

**THE NILE SWIM CLUB of YEADON, PA**  
**BY-LAWS**

**ARTICLE I Definitions**

**Section 1.1 Definitions**

The following terms used in these Bylaws shall have the meanings set forth

- (a) “Corporation” means The Nile Swim Club
- (b) “Board” means the Executive Board of the Corporation which serves as the governing body of the Corporation under the Articles of Incorporation.
- (c) “Governor” means an individual serving on the Board.
- (d) “Members” means individuals that satisfy the requirements for membership in Article 3 of the Bylaws.

**Article II The Corporation**

**Section 2.1 Name of Corporation**

This organization, a non-profit Corporation under the laws of the Commonwealth of Pennsylvania, shall be known as The Nile Swim Club of Yeadon.

**Section 2.2 Principal Office**

The principal offices of the Corporation shall be in Yeadon, Pennsylvania.

**Section 2.3 Purpose and Objectives of the Corporation.**

The purpose and goals of the Corporation are to promote and provide, to the extent possible, for the moral, education, physical and social well-being of its members. To this end, the Corporation will:

- a) Construct, finance, lease, own and run athletic, recreational and education facilities of all kinds, including, without limitation, a swimming pool and associated equipment.
- b) Make readily available to the members, their immediate families and guests, safe and clean swimming and recreational facilities.
- c) Maintain a club for social enjoyment of a moral, educational, and legal nature.

**ARTICLE III Membership of Corporation**

**Section 3.1 Members**

All Club Memberships to the Nile Swim Club of Yeadon must be approved by the Board of Governors.

### **Section 3.2 Number of Members**

NSC membership shall be limited to One Thousand (1,000) members.

### **Section 3.3 Members**

By definition, a member is a person in good financial standings with the Nile Swim Club per respective year. Members should actively take part in events sponsored by NSC committees and approved by NSC Board of Governors. Expectation that members will be regular active participants on committees to aid with the development and growth of the NSC. Furthermore, it is expected that NSC members will adhere to the rules and regulations as outlined in the NSC Handbook. A tiered membership will be constructed and voted on at the discretion of the Board. Once approved it will be posed to the membership for a vote.

### **Section 3.4 Voting**

Each household has a maximum of two votes provided that each member is over eighteen and in good financial standings with the NSC.

### **Section 3.5 Suspensions of Exclusion from Membership**

The Corporation shall have the power by act of its Board of Governors to exclude from membership any member, who does not follow the reasonable and lawful requirements of the laws, rules and regulations duly made by the Corporation for the governing of its members without liability for an accounting. However, that action toward exclusion from membership shall not be taken until ten (10) day written notice has been provided to the offending member to attend a hearing before the Board of Governors.

### **Section 3.6 Membership Qualifications**

The Board of Governors may from time to time make such rules and regulations with respect to the means of deciding the qualifications and the desirability of admitting applicants to membership as they consider in the best interest of the Club.

## **ARTICLE IV Governance of the Corporation**

### **Section 4.1 Governance of the Corporation**

The property and affairs of the Corporation shall be managed by a Board of Governors and Officers, elected by the membership as provided in the By-Laws. The Board of Governors and Officers shall have full power, and it shall be their duty to conduct the goals of the Corporation.

### **Section 4.2 Membership of the Board of Governors**

The Nile Swim Club Board of Governors is formed of at least fifteen members and no less than 9 members. Remaining legal requirements of the Board of Governors are listed in the organizational bylaws.

The Nile Swim Club Board of Governors is the governing body, overseeing vision, mission, and internal operations of the organization. The Nile Swim Club Governors are elected for two-year terms. Governors will hold overall fiscal and managerial oversight responsibility for the Nile Swim Club. They are charged with the supervision and oversight of the Nile Swim Clubs' mission. The committee handles making decisions, delegating work, and assuring decisions are conducted in the manner intended. Board members serve as ambassadors for the Nile Swim Clubs' mission, inside and outside of organizational commitments.

