

# **THE NILE SWIM CLUB of YEADON**

## **BY-LAWS**

### **ARTICLE I**

#### **Section 1.1 Name**

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 1.2 Principal Office**

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

#### **Section 1.3 Purpose and Objectives of the Corporation.**

The purpose and objectives 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 operate 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 II**

### **Section 2.1 Government 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 carry out the objectives of the Corporation.

### **Section 2.2 Membership of the Board of Governors**

The Board of Governors shall consist of the President, Vice President, Corresponding Secretary, Membership Secretary, Recording Secretary, Financial Secretary and Treasurer, plus nine (9) Governors to be selected in accordance with these By-Laws. Governors shall be elected for a two-year term. There shall be four (4) Governors elected in uneven years and five (5) in even years.

**(The terms of 12 out of the 13 board members ends in 2020. 4 or 5 Governors need to stay on for 3 years to bring this bylaw into compliance. This would be for this year only. )**

### **Section 2.3 Election and Term of Office**

The Board of Governors shall be elected at an annual meeting of the active members and shall serve for a term of two (2) years or until their successors are elected and qualified. The outgoing President shall become an honorary non-voting member of the Board of Governors for a period of two (2) years.

### **Section 2.4 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 Governor 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. Active members only shall be eligible to serve on the Board of Governors.

### **Section 2.5 Meetings of the Board of Governors**

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 2.6 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 deemed to have been held in strict compliance with the By-Laws.

### **Section 2.7 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 2.8 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 Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

## **Section 2.9 Declaring Vacation Office of Governor or Officer**

Governors may declare vacant the office of a Governor or Officer if he/she is declared of unsound mind by an order of the court, or convicted of a felony, or if within sixty (60) days after notice of his/her election he/she does not accept such office whether in writing or by attending a meeting of the Board of Governors, or if he/she ceases to be an active member, or if he/she is absent from three (3) consecutive regular meetings of the Board of Governors without giving proper notice or a plausible excuse, or for other proper cause. Governors are considered in attendance via telephone conference. However, when such action is contemplated, the offending Governor or officer shall be given ten (10) days' advance notice in writing of the meeting at which such action is contemplated.

## **Section 2.10**

### **Filling Vacancies**

Vacancies in the Board of Governors shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a Governor until the next annual meeting.

**The terms of 12 out of the 13 board members ends 2020. 4 or 5 Governors need to be on for 3 years to bring this bylaw into compliance. This would be for this year only(2020).**

## **Section 2.11 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 2.12 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 2.13 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 2.14 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 2.15 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 2.16 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 of the officers, assistant officers or employees, by bond or otherwise, and in such amount as shall be deemed proper.

## **Section 2.17 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 to be submitted 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.

### **Section 2.18 Resignation/Removal**

- a) Resignation-Any Governor may resign office at any time, such resignation to be made in writing and to take effect immediately or at such subsequent time stated 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 be made in writing and to take effect immediately.
- 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 III**

### **Section 3.1 Officers**

The Officers of the Corporation shall consist of a President, Vice President, Recording Secretary, Corresponding Secretary, Membership Secretary, Financial Secretary, and a Treasurer and such Assistant Officers and Agents as the needs of the Corporation may require. Each year officers are expected to make a monetary donation of \$500 or volunteer 50 hours per season @ \$10 an hour or a combination of \$250 and 25 hours.

### **Section 3.2 Nomination of Officers**

Nominations of Officers shall be in the same manner prescribed for the Board of Governors. (See Section 4 of Article II of the By-Laws).

### **Section 3.3 Election of Officers**

The officers shall be elected at the annual meeting of the active members and shall serve for a term of two (2) years until their successors are elected or have been installed. Active members only shall be eligible to serve as officers of the Corporation. The Office of President is restricted to two (2) consecutive terms. One (1) term of absence is required before such an officer may be reelected.

### **Section 3.4 Vacancies**

Any vacancy among the officers shall be filled by appointment made by the Board of Governors. The appointee shall serve the unexpired term.

### **Section 3.5 Duties of the President**

a) The President shall preside at all meetings of the Board of Governors and membership;

he/she shall, in conjunction with the Recording Secretary, sign all contracts and papers relating to the affairs of the Corporation; he/she shall make all appointments to committees subject to confirmation by the Board of Governors, and shall be an ex-officio member of all committees, and shall perform all other acts properly belonging to his/her office, including executive supervision of all activities of the Club and of the employees thereof.

b) The President may authorize expenditures and payment for current operating supplies and equipment other than fixed assets without prior approval of the Board of Governors, when the funds authorized to be expended have already been included in a budget approved by the Board of Governors, provided that not more than One Thousand Dollars (\$1,000.00) may be so expended on any one (1) order or project, and that all bills for such expenditures shall be presented to the Board of Governors at the next regular meeting,

### **Section 3.6**

## **Duties of the Vice-President**

The Vice President shall assume all responsibilities, duties and obligations of the President during his/her absence of the President.

## **Section 3.7**

### **Duties of the Recording Secretary**

- a) The Recording Secretary shall make and keep the minutes of all meetings of the Board of Governors and of meetings of the active members and shall be prepared to present the minutes at the next or at future meetings, if required.
- b) Attesting Signatures - The Recording Secretary shall attest the signatures of officers of the Corporation when required on contracts or other papers relating to the affairs of the Corporation and shall have custody of the Corporate Seal.
- c) The Recording Secretary shall be responsible for keeping in order all records including financial records which shall be passed on to each new Recording Secretary.

