

## **Proposed Changes to WGSC By Laws August 2021**

### **Article III – Membership**

*Section 3.3 (C) Care Dependent Member Definition Added:*

- C. Care Dependent Members: A child of an Active member 23 years of age and above living in the same household due to a documented disability.

*Section 3.4 changed from:*

3.4 Active members shall be permitted to have guests as prescribed in Article VIII.

*To*

3.4

Members of an Active Family Unit shall be permitted to have guests as prescribed in Article VIII.

*Section 3.5 changed from*

3.5 A. The number of active family memberships shall be established at 300 active family units. At the discretion of the Board of Directors, total active family memberships may be increased to a maximum of 350.

*To*

3.5

The number of annual memberships shall be established at 300 Active Family Units. At the discretion of the Board of Directors, total Active Family Units may be increased to a maximum of 350.

*Section 3.6 changed from:*

3.6 Any member of the Club may withdraw from Membership in the Club at any time subject to the provisions of Article TX, Section 9.3, and there shall be no refund of the current year's dues.

*To*

3.6

Any member of the Club may withdraw from Membership in the Club at any time, and there shall be no refund of the current year's dues as prescribed in Article IX, Section 9.1.

## **Article IV – Government**

*changed from:*

### 4.1

The management of the affairs of the Corporation shall be vested in a Board of Directors. The Board of Directors, in addition to its customary and general powers, shall direct the investment and care of the funds and property of the corporation; shall make appropriations for specific purposes; shall fill vacancies in the offices of the Club and in Board of Directors. Officers and Directors so appointed shall serve until the next annual meeting. The Board of Directors shall cause an annual audit to be made and a report thereof rendered. The Board of Directors shall consist of up to twelve (12) members duly elected by the membership at the regular meeting herein after prescribed in Article VI.

### 4.3

Any member of the Board of Directors, who shall cease to be an "Active" Member of the Club, shall automatically cease to be a member of the Board of Directors.

### 4.4

The Board shall meet monthly. Any member of the Board failing to attend three consecutive regular monthly meetings shall cease to be a member of the Board of Directors, unless excused by a majority vote of the Board of Directors present at that meeting.

### 4.5

A Director may be removed from office for cause, after a hearing by vote of a majority of the entire Board, after a ten (10) day written notice to the offending director to attend a hearing before the Board.

### 4.6

Directors shall not be compensated, nor shall they be excluded from all duties and obligations of membership.

### 4.7

Directors holding the positions of President, Vice President, Treasurer, and Secretary during the last year of their board tenure shall remain as part of the Board in an advisory capacity for a period of one year. As advisors they shall: A. Be informed of all Board meetings. B. Not retain Board voting privilege.

to

#### **4.1**

The management of the affairs of the Corporation shall be vested in a Board of Directors. The Board of Directors, in addition to its customary and general powers, shall direct the investment and care of the funds and property of the corporation; shall make appropriations for specific purposes; shall fill vacancies in the offices of the Club and in Board of Directors. Officers and Directors so appointed shall serve a term as prescribed in Article X 10.6. The Board of Directors shall cause an annual audit to be made and a report thereof rendered.

#### **4.2**

The Board of Directors shall consist of up to eleven (11) members duly elected by the membership at the regular meeting herein after prescribed in Article VI.

#### **4.3**

Any member of the Board of Directors, who shall cease to be an "Active" Member of the Club, shall automatically cease to be a member of the Board of Directors.

#### **4.4**

The Board shall meet monthly. Any member of the Board failing to attend three consecutive regular monthly meetings shall cease to be a member of the Board of Directors, unless excused by a majority vote of the Board of Directors present at that meeting. Notice of a monthly meeting for the Board of Directors shall be made at least twenty-four (24) hours prior to the date scheduled for the meeting. Notice to the last known address or email address of the Board Member as listed on record shall constitute proper notice. Posting of the date, time, and location of the meeting on the Club Calendar, located on the Clubs website at [www.whitpaingreenssc.org](http://www.whitpaingreenssc.org), shall also constitute proper notice.

#### **4.5**

Monthly Board of Director meetings may be opened to members of any Active Family Unit as defined in Article III Section 3.3 by a majority vote of the Board. The Board of Directors reserves the right to meet privately without the general membership present in an Executive Session, as defined below, either prior to the start of or during a monthly Board of Directors Meeting that has been opened to members of an Active Family Unit. Executive Session is defined as a confidential meeting where only Board of Director Members and other person(s) specifically authorized by the Board of Directors are present. When required, the Board of Directors may authorize non-Board of Director Members to attend an Executive Session for the purpose of providing professional guidance and advice to the Board.

#### **4.6**

A Director may be removed from office for cause, after a hearing by vote of a majority of the entire Board, after a ten (10) day written notice to the offending director to attend a hearing before the Board.

