

Northville Swim Club Bylaws

ARTICLE I: NAME

The name of this Corporation shall be the Northville Swim Club, Inc., a Michigan nonprofit corporation.

ARTICLE II: OBJECTS AND PURPOSE IS

The purposes of the Northville Swim Club are to promote swimming as a form of recreation by:

1. Constructing, operating and maintaining private swimming pool facilities;
2. Renting, leasing or owning such properties, whether they be real, personal or mixed as shall be required therefore; and
3. Conducting business as a nonprofit corporation for the benefit of its members, their families and guests.

ARTICLE III: GOVERNMENT

1. The management and responsibility for operation of the Corporation shall be vested in a Board of Directors who shall be twelve(12) in number.
2. Directors shall serve three (3) year terms, being replaced on a rotating basis by ballot at the Annual Meeting of Membership, such that in any year four new Directors are selected.
3. All duly elected Directors shall serve or continue in office until their successors have been duly elected, and shall continue to exercise all of the powers and be subject to the responsibilities of a Director until such successors have taken office.
4. The Board of Directors shall have the following powers and such other powers as are consistent with the Articles of Incorporation and the Statutes of the State of Michigan, but shall specifically do the following:
 - (a) Shall be responsible for the governing and management of the affairs of the Corporation in a manner consistent with the Bylaws of this corporation, and shall make and amend rules for the operation of the Corporation and the management of its assets and property;
 - (b) It shall have the power to determine, impose, or remit penalties for violations of the Bylaws and the rules and regulations of the Corporation;
 - (c) It shall have the power to set the cost of annual membership dues, initiation fees for new members, special fees for late payment of any obligation, and any assessments or other fees for special services provided to any portion of the membership (e.g. swimming lessons);
 - (d) It shall appoint annually management, clerks, agents, servants, or employees, as it may deem necessary and shall fix their duties and compensation and shall have the power in its sole discretion to remove such persons from their office or appointment;
 - (e) It shall elect annually a President, Vice President, Secretary, and Treasurer, and such officers shall hold their offices at the pleasure of the Board;
 - (f) It shall create other offices as the Board shall determine to be necessary from time to time, and shall fix the period of office, the duties associated with the office, and the compensation therefore;
 - (g) It shall form, constitute and appoint any standing or temporary committees and define the powers and duties of the same; and
 - (h) It shall fill any vacancy in the Board of Directors for the unexpired term thereof, by accepting nominations from the Nominating Committee, and filling vacant positions with any candidate receiving a simple majority on a ballot of remaining Board members.
5. Each member of the Board, as a requirement for office, must hold full membership and upon relinquishing of that membership shall automatically cease to be a member of the Board of Directors and a vacancy shall thereupon be created on the Board. No membership shall have more than one member on the Board of Directors.
6. The Board shall designate the bank or depository in which the funds and assets of the Corporation shall be deposited or kept and shall determine policies related to how checks, drafts, or other instruments for the payment of funds shall be executed and how the funds of the Corporation shall be invested.
7. The Board shall require an annual review of the books of the Corporation before the date set for the Annual Meeting of Membership, and shall appoint a three-member ad hoc Financial Review Committee for this purpose. The Board, in its discretion, may employ the services of disinterested or certified public accountants to audit the books and to compensate them therefore. The Board shall also require the Treasurer to prepare and submit an annual statement of the financial position of the Corporation at that meeting, and to submit such interim reports from time to time as it may see fit.

8. The Board shall determine and designate the form of Bond Certificates to be issued by the Corporation and the authentication thereof, the method of issuing and of transfer, assignment and redemption thereof.

9. The Board shall meet not less than once each year, and in no instance later than four weeks after the Annual Meeting of Membership meeting of membership, and at such other times as they may by resolution determine, or when called by the President, or his representative in his absence, or a special meeting may be called upon written petition by not less than seven (7) members of the Board.

