

South Hills Swim Club

P.O. Box 75085 * Charleston, WV 25375

By-Laws of The South Hills Swim Club Revised September 2015

ARTICLE I

NAME:

This Club, duly chartered by the State of West Virginia as a non-stock, non-profit corporation shall be known as South Hills Swim Club.

ARTICLE II

GOVERNMENT:

The management, operation and control of this Club and its property shall be vested in a Board of Directors, eleven (11) in number.

The officers of the Club shall be a President, Vice-President, Secretary and Treasurer. No person shall hold more than one office at any time.

ARTICLE III

ELECTIONS:

Section One - At the Annual Meeting of the Club, which shall be held on the third Saturday of June, there shall be held an election to fill the vacancies on the Board of Directors. Persons elected at this meeting shall not take office until the first meeting in October immediately following said election, and at which time officers will be elected.

At such meeting, each Membership Certificate shall entitle the holder thereof to one vote. (The holder of such Membership Certificate, or his or her spouse, must be present in person in order to exercise such voting privilege.) The holders of such Membership Certificates shall vote, by written ballot, for the number of Directors to be elected and the required number receiving the highest number of votes shall be declared elected. Cumulative voting shall not be permitted; however, any ballot cast for a fewer number of candidates than the required number shall nevertheless be valid.

Section Two - Of the eleven Directors elected at the first annual election (April, 1959), those four receiving the highest number of votes shall continue as Directors for three years thereafter; those receiving the fifth, sixth, seventh and eighth highest number of votes shall continue as Directors for

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two years thereafter, and the term of the remaining Directors shall be one year. Vacancies occurring in the Board of Directors for any reason other than expiration of their terms shall be filled by the Board by appointment, but such appointment shall not extend beyond the next annual meeting, at which time sufficient Directors shall be elected to comprise a Board of eleven Directors with those candidates receiving the highest number of votes filling the greater term theretofore vacated, any. At each annual meeting, Directors shall be elected for a three-year term to replace those whose terms shall then have expired.

Section Three - Any elected Director who shall cease to be a dues paying member in the Club shall automatically cease to be a member of the Board of Directors, unless the payment of such dues is waived in accordance with the provisions of Section Five, Article IV hereof.

Section Four - Following such annual election, and within ten days thereafter, the Board of Directors so elected shall choose from their number, the President and Vice-President of the Club for the ensuing year. They shall also choose and appoint a Secretary and Treasurer, either from their own membership or from members of the Club who are not Directors, and any vacancies occurring among such officers shall be filled by the Board.

ARTICLE IV

OFFICIAL DUTIES:

Section One - The President shall preside at all meetings of members of the Club and meetings of the Board of Directors, and shall appoint the chairmen of all committees, subject to the approval of the Board of Directors. The President shall also arrange for an annual, independent audit to the Treasurer's accounts, which shall be completed by February 15th of each year.

Section Two - The Vice-President shall act in the absence of the President and shall perform his duties, and such other duties as may be delegated to him by the President.

Section Three - The Secretary shall record and keep minutes of all meetings of the members and the Board of Directors, have custody of all books, records and papers of the Club, except those required by the Treasurer, attend to the notification of members and the Board of Directors of meetings, and collect all dues, fees and assessments.

Section Four - The Treasurer shall keep an accurate account of all receipts and expenditures, have possession of all Club Funds, serve on the Budget and Finance Committee, make detailed financial reports to the Board of Directors whenever called upon, and deposit all monies in the name and to the credit of the Club in such bank or banks as the Board of Directors may designate. The Treasurer and the Secretary and the President shall each be bonded in the amount to be determined by

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the Board of Directors. Each such bond shall have corporate surety, and the premium for such bonds shall be discharged by the Club.

The Treasurer may issue all checks for budgetary items without approval of the Board of Directors. All checks issued for other than budgetary items require approval of the Board of Directors. All checks shall be signed by the Treasurer or President.

Section Five - The Board of Directors shall meet eight times each year, one meeting in each of the following months: March, April, May, June, July, August, September and October, and at such other times as deemed necessary by the President. At least one day's notice of all such meetings prescribing the date, time and place thereof shall be given by the President or Secretary to each Director by telephone, residential mail or electronic communication.

Five (5) members of the Board of Directors shall constitute a quorum for transacting business of the Board, and a majority of those present shall rule.

