

**BY-LAWS
OF
WOODLAND SWIM CLUB, INC.**

**ARTICLE ONE
OFFICERS**

Section One: The officers of the Woodland Swim Club, Inc. shall be President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer. The officers shall be elected at the annual meeting of the membership by the majority vote of those entitled to vote present in person.

Section Two: The President shall preside at all meetings of the organization, shall appoint such committees and the Chairman thereof: as he shall deem proper to assist him in the duties of his office, and they shall properly enable him to carry out the duties of this office.

Section Three: The Vice-President shall assist the President as he may request, and in the absence of the President he shall have all the powers and perform all the duties of the President.

Section Four: The Recording Secretary shall keep and maintain all books and records of the Club, except those required by the Treasurer; he shall attend all meetings of the Club and accurately and fully record its proceedings, and in addition, perform such other duties as may be required of him. The corresponding Secretary shall attend to all correspondence of the Club as directed by the President.

Section Five: The Treasurer shall receive and collect all dues, assessments, fees, fines, contributions, and other monies of whatever character accruing to the Club, giving their receipt thereof when required; shall maintain a full and accurate record of all such monies collected and those becoming due. All monies so collected shall be deposited properly to the credit of the Corporation and a report of the Club's financial condition shall be made by the Treasurer to the membership at each regular meeting, and to the President or other officers whenever called upon. Bills of the Club shall be paid by check when deemed appropriate or cash when deemed appropriate and receipts shall be taken and kept by the Treasurer for all bills paid, Monies on deposit shall be withdrawn by check only, signed by the President and the Treasurer. The Accountant shall prepare and file IRS form only, signed by the President and the Treasurer. The Accountant shall prepare and file IRS form 1 099s, W-2s, etc. at the end of the fiscal year and all other state or federal forms required by law.

Section Six: The officers shall perform such other duties as may be directed from time to time by the Board and shall serve without compensation.

Section Seven: The Board may appoint such other officers or agents as it may deem necessary, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section Eight: The officers of the Corporation shall hold office until their successors are chosen and qualify in their stead. Any vacancy occurring among the officers of the Corporation when unexpired term is four (4) Months or longer shall be filled by election at a special meeting of the membership called for that purpose within one (1) month of such vacancy. If the vacancy is less than four (4) months, the Directors shall appoint a successor by vote of the majority of the whole remaining Board. Any officer may be removed at any time by the affirmative vote of two thirds (2/3) of the whole Board of Directors or by the vote of the majority of the members present at the special meeting called for that purpose.

**ARTICLE TWO
BOARD OF DIRECTORS**

Section One: The Board of Directors shall be composed of the officers named in the Articles of Incorporation, the immediate past President, and six (6) other members to be elected by the membership at the annual meeting. The President shall serve no more than two (2) consecutive terms and will automatically be made a member of the Board of Directors for one (1) year after the expiration of his term of office as President.

Section Two: The Board shall be charged with the management of all affairs of the Corporation, subsequent to the provisions of the charter and By-laws. In addition to the powers and authorities by the By-laws expressly conferred upon it, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by Statute, or by the Articles of Incorporation, or by these By-Laws directed or required to be exercised or done by the members.

Section Three: Regular meetings of the Board of Directors shall be held monthly at such time and place as the directors may determine. Special meetings of the Board may be called by the President or Vice President on twenty-four (24) hour notice to each Director.

Section Four: Six (6) members of the Board of Directors shall constitute a quorum of the Board.

Section Five: All expenditures in excess of one thousand dollars (\$1,000.00) shall be approved by the Board of Directors. All capital improvements and/or purchases of equipment shall be approved by the Board of Directors. If any emergency occurs, the President has the authority to purchase capital equipment.

ARTICLE THREE NOMINATIONS

Section One: There shall be a nominating committee composed of three (3) members of the Club appointed by the Board of Directors, plus three (3) members of the Board.

Section Two: The nominating committee shall nominate a candidate for each office and at least six (6) additional candidates to fill the six (6) vacancies on the Board of Directors. The nominations shall be reported to the Recording Secretary one (1) month before the annual meeting. It shall be the duty of the nominating committee to contact each candidate and obtain his acceptance of the nomination, and such fact shall be noted in the committee's report. The Corresponding Secretary shall notify the members entitled to vote of the candidates selected by the nominating committee thirty (30) days prior to the annual meeting. This can be done by placing a public notice of the nominees at Woodland Swim Club. The first regular election was held in October 1968.

Section Three: Effective with the election in September 1992, all nominations for officers and directors must be submitted to the Board of Directors in writing not less than thirty (30) days prior to the annual meeting. Nominations can be submitted from the Nominating Committee of the Board of Directors or from any eligible member of Woodland Swim Club, and all consenting nominees shall be placed on the official notice and ballot.

Section Four: Failure of the Corresponding Secretary to give the notices required by this Article shall not affect the validity of the annual meeting, or of the elections. In the event of such a failure to give the notices required by the Article, however, a majority of the members entitled to vote present at the annual meeting may, in their discretion, vote to adjourn the meeting to some future date, no more than thirty (30) days from the date fixed in these By-laws for the Annual Meeting. A motion to suspend the Annual Meeting for such cause must be made immediately after the secretary's proof of notice of the meeting or shall be waived.

