

THE WYNGATE SWIM CLUB

100 North Jamestown Road
Moon Township, Pennsylvania 15108

- - - - -

BY-LAWS

As originally adopted on July 5, 1967,
Taking effect on July 12, 1967,
And subsequently amended
on October 28, 1968, February 21, 1974,
November 21, 1974, November 16, 1988, November 1, 1990,
September 2, 2001, September 2, 2007,
and January 23, 2010.

THE WYNGATE SWIM CLUB
(A Non-Profit Corporation)

CONSTITUTION AND BY-LAWS

ARTICLE ONE
NAME

§1.1 The name of the organization shall be the WYNGATE SWIM CLUB.

ARTICLE TWO
PURPOSES

§2.1 The purpose of this organization (herein referred to as the "Club") is to

- (a) Operate for recreational benefit;
- (b) To thereby promote the health and general welfare of its members and their families;
- (c) In furtherance of its purposes, to buy, sell, acquire, lease, construct, own and operate swimming pools, other recreational facilities and real estate, in the County of Allegheny and the Commonwealth of Pennsylvania, for the private and exclusive use by its members, their families, and their guests; and
- (d) To engage in any and all activities consistent with or in furtherance of the previously stated specific purposes.

ARTICLE THREE
DIRECTORS

§3.1 **Directors.** The business and affairs of the Club shall be managed by a Board of Directors, consisting of at least nine (9) but not more than twelve (12) individuals. The exact number of directors serving from time to time on the Board of Directors shall be determined by resolution of the Board of Directors.

§3.2 **Qualifications.** Directors shall be natural persons of full age and shall be members of the Club. Directors shall be elected by the members of the Club at an annual meeting or shall be appointed by the action of the Board of Directors as hereinafter authorized.

(a) A member shall not be nominated for a Directorship at an Annual Meeting unless he or she is either present at the meeting or his or her written consent to be a candidate has been obtained prior to the meeting.

§3.3 **Terms.** The elected Directors of the Board shall be divided into three (3) groups approximately of equal size. The terms of office of the three (3) groups of directors shall be staggered so that their terms shall expire at consecutive one (1) year intervals. At its annual meeting, the members shall elect individuals to fill the vacancies created by the expired or expiring terms of office. Each elected director shall hold office for a term of three (3) years and until his or her successor group is duly elected and qualified, unless he or she sooner resigns or is removed from office.

(a) Notwithstanding the foregoing, a Director who has served a full three-year term of office may choose to continue for an additional one (1) year term, and for any additional one (1) year terms, with the consent of a majority vote of the Board of Directors.

§3.4 **Other Powers.** In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Directors may exercise all such powers of the Club and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the Members. The powers referred to by this §3.4 shall include, but shall not be limited to the following:

(a) Be responsible for the transaction of all Club business and make and amend rules for the operation and use of the Club's facilities. The Board shall appoint and remove officers, clerks, agents, servants, and employees as deemed expedient, and shall establish their duties and compensations, consistent with accepted principles of business management.

(b) Establish all fees and approve qualifications and applications for membership.

(c) Establish, impose and remit penalties for violations of these By-Laws, and any rules and regulations that are formulated and approved as being necessary for proper operation of the Club.

(d) Nominate and elect from the Board a President and a Vice-President for a one-year term. Upon election, the President becomes the chief executive and administrative officer of the Club.

(e) Appoint a Secretary and a Treasurer who shall be members of the Board.

§3.5 **Meetings.** The Board shall meet at least four (4) times each year during the months of March, April, May, June, July, August, and September, and at such other times and intervals as the Directors deem necessary. The President or Vice-President shall be empowered to call Board Meetings. Board Meetings shall be open to Club Members. Subject to the foregoing, the meetings of the Board of Directors may be held at such times and at such places as the majority of the directors may from time to time designate, or as may be designated in the

notice calling the meeting. The Board of Directors shall provide ten (10) days' prior notice of any meeting.