10. The quorum for the conduct of business shall be seven (7) members of the Board, and if Less than seven (7) members are present at a regular or special meeting, those attending shall have the power to adjourn the meeting to a later date. No member of the Board may designate any other member of the Board or any other person, to cast his vote either by proxy, assignment, voting trust, or in any other manner. All motions made by the Board shall be passed only on a majority ballot of those present at a meeting, unless otherwise specified in these Bylaws.

11. The removal of a Director or Officer from office for reasons other than the relinquishing of a full membership shall be as follows:

(a) No Director shall be removed from office except for cause, and any Director sought to be removed from office shall be entitled to have served upon him written specifications of the reasons for removal, at least five (5) days before any meeting scheduled for removal, and shall be entitled to a hearing before the entire Board and removal shall require a vote of two-thirds of the Directors present and entitled to vote, excluding the vote of the Director sought to be removed;

(b) In the event of removal, any Director so removed shall have a right to appeal to the entire membership to review his removal, a valid appeal need be given by the Director so removed in writing to the Secretary of the corporation within one week of the removal, and the vacant Director position will not be filled during this period;

(c) The Secretary, upon receiving such a notice of appeal, shall have four weeks to call a special meeting of the entire membership entitled to vote, the notice of this meeting being made at least one week before the scheduled date of such special meeting; and

(d) The decision of the Board of Directors removing said Director shall not be reviewed unless a majority of the members present at said special meeting shall vote to review the decision, after review it shall require a vote of two-thirds of the members present at such meeting and entitled to vote, to reinstate said Director.

12. Should the membership decide to terminate the swim club and its legal entity, the proceeds of the liquidation of all assets after payment of all liabilities will be divided among all bondholders.

13. The Bylaws of the Corporation and the rules and regulations enacted or adopted shall be interpreted by the Board of Directors.

ARTICLE IV: OFFICERS

1. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, and any other officers deemed necessary by the Board of Directors and created by them by appropriate resolution. The officers shall be elected annually by the Board of Directors at the first meeting after the Annual Meeting of Membership.

2. The President and Vice President must be elected from among the membership of the Board of Directors but the other officers may be elected from either the Board of Directors or the membership at large. Officers that are not Directors will have the same right to attend and speak at all Board Directors meetings, but may not submit motions, or cast votes at those meetings. All officers shall hold office until the next Annual Membership meeting and until their successors take office unless they are removed by action of the Board of Directors sooner.

3. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Corporation and the Board of Directors. The President shall appoint all standing committees of the Corporation subject to confirmation of the Board of Directors, and shall appoint all special or temporary committees from time to time as may be required. The President shall be an ex-officio of all committees and entitled to one vote at all meetings of such committees.

4. The Vice President shall act as President in the place and stead of the President during the latter's absence or inability to act or when a vacancy shall exist in office of President. The Vice President shall exercise such additional duties and responsibilities as may be assigned by the president or the Board of Directors.

5. The Secretary shall keep all minutes of meetings of the Board of Directors and of meetings of the membership and shall be the custodian of all corporate records and correspondence except the financial records and shall maintain permanent files of all documents relating to the history or affairs of the Corporation and shall perform such other duties as may be designated from time to time by the President or Board of Directors.

6. The duties of the Treasurer shall be as follows:

- (a) To maintain the financial books of the Corporation and all records pertaining thereto;
- (b) Upon direction by the Board of Directors, to pay on a timely basis all bills, invoices, vouchers and other obligations of the Club and to maintain records of such payment;
- (c) To maintain records of receipts of all monies and other assets coming to the Treasurer for the account of the Corporation and to maintain suitable vaults or depositories for such records and not to disburse any monies or dispose of any; assets except with the express permission of the Board of Directors or membership;
- (d) To be the head of the Finance Committee of the Corporation;
- (e) To maintain a bond in an amount to be determined by the Board of Directors to indemnify the Corporation against loss for any misfeasance, nonfeasance or malfeasance on his/her part.
- (f) To submit at the Annual Meeting of Membership an Annual Statement of the financial position of the Corporation and a budget for the coming years operations; and
- (g) To submit such interim written reports from time to time as the Board of Directors may see fit.