#### **4.7**

Directors shall not be compensated, nor shall they be excluded from all duties and obligations of membership. Directors may be reimbursed for expenses incurred in the performance of their duties to the Club, in reasonable amounts, based on policies approved by the Board of Directors.

#### **4.8**

Directors holding the positions of President, Vice President, Treasurer, and Secretary during the last year of their board tenure shall remain as part of the Board in an advisory capacity for a period of one year. As advisors they shall:

- Be informed of all Board meetings.
- Not retain Board voting privilege.

#### **4.9**

No two (2) Active Members from the same nuclear family (i.e., husband and wife, parent and child, grandparent and grandchild, or brother and sister) can hold office at the same time on the Board of Directors.

## **Article V – Officers**

*Section 5.2 changed from:*

5.2 The President shall preside at the meetings of the Club and of the Board of directors. He shall be the administrative officer of the Club. He shall appoint all standing committees. Designating the chairman thereof and all special committees as may be directed. He shall be an ex-official member of all the committees

*To*

5.2

The President shall preside at the meetings of the Club and of the Board of directors. The President shall be the administrative officer of the Club and shall appoint all standing committees. Designating the chairperson thereof and all special committees as may be directed. The President shall be an ex-official member of all the committees.

*Section 5.4 changed from:*

5.4

The Secretary shall send out the notices of the meetings of the Club and of the Board of Directors; shall keep the minutes, and attend to the correspondence pertaining to his office; and shall perform such other duties as may be directed by the Board of Directors.

*To*

5.4

The Secretary shall send out the notices of the meetings of the Club and of the Board of Directors; shall keep the minutes and attend to the correspondence pertaining to his/her office; and shall perform such other duties as may be directed by the Board of Directors.

*Section 5.5 changed from:*

5.5 The Treasurer shall direct keeping the accounts of the Club; collecting its revenues, and payment of bills as approved by the Board of Directors; shall deposit funds of the Club received by him, in the name of the Club, in such depository as may be approved by the Board; shall perform such other duties as directed of him by the Board of Directors. The Treasurer shall be bonded at the expense of the Club.

*To*

## 5.5

The Treasurer shall direct the keeping of Club accounts; collecting its revenues, and payment of bills as approved by the Board of Directors; shall deposit funds of the Club received in the name of the Club, in such depository as may be approved by the Board; shall perform such other duties as directed by the Board of Directors. The Treasurer shall be bonded at the expense of the Club.

### *Section 5.6 (Added)*

## 5.6

Only current members of the Board of Directors may be considered for election as Officers. All Officers must have served at least one (1) year on the Board prior to their election to office. Officers shall be elected for a one (1) year term of office. There are no term limits for re-election to any Officer positions.

### *Section 5.7 (Added)*

## 5.7

All Directors shall be covered under a Directors and Officers Insurance policy paid for by the Club.

### *Section 5.8 (Added)*

## 5.8

Duties and responsibilities of the Officers are outlined in detail in the Board of Directors Policy and Procedure Handbook.

## **Article VI – Club Meetings**

*Section 6.2 changed from:*

6.2 The Annual Meeting shall be held for the purpose of electing Directors, as is hereinafter set forth; for the presentation of reports from the Secretary, Treasurer and all committee chairmen and for the transaction of such other business as may be indicated in the notice or as may be presented.

*To*

6.2

The Annual Meeting shall be held for the purpose of electing Directors, as is hereinafter set forth; for the presentation of reports from the Secretary, Treasurer, and all committees and for the transaction of such other business as may be indicated in the notice or as may be presented.

*Section 6.4 Changed from:*

6.4 Written notice of every meeting shall be given to each member of record entitled to vote at the meeting, at least ten (10) days prior to the date scheduled for the meeting. Notice to the last known address of the stockholder as listed on record shall constitute proper notice.

*To*

6.4

Notice of every meeting shall be given to each member of record entitled to vote at the meeting, at least ten (10) days prior to the date scheduled for the meeting. Notice to the last known address or email address of the stockholder as listed on record shall constitute proper notice. Posting of the date, time, and location of the meeting on the Club Calendar, located on the Clubs website at [www.whitpaingreenssc.org](http://www.whitpaingreenssc.org), shall also constitute proper notice.

## Article VII – Committees

*Changed from:*

### Article VII — Committees

7.1 The following committees shall include the following: Finance Committee, Operating Committee, Membership Committee, Planning and Improvements Committee, and Recreation Committee. Only Directors shall be Chairmen of Standing Committees. All Committees shall have, in addition to the duties prescribed, such other duties as may be assigned by the Board of Directors.