§3.6 **Special Meetings.** Special meetings of the Board of Directors may be called by the President or by any director upon twenty-four (24) hours notice to each director, either personally or by mail, facsimile or other communication. In addition, upon presentation of a petition signed by ten (10) percent of the Members stating the purpose of the meeting, the Board shall call a Special Meeting within thirty (30) days of said presentation.

§3.7 **Quorum And Voting.** A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors; provided, however, approval of motions and proposals shall require at least five (5) affirmative votes.

§3.8 **Vacancies.**

(a) **Vacancies Created By Resignation Or Death Of A Director** Except as otherwise provided in §3.8(b) of these Bylaws, vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, or the resignation or death of a director, shall be filled by the vote of a majority of the remaining individuals serving on the Board of Directors though less than a quorum, or by a sole remaining director and each person so elected shall serve as a director until the expiration of the term of the director which such individual has been elected to fill.

(b) **Vacancies Created By Removal Of A Director.** If a Director is removed pursuant to the provisions of §3.12(a) of these Bylaws, then the vacancy on the Board of Directors created by such removal shall be filled by the Members. The filling of the vacancy shall be accomplished by the vote of Members entitled to cast at least a majority of the votes which all Members would be entitled to cast at any annual meeting, at a special meeting of the Members called for that purpose or at the next annual meeting of the Members, whichever the Members shall choose.

§3.9 **Compensation Of Directors** The Members shall determine what compensation, if any, shall be paid to persons serving on the Board of Directors for serving in their capacity as such.

§3.10 **National Catastrophe.** Notwithstanding any other provisions of law, the Articles of Incorporation or these Bylaws, during any emergency period following a national

catastrophe, a majority of the surviving directors (or the sole surviving director) of the Board of Directors who have not been rendered incapable of acting because of incapacity or the difficulty of communication or transportation to the place of meeting shall constitute a quorum for the sole purpose of electing directors to fill such emergency vacancies; and a majority of the directors present at such meeting may act to fill such vacancies. Directors so elected shall serve until such absent directors are able to attend meetings or until the Members act to elect directors for such purpose. During such an emergency period, if the Board of Directors is unable to or fails to meet, any action appropriate to the circumstances may be taken by such officers of the Corporation as may be present and able to do so.

§3.11 **Approval of Minutes.** Minutes of each meeting of the Board of Directors shall be made available to each director after such meeting and at or before the next meeting of the Board of Directors. The minutes of the prior meeting shall be approved by a majority vote of the Directors present at the next meeting of the Board of Directors.

§3.12 **Removal Of Directors.**

(a) **By the Members.** The entire Board of Directors or any individual director may be removed from office at any time without assigning any cause, by the vote of Members entitled to cast at least a majority of the votes which all Members would be entitled to cast at any annual meeting, at a special meeting of the Members called for that purpose. Unless the entire Board of Directors be removed, not more than one director at a time may be removed by any one vote of Members. Any vacancies created on the Board of Directors pursuant to this Section of these Bylaws shall be filled in accordance with the provisions of §3.8(b) of these Bylaws.

(b) **By the Board.** The Board is empowered to declare a Directorship vacant when physical infirmity or other circumstances make it unlikely to expect a written notice of resignation. In addition, at the discretion of the Board, a Director who ceases to be a Member of the Club may be required to resign as a member of the Board.

§3.13 **Committees.** There shall be four (4) standing committees: membership, maintenance, social and finance. The Board of Directors may, by resolution adopted by a majority of the whole Board of Directors, designate one or more additional committees, each committee to consist of one or more of the directors of the Club, and such other committee persons as the Board of Directors shall determine. The Board of Directors may designate one or more directors as alternate committee persons

of any committee, who may replace any absent or disqualified committee person at any meeting of the committee. Any such committee to the extent provided in such resolution shall have and exercise the authority given to it by the Board of Directors in the management of the business and affairs of the Club, except that a committee shall not have any power or authority as to the following: (i) the submission to Members of any action requiring Member approval under this subpart, (ii) the creation or filling of vacancies in the Board of Directors, (iii) the adoption, amendment or repeal of these Bylaws, (iv) the amendment or repeal of any resolution of the Board of Directors that by its terms is amendable or repealable only by the Board of Directors, and (v) action on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board of Directors. In the absence or disqualification of any committee person, the committee person or persons thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified committee person. In addition, the President of the Club shall be an ex officio member of all committees established by the Board of Directors.

