

LAURELWOOD SWIMMING ASSOCIATION

CONSTITUTION

&

BY LAWS

Revision 6.0

Laurelwood Swim Association Shareholders

Shareholders should review the entire packet and bring up points that should be added, deleted, or changed at the ANNUAL SHAREHOLDERS' MEETING.

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Revision	Description	Date	By
0.0	Include are rules, regulations, and policies that have been passed by the Board of Directors in past years that a bearing on the operation of the Pool.	May 31, 1997	
1.0	Special meeting on July 20, 1971, the Board of Directors passed proposal on the holding of private parties by members of the Corporation	July 20, 1971	
2.0	Revise By Laws to address increase in membership as per August Annual meeting and remove Trail Membership class	August 2000	
3.0	Revise to reflect increase in Board membership from September 11, meeting	Nov. 6, 2001	
4.0	Revise to reflect changes voted in at General membership Meetings on July 28 and September 8, 2002	September 2002	
5.0	Revise to reflect changes voted in at General membership Meetings on September 10, 2005	September 10, 2008	Len Gieseler President
6.0	Revise to reflect changes voted in the General membership meeting on March 7, 2009 Article II Membership No. 5 Article IV Organization No. 2	Mach 7, 2009	Len Gieseler President

LAURELWOOD SWIMMING ASSOCIATION

CONSTITUTION

Article I: Organization

This corporation is a non-profit Corporation organized and existing under the laws of the Commonwealth of Pennsylvania and shall be known as LAURELWOOD SWIMMING ASSOCIATION; the purpose shall be to acquire, establish, and maintain a swimming pool; to erect and maintain such other facilities required for the purpose of providing for the furnishing of refreshments, entertaining, and social diversion of its members, and for these purposes to have, possess, and enjoy all the rights, benefits, and privileges of the Act of Assembly and its supplements; that it is an Association that does not contemplate pecuniary gain of profit, incidental or otherwise, to its members.

Article II: Membership

1. Membership in the Corporation shall be evidenced by a share certificate which shall be non- assessable, non-negotiable, non-profit sharing, non-interest bearing, and shall not represent an obligation of the Corporation. Membership in the Corporation shall be acquired by the purchase of one (1) share of stock at a price set by the Board of Directors.
2. No membership shares can be sold except to the Corporation. The Corporation shall have the option to purchase said shares at a price not less than the original sale price of such shares when issued, and to purchase on the same terms such membership shares as may be recalled by the Board of Directors.
3. The Corporation, through its Board of Directors, may revoke the membership and recall the share certificate of any member who fails to comply with lawful and reasonable rules, regulations, and requirements duly enacted by the corporation for the government of its members, or has otherwise so conducted himself so as to give cause for revocation of membership. No membership shall be revoked or certificates recalled except upon a ten (10) days' written notice to the member concerned requesting that he attend a hearing before the Board of Directors. There shall be no appeal to the membership regarding the decision of the Board of Directors concerning the revocation or recall of any certificate or revocation of membership.
4. Except for payment as hereinafter provided, each certificate shall become null and void upon the date that the holder thereof ceases to become a member for any cause. The time and manner in which the holder shall be paid the value of his certificate shall be determined by the Board of Directors; provided, however, that each certificate shall be redeemed in the chronological order in which the memberships terminate and as soon as payment is received from an incoming member.
Members shall be responsible for the payment of all charges or liabilities, including delinquent dues that may be imposed upon or incurred by members or their families to whom privileges of the Corporation shall have been extended, and for all charges and liabilities imposed upon or incurred by guests introduced by them. 'Me Corporation shall by under no obligation to redeem any stock certificates until such charges or liabilities shall have been paid.