7.2 The Finance Committee shall consist of a chairman and up to four (4) "Active Members", and shall:  
A. Prepare and submit to the Board of Directors, before January 1st of each year, an annual budget providing for all anticipated expenditures of the corporation for the year. B. Make recommendations for the Board of Directors on all fiscal matters.

7.3 The Operating Committee shall consist of a chairman and up to six (6) "Active Members", and shall:  
A. Employ and supervise qualified pool attendants and other personnel required for the safe and proper operation and conduct of activities and functions of the corporation subject to the provisions of Article IV, Section 4.1 of the Constitution. B. Make expenditures for normal operations as authorized in the annual budget. C. Promulgate and enforce rules and regulations governing the use and operation of the swimming pool and other facilities, including the date and time of opening and closing the pool and all the facilities and other duties of members, guests and employees. D. Make a weekly bacteriological examination of the water in the swimming pool and post each weekly report E. Do all things necessary and proper for the safe and proper maintenance care and operation of corporation property, facilities and equipment.

7.4 The Membership Committee shall consist of a chairman and up to four (4) "Active Members", and shall:  
A. Consider the application for approval or disapproval and recommendation to the Board of Directors any applicant for membership in the Club. B. The Membership Committee shall act on each application. A majority vote of the Committee members present at the meeting called to act upon the application shall be required to recommend an applicant to the Board of Directors for membership in the Club.

7.5 The Planning and Improvement/Maintenance Committee shall consist of a chairman and up to four (4) "Active Members", and shall be responsible for:  
A. Planning all major changes in, additions to, and improvements of the property of the Corporation, the facilities, and equipment; submitting plans, estimates, and recommendations to the Board of Directors.

7.6 The Recreation Committee shall consist of a chairman and up to (6) "Active Members", and shall:  
A. Prepare the program of instruction and entertainment, and exercise supervision over same. B. Swim Team chairman will prepare swim team program including activities surrounding the team.

7.7 There shall be such other committees as the President may from time to time appoint.



7.8 The Nominating Committee's duties are prescribed under Article X, Section 10.1 and 10.2

To

## **Article VII - Committees**

### **7.1**

The following standing committees shall include: Finance Committee, Contract/Management Committee, Membership Committee, Planning and Improvements/Maintenance Committee, Social Committee and Swim Team Committee. Directors shall be the chairperson of Standing Committees.

### **7.2 Finance Committee**

The Finance Committee may consist of a chairperson and up to four (4) "Active Members", and shall:

- Prepare and submit to the Board of Directors, before January 1<sup>st</sup> of each year, an annual budget providing for all anticipated expenditures of the Club for the year. Make recommendations for the Board of Directors on all fiscal matters.

### **7.3 Contract/Management Committee**

The Contract/Management Committee may consist of a chairperson and up to four (4) "Active Members", and shall:

- Be responsible for the negotiation of pool management contracts for day-to-day operation of the Club.
- Review all management proposals submitted and make a report to the Board of Directors.
- Formulate rules and regulations governing the use and operation of the swimming pool and other facilities and present same to the Board of Directors for approval.

### **7.4 Membership Committee**

The Membership Committee may consist of a chairperson and up to four (4) "Active Members", and shall:

- Consider the application for approval and recommendation to the Board of Directors any applicant for membership in the Club.
- The Membership Committee shall act on each application. A majority vote of the Committee members present at the meeting called to act upon the application shall be required to recommend an applicant to the Board of Directors for membership in the Club.

### **7.5 Planning and Improvement/Maintenance Committee**

The Planning and Improvement/Maintenance Committee may consist of a chairman and up to four (4) "Active Members", and shall be responsible for:

- Planning all major changes in, additions to, and improvements of the property of the Corporation, the facilities, and equipment; submitting plans, estimates, and recommendations to the Board of Directors.

#### **7.6 Social Committee**

The Social Committee may consist of a chairperson and up to (6) "Active Members", and shall:

- Prepare a program of instruction and entertainment, and exercise supervision over same.

#### **7.7 Swim Team Committee**

The Swim Team Committee shall consist of a chairperson and up to (3) "Active Members", and shall:

- Prepare all swim team programs and activities and exercise supervision over same.

#### **7.8 Nominating Committee**

The Nominating Committee's duties are prescribed under Article X, Section 10.1 and 10.2

#### **7.9 Miscellaneous Committee**

The President may from time to time appoint special committees as the need arises.