7. The Board of Directors may remove any officer from office "for cause." Officers that are also members of the Board of Directors may only be removed from office by being removed as a member of the Board of Directors.

8. If a vacancy shall occur in any of the offices by reason of death, illness, absence, for cause or any other reason, the Board of Directors may fill such office for the unexpired term thereof, and such appointee shall serve until the next Annual Meeting of Membership. In such instances the Board shall nominate and elect a Director to be an interim successor.

ARTICLE V: MEMBERSHIP

1. *Definition* ~ A membership shall consist of any two adults at or over the age of 18, whose names shall be specifically designated on the membership certificate at the time of purchase, the "named members," and any children of those adults at or under the age of 21 living in a household with one of these adults. Children over the age of 21, still attending school, will be allowed to use the Swim Club under their parent's bond.

2. *Changes* -The Board shall make policies regarding the procedure for changing the named members specified on the membership certificate and conditions under which such changes can occur.
Changes will be considered when-

- (a) Only one of the names is to be changed or removed,
- (b) The name of an originally named member remains as one of the adults on the certificate, and
- (c) A new name is an adult at or above age 18 and not a child of a named member on the membership certificate.

3. *Special Memberships* - Membership classifications, with separate policies related to dues and eligibility may be approved by the Board of Directors.

4. *Expulsion* -Any member, for cause and after having been given an opportunity for a hearing by notice of not less than ten (10) days, may be suspended for a period of three (3) months by a vote of a majority of the Board of Directors present at any regular or special meeting thereof; or may be permanently expelled by a vote of two-thirds of the Board of Directors at a regular or special meeting thereof, in which case the membership certificate will be cancelled and the owners of that certificate promptly reimbursed. This process does not apply to situations of delinquent payment.

Cause for suspension or expulsion shall consist of a breach of the Bylaws, or of the Rules and Regulations of the Club and pool, or conduct unbecoming to a lady or gentleman.

The Board of Directors may delegate to one or more employees of the Club the power to suspend pool privileges to any member for a period not exceeding seven (7) days for violation of the pool rules. A written report of such suspension and the reasons therefore shall be submitted to the President of the Board of Directors within twenty-four hours.

5. *Applications* -All applications for membership shall be submitted to the Board of Directors in writing on a form to be prescribed by the Board of Directors. The requirements for membership, except as set forth in the Bylaws, shall be set forth in a resolution adopted by the Board of Directors.

6. *Application Review* -Applications shall be reviewed by the Board against the requirements for membership in the order in which they have been received. If an application is not approved, then either at the request of the applicant or by request of a member of the Board of Directors, the decision may be re-reviewed with the presentation of additional relevant information, reversed and overruled by a majority vote of the Board of Directors present to vote at a regular or special meeting.

7. *Pool Privileges* -Upon special occasions, or for special reason, the Board of Directors may, from time to time, extend pool privileges for a fixed period of time, to certain persons or groups. The Board of Directors shall establish rules and regulations for use of the pool by members and guests.

8. *Limitations* -The membership shall be restricted to a maximum of 375 regular membership certificates, but the number of memberships authorized, may be changed by a two-thirds vote of the Board of Directors at a regular or special meeting or by a two-thirds vote of the membership present and entitled to vote at an annual or special meeting upon proper notice given to all members qualified to vote.

ARTICLE VI: MEETINGS

1. The annual meeting of the Corporation shall be held in the last Saturday in the month of September each year unless notice is given of an alternative date. The meeting will be in a location and at a time to be specified by the Board of Directors. In no case shall the Annual Meeting of Membership meeting be held in a month other than September. Notice of such annual meeting shall be given in writing to all members in good standing not less than thirty (30) days before the scheduled time of such meeting.