The Board of Directors shall have the power to make rules and regulations for its own government, and shall have the control and management of the grounds and property of the Club; it shall have the power to make and authorize contracts for purchases, repairs and supplies; to borrow money and to give security therefore; to waive the payment of the annual dues of any members who, in the sole and absolute discretion of the Board of Directors has rendered substantial and continual services to the Club; to authorize payment of reasonable compensation to the Secretary and Treasurer of the Club and any other person who, in the sole and absolute discretion of the Board of Directors, has rendered substantial services to the Club, the amount thereof to be fixed by the Board of Directors; to make such rules and regulations as may be necessary for the government of the Club and its property and members and their guests, and to alter and amend the same; to establish such method of identification of members and their guests as may be necessary to secure admission to the grounds; to have final power to pass upon applications for membership and to accept or reject applications for membership in its discretion within applicable laws; generally to manage and conduct all matters necessary for the welfare of the Club; and to delegate to committees, members and employees such of its powers as it may deem necessary.

Every member shall be responsible for their own character, conduct and nature, for the character, conduct and nature of each and every member of their family, and for the character, conduct and nature of each and every of their guests who come upon the grounds and property of the Club and the Board of Directors shall have the authority to suspend or expel any member holding a membership for breach of what the Board of Directors, in its sole and final discretion, deems improper or unseemly disregard of such responsibilities. The Board of Directors shall also have the power in its sole and final discretion to deny admission to or use of the Club's property or facilities, on either or permanent or temporary basis, to any person who presents a safety risk to the Club or is disruptive to the enjoyment of the Club by its general membership.

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In the event of any suspension of all members under a Certificate of Membership, an appropriate pro rata part of the dues and any assessments paid under the Certificate for the remaining seasonal year shall be refunded. In the event of any expulsion of all members under a Certificate of Membership, the Membership shall be revoked, an appropriate pro rata part of the dues and any assessments paid as well as all of the initiation fee shall be refunded, subject to a deduction for any outstanding amounts owed to the Club.

ARTICLE V

COMMITTEES:

Section One -There shall be eight standing committees, a chairman of each to be designated and appointed by the President, subject to the approval of the Board of Directors, and such other special committees shall be created in like manner as may be requisite. The chairman of each such committee shall have the right and obligation to designate the other members of his committee in such numbers as he may elect. All such committees shall be subject to the supervision and control of the Board of Directors, and the chairman and any or all members of any committee shall serve at the will and pleasure of the Board of Directors.

Section Two - Pool and Grounds: This committee shall see to the operation and maintenance of the physical properties of the Club; deal with the utilities serving the same, oversee the employed personnel working on the maintenance of the Club grounds, see to the readiness of the pool facilities in the Spring, to the proper closing of the same in the Fall, and make interim inspections thereof during the winter months. It shall also be the responsibility of this committee to negotiate all contracts of supplies and such other matters as may be related thereto all with the approval of the Board of Directors.

Section Three - Activities: This committee shall make arrangements for activities involving group participation of the membership, and in general, see to the common benefit of the Club members in the use of its facilities.

Section Four - Planning and Development: This committee shall observe and evaluate the needs of the membership for the further development of the pool, grounds and other facilities; establish the approximate cost and priority of such projected improvements; and manage the fulfillment of same.

Section Five - Membership: This committee shall investigate all applications for membership and shall recommend to the Board of Directors whether applications for membership should be accepted or rejected. This recommendation shall be advisory only.

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Section Six – Swim Team Committee: This committee shall oversee the program of the Swim Team, and the chairman shall serve as the Club’s representative to any local swimming association. The scheduling of any meets other than League meets will be handled by this committee. This committee shall have the responsibility of selecting swim coaches and shall be able to make a recommendation of compensation of same.

Section Seven - Rules: This committee, consisting of the President as chairman, Secretary, Chairman of the Pool and Grounds Committee and the Pool Manager, shall make an annual review of the rules and regulations for the government of the Club and its property, and members and their guests, and suggest any additions or changes to the Board of Directors for its consideration and action. The first report should be presented at the March meeting.

Section Eight - Concessions: This committee shall have the responsibility to negotiate all contracts for concession supplies and personnel, to set prices and determine how often money shall be turned over to the Treasurer. This will be subject to the approval of the Board of Directors. This committee shall also see to the readiness of the concession facilities in the Spring and to the proper closing of same in the Fall.

Section Nine - Budget Finance: This committee, consisting of the Vice-President as chairman, the Treasurer, and such other members as may be designated by the chairman, shall be responsible for the preparation and implementation of the annual operating and capital budgets which shall be presented to the Board of Directors for its consideration at the March meeting,

ARTICLE VI

MEMBERSHIP:

Section One - Classification: Membership shall be non-transferable and non-assignable.

Section Two - Ownership: A certificate of membership may only be issued to legally competent persons over the age of 18 and shall be held jointly if more than one person is listed on the certificate.