## **Board Roles and Responsibilities:**

### **Roles:**

1. Determine mission and purposes. It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
2. Select the Executive Director. The board must reach consensus on the executive director's responsibilities and undertake a careful search to find the most qualified individual for the position.
3. Support and evaluate the Executive Director. The board should ensure that the executive director has the moral and professional support he or she needs to further the goals of the organization.
4. Ensure effective planning. Boards must actively take part in an overall planning process and aid in implementing and monitoring the plan's goals.
5. The board's responsibility is to decide which programs are consistent with the organization's mission and check their effectiveness.
6. Ensure adequate financial resources. One of the board's foremost responsibilities is to supply adequate resources for the organization to fulfill its mission.
7. Protect assets and supply financial oversight. The board must aid in developing the annual budget and ensuring that proper financial controls are in place.
8. All board members have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.
9. Ensure legal and ethical integrity. The board handles adherence to legal standards and ethical norms.
10. Enhance the organization's public standing. The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.

### **Responsibilities**

- Serve as a leading ambassador of the Nile Swim Clubs' mission, programs, and services.
- Agree to a two-year board term with the option of renewal for two consecutive terms.

- Election of Board Officers
- Regularly attend and prepare for monthly Board meetings and important related meetings.
- Commit to professional development (one or two training courses are recommended per year either through the Nile Swim Club or other organizations).
- Be a current member of the Nile Swim Club.
- Volunteer for and willingly accept assignments and complete them thoroughly and on time.
- Serve on at least one sub-committee, preferably as a chair, and attend committee meetings.
- Make a serious commitment to take part actively in Board and other Nile Swim Club work.
- Prepare and approve necessary organizational policies.
- Commit to an annual philanthropic commitment as determined by the individual board member and fundraise/recruit members on behalf of the organization.
- Participate in annual self-evaluation of personal board service.
- Participate in hiring and oversight process of the Executive Director.
- Be knowledgeable about the Nile Swim Clubs' mission, vision, programs, and events.
- Stay informed about Board matters, prepare themselves for meetings, and review and comment on issues of importance.
- Participate in creation of strategic plan and conduct annual review of the strategic plan.
- Get to know other Board members and Nile Swim Club stakeholders and build a collegial working relationship that contributes to consensus.
- Respond to requests for feedback or decisions between meetings promptly.
- Understand financial statements or commit to learning about nonprofit financial oversight.

## **Article V Board of Governors**

### **Section 5.1 Nomination of the Board of Governors**

Nominations for the Board of Governors shall be made by the Nominating Committee. The notice of the annual meetings sent to the active membership shall state the names of the nominees for Director and shall include reference thereto if any nominee is an incumbent. Nominations, properly seconded, may be made from the floor at the annual meeting of the active membership. Only active members shall be eligible to serve on the Board of Governors.

## **Section 5.2 Qualifications of Governors and Officers.**

Each Governor and Officer shall be an individual at least 21 years of age who must be a financial member of the Nile Swim Club. In electing Governors and Officers, the Members shall consider each candidate's willingness to accept responsibility for governance including availability to take part actively in Board activities, areas of interest and ability, and experience in organizational and community activities. The qualifications of the NSC Board Members shall be to:

- Three-year engagement with the Nile Swim Club (e.g., partnership, membership, content providers)
- Current on all Nile Swim Club financials
- Must agree to the financial and service commitment of the Board, including child abuse clearances.
- Must be an active committee member for one year.
- Interest in and willingness to support the Nile Swim Clubs' goals and objectives.
- Initiative
- Integrity
- Analytical ability
- Sensitivity and awareness
- Leadership
- Sound decision-making ability
- Planning skills
- Ability to organize and monitor work.
- Collaborative
- Ability to easily use email and other technology such as cloud services.
- Commitment to open and honest communication
- Board members may serve as: Officers (See Above), President, Vice-President, Treasurer, Recording Secretary, Financial Secretary, Correspondence Secretary.