2. The annual meeting shall be for the purpose of electing Directors according to the method and procedure as elsewhere set forth in these Bylaws and for the purpose of having reports presented by the Board of Directors and officers showing the financial status of the Club and for the presentation of such other reports by the Directors and officers and Committees as will fully apprise the membership of the current status of the Club and the activities undertaken and accomplished during the previous year.

3. Special meetings of the entire membership may be called by the Board of Directors after receipt by the Secretary of the Club of a written request, by not less than twenty-five (25) members in good standing requesting a special meeting, "such meeting shall be called by the Secretary, and not *less* than fifteen (15) days written notice shall be given all members in good standing, and the application and notice shall state the purpose for which the special meeting is requested to be convened and the agenda to be discussed thereat and no other matters will be discussed except upon unanimous approval at the meeting of the membership present and qualified to *vote*.

4. Only those members in good standing shall be entitled to vote at any regular or special meeting.

5. A quorum of the members in good standing at any annual or special meeting shall be fifteen of such members.

6. Meetings of the Board of Directors shall be as is elsewhere set forth in these Bylaws, or as the Board of Directors may by resolution determine, but there must be at least one annual meeting of said Board of Directors.

7. All Amendments to the Bylaws must be presented in writing to the Secretary not less than five (5) days before the scheduled time of any annual or regular meeting and if not so presented, such Amendment shall not be placed on the agenda nor acted upon.

8. Notices of meetings, either annual or special, to the last address shown on the books of the Corporation to each member in good standing shall be sufficient notice of such meeting, but the presence of any member at an annual or special meeting shall constitute a waiver of such written notice.

9. In all meetings of the corporation each membership shall be entitled to a single *vote*, even if more than one named member for a single membership is present at such meeting.

ARTICLE VII: SUBSCRIPTIONS, DUES AND FEES

1. All persons desiring a membership shall submit an application for membership to the Board of Directors and shall pay the required subscription price. No certificate of membership shall be issued until the application has been approved and the subscription fully paid, and no applicant shall have any rights and privileges of membership until such subscription be fully paid and a certification of membership issued. If an application is rejected for any reason, the subscription money, or any part thereof, paid shall promptly be refunded.

2. The Board of Directors shall have the power to set the cost of annual membership dues, initiation fees for new members, special fees for late payment of any obligation, and any assessments or other fees for special services provided to any portion of the membership (e.g., swimming lessons).

3. The Board of Directors shall submit to the membership for approval at any general meeting of the membership proposals for a change in the cost of a membership certificate or the designation of any one-time special fees or assessments to be paid by all of the membership.

4. Payment of dues, special assessments or other charges shall be due and payable on a date established by the Board of Directors no sooner than thirty (30) days after the posting of a formal notice of the payment requirement to all applicable members. Minor fees for social events, swimming lessons, *etc.* must be approved by the Board of Directors,

but may be deemed payable before the event occurs.

5. Except for minor fees, if required payment is not received by the Treasurer by the due date, such membership shall be construed delinquent and formal written notice given thereof. At this point the Board may, at its discretion, assess late fees, which must be paid as part of the required payment. Twenty days after notice of delinquency is given, notice of impending membership forfeiture shall be given. Ten days after notice of impending membership forfeiture, unless all required payments are made, the Board of Directors may notify the delinquent member that the membership be forfeited and take such other and further action as is provided in the Bylaws.

6. Delinquent members may be reinstated upon payment of all such dues, assessments and charges, or at the discretion of the Board of Directors. No membership which is delinquent shall be permitted to vote at any general or special meeting.

7. No application for sale or change in names on a membership certificate shall be honored while such membership is delinquent in payment of dues, assessments or charges, and such indebtedness shall constitute a lien and charge against the share or interest of such membership, and such indebtedness shall be fully discharged before any sale or transfer be permitted, except that after the period aforesaid, the Corporation may, at its option, cancel the membership and pay the delinquent member the difference between the subscription price and the indebtedness. Such cancelled membership may then be reissued to any other qualified applicant.

