

Glenpool Club Bylaws

Amended 1/9/2017

Article I. Name

This Corporation shall be named The Glenpool Club, Inc.

Article II. Purpose

The purpose of this Corporation, founded in 1951, and hereinafter referred to as the Club shall be to operate a swimming pool and to provide a recreation ground for the benefit and amusement of its members and their guests. The Club is located in East Buffalo Township, Union County, Pennsylvania at 59 River Road, Lewisburg Pennsylvania.

Article III. Membership

A membership in this Club shall be known as follows::

- A household membership: A membership typically, but not exclusively, includes husband and wife and their children as members of a household. The membership is initiated in accordance with Section 3.2.1 and is guaranteed from year to year until discontinued or terminated as hereinafter provided. Each member of a household has use of the Club in accordance with posted rules and regulations.
- Couple Membership includes: married people with no children; unmarried couples (residing at the same address) with no children; domestic partnerships with no children; single parent and one child.
Note: Married couples who wish to sign up one parent and child will be charged the household membership rate. The pool board reserves the right to determine which membership is most appropriate based on individual applications.
- Individual Membership includes: A single person.
Note: For married couples/domestic partnerships who wish to sign up only one person from the household, the pool board reserves the right to determine which membership is most appropriate based on individual applications.

The membership is initiated in accordance with Section 3.2.1 and is guaranteed from year to year until discontinued or terminated as hereinafter provided. Each member of a household has use of the Club in accordance with posted rules and regulations.

Section 3.2 Granting of Membership

3.2.1 New membership is offered by the Board of Directors (hereinafter referred to as the Board) on the basis of first come, first served, subject to availability of memberships, and the receipt of a completed application form and application fee.

3.2.2 Membership shall be without regard to race, creed, color, sexual orientation or national origin.

3.2.3 There shall be one hundred and fifty five (155) household memberships.

3.2.4 Gross infraction of Club rules as determined by the Board shall result in termination of membership.

3.2.5 A member is hereafter defined as one (1) membership that has paid their \$200 bond in full.

Article IV. Dues and Fees

All fees and dues shall be established annually by the Board, subject to approval by the membership.

Section 4.1 Annual Dues

4.1.1 Each membership shall be required to pay dues in an amount specified by the Board not to exceed three hundred seventy five dollars (\$375) per year for household memberships, two hundred seventy five dollars (\$275) for couple memberships, and two hundred twenty five dollars (\$225) per year for individual memberships.

4.1.2 All dues are payable by April 1st. Thereafter they will be considered delinquent and will be assessed a penalty fee of \$50. If neither payment of the dues and the late fee has been received, nor arrangements for payment have been made by May 1st, the membership can be given over to those on the waiting list.

4.1.3 Should any household memberships be available after the season begins, they will be available to new members who pay the application fee with the annual dues being on a pro-rated basis as follows for household/couple/individual memberships: after June 20th \$275/\$185/\$165, after July 20th \$175/\$100/\$80.

4.1.3.1 A member absent for the season may put their membership on hold by paying their annual dues plus a \$35 fee, along with a written request to the board indicating who is using their membership for the season. All required paperwork and dues are due by April 1st, and the replacement is not a voting member for the season. The replacing party has to be the same membership type as the original membership. The replacing party can only assume a membership for one year.

4.1.3.2 Voting rights of an absent summer member may not be transferred to the temporary replacement.

4.1.3.3 Non-member households who become summer replacements for absent members may do so for one year only. After one year, they must obtain a membership in order to continue to use the facilities. They shall receive priority in obtaining a membership.

Section 4.2 Application Fee

The application fee of \$100 shall be submitted with the membership application form for household memberships. The application fee is to be credited as paid-in-capital to the Club and is non-refundable to the member upon discontinuance or termination of the membership. The board can discount the fee at their own discretion to attract members.

Article V. Stock

Each household, upon being granted membership, shall purchase a bond of two (2) shares of stock in the Club. The value of the bond is two hundred dollars (\$200), two shares valued at \$100 each. One bond for two shares of stock shall be issued in the name of an individual, if there is only one household member, or in the name or names of either or both members of a married couple, or other domestic partnership.

Section 5.1 Ownership of Bond Following Death or Divorce

In case of death, or dissolution of marriage or partnership by divorce or separation, legal settlements (e.g. will, divorce decree) shall determine ownership of the bond, the value of which shall be returned per section 5.3 of these bylaws.

Section 5.2 Sale or Transfer of Bond

If any member wishes to sell or otherwise transfer a membership (i.e. bond), he shall submit to the Board the name of the person(s) to whom he wishes to transfer the membership along with an application form and application fee completed by the new member. The value of the bond shall then be transferred to the new member and the previous owner of the bond will be removed from the membership of the Glenpool.