§3.14 Limitation Of Liability. No director of the Club shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office under Section 8363 (relating to standard of care and justifiable reliance) of Title 42 of the Pennsylvania Consolidated Statutes (or any successor provision of similar import), and the breach or failure constitutes self-dealing, willful misconduct or recklessness. Notwithstanding the foregoing, the provisions of this §3.14 shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or federal law. The exemption from liability provided herein shall be retroactive to the fullest extent permitted by law. Any repeal or modification of this §3.14 shall be prospective only, and shall not adversely effect any limitation on the personal liability of a director existing at the time of such repeal or modification.

§3.15 Deposit and Use of Funds. The Board shall designate banks or financial institutions in which the funds of the Club shall be deposited, and shall determine the manner in which checks, drafts, or other instruments for the receipt of funds or the payment of obligations of the Club shall be executed. Notwithstanding the foregoing, it shall be required that the Club's Treasurer and the President shall sign all checks, drafts, or other instruments of payment of money drawn in the name of the Club. In the absence of one or more of these officers or at the Board's discretion, the Board shall designate other members to sign such instruments.

§3.16 **Audit of Financial Records** The Board shall direct that the books and financial records of the Club be audited annually by auditors selected by the Board and said auditors shall not be Directors of the Club. The report of the auditors shall be presented at the Annual Meeting.

(a) **Additional Audit.** Upon presentation of a petition to the Board that is signed by ten (10) percent of the Members, an additional audit of the books and financial records of the Club shall be made within thirty (30) days by auditors selected by the petitioners. However, the cost of said additional audit shall be borne by the petitioners.

ARTICLE FOUR OFFICERS

§4.1 **Officers.** Officers of the Club shall be chosen by the Board of Directors, and shall be a President, Vice President, Secretary and Treasurer. The Board of Directors shall also choose such other officers or agents as it shall deem necessary, who shall perform such duties as shall from time to time be prescribed by the Board of Directors. Any two offices may be held by the same person. The officers of the Corporation shall hold office for one year or until their successors are chosen and have qualified. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in their judgment, the best interests of the Club will be served thereby. The Board of Directors shall have the power to fill any vacancies in any office occupied any manner.

§4.2 **President.** The President shall preside at meetings of the Club and at meetings of the Board. He shall appoint members to all standing and special committees and shall designate the Chairman thereof. He shall be, ex-officio, a member of all committees.

§4.3 **Vice President.** The Vice President, in the absence, or disability, of the President, and upon certification by the Board, shall act in his stead. He shall be, ex-officio, a member of all committees.

§4.4 **Secretary.** The Secretary shall attend to correspondence pertaining to activities and business of the Club, keep the minutes of all meetings, transmit notices of meetings of the Club, and perform other administrative duties, as directed by the Board.

§4.5 **Treasurer.** The Treasurer shall attend to keeping the accounts and financial records of the Club and of any agency of the club authorized by the Board to incur credits or debits

in the name of the Club. The treasurer shall handle all accounts payable and receivable, and shall deposit funds received in the name of the Club in such banks or financial institutions as shall be authorized by the Board. The Treasurer shall provide monthly financial statements at each Board meeting, disclosing the income, expenses and balance sheet from the last statement. The treasurer shall perform other duties pertaining to the office of Treasurer as directed by the Board. The treasurer shall be bonded.

ARTICLE FIVE
MEMBERSHIP

§5.1 **Memberships.** The maximum number of memberships of the Club shall be three hundred twenty-five (325).

§5.2 **Classes of Membership.** Membership shall be of the five (5) classes set forth below:

(a) **Adult Single.** An adult single membership shall be available to any single individual who is eighteen (18) years of age or older on or before the first day of June of the current pool season.

