

MOSS SPRING SWIM CLUB, INC.

By-Laws

Revised March 2019

Article I Name and Purpose

- Section 1. The name of the corporation is “Moss Spring Swim Club, Inc.”
- Section 2. The purpose of the corporation is to establish, own, operate, and maintain a swimming club and associated facilities in the Borough of Greencastle, all as more fully set forth in the Articles of Incorporation.

Article II Seal and Execution of Documents

- Section 1. The common and corporate seal of the corporation shall be indented with the name of the corporation, “Moss Spring Swim Club, Inc.,” and arranged in the form of a circle with a word, “Pennsylvania,” and the date, “1965,” on the inside of the circle.
- Section 2. All deeds, leases, contracts, and written obligations or covenants of the corporation shall be executed in the corporate name by the hand of the President or the Vice President with the common and corporate seal affixed, attested by the Secretary, except as otherwise specially determined by resolution of the members.

Article III Memberships

- Section 1. There shall not be more than three hundred twenty-five (325) family memberships and thirty (30) single members in good standing. A member in good standing is a member who has paid all fees and/or dues as established by the Board of Directors.
- Section 2. Full Membership Plan (Single or Family). Fees paid the first year as established by the Board of Directors will be replaced by annual dues each year thereafter. The Board of Directors has the power to terminate any full membership at any time of the year by a two-thirds vote of the Board of Directors. A Full Membership (Single or Family) has one vote or one vote per family providing the member voting is eighteen (18) years of age or older and is a member in good standing. Exercise of voting privileges must be done in person or by a proxy who bears written authorization from a member in good standing. In addition, voting may be by mail if the use of mail-in ballots has been authorized by a two-thirds vote of the Board of Directors. A Full Membership (Single or Family) may hold an

office within the corporation providing the member is eighteen (18) years of age or older and a member in good standing. A Full Membership (Single or Family) after two years as a member in good standing may receive a refund by surrendering the Full Membership Certificate, or a notarized letter stating the Full Membership Certificate has been lost, to the Board of Directors. The refund will be based on the value of the Full Membership Certificate as determined by the Board of Directors. However, the Board of Directors shall not be obliged to pay any person or persons surrendering a Full Membership Certificate any sum whatsoever until the corporation is debt free and has reached its three hundred fifty-five (355) members in good standing with at least ten (10) approved applicants on a waiting list and/or should that member owe any dues or fees.

- Section 3. Any provision to the contrary notwithstanding, no member under eighteen (18) years of age shall be permitted to vote for directors, on any matters or affairs of the corporation, nor hold any office within the corporation.
- Section 4. Each member in good standing shall annually be given a card or receipt indicating the dues payment for the current year. This card/invoice may be sent electronically. Dues for each year must be paid between April 15 and May 30. Dues can be paid electronically effective April 14, 2019. *(Revised March 2019)*
- Section 5. The annual meeting of members shall be held on the second Monday of March each year. An additional summer meeting of members will be held on the second Sunday of July. The place of the meeting shall be designated on the meeting notice sent to the members. Regular and special meetings of members may be called by: (1) the President; (2) a two-thirds vote of the duly elected Board of Directors; or (3) the President upon written request signed by a majority of the members in good standing.
- Section 6. Written or Electronic (email) notice of meetings of members and of all matters concerning this corporation shall be deemed to have been duly given by placing in the mail, postage prepaid, or sent via email to the last known post office address or email address of the member at least twenty (20) days prior to such meeting. Written notice of the summer meeting of members will not be mailed but shall be deemed to have been duly given by prominent posting of an announcement at the Moss Spring Swim Club premises. *(Revised March 2019)*