ARTICLE FOUR COMMITTEES

Section One: With the approval of the Board, the President shall appoint the chairmen of all the standing committees. The Standing Committees shall be:

1. Grounds
2. Plant Facilities
3. Electrical
4. Swim Team
5. Membership
6. Social
7. Rules

With the approval of the Board, the President shall appoint the chairmen and other members of such committees as

may from time to time be established by the Board at its discretion. Whenever the Board of Directors is not in session, the President may establish temporary committees and appoint the chairmen and members thereof (or may appoint the chairmen and members of committees previously established by the Board, all subject to ratification at the next meeting of the Board of Directors, at which the action of the President may be either approved or disapproved.

Section Two: The chairman of each committee shall make a written report to the Board of Directors whenever requested by the Board and attend Board Meetings.

Section Three: The Board may establish such committees and delegate to committees such powers as it deems necessary or desirable. Committees established by the Board may be given the power to establish rules and regulations governing the use and control of the facilities of the club, including, for example, those governing hours, health, safety, establishing guest fees, prescribing penalties for infractions, and such other matters as the Board may deem appropriate. The rules and notice to the President of adoption by that committee, provided that the Board may modify or disapprove any such rules and regulations of the committee.

ARTICLE FIVE MEMBERS' MEETINGS

Section One: The annual meeting of the membership of the Club shall be held between September 1 and October 1.

ARTICLE SIX MEMBERSHIP

Section One: Membership in the Woodland Swim Club, Inc. shall be limited to three hundred (300) nondelinquent member families.

Section Two: Upon approval and acceptance of membership application by a majority of the Board of Directors, each new member shall be entitled to one certificate of membership in the corporation and each family representing one (1) certificate will be entitled to one (1) vote at each club election. More than one (1) member of each family may hold office at the same time.

Section Three: Associate Swim Team memberships shall be available to those members who use the pool solely for participation on the Woodland Swim Team. These memberships shall cost \$75/year for one Swim Team member and \$125/year for two or more Swim Team members. These memberships are solely for use of the pool during swim team practices and meets and shall not entitle Associate Swim Team members to any other activities at the pool, unless specifically sponsored by a Regular member. This does not include Swim Team fees.

ARTICLE SEVEN DUES

Section One: All persons becoming members of this club by a transfer of a certificate of membership shall be assessed a transfer fee of seventy-five dollars (\$75.00).

Section Two: The annual dues of the members of this corporation shall be four hundred twenty-five dollars (\$425.00), plus all applicable taxes payable in one (1) installment due October 1. The dues are delinquent on April 1 of each year. The fiscal year of the corporation shall be October 1 through September 31. Any member who is thirty (30) days delinquent in payment of the dues, that is by May 1, shall default and thus is suspended from all privileges of membership. The Board of Directors shall determine the delinquent fees to be assessed to such members, and any member in default shall not be reinstated to full privileges until all dues and delinquent fees are paid in full. Any membership that is in default as of July 1 of each year shall be forfeited automatically. Such forfeited membership may be reinstated by September 30 of that year subject to terms and conditions to be determined by the Board of Directors.

Section Three: Any membership left delinquent for one (1) year shall be canceled.

Section Four: Each member and only members of his household shall be entitled to use all facilities of the club. The privileges of an individual or family may be suspended by the President for a family member's violation of the rules of Woodland Swim Club, Inc., or in cases in which a family members conduct is deemed to be disruptive to the regular and proper operations of the swim club. A suspension may remain effective until the next meeting of the Board of Directors, and at that meeting the Board may vote to continue the suspension for any period of time and in any manner it determines to be appropriate.

Section Five: Any member may sell or transfer his membership with the approval of the Board of Directors. Any member desiring to retire his membership may return his certificate properly completed to the Corporation for disposition. The corporation will then make reasonable efforts to dispose of the membership and will remit any funds received from the sale to the member retiring the membership. If the sale of the membership is completed between October 1 and May 31, the seller will be refunded any dues paid by him for the fiscal year. The buyer pays the entire years dues of four hundred twenty-five \$425.00). If the sale of the membership is completed between June 1 and June 30, the seller will be refunded one-half (1h) of the dues paid by him for that fiscal year. The buyer pays the entire yearly dues of four hundred twenty-five \$425 .00). If the sale of the membership is completed after July 1, no refund of dues will be made to the sellers. The buyer pays the entire yearly dues of for hundred twenty-five \$425.00)

ARTICLE EIGHT AMENDMENTS

Section One: These By-Laws may be altered or amended or repealed by the affirmative vote of two-thirds (2/3) of the members entitled to vote present at any regular meeting or special meeting of the members called for that purpose. Any amendments to the By-laws of the corporation shall not be effective until thirty (30) days after notification of such change. Any purposed amendments to the By-Laws to be brought before the membership at any meeting must be submitted to the Board of Directors in writing thirty (30) days prior to the date of said meeting and notice given to the membership at least thirty (30) days prior to such meeting.

ARTICLE NINE ALCOHOLIC BEVERAGES

Section One: No intoxicating beverages shall be allowed on the Club premises during regular club hours. Private parties and special events will not be considered regular club hours and use of intoxicating beverages during these times will be supervised by the Member holding the party.

ARTICLE TEN SPECIAL FUNCTIONS WITH MINORS

Section One: All special teenage functions will be adequately chaperoned as deemed by the Board of Directors. Absolutely no intoxicating beverages will be allowed during these functions.

ARTICLE ELEVEN SPECIAL MEMBERSHIP MEETING

Section One: A special membership meeting requires a petition to the President signed by thirty (30) members, and must specify the purpose of the meeting.

ARTICLE TWELVE INCREASING DUES

Section One: Increase in annual membership dues or assessments for any purpose whatsoever shall not be imposed on the membership without a meeting called for that purpose or the annual meeting and approved by two-thirds (2/3) of those present at the meeting.

Amended September 2020