## **Article IX – Dues and Fees**

### *Section 9.1 from:*

9.1 The stock in Whitpain Greens shall be no par value in the amount of two hundred fifty dollars (\$250), unless otherwise changed by the Board of Directors. Each Family Unit shall be required to pay the no par value of a share certificated of Whitpain Greens Swim Club Stock. A. In addition to the purchase of stock, all classes of members will be required to pay annual dues, which shall be set by the Board of Directors each year. B. Dues shall be sufficient to provide for the necessary running expenses of the Club and the proper maintenance and improvement of its property. Dues shall be payable as set forth by the Board of Directors. C. Effective for new members who join in the season onward, if a fully bonded new member (i.e., a member holding a stock certificate) becomes inactive due to three consecutive years of non-payment of annual dues, such member will automatically forfeit to the Club the member's stock certificate and the member will not receive a refund of the purchase price. D. In the event the Stockholders do not pay their annual dues, the Board of Directors shall have the power to redeem said Stockholder's stock. E. No dues shall be refunded in the event that pool operations are required to be suspended for any period.

*To*

9.1

The stock in Whitpain Greens shall be no par value in the amount of two hundred fifty dollars (\$250.00), unless otherwise changed by the Board of Directors. Each Family Unit shall be required to pay the no par value of a share certificated of Whitpain Greens Swim Club Stock.

In addition to the purchase of stock, all classes of members will be required to pay annual dues, which shall be set by the Board of Directors each year.

Dues shall be sufficient to provide for the necessary running expenses of the Club and the proper maintenance and improvement of its property. Dues shall be payable as set forth by the Board of Directors.

New members who joined in the 2010 season and onward, if a fully bonded new member (i.e., a member holding a stock certificate) becomes inactive due to three consecutive years of non-payment of annual dues, such member will automatically forfeit to the Club the member's stock certificate and the member will not receive a refund of the purchase price.

In the event the Stockholders do not pay their annual dues, the Board of Directors shall have the power to redeem said Stockholder's stock.

No dues shall be refunded in the event that pool operations are required to be suspended for any period.

No dues shall be refunded if a member withdraws from Membership in the Club at any time as permitted under Article III, Section 3.6.

## **Article X – Nomination and Elections**

*Article X Changed from:*

Article X — Nominations and Elections

10.1 Nominations for the office of Director shall be made by a Nominating Committee consisting of seven (7) "Active Members", appointed by the President.

10.2 The Nominating Committee shall present the names of at least one nominee for each vacancy on the Board of Directors to be voted at the annual meeting. The report of the Nominating Committee shall be forwarded to the stockholders of the Corporations simultaneously with the notice of the scheduled meeting.

10.3 Nominations of the candidates for election to the Board of Directors other than by the Nominating Committee shall be made by letter, signed by at least four (4) members entitled to vote and delivered to the Secretary at least five (5) days prior to the annual meeting.

10.4 Nominations may be made from the floor at the annual meeting. Floor nominations will require the following: A. An appropriate second. B. An acceptance by the nominee (either written and signed in advance and presented from the floor or spoken from the floor by the nominee in person).

10.5 Four (4) Directors shall be elected at the annual meeting. These four (4) shall serve a minimum term of two (2) years. All Committee members shall serve a minimum of two (2) years.

10.6 The registered owner of owners of a stock certificate shall have one (1) vote regardless of the number in the Family Unit.

*To*

## **Article X - Nominations and Elections**

### **10.1**

Nominations for the office of Director shall be made by a Nominating Committee consisting of three (3) "Active Members", appointed by the President.

### **10.2**

A sitting Director whose term is set to expire the following year may not be appointed to the Nominating Committee for that year.

### **10.3**

The Nominating Committee shall present the names of at least one nominee for each vacancy on the Board of Directors to be voted at the annual meeting. The report of the Nominating Committee shall be forwarded to the stockholders of the Corporations simultaneously with the notice of the scheduled meeting.

#### **10.4**

Nominations of the candidates for election to the Board of Directors other than by the Nominating Committee shall be made by letter, signed by at least four (4) members entitled to vote and delivered to the Secretary at least five (5) days prior to the annual meeting.

#### **10.5**

Nominations may be made from the floor at the annual meeting. Floor nominations will require the following:

- An appropriate second.
- An acceptance by the nominee (either written and signed in advance and presented from the floor or spoken from the floor by the nominee in person).

#### **10.6**

The Board of Directors will be elected to two (2) year terms. Effective January 1, 2022, six (6) directors' terms will start January 2022 ending January 2024. The remains five (5) directors will be elected from January 2022 to January 2023. After January 2023 this will allow the eleven (11) directors to be staggered to prevent a full change of the board in one year.

#### **10.7**

The registered owner/owners of a stock certificate shall have one (1) vote regardless of the number in the Family Unit.

## **Article XI – Miscellaneous**

### *Section 11.7 (Added)*

11.7

The board of Directors will maintain a procedures manual to include at a minimum a Sexual Harassment Policy, a Fiduciary Oversight Policy and any other information or procedures deemed necessary by the Board of Directors for the proper operation of the club.