### **The Responsibilities of the NSC Board of Directors shall be to:**

- Serve as a leading ambassador of the Nile Swim Clubs' mission, programs, and services.
- Agree to a two-year board term with the choice of renewal for two consecutive terms.
- Regularly attend and prepare for monthly Board meetings and important related meetings.
- Commit to professional development (one or two training courses are recommended per year either through the Nile Swim Club or other organizations).
- Be a current member of the Nile Swim Club.

- Volunteer for and willingly accept assignments and complete them thoroughly and on time.
- Serve on at least one sub-committee, as a chair, and attend committee meetings.
- Make a serious commitment to take part actively in Board and other Nile Swim Club work.
- Prepare and approve necessary organizational policies.
- Commit to an annual philanthropic commitment as decided by the individual board member and fundraise/recruit members on behalf of the organization.
- Participate in annual self-evaluation of personal board service.
- Participate in hiring and oversight process of the Executive Director.
- Be knowledgeable about the Nile Swim Clubs' mission, vision, programs, and events.
- Stay informed about Board matters, prepare themselves for meetings, and review and comment on issues of importance.
- Participate in creation of strategic plan and conduct annual review of the strategic plan.
- Get to know other Board members and Nile Swim Club stakeholders and build a collegial working relationship that contributes to consensus.
- Respond to requests for feedback or decisions between meetings promptly.
- Understand financial statements or commit to learning about nonprofit financial oversight.

Board members may also serve as after all qualifications are meant Officers (See Below), Chair, Vice-Chair, Recording Secretary, Correspondence Secretary, Financial Secretary or Treasurer.

### **Section 5.3** Job Descriptions of Officers

#### Board President

In addition to the member-at-large responsibilities and in accordance with the organizational bylaws, the Board President shall ensure that a member of the Board of Directors facilitates all meetings. The Board President shall perform all duties customary to the office of the President: Ensure facilitation of board meetings after developing the agenda with the Executive Director.

- Actively recruits new board members and helps to keep current board members.
- Partners with the Nile Swim Clubs' board members, advisors, and volunteers in achieving the organization's mission.
- Supplies leadership and direction to the Nile Swim Clubs' Board of Governors.
- Encourages transparent communication between all Board members.
- Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.

- Participates in the creation and implementation of the strategic plan.
- Ensures that timelines are met and that parties are accountable for their responsibilities within the strategic plan.
- Encourages board participation in the strategic planning process.
- Communicates as needed with committee chairs to ensure action items are met and that activities are in-line with the mission and vision.
- Discusses issues affecting the corporation with the Board and any other relevant parties.
- Represents the Nile Swim Club as an ambassador for the mission at events and other activities.
- Monitors financial planning and financial reports.
- Serves as primary financial signatory for the corporation.
- Plays a leading role in revenue generation activities including cultivation and stewardship.
- Annually encourages evaluation of the board and the performance of the organization and its mission.
- Approves committee chairs and charges committees with work as it relates to the strategic plan.

#### Board Vice President

In addition to the member-at-large responsibilities and in accordance with the organizational bylaws, the Vice President shall serve in the President's place in the event the President is unable to serve or perform duties delegated to the President. The Vice President may have such added duties as delegated to him or her by the Board of Governors or the President:

In absence of President, the Vice President will coordinate the facilitation of board meetings, ensures agendas and minutes are distributed, and implements the strategic plan.

- Reports to the Board President.
- Works closely with the Board President, board members, and organizational staff.
- Helps the Board President to develop and implement office transition plans.
- Performs other responsibilities as assigned by the board.
- Serves as Governance Committee Chair as appropriate.
- Actively recruits new board members and helps to keep current board members.
- Supplies leadership and direction to the Board of Governors.
- Ensures transparent communication between all Board members.

- Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
- Represents the Nile Swim Club as an ambassador for the mission at events and other activities.
- Plays a leading role in revenue generation activities.