(b) **Adult Couple.** An adult couple membership shall be available to either:

(i) Any two (2) adults living under the same roof if (A) the individuals are legally married to each other, or (B) the dwelling in which they reside is owned or is being purchased by both adults and legal ownership of such dwelling is held in the names of both such adults; or

(ii) A parent who has no spouse and has only one child living with him or her or has partial custody of only one child.

(c) **Single Senior.** A single senior membership shall be available to a single individual who is fifty-five (55) years of age or older on or before the first day of June of the current pool season.

(d) **Senior Couple.** A senior couple membership shall be available to any two (2) adults who are both fifty-five (55) years of age or older on or before the first day of June of the current pool season and who are living under the same roof if (i) the individuals are legally married to each other, or (ii) the dwelling in which they reside

is owned or is being purchased by both adults and legal ownership of such dwelling is held in the names of both such adults.

(e) **Family.** A family membership shall be available to a family that consists of no more than two (2) adults who live under the same roof and are either (i) legally married to each other, or (ii) the dwelling in which they reside is owned or is being purchased by both adults and legal ownership of such dwelling is held in the names of both such adults. Any children of which either or both such adults have sole or joint custody shall be considered to be part of the family regardless of where such children reside; provided, however, such children must be under eighteen (18) years of age or under twenty-three (23) years of age and a full-time student at an accredited institution of higher education. For purposes of a family membership, individuals who are separated, but not legally divorced, shall continue to be considered to be legally married, but individuals who are legally divorced shall not.

Notwithstanding the foregoing classes of membership, the Board may grant other memberships in the Club to any other person, persons, entity or entities that the Board shall deem appropriate and in the best interests of the Club. The Board shall impose such fees and limitations on any such additional memberships as the Board deems advisable.

§5.3 **Eligibility and Approval of Members.** Any individual, individuals or group of individuals who meet one of the classifications of membership set forth in §5.2 of these By-Laws may apply for membership in the Club. In the event that there are more applications for membership in the Club than there are available memberships, the Board shall establish a system to fill vacant memberships. In addition, the Board reserves the right to deny membership to any applicant upon the vote of at least two-thirds (2/3) of the members of the Board.

§5.4 **Rights of Membership.** At such time as the Club notifies an applicant that the applicant has been accepted as a member of the Club, and upon payment to the Club of the amounts established by the Board as required fees for membership, an applicant shall become a member of the Club. The membership shall entitle the member to all rights and privileges of being a member of the Club.

§5.5 **Suspension, Probation and Expulsion of Member.**

(a) **Suspension or Probation.** Any Club member, for cause shown and after having been given an

opportunity for a hearing by the Board, may be suspended or placed on probation for a period not to exceed three (3) months by a two-thirds (2/3) vote of the members of the entire Board.

(b) **Expulsion.** Any Club member, after having been suspended or placed on probation and having been given another hearing by the Board, may be expelled from the Club for cause by a two-thirds (2/3) vote of the members of the entire Board.

(c) **Causes.** Causes for suspension, probation or expulsion may include, by way of example and not by way of limitation, serious violations of the By-Laws of the Club or other written rules of the Club, failure to satisfy financial obligations to the Club, or misconduct.

§5.6 **Other Usage of Facilities.** The Board, at its discretion, may extend the privileges of the Club for such periods as the Board deems appropriate to any other person, persons, entity or entities. The extension of such privileges shall be on such terms and conditions as the Board deems advisable and may require the payment of a fee, security deposit, etc. Notwithstanding the foregoing, the granting of any such privileges must be in the best interest of the Club.

§5.7 **Rules and Regulations.** The Board is empowered to establish such rules, regulations and conditions on the usage of the Club's facilities by its members and their guests as the Board may deem appropriate from time to time.

§5.8 **Guests.** The Board is empowered to establish such rules, regulations, fees and conditions on the usage of the Club's facilities by guests of members.

§5.9 **Damage to Club Facilities.** Members or their guests who cause damage to any property of the Club shall reimburse the Club for damages. Club privileges may be withdrawn pending restitution. Members and guests shall not remove articles belonging to the Club.