### **Section 3.8 Duties of the Corresponding Secretary**

- a) The Correspondence Secretary shall conduct all official correspondence of the organization.
- b) The Corresponding Secretary shall issue calls for meetings with the proper notice at the request of the person or persons authorized to call meetings.

### **Section 3.9 Duties of the Membership Secretary**

- a) The Membership Secretary in conjunction with the treasurer and financial secretary shall maintain a membership database containing the names and addresses of members, and in any case wherein the membership has been terminated, suspended or changed,



facts as to reasons for changes shall be recorded, together with the dates of changes, as shall be required by the Board of Governors.

b) Issuance of Membership Cards - The Membership Secretary shall release the membership cards of the Club and maintain the records of the persons to whom these cards have been issued.

### **Section 3.10 Duties of the Treasurer**

a) The Treasurer shall maintain a record of all financial transactions of the Corporation and be prepared to render an accounting at any meeting of the membership or Board of Governors as may be requested, in conjunction with the Financial Secretary,

b) Receipt and Deposit- the Treasurer shall be responsible for the receipt of all monies due the Corporation and deposit of the same in banking institutions approved by the Governors.

c) Bank Charges - The Treasurer is authorized to pay any charges imposed by the designated banking institutions for services rendered if he/she deems these charges to be proper ones.

d) Signing Checks - The Treasurer shall make disbursements on approved billings and vouchers. All checks will be signed by two (2) of the following; the President, the Recording Secretary, and/or the Treasurer.

e) Advances to Officers or Governors - The Treasurer will, when authorized by the President, advance, not to exceed Five Hundred Dollars (\$500.00) to any officer, governor, or committee chairman of the Corporation who is required to make a purchase for cash. In each instance, the Treasurer shall require an accounting from the person receiving such cash.

### **Section 3.11 Duties of the Financial Secretary**

a) The Financial Secretary shall maintain a record of all

financial transactions of the Corporation and be prepared to render an accounting at any meeting of the membership or Board of Governors, as may be requested in conjunction with the Treasurer.

b) Maintenance of Records -- The Financial Secretary shall maintain such other records as may be required in conjunction with the Treasurer.

### **Section 3.12 Disposition of Records**

All outgoing officers, members of 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 IV**

### **Section 4.1 Compensation of Governors**

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

### **Section 4.2 Reimbursements of Governors or Officers for Expenses Incurred**

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

### **Section 4.3 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 V**

### **Section 5.1 Election of Members**

Families desiring to become members in the Nile Swim Club of Yeadon must be approved by the Board of Governors.

### **Section 5.2 Number of Members**

The Club shall be limited to One Thousand (1,000) members.

### **Section 5.3 Members**

By definition, a member is a person in good financial standings with the Nile Swim Club per respective year. Members are expected to actively participate in events sponsored by NSC committees and approved by NSC Board of Governors. It is also expected that members will be regular active participants on committees to assist 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. Once the Nile is financially sound, the board will construct and vote on a tiered membership. Once approved it will be presented to the membership for a vote.

### **Section 5.4 Voting**

Each household has a maximum of 2 votes provided that each member is over 18 and in good financial standings with the NSC.

### **Section 5.5 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 fails to comply with 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) days' written notice has been given the offending member to attend a hearing before the Board of Governors.

## **Section 5.6 Membership Qualifications**

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

## **ARTICLE VI**

### **Section 6.1**

**a) Annual Meetings** -- The annual meeting of the Corporation shall be at such time as may be determined by a resolution of the Board of Governors.

**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 6.2**

- 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 6.3 Place of Meetings**

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

### **Section 6.4 - Written 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 required elsewhere in the Bylaws.

### **Section 6.5 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 6.6**

#### **Quorum**

a) A quorum at a meeting of the active members consists of twenty-five (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 notwithstanding 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 6.7 Transparency of Records**

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

### **Section 6.9 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**

## **VII**

### **Section 7.1**

#### **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) Program  
Publicity

### **Section 7.2 Chairman of the Committee**

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

### **Section 7.3 Finance Committee**

a) The Finance Committee shall consist of a Treasurer, Financial Secretary, and at least two (2) active members.

b) 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 submit to the Board of Governors at least thirty (30) days before the annual meeting a budget containing provisions for all anticipated expenditures of the Corporation for the forthcoming year.

### **Section 7.4 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 time 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 reporting the results to the Board of Governors.

### **Section 7.5 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 7.6 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 submitted 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 7.7 Program-Publicity Committee**

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

1. Arrange for, publicizing and supervising the recreational and social program of the Club.

2. Provide all publicity relating to the activities of the Club;

3. Recommend and plan fund raising activities, upon approval of the Board of Governors.

## **ARTICLE VIII**

### **Section 8.1 Financing Activities**

The Incorporators are authorized to seek loans from members and friends in the area from time to time. This money will be used to purchase land, expand pool and building structure and to further the objectives of the Corporation.

## **Section 8.2 Fiscal Year of the Corporation**

The fiscal year of the Corporation shall be the period from January 1 to December 31. Membership fees shall be assessed and paid for the season on the basis of 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 IX**

### **Section 9.1 Distribution of Liquidation of Corporation**

In the event of 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 disposed of as followed:

b) After outstanding debts have been paid 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 X**

### **Section 10.1 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**

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