Section Three - Membership shall include all persons who are permanent residents in the household, and any biological or adopted children under the age of 18 of an adult resident in the household which children are not permanent residents of the household. Other requests for persons to be considered a member under a certificate of membership may be made in writing to the Board of Directors, which shall have sole discretion to grant or deny such requests.

Section Four - Applications: Applications for membership shall be in writing, signed by the applicant and recommended by one or more members of the Club.

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Section Five - Guests: The use of facilities and privileges of the Club property shall not extend to any persons except members and their guests and shall be subject to such rules and regulations as the Board of Directors may prescribe.

Section Six - Withdrawal of Membership: A holder of a Membership Certificate seeking to withdraw from membership in the Club shall proceed as follows:

Deliver to the Secretary of the Club a notice in writing of such desire, stating the reason therefore, if any and enclosing the Membership Certificate.

Request for withdrawal shall receive prompt attention as circumstances permit, and upon authorization by the Secretary, the Treasurer shall refund membership fees to the applicants for withdrawal in the order received.

Section Eight - Vacancies: Whenever vacancies occur, the Secretary shall notify approved applicants thereof giving priority to the residents of the Subdivision known as Woodland Heights. Upon receipt of the established membership fees and the current dues, the Secretary shall issue a Membership Certificate, signed by the President.

Section Nine - Inactive Membership: In the event that a member desires inactive membership status, he shall proceed by advising the Secretary, in writing, of such desire. All such requests shall be subject to approval by the Board of Director's in its sole and final discretion, and if and when said approval is granted, it shall become effective as of the date said member's written request is received by the Secretary.

Section Ten - Number of Members: The number of memberships shall be fixed at 325.

ARTICLE VII

FEES, DUES AND ASSESSMENTS:

Section One - The Board of Directors shall fix the amount and terms of payment of all initiation fees, membership fees, dues, assessments, guest fees, fines, damages for destruction or abuse of Club property and any other levies of general or specific nature.

Section Two - Indebtedness: Whenever any member has become indebted to the Club for any sum so fixed, as hereinbefore provided, and this sum shall remain unpaid for a period of fifteen days after such indebtedness becomes due and payable, admission to Club property of persons under the Certificate of Membership may be denied until monies owed are paid in full. If such indebtedness shall

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remain unpaid thirty days after it became due and payable, the Board of Directors may, in its sole and final discretion, take such action as it may deem necessary.

Section Three - Refunds: Any member of the Club in good standing may withdraw and become an inactive member in accordance with Article VI hereof. Upon withdrawing or becoming an inactive member, they will not be liable for payment of annual dues, provided the pool has not then been officially opened for the current year. If the written request for withdrawal from membership or for inactive membership status is received after the official pool opening, the member is liable for prorated payment of current annual dues to date shares sold or inactive request received and full payment of assessments levied.

A refund of dues or assessments levied and paid for the current year will be made to the member provided the written request for withdrawal from membership or inactive membership status is received prior to the official opening of the pool for such year.

Any member withdrawing membership in the Club shall have any indebtedness deducted from any membership refund payable to the member. No inactive member shall be restored to active membership until after payment of all outstanding indebtedness to the Club, including without limitation, dues and assessments.

No dues, or any part thereof, shall be refunded because the pool operations are, for any reason, required to be suspended for any period.

ARTICLE VIII

LIABILITY:

Section One - Corporation: Neither the Club, nor its members, officers, or members of the Board of Directors shall be liable to any member, or the dependent or guest of any member, or any other person, firm or corporation, for any injury to the person, or any medical or incidental expenses or costs in connection therewith, or for the loss, damage or theft of property, resulting from negligence or any other cause, and the acceptance of membership in the Club or the use of its property, premises or facilities shall be conclusively deemed to constitute a valid waiver by any such persons of any and all claims, demands, damages, losses, costs, expenses, suits, actions and causes of action, or whatever kind, nature or character, arising from growing out of, by reason of, or in any way connected with the operation of the Club or the use of its property, premises or facilities.

Section Two - Officers: Officers and members of the Board of Directors of the Club who may be subjected to suit, by reason of acts done in their official capacity or done by others under their official direction, shall be defended at the sole cost of the Club, unless such officer or Board member, in performing or directing the performance of such acts, was guilty of gross negligence or willful and

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reckless misconduct, in which case the Board of Directors shall determine whether or not such defense will be provided.

ARTICLE IX

These By-Laws may be altered or amended at any annual or special meeting of the Club by affirmative vote of two-thirds of the eligible voters attending such meeting; provided that at any such meeting, written notice of the meeting and the substance in general of the proposed change shall be given to the membership by the Secretary, mailed at least five days prior to such meeting, and provided further that the quorum of such special meeting shall be 25 eligible voters.