5. The membership **limit** of the Corporation shall **be prescribed by the Board of Directors.**
6. In order to become a voting member of the organization, an applicant must be proposed by a voting member in good standing, submit the necessary application forms, and be interviewed by members of the Membership **Committee** who shall make their recommendations to the Board of Directors at their next regular meeting, whereupon the application shall be voted upon. A two-thirds (2/3) vote of the Board of Directors shall be required for approval of any applicant.
7. Upon the death of any certificate holder, said certificate shall be transferable on the transfer book of the Corporation to the Class B members who shall form a part of the deceased member's household, but such transferee shall not be entitled to the privilege of membership, including the right to vote, unless such transferee has been elected to membership in the Corporation as heretofore provided.
8. Persons other than those holding share certificates may become members, in such classes and upon such terms and conditions, and may be entitled to such privileges, as the By-laws shall provide.

Article III: Voting Rights

1. Each certificate holder of record in the Corporation transfer book on the full **(5h)** calendar day in advance of any regular or special meeting of certificate holders shall be entitled to one vote at such meeting, provided he is in good standing with the Corporation.
2. Those entitled to vote shall cast their votes in person, or otherwise as stipulated by the Board of directors, but there shall be no proxy, except that the certificate holder may vote by proxy by designating his or her spouse to cast the vote to which the certificate holder is entitled.

Article IV: Organization

1. The management of the Corporation shall be vested in a Board of Directors who shall direct the investment and care of funds and property of the Corporation; make appropriations for specific purposes; act upon applications for membership; appoint employees, subordinate officers and committees; fill vacancies in office and in the Board; and generally conduct the Corporation business in accordance with the By-laws and the laws of the Commonwealth of Pennsylvania.

2. The Board of Directors shall consist of eleven members (11) members. The Board of Directors shall consist of those persons named as officers and directors in the Articles of Incorporation and seven (7) other appointees. The eleven members (11) directors shall be elected as follows: eleven members (11) for a term of three (3) years; three (3) or four (3 or 4) to be elected per year staggered for three (3) consecutive years. Any replacements of a Board member is designated to fulfill the unexpired term At each annual membership meeting, the members in good standing shall elect those directors whose terms shall have expired, as set forth above.

3. The President of the Corporation, at least thirty (30) days before the September membership meeting, shall appoint a nominating committee of three voting members in good standing, who shall nominate members in good standing to fill the required number of available offices of Director, and submit such nominations to the members at the September membership meeting. Nominations may also be made from the floor at the said meeting.

4. Vacancies in the Board of Directors shall be filled by a vote of two-thirds (2/3) of the remaining members of the Board, and each person so elected shall serve until the next September meeting, where upon the members shall elect a successor to serve the unexpired term.

Article V: Funding

1. The funds necessary for the conduct and management of the Corporation shall be raised by such membership fees and dues as shall be prescribed by the Board of Directors; by fines and penalties imposed for violations of rules and regulations; by donations, gifts, and voluntary contributions; by the proceeds from the sale of refreshments, of amusements and entertainment given or held by the Corporation's members; and by the proceeds from real and personal property of the Corporation. Additionally, the Board may enter into such loan agreements, as it deems necessary to facilitate the operations of the Corporation.

2. Maintenance fees shall be established and revised as necessary to provide adequate funding to support the operation of the pool.

Article VI: Amendments

1. Amendments to the Constitution may be made by a majority vote of the members present at any regular meeting of the Corporation, or at any special meeting called for that purpose; provided, however, that at least ten (10) days' written notice of such amendment shall have been given by mail to each member entitled to vote, setting forth the Article to be amended and the proposed amendment.
2. Shareholders should review the entire packet and bring up points that should be added, deleted, or changed at the ANNUAL SHAREHOLDERS' MEETING. After the annual shareholders meeting a permanent copy will be printed in the proper form and copies will be sent to all shareholders for their records.