- Section 7. Quorum. Ten percent (10%) of all voting members in good standing shall constitute a quorum.
- Section 8. Presiding Officer. The President, if present, shall preside at all meetings of members of this association. In the absence of the President, the next officer in due order who may be present shall preside. For the purposes of these by-laws, the order of officers shall be as follows: President; Vice President; Secretary; and Treasurer.
- Section 9. A Certificate of Single Membership entitles that member in good standing to the use of the swimming pool and all other facilities as determined by the Board of Directors. A Certificate of Family Membership entitles that member and that member's immediate family, being all persons living in the same household, to the use of the swimming pool and all other facilities as determined by the Board of Directors.
- Section 10. Guest fees, method of payment, and use of facilities shall be determined by the Board of Directors.
- Section 11. Application for Membership. Membership must be proposed by a member in good standing who shall submit the name of the applicant, in writing, to the Membership Committee. The Membership Committee, as appointed by the Board of Directors, shall consist of three (3) members in good standing of the corporation. If the application for membership is recommended by the membership committee, such recommendation shall be forwarded to the Board of Directors for approval. The application for membership shall be approved by a majority vote of the Board of Directors.
- Section 12. In the event that the membership of the corporation is full (355 members in good standing), applicants for membership shall be placed on a Waiting List in the order of their approval. In the event a vacancy shall exist, members shall be selected by the Board of Directors in the order in which their names appear on the approved Waiting List.
- Section 13. Transfers, Surrendering, and Reinstatement of Memberships. A member in good standing may transfer a Certificate of Membership by adhering to the following: (1) the transfer must meet with the approval of both the Membership Committee and the Board of Directors; and (2) transfer fees, as determined by the Board of Directors, must be paid to the corporation. A member may surrender a Certificate of Full Membership by adhering to the procedures set forth in Article III, Section 4. The name of the person surrendering a Certificate of Full Membership shall be placed on a

Surrender List in the order in which the Board of Directors has received the request to surrender membership. In the event a person on the Surrender List wishes to be reinstated, all past indebtedness to the corporation must be paid. This payment must accompany the application before it will be processed. If all provisions are met, the individual becomes a new member, the person's name will be removed from the Surrender List, the old Membership Certificate will be terminated, and a new Certificate of Membership will be issued.

Section 14. Selling of Full Membership (Single or Family). In the event a member in good standing or a person on the Surrender List desires to sell a Full Membership, the Board of Directors must first be notified in writing, setting forth the following: (1) intent to sell the Full Membership Certificate; (2) name and address of prospective buyer; and (3) release of the corporation of all obligations whatsoever. The prospective buyer must be approved by the Board of Directors, who will notify the person requesting this action of its decision by mail. The purchase of a Certificate of Full Membership from a member in good standing will result in termination of the old Membership Certificate and issuance of a new Full Membership Certificate by the Board of Directors. The buyer will be assessed annual dues, plus any fees, as determined by the Board of Directors. The purchase of a Certificate of Full Membership from a person on the Surrender List will result in termination of the old Membership Certificate by the Board of Directors. The new member must adhere to all provisions as set forth in the Corporation's By-Laws.

Article IV Directors

Section 1. There shall be nine (9) directors of the corporation who shall be elected to serve a term of three (3) years. Three (3) directors shall be elected at each annual meeting to serve for a term of three (3) years or until their successors shall be regularly elected. The Board of Directors will appoint a member in good standing to fill any vacancy on the Board for the unexpired term.

Section 2. The Nominating Committee hereinafter established shall nominate one (1) person for each vacancy on the Board of Directors. In addition, other nominations may be made from the floor at the annual meeting of members.

Section 3. The Board of Directors shall have general supervision of the property and funds of the corporation, conduct its business, and require from the Secretary and Treasurer, each, such bond as they deem necessary and in

such amounts as they may establish. Newly elected Board Members will be seated during the September Board of Directors Meeting. This meeting will serve as a transitional meeting. Once the newly elected Board Members have been seated during the Board of Directors September Meeting, the Board will elect officers for the next year. Officers will begin their duties at the October Board Meeting.

Section 4. The Board of Directors shall meet regularly once a month and may in addition meet specially as hereinafter provided.

Article V Officers of the Corporation

Section 1. The officers of the corporation shall consist of a President, Vice President, Secretary, and Treasurer to be elected from members of the Board of Directors as herein provided for. Said officers shall be elected for a term of one year and shall serve until their successors have been duly elected and have taken office.

Section 2. The President shall preside at all meetings of the members and at all meetings of the Board of Directors, and shall implement and direct the execution of the policies and functions of the corporation. The President shall be an ex officio member of all committees with power to vote. The President may, and upon request of three (3) directors, call a special meeting of the Board of Directors.

Section 3. The Vice President shall, in case of the absence or disability of the President, perform the duties of the President.

Section 4. The Secretary shall keep the records of the corporation. The Secretary shall keep an accurate list of all members who are in good standing and shall issue and sign all membership cards. The Secretary shall keep or supervise the keeping of accurate minutes of all meetings of the members of the corporation and of the Board of Directors. In the absence of the Secretary, the President or other person presiding at the meeting shall appoint some person to take and record the minutes of that meeting. The Secretary shall also be responsible for giving all members of the corporation at least twenty (20) days notice in writing of the date, time, and place of the annual meeting or any special meetings of the Board of Directors as called by the President.