8. No dues shall be refunded except at the discretion of the Board of Directors. The refunding of any fees, dues, membership subscriptions, etc. shall be in the form of a check in the names of both named members listed on the certificate of membership.

9. Members shall be responsible for the payments charges, debts or damages charged to or incurred by any member of the family included in such membership and for all guests under such membership.

10. In the event of a voluntary cessation of corporate existence or operation of the Club, the dissolution of the Corporation and distribution of assets shall be in accordance with the statutes of the State of Michigan.

11. All dues, assessments and charges shall be exclusive of any taxes, excise or otherwise, imposed by Federal, State or local governments, which shall be the responsibility, of each member to pay.

12. After a regular member is no longer an active member, either through notifying the Board of Directors directly, or through failure to meet membership obligations, the Board of Directors shall attempt to transfer the said member's certificate of membership to a new member. Once a new member has paid for the certificate of membership, the Board of Directors must refund the cancelled regular member's certificate of membership fee within 45 days.

ARTICLE VIII: NOMINATIONS

1. There shall be a committee known as the Nominating Committee which shall be composed of five (5) members in good standing of the Club. Three (3) members shall be elected at the annual meeting and the remaining two (2) shall be appointed by the Board of Directors as needed, but in any case before the month of January. If any vacancy shall occur in the Nominating Committee, such vacancy shall be filled by a majority vote of the remaining Committee members.

2. The Nominating Committee shall meet at least once annually in the month of August and shall deliberate, and select a slate of candidates, one for each of the vacancies to be filled. Such slate shall be forwarded to the Secretary in writing in sufficient time to enable the Secretary to include such slate with the notice of the meeting required elsewhere in these Bylaws.

3. Nominations of candidates other than those selected by the Nominating Committee may be made in writing, signed by not less than ten (10) Club members in good standing, of the Club, and such candidates names shall be placed in nomination, together with the names of those selected by the Nominating Committee. Nominations may be made from the floor at the Annual Meeting of Membership, and provision shall be made so that individuals so nominated may be written on the ballot.

4. The Nominating Committee will also be responsible for nominating candidates to fill positions vacated on the Board of Directors after all such positions been filled at the Annual Meeting of Membership. The Nominating Committee will be notified by the Secretary of the Corporation when such vacancies occur, and will have 30 days to submit a slate to the Board of Directors for consideration.

5. If the Nominating Committee does not submit a slate of candidates, or submits a partial slate of candidates to fill any vacancy on the Board, it will be the responsibility of the Secretary to convene a meeting of the Board of Directors for the purpose of completing the slate.

ARTICLE IX: COMMITTEES

1. The standing committees of the Club shall be:

- a. Pools, Buildings and Grounds
- b. Membership
- c. Finance
- d. Activities
- e. Nominating
- f. Financial Review.

2. *Pools Buildings and Grounds* -The Pools, Buildings and Grounds Committee shall exercise general supervision of the pools, buildings and grounds and shall enforce rules and regulations pertaining thereto. This committee shall develop and recommend rules and regulations for use of the pool by members and guests, to the Board of Directors for their adoption and establishment.

3. *Membership* -The Membership Committee shall assist the Board of Directors in establishing requirements for membership, reviewing applications for membership, reviewing requests for change in membership certificates, maintaining waiting list for memberships, developing membership classifications and proposing new policies relative to membership.

4. *Finance* - The Finance Committee shall assist the Treasurer of the Club in the preparation of the annual report and annual budget to be presented at the Annual Meeting of the Membership, and in the development of policies related to the management of the funds of the Club and shall give such other and further assistance as the Treasurer may require or as the Board of Directors may from time to time direct

5. *Activities* -The Activities Committee shall assist the Board of Directors in developing recreational and social programs to be offered at the Club, in the coordination of special events, in the establishment of fees and budgets related to programs or special events and in the hiring, as appropriate, of individuals to staff these activities.