Section 5.3 Return of Bond Upon Discontinuation of Membership

If a membership is discontinued, other than for cause, the value of the bond of two shares of stock shall be returned under the following conditions:

5.3.1 To be eligible for the return of bond monies, the membership must be in good standing with all annual dues paid in full at the time of making the written resignation notification.

5.3.2 Bond monies will be returned on a first come, first served basis as they are sold to new members. The Treasurer will keep a list of all eligible bond refund requests. Bond refunds will be returned pending board approval of fund availability and only after the budget for the following year is approved at the Annual General Meeting.

5.3.3 Memberships terminated for cause shall forfeit all fees and the value of the bond.

5.3.4 All physical bonds will be declared null and void once the Treasurer has issued a check for the value of the bond (\$200).

Article VI. Meetings

Section 6.1 Annual Meeting

A meeting of members of the Club shall be held at least annually on or before January 10th.

6.1.1 Each membership shall receive ten days' notice of the time and place for holding the annual meeting, and for any meeting at which amendment to or revision of these bylaws is to be considered.

Section 6.2 Special Meetings

Special meetings of the members may be called by the President as the President deems necessary. Special meetings of the members may be called by the President upon written request signed by five members of the Board. Special meetings of members may be called by the President upon written request signed by twenty members of the Club.

6.2.1 Each membership shall receive five days' notice of the time and place for holding a special meeting, such notice citing the reason or reasons for such meeting.

Section 6.3 Quorum

A quorum for the purpose of holding any meeting of the members shall be at least one third of the total current membership, either in person or by proxy. The proxy shall be signed by an adult member of the household and received before the meeting.

Article VII. Notices

Notice of meetings, regular and special, shall be in writing and sent by either U.S. mail or electronic mail to each membership or Director, as the case may be, at the address recorded on the books of the Club.

Article VIII. Waiver of Notice

Unless otherwise provided by law, whenever any notice is required to be given by the provisions of the bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent thereto.

Article IX. Officers

The officers of the Club shall be the President, Secretary and Treasurer. All officers are ex-officio (that is voting) members of the Board.

Section 9.1 Duties of Officers

9.1.1 The President shall be the chief presiding officer of the Club. The President shall preside at all meetings of the members and the Directors and shall have general and active management of the business of the Club. The President shall see that all orders and resolutions of the Board are carried out. The President shall execute all bonds, mortgages and all contracts of the Club, affixing the corporate seal thereto; the President shall have general superintendence of direction of all other officers of the Club, and of the Club staff, and see that their duties are properly performed. The President shall present a report of the operations of the Club for the fiscal year to the Board and the members of the Club at the annual meeting, and from time-to-time shall report to the Board all matters of which the President is aware, that may affect the Club. The President shall be an ex-officio (that is voting) member of all standing committees. The President shall have the power and duties usually vested in the President of a corporation. The President shall appoint all committees, except as herein otherwise provided.

9.1.2 The Secretary shall attend all sessions of the Board and all meetings of members and act as a Clerk thereof. The Secretary shall record all votes and minutes. The Secretary shall send notices of all meetings to the members of the Board and shall perform such other duties as they may be prescribed by the Board or the President. The Secretary shall bet the

keeper of the corporate seal and of all the records of the Club except as otherwise provided. The Secretary shall also serve as webmaster for the Club website. Included in this is the responsibility for updating the status of the pool (e.g. closed due to weather) as well as keeping current announcements on the Club's Facebook page. Additionally, the Secretary shall keep the member email list current in the email account. In the absence the President the Secretary shall be vested with all the powers and perform all the duties of the President during the absence of the latter and shall have such other duties as may, from time to time, be determined by the Board.

9.1.3 The Treasurer, under the direction of the Board shall have charge of the funds of the Club and shall deposit the same in the name of the Club in depositories designated by the Board. The Treasurer shall have the right to sign all checks under \$500. Checks over \$500 must be co-signed by the President. The Treasurer shall keep accurate records of household memberships, requests for discontinuation of membership, bond ownership and bond refunds. The Treasurer shall make a complete and accurate report of the finances of the Club at each annual meeting of members and at any other time as requested by the Board.

9.1.4 Individuals serving as President, Secretary and Treasurer shall be excused from paying annual dues during their term of service.

9.1.5 The President and Treasurer of the Club may be bonded in such amounts as are deemed necessary by the Board.

9.1.6 No Officer shall receive compensation for work done at the Club or on behalf of the Club when done in their capacity as an Officer of the Board.

Section 9.2 Terms of Office

Officers serve for a term of one (1) year or until their successors are appointed and can be re-elected to their position.

Section 9.3 Elections

9.3.1 The Officers of the Club shall be elected by the members of the Board at a meeting immediately following the annual meeting of members. Any adult member in good standing may be elected to office. Any officer of the Club may succeed him or herself in office.