LAURELWOOD SWIMMING ASSOCIATION

BY - LAWS

Article I: Directors

1. The Board of Directors shall hold regular meetings during the months of April, May, June, July, August, and September and at such other times and intervals as they may deem necessary.
2. Five (5) of the Directors in office shall constitute a quorum for the transaction of business, and the acts of two-thirds (2/3) of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors; provided that if all Directors shall consent in writing to any action, such action shall be valid as though it had been authorized at a meeting of the Board.
3. A Director may be removed from office for cause, by a vote of two-thirds (2/3) of the Board after ten (10) days' written notice to the Director concerned requesting that he attend a hearing before the Board.
4. The President or, in his absence, the Vice President shall preside at all the meetings of the Board. In the absence of both, the Directors shall elect a chairman of the meeting.
5. The Board of Directors shall:
 - a. Make or authorize all purchases and disbursements necessary or desirable for the operation of the Corporation,
 - b. Fix the classification and salary schedule of employee and authorize their employment.
 - c. Prescribe rules for the government and use of corporate facilities.
 - d. Prepare an annual report showing the state of membership and finances.
 - e. Supervise all committees, with power to direct their activities and to alter or amend any rules or regulations prescribed by any committee.
 - f. Adopt an annual budget for the operation of the corporate activities for the fiscal year.
 - g. Fix guest fees.
 - h. Do, or cause to be done, all other things necessary for the operation and maintenance of the Corporation.
 - i. Appoint a manager who shall have the responsibility for the operation of the pool, and who shall be directly responsible to the Board as a whole. No order or directive shall be recognized by the manager unless made by the Board as a whole.

6. The Board shall secure for the protection of the Corporation such public liability, property damage, and other forms of insurance, as they may deem necessary.
7. The Board of Directors shall, at corporate expense, secure the fidelity of the Treasurer and any other officers or employees as they see fit, by bond in such amount, as they deem necessary.
8. No member of the Board of Directors may serve in any capacity as a paid employee of the pool.
9. Members of the Board with single signature check signing authority shall be bonded. Bond shall be determined by the Board
10. Order of Business for the meeting of the Board of Directors:
 1. Calling meeting to order
 2. Roll call for officers and other members
 3. Reading of minutes of previous meeting
 4. Communications
 5. Treasurer's Report
 6. Reports of officers and committees
 7. Reports of committee on applications for membership
 8. Election of new members
 9. Unfinished business
 10. New business
 11. Adjournment

Article II: Officers

1. The Board of Directors, as elected on the date of the September annual meeting and immediately after adjournment thereof, shall elect from their body a President, Vice President, Secretary, and Treasurer who shall serve for one (1) year.
2. The Board of Directors shall have the power to fill any vacancies in office, and officers so appointed shall serve until the next annual meeting in September at which time successors shall be elected.
3. The President shall:
 - a. Preside at all meetings of the Board of Directors and members
 - b. With the Secretary and Treasurer, sign all contracts and papers relating to the affairs of the Corporation
 - c. Make all committee appointments
 - d. Sign all checks along with the Treasurer or designate single signature authority to the Treasurer or other board member. Perform all other acts properly

belonging to his office, including
executive supervision of all activities of the Corporation and its employees

4. The Vice President shall:
 - a. Make telephone calls to all Board members three (3) days before regularly scheduled meetings.
 - b. Assist the President and perform his functions in his absence.

5. The Secretary shall
 - a. Make and keep minutes of all meetings of the Board of Directors and of the members.

 - b. Conduct all official correspondence

 - c. Maintain a membership record including names and addresses and such other information concerning admissions to and maintenance and termination of membership, as he may deem appropriate or as may be required by the Board of Directors.

 - d. Perform such other functions as may be appropriate to his office or required by the Board of Directors.

 - e. Keep a Corporation certificate register book showing the names and addresses of the holders of certificates in the Corporation, together with a complete record of payment in full or in account thereof, and the serial numbers and dates of certificates issued.

 - f. Issue membership certificates and cards

6. The Treasurer shall:
 - a. Make and keep records of all financial transactions of the Corporation
 - b. Be responsible for the receipt of all monies due the Corporation and deposit same in bank accounts or other places of deposit approved by the Board of Directors.
 - c. Have custody of the corporate seal and attest the signatures of corporate officers when required.
 - d.
 - e. Sign all checks in conjunction with the President or as single signature authority or with other board member as designated by the President and make all disbursements.
 - f. Perform such other functions as may be appropriate to his office or required by the Board of Directors.

Article III: Membership

1. Membership in the Corporation shall be comprised of three types, viz, Class A, Class

B and Swim Team Only Membership.