6. *Nominating* -The process for appointing the Nominating Committee and details of its operation are described elsewhere in these Bylaws.

7. *Financial Review* -The Financial Review Committee shall be appointed annually by the Board and consist of three members, two of which are selected from the general membership (excluding any Directors or the Treasurer) and one from outside the membership entirely. The Financial Review committee will be appointed in sufficient time prior to the Annual Meeting of Membership to allow for a review of the books of the corporation and the development of a written report to be submitted to the general membership at the annual meeting.

8. The Board of Directors may from time, in their discretion, designate and create such other standing committees as necessity may dictate:

9. Unless otherwise specified in these Bylaws, each standing committee will be chaired by a Director with formal responsibility for that functional area on the Board of Directors. The membership of each standing committee will be reviewed annually by the Board of Directors in their first meeting after the Annual Meeting of the Membership.

10. The Board of Directors may also form, constitute and appoint any temporary committees and define powers and duties of the same. Committees so formed will be dissolved with each Annual Meeting and must be reconstituted by resolution of the Board of Directors to continue their business.

11. Each Committee may adopt rules and regulations appropriate to the carrying out of its functions, but such rules and regulations shall in all cases be approved by the Board of Directors; shall not conflict with the Bylaws or resolutions in force; before their enforcement,

ARTICLE X: OPTION OF CORPORATION WITH RESPECT TO CERTIFICATE OF MEMBERSHIP

1. Certificates of membership may be sold or transferred only subject to such terms and conditions as adopted by the Board of Directors.

2. That each certificate representing participation in the Corporation shall have printed there-upon the following:

"This certificate is issued subject to the option of the, Corporation, The Northville Swim Club, Inc., to purchase said share represented hereby pursuant to the authority granted the Corporation in its Articles of Incorporation."

3. As used in this Article, the term "holder of a certificate" shall include the legal representative of a living or deceased certificate holder, his heirs or assigns, but no certificate shall be pledged or encumbered in any way without the express written permission of the Corporation, and failure to observe this provision shall at the discretion of the Board of Directors,

result in a forfeiture of membership.

4. In the event that any member shall become insolvent or bankrupt or subject to the jurisdiction of any court or tribunal dealing with insolvency, receivership or bankruptcy, the right of the Corporation to exercise its option shall accrue immediately upon any administrative or judicial determination that the membership is insolvent or bankrupt or is subject to a receivership.

Article XI: AMENDMENTS

Amendments to the Bylaws shall be recommended by a two thirds vote of the Board of Directors at any regular or special Board meeting, and approved by vote by two-thirds of the members in good standing in attendance at any annual or special meeting, provided that notice of such amendment has been properly given in accordance with the Bylaws elsewhere provided herein.

ARTICLE XII: MISCELLANEOUS

1. The Corporation shall indemnify any Director or officer or fully authorized employee, agent or servant of the Corporation while within the scope of his duties or employment, from any liability or suit to which he is made a party and from any liability incurred in the exercise of his duties or employment. The Board of Directors shall by resolution defend such person in any lawsuit or claim and the Corporation shall pay any damages which such person may sustain by reason of judgment in connection with the employment and duties hereinbefore recited. Such indemnification shall extend beyond the term of office or date of employment, provided that the act for which the liability is sought to be imposed was performed during the term of such office or during the term or employment.

2. Any controversy involving an interpretation of the Bylaws or of the rules and regulations of the Club, the decision of the Board of Directors as to the interpretation of such Bylaws and rules and regulations shall be final and binding.

3. No alcoholic beverages shall be served or permitted to be consumed on any premises under the control of the Club except at an event where the Club is closed to use by individuals under the age of 21, and when the board has given specific prior approval.

Developed: 1963 Amended: 1973

Amended: 1991 Amended: 1992

Amended: 2007 Review/Edited: 2009