTICLE IVDUTIES AND POWERS OF THE OFFICERS

Section 1. The President shall:

- A. Preside at all Director and member meetings, discharge all duties that develop upon a presiding officer, and perform such other duties as these By-Laws provide or the Board of Directors may prescribe.
- B. With the Secretary, sign all contracts and papers relating to the affairs of the Corporation.
- C. With the Treasurer, sign checks and oversee all financial obligations of the Corporation.
- D. Make all committee chairmen appointments and removals.
- E. Perform all other acts properly belonging to his office, including executive supervision of all activities of the Corporation and its employees.

Section 2. The Vice President shall:

- A. Have the power to perform the duties of the President in his absence and will manage such affairs of the Corporation as the President or Board shall direct.

Section 3. The Treasurer shall:

- A. Receive and disburse all funds of the Corporation, and may be required to furnish surety bond in an amount the Board of Directors may deem necessary and the minimum amount of the bond shall be \$2,000.00, such bond to be paid for by use of Corporation funds. He shall deposit all funds in an account or accounts in the name of the Corporation in a bank or banks fully covered by Federal Deposit Insurance, and keep accurate records of all funds received and disbursed using accepted accounting procedures.
- B. He shall have the authority to pay all obligations of the Corporation. All such obligations shall be presented to the Board of Directors at its next meeting for ratification.

ARTICLE IV—Continued

- C. All obligations in excess of **\$750.00** and obligations which the Treasurer is able, but unwilling to honor shall be submitted to the Board of Directors for approval before payment.
- D. All checks must be signed by the Treasurer ,President , and Vice President.
- E. The fiscal year of the Corporation shall begin the first day of October in each year and end with the last day of September of the following year.
- F. ***If three members request an audit of the Treasurers books, the said books shall be presented within 30 days to an audit committee consisting of one board member, one general member, and one of the requestors.***

ARTICLE V

LIMITATIONS OF THE BOARD OF DIRECTORS

- Section 1. The Board of Directors shall not have the power to borrow money or to sell, lease, exchange, mortgage, pledge or otherwise dispose of any real estate or substantial part of the assets of the Corporation; or purchase real estate without first submitting the matter to a vote of the members in accordance with the following procedure:

The Board of Directors shall adopt a resolution recommending such action and directing that it be submitted to a vote of the members at any membership meeting. The Secretary shall then give written notice that such matter will be presented at such meeting within the time limits set out for calling membership meetings.

ARTICLE VI

COMMITTEES

- Section 1. There may be standing committees on the following: Rules, Finance, By-Laws, Property, Membership and Elections with at least one (1) member of the Board of Directors serving as Chairman on each committee.
- Section 2. The Board of Directors and the President may appoint such Committees as deemed necessary and define their duties.

ARTICLE VII

AMENDMENTS

- Section 1. Amendments to the Constitution and By-Laws shall be by the affirmative vote of two-thirds of the voting members present at a meeting. At least seven (7) days notice in writing shall be given to each voting member. This notice shall include the article to be amended and the proposed amendments.
- Section 2. Amendments may be proposed by the Board of Directors or any voting member at any membership meeting. Voting on any amendment proposed shall take place at the following membership meeting

ARTICLE VIII

- Section 1. The Board of Directors shall interpret any questions on meaning of these By-Laws.

ARTICLE IX

MEETINGS

- Section 1. General Membership meeting will be held each spring at a time and place designated by the Board of Directors.

ARTICLE IX—Continued

- Section 2. A petition signed by one half of members shall be reason to call a special member meeting to conduct any legal business of the Corporation. Upon receipt of a petition, the President shall direct the Secretary to notify the membership, in writing, of the time, place and reason for such a meeting. A special meeting may also be called by a majority vote of the Board of Directors with notice issued according to Article IX, Section 3.
- Section 3. Written notice, stating the location, day, and hour of the meeting, and in case of a special meeting, the purpose, shall be ***mailed to each member not less than seven days prior to the meeting.***
- Section 4. Nominations for all elected positions to be filled will be made at the spring meeting. Elections will be held by pre-printed ballot.

ARTICLE X

- Section 1. The annual dues are to be set by the Board of Directors and to be presented to the General Membership at the annual general meeting for approval.

ARTICLE XI

ASSESSMENTS

- Section 1. Assessments of the general membership shall be made upon a majority vote of the voting members at a meeting called for such purpose, notice of same to be made pursuant to Article IX, Section 3, of these By-Laws.

REVISED: May 25, 1972
 May 25, 1975
 April 25, 1984
 February 26, 2003