### Board Treasurer

In accordance with organizational bylaws, the Treasurer is primarily responsible for overseeing the Nile Swim Clubs' finances. In addition to the board member-at large responsibilities, the Board Treasurer has the following tasks:

Oversees all revenues, expenses, and creates financial statements (balance sheet, income statement, and cash flow statement) and communicates this information to the Board on a quarterly basis.

- Works with the Nile Swim Clubs' staff and board to create the Nile Swim Clubs' budget draft and seeks approval from the board on annual budget.
- Ensures development and board review of sound fiscal policies and procedures.
- Acts as an official signer on the Nile Swim Clubs' bank account and collaborates with Executive Director on large monetary distributions.
- Oversees any financial agreements.
- Participates in revenue generation activities including cultivation and stewardship.
- Serves as the chair of the finance committee where applicable.
- In cooperation with the board officers, accepts responsibility for filing annual tax forms as required by the state or the IRS.
- Supplies a full financial report to the board of directors annually.

### Board Recording Secretary

The Recording Secretary is primarily responsible for coordinating the recording of board meeting minutes and keeping organizational documents and records. In addition to the member-at-large responsibilities and in accordance with the organizational bylaws, the Secretary shall be responsible for:

- The Recording Secretary should be prepared to call attention to policies and procedures during board meetings and decision-making processes to ensure that the board is transparent, ethical, and compliant.
- Maintaining board records and ensuring effective management of the organization's records.
- Managing board meeting minutes: Collect and send a draft of the minutes to the President for approval and then send on to the rest of the Board. Minutes should reflect the



activities of meetings in an objective manner, without unnecessary commentary. They should include the following information:

- Who is present and absent?
  - Agenda
  - Items discussed.
  - Key issues raised.
  - Votes and action items and
  - Any other relevant information
- Ensuring the prompt distribution of minutes to members within 48 hours of after each meeting.
  - Maintaining sufficient familiarity with legal documents (articles, by-laws, IRS letters) to reference, when necessary, in board meetings.
  - Maintaining a chart of starting and ending dates for each Board member.

#### Board Corresponding Secretary

The Corresponding Secretary is primarily responsible for dealing with correspondence on the part of the Nile Swim Club. In addition to the member-at-large responsibilities and in accordance with the organizational bylaws, the Correspondence Secretary shall be responsible for:

- Maintains communication with members of the NSC.
- Maintains communication with those outside entities, inclusive of business partners, financial institutions, creditors, and officers of other entities.
- Presents the public voice of the NSC.
- Receives all correspondence and materials on behalf of the NSC.
- Aids in managerial duties as needed.

#### Financial Secretary

- Works closely with the treasurer and other financial officers in handling NSC funds
- Keeps a record of all NSC funds collected, deposited, and disbursed.
- Prepares monthly and annual financial reports.

In the absence of the Secretary at any meeting, a secretary *pro tempore* shall be assigned by the presiding Officer.

#### **Section 5.4 Number and Election of Governors.**

- a) The Board shall consist of the officers specified by title in Section 4.2 for a total of 6 (six) members of the Executive Board and no more than nine (9) Governors.

- b) Governors shall be shown into two classes for election purposes: (eg, one class of 6 (six) elected in even years, and one class of 9 (nine) elected in uneven years)

### **Section 5.5 Resignation/Removal**

- a) Resignation-Any Governor may resign office at any time, such resignation is to be made in writing and to take effect at once or at such subsequent time said in such writing. Any Governor who ceases to meet the eligibility requirements contained in application law or in the Bylaws to serve as Governor forthwith shall resign his or her office, such resignation to in writing and to take effect at once.
- b) Removal-Any Governor may be removed, with or without cause, by the affirmative vote of at least two-thirds (2/3) of the Governors then in office taken at any regular or special meeting, provided that each Governor has been given at least ten (10) days written/electronic notice that such action is to be considered at such meeting. The members (as such) shall not have the right or power to remove a Governor.

### **Article VI Meetings of the Board of Governors**

**Section 6.1** Meetings of the Board of Governors shall be held at such time and place as the majority of the Board of Governors may decide at least once a month.