2. Class A membership shall consist only of shareholders of the Corporation who shall:
 - a. Be a minimum of eighteen (18) years of age.
 - b. Have the right to vote, to participate in the conduct of the business of the Corporation, to hold elective office, to participate in voting to dissolve the Corporation, and to share in the proceeds of the Corporation's assets upon dissolution.
 - c. Be entitled to notice relative to the buying and selling of real estate, borrowing money, giving a mortgage as security for payment of a loan, amending the Charter, or dissolving the Corporation.
 - d. Be entitled to all the privileges of the Corporation
 - e. The holder of one (1) share of stock shall be entitled to one (1) and only one (1) vote. In no event may a Class A member have more than one (1) vote.

3. Class B memberships shall Be limited to:
 - a. Limited to:
 - i. Individuals; both minors and adults, who are permanent residents of Class A members' households.
 - ii. All questions of what constitutes a permanent resident of a Class A member's household are to be determined by the Board of Directors who are authorized to promulgate rules and regulations pertaining to the same.
 - iii. It is expressly directed that an unmarried Class A member may designate any individual as a Class B member under his share of stock.
 - b. Class B members shall not be entitled:
 - i. to hold office,
 - ii. to participate in the conduct of the Corporation business,
 - iii. to vote to dissolve the Corporation,
 - iv. to share in the proceeds of the Corporation's assets upon dissolution,
 - v. nor to receive any notices required to be given by non- profit corporations' laws of the Commonwealth of Pennsylvania to members of a non-profit corporation relative to buying or selling real estate,
 - vi. borrowing money,
 - vii. giving a mortgage as security for payment of a loan,
 - viii. amending the Charter,
 - ix. or dissolving the Corporation.

4. Swim Team Only Membership:
 - a. Family Memberships may consists of one Class A member and as many Class B members as are permanent members of the Class A member's household.
 - b. Individual memberships may consist of only Class A members (bondholders). Swim Team memberships are available to swimmers who have been a member of the Laurelwood Swim team for a minimum of two years and are 15 years of age or older as of June 1st. **These memberships are not bonded** and are only

to be offered in the event that Laurelwood Swim Club is at full bonded membership. Swim Team members must pay all swim team fees as well as the "Individual" membership dues. Swim Team members will have full use of the pool and it's facilities throughout the season yet are not eligible to bring guests to the pool.

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5. The dues (yearly maintenance fee) for the various types of membership shall be fixed annually by the Board of Directors.
6. Annual dues (yearly maintenance fee) shall be payable by a date to be fixed each year by the Treasurer, which date shall in no event be less than thirty (30) days prior to the opening of the pool.
7. Except for the first season of operation, each member shall be given notice of the amount of his dues not less than ten (10) days prior to the due date fixed by the Treasurer.
8. Anyone who fails to pay dues or a debt of any kind thirty (30) days after being notified by the Secretary or Treasurer shall be declared by the President to be delinquent and subject to late fees determined by the Board of Directors.
9. No one who is delinquent for dues or other membership obligations shall be entitled to the privileges of membership during such delinquency.
10. The Secretary shall issue an annual membership card.
11. Should delinquent debts not be paid, these debts will be subtracted from the original value of the certificate that was issued when said member joined the Corporation. When a member dissolves his membership in the Corporation, the Treasurer will issue a check for the original value of the certificate MINUS any debts owed the Corporation.
12. A Class A member wishing to dissolve their membership in the organization must do so IN WRITING BEFORE March 15th of the upcoming swim season. If the Secretary is not notified-IN WRITING PRIOR TO March 15th, the Class A member is obligated to pay the yearly maintenance fee for that year, even if the member does not plan to use the pool. If they fail to pay these fees, it will be deducted from the original value of the certificate.

Article IV: Meetings of Members

1. A meeting of members of the Corporation shall be held annually at a time and place to be fixed by the Board of Directors, and a notice of such a meeting shall be given to all members entitled to vote, at least ten (10) days prior to the date

set for the meeting.