9.3.2 Those members wishing to serve as Officers must present a resume to the membership listing qualifications for the office they are seeking.

9.3.3 If an officer is elected from among the Board, then another Board member must be elected to fill out the unexpired Board member term.

9.3.4 A majority vote of the Board members present and voting shall be required to elect the Officers of the Club.

9.3.5 Vacancies in office of Officers. In the event that an office becomes vacant, the Board shall immediately fill such vacancy for the unexpired term.

Article X. Board of Directors

Section 10.1 Composition

The Board shall consist of six members who shall serve staggered terms, and the three officers serving ex-officio (i.e. voting).

Section 10.2 Election of Directors

10.2.1 Nomination and election of Directors shall take place at the annual meeting of the members.

10.2.2 Any adult member in good standing and whose bond is paid in full shall be eligible for election as Director.

10.2.3 The Directors shall be elected for terms of three (3) years or until successors are elected.

10.2.4 Any Director may succeed him/herself in office.

10.2.5 In the event that the office of a Director shall become vacant, the remaining Directors shall immediately fill such vacancy for the unexpired term.

Section 10.3 Powers of the Board

10.3.1 The Board shall manage the property and the business of the Club.

10.3.2 In addition to the general powers of the members of the Board by virtue of their office, the powers and authority expressly given by law, by terms of the charter of the Club, and elsewhere in these bylaws, the following specific powers are expressly conferred on the Board: to purchase or otherwise acquire for the Club any property, real or personal, right or privilege which it is authorized to acquire at such price or consideration and upon such terms as they deem expedient; to appoint, to remove or suspend subordinate agents or staff; to determine their duties and affix their salaries; to confer by resolution upon any officer or agent of the Club the power of permanently removing or suspending any subordinate officer or staff; to determine who shall be authorized, on behalf of the Club to sign bills, notices, receipts, acceptances, endorsements, checks, releases and contracts and any other instruments; to delegate any of the powers of the Board to any standing committee, special committee or to any officer or agent of the Club, with such powers as the board or agent of the Club may see fit to grant; generally to do all such lawful acts and things as are not by law or by charter or by these bylaws directed or required to be done by the members.

Section 10.4 Responsibilities and Expectations for Board of Directors

10.4.1 It is expected that all board members shall:

Attend no less than two-thirds (2/3) of the Board Meetings
Participate on at least one standing Committee of the Board
Support and participate in Glenpool Club events and activities
Serve as a liaison between the community, the membership and the Board of Directors.
Be able to communicate the benefits Glenpool Club, Inc. offers its members.
Maintain Glenpool Club Board confidentiality.

Section 10.5 Meetings of the Board of Directors

10.5.1 Annual meeting of the Board

The Board of Directors shall meet immediately after the annual meeting of the members.

10.5.2 Special Board meetings

Special meetings of the Board of Directors shall be called by the President whenever the President shall deem it necessary; or upon written request signed by three (3) Directors.

10.5.3 Each Director shall receive five days' notice of the time and place of the holding of the annual meeting or special meeting of the Directors.

10.5.4 A quorum for the purpose of holding any meeting of the Board shall be four (4) Directors.

Article XI. Fiscal Year

The fiscal year of the Club shall commence on the first day of January and end on the following thirty-first day of December.

Article XII. Majority Vote

Section 12.1 A majority shall be required to pass any motion at any meeting of the members or the Board, unless otherwise provided.

Section 12.2 Any membership in arrears one year or more shall not have the right to vote or hold office.

Article XIII. Rights and Obligations of Members

Section 13.1 Each household membership in good standing is entitled to one vote cast in person by an adult member of the household, provided all dues or other charges have been paid.

Section 13.2 The books, accounts and records of this Club shall be open for inspection to any member of the Board at any time. Members of this Club may, in the discretion of the Board, inspect such books, accounts and records of this Club at such reasonable times as the Board may by resolution designate.

Article XIV. Standing Committees

There shall be established such committees as from time to time shall be determined necessary by the President.

Section 14.1 Membership Committee

The Membership Committee shall be chaired by a Director and serves the purpose of maintaining adequate membership to ensure the continued financial viability of the Club.

Section 14.2 Facility Committee

The Facility Committee shall be chaired by a Director and serves the purpose of maintaining the facility of Glenpool Club, Inc. This committee shall report to the Board of Directors all repairs, maintenance and improvements that it deems necessary to the proper care and maintenance of the grounds, buildings and pool.

Article XV. Parliamentary Authority

Robert's Rules of Order shall be followed unless otherwise provided for in these bylaws.

Article XVI. Amendment or Revision of Bylaws

Section 16.1 Amendment or revision of the bylaws requires a two thirds vote of members present and voting. Each household membership or individual/couple membership is entitled to one vote, cast by an adult member of the household.

Section 16.2 The amendments shall be in full force and effective immediately upon their adoption.