#### **Section 6.2 Notice of Meeting of the Board of Governors**

Written notice of every regular meeting of the Board of Governors shall be given to each Governor at least five (5) days prior to the day named for the meetings. Special meetings, however, may be called upon three (3) days' notice in writing, signed by the party authorized to call the meeting and indicating the time, place of meeting and briefly describing the business to be considered at the meeting. Written notice of both regular and/or special meetings of Governors may be waived in writing, however, and when so waived, such meetings shall be considered to have been held in strict compliance with the By-Laws.

#### **Section 6.3 Adjourned Meetings**

When a regular or special meeting of the Board of Governors is adjourned, it shall be necessary to give notice of the adjourned meeting or the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which an adjournment is taken.

#### **Section 6.4 Quorum**

Two thirds (2/3) of the Board of Governors in office shall be necessary to constitute a quorum for the transaction of business and at the acts of majority of the Governors present at a meeting, at which a quorum is present, shall be acts of the Board of Governors; provided, that if all Governors shall severally or collectively consent in writing to any action to be taken by the Corporation. One or more Governors may take part in a meeting of the Board of Governors by conference telephone or similar communications equipment by which all persons taking part in the meeting can hear each other.

#### **Section 6.5 Presiding Officer at Meetings and Recording of Minutes Thereof**

Meetings of the Board of Governors shall be presided over by the President. In his/her absence, the Vice President shall preside, and if neither the President nor Vice president is present, the Governors present shall elect a presiding officer for such meetings. The Recording Secretary, or in his/her absence a Governor appointed by the presiding officer, shall record the minutes of the meetings of the Board of Governors.

#### **Section 6.6 Power to Make Executive Decisions for the Club**

The Board of Governors shall have the power to make or authorize all purchases necessary or described for the operation of the Club, and to employ, or to authorize the employment of all employees and to do or cause to be done all other things necessary for the operation and maintenance of the Club, and to fix the compensation of the employees.

#### **Section 6.7 Power to Make Rules for the Use of Club**

The Board of Governors shall prescribe the rules for the government and use of the facilities and perform such other duties as they in their discretion may deem to be for the best interest of the corporation, provided however, that they shall not alienate or mortgage any of the property of the corporation without the authority of the active members given by majority vote of those voting at an annual meeting or a special meeting.

#### **Section 6.8 Report to Active Members**

The Board of Governors shall submit to the active members at each annual meeting a report showing the state of membership and finances, setting forth the transactions of a calendar year.

#### **Section 6.9 Supervision over Committees**

The Board of Governors shall have supervision over all committees and power to direct their effort and to alter or amend any rules or regulations prescribed by any committee.

#### **Section 6.10 Bonding of Officers and/or Employees**

The Board of Governors shall secure the fidelity of the Treasurer of the Club and shall secure the fidelity of all the officers, assistant officers, or employees, by bond or otherwise, and in such amount as shall be considered proper.

#### **Section 6.11 Annual Audits**

The Board of Governors shall require an audit to be made of the accounts of the Corporation for the calendar year. This audit is to be given at the annual meeting of the active members. Such annual audits shall be made by independent accountants engaged for the purpose by the Finance Committee appointed by the President.

### **ARTICLE VII Disposition of Records**

All outgoing officers, members of the Board of Governors and committee chairpersons shall turn over all records to the Recording Secretary by January 31 of the following year within thirty (30) days after leaving office.

## **ARTICLE VIII**

### **Section 8.1 Compensation of Governors**

Officers of the Corporation and Members of the Board of Governors shall receive no compensation as such.

### **Section 8.2 Reimbursements of Governors or Officers for Expenses Incurred**

Each Governor and Officer of the Corporation shall be reimbursed by the Corporation for proper expenses incurred by him/her in the discharge of proper functions of the Corporation.

### **Section 8.3 All Officers and Agents Duties in General**

All Officers and Agents of the Corporation as between themselves and the Corporation shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in the By-Laws, or as may be determined by resolution of the Board of Governors.