2. The President may call special meetings of the members of the Corporation upon direction of two-thirds (2/3) of the Board of directors, or upon written request of ten (10) percent of the Class A members in good standing.
3. Written notice of special meetings of the corporation shall be given to each member of record, entitled to vote at the meeting, at least ten (10) days prior to the date of the meeting.
4. Whenever notice is required in the Articles of Incorporation, Constitution, or By-laws, the mailing of such notice to the last known address of the individual Class A Members by First Class U.S. Mail shall constitute proper notice to the membership.
5. Ten (10) percent of the Class A members shall constitute a quorum to transact business.
6. All business laid before the meeting must be decided by a majority vote of the Class A members present.
7. Order of business:
 1. Calling meeting to order
 2. Reading of minutes of previous annual meeting
 3. Reports of officers and committees
 4. Unfinished business
 5. New Business
 6. Adjournment

Article V: Guests

1. Guests may be admitted to the Corporation grounds upon payment by the member of the guest fee fixed by the Board of Directors.
2. The Board of Directors may make such regulations, as they deem appropriate to govern the grant and exercise of guest privileges including fees, number of guests, and frequency and days of admission.

Article VI: Amendments

Amendments to the By-laws may be made by a majority vote of the Class A members present at any regular meeting of the Corporation or at any special meeting called for that purpose provided, however, that at least ten (10) days' written notice of such an amendment shall be given by mail to each member entitled to vote, setting forth the Article to be amended and the proposed amendment (s).

1. The following proposal was passed at the August 1974 annual stockholders' meeting:

REMUNERATION FOR ELECTED OFFICERS AND BOARD MEMBERS:

President - 100% current maintenance fee REFUND
Vice President - 66 2/3% current maintenance fee REFUND
Secretary - 100% current maintenance fee REFUND
Treasurer - 100% current maintenance fee REFUND
Board Members - 50% current maintenance fee REFUND
Chairman of the Social Committee - 100% current maintenance fee REFUND.

This proposal will begin with the elected officers and Board Members for the 1975 season. The Secretary of the Corporation will be keeper of the attendance at all meetings and work days. Just being elected an officer of Board Member does not automatically give these people the maintenance fee refund. The following criteria **MUST** be met before any refund will be made:

1. Newly elected officers and Board Members will begin their attendance at meetings in November. Throughout the year (November through the following October) no more than three (3) absences from any scheduled meeting will be tolerated.
2. During April and May three (3) workdays are scheduled for the preparation of the pool for the swim season. An Officer and/or Board Member **MUST** be present at TWO (2) of these work days plus the one (1) work day scheduled in October to winterize the pool.
3. The Officers and Board Members will assist in any way to sell tickets for the pool's moneymaking activities, and will help to secure new members for the Corporation.
4. At the October meeting the Secretary will report to the Board as a whole the attendance of each individual at the scheduled meetings and workdays. The Board will then vote on each person who is eligible for a maintenance fee refund. The decision of the Board is final.

5. The Treasurer will write checks to the members who have complied with and completed the requirements in Items #1,2, and 3 above.

VII. Use of Pool Facilities

Members using pool facilities for private parties are subject to the following:

1. The sponsoring shareholder must obtain permission by completion of rental agreement that includes fees for extra lifeguards from the Corporation's Board of Directors This should be done at least ten (10) days prior to the scheduled activity. A non-refundable deposit/fee for extra lifeguards as determined by the pool manager will be collected'
2. The time of the party is to be approved by the Board of Directors and is restricted to all prevailing curfew laws. The pool will be open for swimming until 9:00 PM or at the discretion of the pool manager.
3. The sponsoring shareholder must take full responsibility for the party and must provide adequate adult supervision.
4. The sponsor must supply refreshments.
5. The sponsor of the party must clean up after the party.
6. Applicable guest fees must be paid to the Corporation for all non-members attending the party.
7. All guests must sign in prior to use of any and all facilities.
8. Monies collected for the guest fees from non-members must be given to the Treasurer of the Board.
9. The party may not interfere with routine activities of other pool members in anyway
10. All pool rules will be in effect throughout the duration of the party.