Section 5. The Treasurer shall have custody of all the monies and securities of the corporation. The Treasurer shall keep a full and complete account of all transactions by and on behalf of the corporation. All checks or drafts on

the corporation's funds and all notes or bonds issued by the corporation shall be signed by the Treasurer and by the President or Vice President except where otherwise specially provided by resolution of the members. The Treasurer shall deposit all monies of the corporation in a duly licensed bank or trust company as determined by the Directors. The Treasurer shall exhibit a statement of accounts at the annual meeting and furnish Directors on their request information on any delinquent accounts.

Article VI Annual Dues

- Section 1. Annual Dues. Annual dues for the use of the facilities of the corporation shall be determined by the Board of Directors for each membership plan and shall be payable on or before May 30 or such date as the Board of Directors may prescribe each year. The annual dues may be increased or decreased as deemed necessary by the Board of Directors.
- Section 2. Invoices covering dues and other items due by members to the club shall be mailed by April 15. If payment is not received by the date the pool opens, the delinquent member will be denied admittance to the grounds and is to be notified that if payment is not received by June 10, the delinquent membership must be referred to the Board of Directors. The Board of Directors may suspend any delinquent membership. Any membership thus suspended shall immediately be notified in writing by the Secretary of suspension, and if the indebtedness shall not be paid in ten (10) days after sending of such notice, membership in the club shall be terminated. The delinquent membership share shall then be added to the Surrender List. Any membership forfeited due to failure to pay dues shall surrender the Membership Certificate to the corporation without compensation.

Article VII Use of Facilities

- Section 1. Regulations and Rules of Use. Regulations and rules as to the use of the facilities of the corporation shall be prescribed and enforced by the Board of Directors.
- Section 2. Who Is Entitled to Use Facilities. The use of the pool by guests of a member, if such use be permitted, shall be prescribed by the Board of Directors.

Article VIII Committees

Section 1. Who May Appoint. The Board of Directors may provide for such committees as it deems necessary and define their powers and duties.

Article IX Notices, Waivers, and Voting

Section 1. Notices to Be Mailed. All notices mentioned in these by-laws shall be mailed to the address of the person entitled thereto shown on the books of the corporation, and the mailing of the same, postage prepaid, shall constitute good notice.

Section 2. Waivers of Notice. Whenever any notice whatsoever is required to be given by law or under the provisions of the Certificate of Incorporation or of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated herein, shall be deemed equivalent thereto unless such waiver is expressly prohibited by law.

Section 3. Voting. At meetings of the members of the corporation, each holder of a Certificate of Full Membership, duly registered in the books of the corporation at least fifteen (15) days prior to any such meeting, may cast one vote. In the case of a Certificate of Full Family Membership held by multiple individuals, any one of the certificate holders may cast one vote. It shall be the duty of the Secretary to prepare and make, at least five (5) days before every election, a complete list of members of the corporation entitled to vote, and such list shall be open for inspection by any member and shall be produced at the time and place of such election and kept there until the election is concluded. The President shall appoint inspectors and tellers as required.

Article X Finances

Section 1. Limit of Indebtedness. The Board of Directors shall not incur any indebtedness on the part of the club in excess of money in the hands of the Treasurer, plus anticipated receipts, less the amount of unexpended appropriations, unless such indebtedness be authorized by the corporation at the annual meeting or a special meeting called for that purpose.

Section 2. Annual Report. The Board of Directors shall at the annual meeting present to the corporation a report of the condition of the corporation and its property, a condensed account of the financial transactions of the past year, a financial budget for the ensuing year, and offer suggestions for the

welfare and improvement of the corporation. The reports shall be kept on file in the archives of the corporation and shall be subject to the inspection of any member.

Article XI Order of Business

Section 1. The order of business of regular meetings of the Board of Directors shall be as follows: (1) Roll Call; (2) Reading of Minutes of Membership and Directors meetings; (3) Reports of Officers; (4) Reports of Committees; (5) Unfinished Business; (6) New Business; (7) Election and Appointment of Committees; (8) Good of the Club; and (9) Adjournment. The same order of business, so far as applicable, shall occur in membership meetings, except that election of new members shall come under the head of Election and Appointment of Committees.

Article XII Amendments

Section 1. These by-laws may be modified, altered, or amended by two-thirds vote of the members present at the annual meeting of the corporation, or at adjourned session thereof, or a special meeting called for that purpose, provided that due notice of any proposed modification, alteration, or amendment shall be given to all resident members, giving substance of such modification, alteration, or amendment. These by-laws first adopted January 10, 1966, and most recently modified March 2019.

April 9, 1973

March 2006

March 2019