## **ARTICLE IX Meetings of the Corporation**

### **Section 9.1 Annual Meetings**

- a) **Annual Meetings** -- The annual meeting of the Corporation shall be at such time as may be decided by a resolution of the Board of Governors.
- b) **Failure to Hold Annual Meeting** - Failure to hold the annual meeting at the designated time shall not work any forfeiture or dissolution of the Corporation, but if the annual meeting shall be called and held within six (6) months after the designated time, any member shall call such meeting.

### **Section 9.2-Special Meetings**

- a) **Special Meetings** - Special meetings of the members may be called at any time by the President of the Board of Governors.
- b) **Secretary's Duty to Issue Call for Special Meetings** - At any time upon electronic request of the President or Board of Governors, it shall be the duty of the Corresponding Secretary to call a special meeting, not less than ten (10) days, or more than thirty (30) days after receipt of the request. If the Corresponding Secretary shall neglect or refuse to issue such a call, the Board of Governors or President shall do so.
- b) **Secretary's Duty to Issue Call for Special Meetings** - At any time upon written request (via electronic mail) of the President or Board of Governors, it shall be the duty of the Corresponding Secretary to call a special meeting, not less than ten (10) days, or more than thirty (30) days after receipt of the request. If the Corresponding Secretary shall neglect or refuse to issue such a call, the Board of Governors or President shall do so.

### **Section 9.3 Place of Meetings**

Meetings of the members shall be held at such places in the Delaware County Area as the President or Board of Governors may appoint in the call for the meeting.

#### **Section 9.4 –Notice of Meeting to be Sent to Active Members**

Written notice which shall be satisfied by electronic mail to an address supplied by a member for that purpose shall be given to each member of record entitled to vote at the meeting at least five (5) days prior to the meeting unless a greater period of notice is needed elsewhere in the Bylaws.

#### **Section 9.5 Adjourned Meetings**

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or business to be transacted other than by announcement the meeting such adjournment is taken.

#### **Section 9.6 Quorum**

- a) A quorum at a meeting of the active members consists of 25% of such members entitled to vote at a meeting, provided that all active members of the Corporation have been notified as prescribed in Article VI Section 6.4.
- b) The active members present at a duly organized meeting can continue to do business until adjournment despite the withdrawal of enough active members to leave less than a quorum.
- c) A meeting of the active members duly called shall not be organized for transaction of business unless a quorum is present.
- d) If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided in these Articles, adjourn the meeting to such time and place as they may determine; but in the case of any meeting called for the election of Governors, those who attend the second of such adjourned meeting, although less than a quorum as fixed in this Article, shall nevertheless constitute a quorum for the purpose of electing Governors.

#### **Section 9.7 Transparency of Records**

Upon request of an active member, the books or records of membership shall be produced at any general or special meetings of the Corporation.

#### **Section 9.8 Challenge of Right to Vote**

If at any meeting, the right of any person to vote is challenged, the presiding officer shall require the books or records of the Corporation be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be active members vote.

### **ARTICLE X Committees of the Corporation**

#### **Section 10.1 Standing Committee**

The standing committees are appointed by the President with the approval of the Board of Governors shall be:

- a) Finance Committee
- b) Operations Committee
- c) Membership Committee
- d) Improvements Committee
- e) Resource Development and Fundraising Committee

### **Section 10.2 Chairman of the Committee**

A Governor shall function as Chairperson of each of the standing committees.

### **Section 10.3 Finance Committee**

- a) The Finance Committee shall consist of a Treasurer, Financial Secretary, and at least two (2) active members.
- b) The Finance Committee shall prepare financial studies on such projects as may be assigned to it by the Board of Governors and shall conduct all financing of the corporation. c) Submission of Budgets - The Finance Committee shall give to the Board of Governors at least thirty (30) days before the annual meeting a budget holding provisions for all expected expenditures of the Corporation for the forthcoming year.

### **Section 10.4 Operations Committee**

The Operations Committee shall consist of a Chairperson and at least two (2) active members. The Operations Committee shall:

1. Recommend for employment properly qualified pool attendants, suggesting job description, rate of pay, and specific duties and functions of each employee.
2. Recommend the rules and policies governing the operation of the Club, including times of opening, and closing, conduct of membership and guests while using the facilities of the Club.
3. Monitor the performance of the manager and acting on all complaints affecting the employees with recommendations to the Board of Governors,
4. Act on all complaints about the use of the facilities by other than members: reporting the same to the Board of Governors, together with recommendations.
5. Recommend procedures for custodial care of building, grounds, other facilities, and equipment.
6. Recommend procedures for the proper maintenance of the pool and pool facilities to ensure the safety and general welfare of the membership.

7. Recommend to the Board of Governors all estimates for repairs for maintenance of the Club facilities,

8. Have weekly examinations made of water and pool facilities, buildings, rounds, and other general operations and report the results to the Board of Governors.

### **Section 10.5 Membership Committee**

The Membership Committee shall consist of a chairperson and at least two (2) active members the committee shall:

1. Shall plan and direct each year's campaign for recruiting new members if needed to fill the membership quota.

2. Shall plan and recommend the budget needed for the execution of any membership recruiting operations.

3. Shall each year recommend incentives for early payments of fees by members.

4. Shall oversee the preparation of the early invoices for the membership; and upon approval by the Board of Governors, shall set the date for sending invoices.

### **Section 10.6 Improvement Committee**

The Improvement Committee shall consist of a chairperson and at least two (2) active members the committee shall:

1. Plan all improvements to the Club Property. Such plans, accompanied by cost estimates, must be given to the Board of Governors for approval.

2. Plan for three (3) specific areas of improvements; namely, the pool and the pool facilities, the grounds, and the buildings.

### **Section 10.7 Resource Development and Fundraising Committee**

The RD&F Committee shall have direct responsibility for grant writing, donor solicitation and unique events. The committee will have oversight of the specifics associated with fundraising, member engagement and social impact. All recommendations shall be voted on and approved by the Board of Governors.

1. Advise the Board on fundraising activities and strategic development

2. Establish Policies and Procedures as appropriate to ensure compliance with all government rules and regulations

3. Develop plans and proposals related to fundraising (e.g., donor solicitation, sponsorship, and activities)

4. Work with finance committee defining short and long- term funding needs

5. Annually submit strategic plans associated with the planning and budgeting process to the Board

## **ARTICLE X1 Financial Activities**

### **Section 11.1 Financing Activities**

The Incorporators may seek loans from financial institutions in the area from time to time. All such loans will be used to buy land, expand the pool and building structure and to further the goals of the Corporation.

### **Section 11.2 Fiscal Year of the Corporation**

The fiscal year of the Corporation shall be the period from January 1 to December 31. Membership fees will be assessed and paid for the season based on membership status as of the first day of January of each year. The fees for all classified members shall be set annually by the Board of Governors.

## **ARTICLE X11 Dissolution of the Corporation**

### **Section 12.1 Distribution of Liquidation of Corporation**

If the dissolution or liquidation of the Corporation, after the payment of all debts and liquidation of all liabilities, the assets of the Corporation shall be distributed of as followed:

b) After all outstanding debts have been paid, all remaining assets shall be assigned to local charities or non-profit community projects, as selected by the Board of Governors at the time of dissolution.

## **ARTICLE X111 Amendments to the Bylaws**

### **Section 13.1 Amendments to By-Laws**

Amendments to these By-Laws or any portion hereof, may be made at any annual meeting or at any other regularly called meeting of the membership by a two-thirds vote of the active members present, provided that the proposed amendments shall have been previously approved by the Board of Governors, or by 51% of active members in writing and that notice of the proposed amendment, with a copy of the amendment, shall have been mailed to each active member at least five (5) days before each meeting.

**Adopted: June 1958 Amended: January 1965 Amended: September 2020: Amended: October 2022**

\*\*\*\*END\*\*\*\*