§5.10 **Responsibility of Club for Damage, Injury, Etc.** The Club assumes no responsibility for the property of members or their guests brought onto or left on Club property. The Club further assumes no responsibility or liability for accidents or injury that may occur to members and guests while on Club property.

§5.11 **Dues, Assessments and Other Fees.** The Board shall be empowered to levy and collect annual dues from its members for the operation and maintenance of the Club's facilities, and to set fees for guest privileges. In addition, the Board shall also be empowered to levy and collect additional

assessments and fees from its members in furtherance of the purposes of the Club; provided, however, if any such additional fee or assessment is greater than twenty-five dollars (\$25.00), then any such additional fee or assessment must be approved by a vote of at least two-thirds (2/3) of the members present at a general meeting of the membership of the Club. The payment of annual dues and other assessments, fees, and indebtedness to the Club by its members shall be payable as scheduled by the Board.

(a) **Delinquencies.** A member who fails to satisfy indebtedness to the Club within thirty (30) days of written notification shall be considered delinquent. The Board shall notify the member that he or she is delinquent and shall take whatever action it deems necessary. After the member is notified of the delinquent status, the member shall no longer have any of the Club's privileges as defined for its members. The Board may reinstate active status when indebtedness to the Club is satisfied.

(b) **Application Fee.** An application fee shall be assessed to each new member of the Club in addition to the annual dues, fees and assessments payable by each member. The amount of the application fee shall be established by the Board from time to time and is not refundable upon surrender of a membership. If a member surrenders his or her membership, the member shall not be required to pay the application fee again if the member reapplies for membership within a period of three (3) years. For purposes of this subsection, if there are no vacant memberships available in the Club at the time that a member reapplies for membership within the aforementioned three (3) year period, the placement of such member on a waiting list shall be considered a reapplication for membership.

ARTICLE SIX MEETINGS

§6.1 **Annual Membership Meeting** An annual meeting of members of the Club shall be held within one hundred and eighty (180) days of Labor Day of each year, at a time and place selected by the Board. The annual meeting shall include the election of Directors, the presentation of committee reports, and the transaction of pertinent business of the Club.

§6.2 **Special Meetings.** Special Meetings may be called by the Board or upon the presentation of a petition signed by ten (10) percent of the members of the Club stating the purpose of the meeting. The Board shall call a Special Meeting within thirty (30) days of said presentation.

§6.3 **Notice of Meetings.** The Secretary shall notify all members by regular mail at least ten (10) days prior to the annual meeting and any special meeting. Said notice shall include an agenda for the meeting. In addition, the agenda for

annual meeting shall include the names of nominees for Directorships and a statement shall be included that nominations may be made from the floor.

§6.4 **Voting.** Only members who are physically present at any meeting may vote. Except as hereinafter provided, voting shall be by voice vote or by a show of hands. For purposes of voting on nominees for directorship and upon the request of one-third (1/3) of the members present, a written or secret ballot shall be held. Each outstanding membership is entitled to one vote.

§6.5 **Quorum.** A quorum shall constitute ten (10) per cent of the membership.

ARTICLE SEVEN MISCELLANEOUS

§7.1 **Records.** The records of the Club shall consist of its By-Laws, the records as kept and maintained by the Secretary, a roster of members, records reflecting the past and present financial transactions as kept and maintained by the Treasurer, and such other records as are designated by the Board. All records shall be open to inspection by any member upon reasonable notice.

§7.2 **Indemnification.** Each person who acts as a Director or officer of the Club shall be indemnified by the Club and its members against amounts actually and necessarily incurred by him in connection with any action, suit, claim, or proceeding as a result of his being or having been a Director or Officer of the Club, except in relation to matters as to which he shall be individually adjudged in such action, suit, claim, or proceeding to be liable for gross negligence or willful misconduct. The right of indemnification provided herein shall inure to each Director and Officer referred to above, whether or not he is such Director or Officer at the time such costs or expenses are imposed or incurred, and in the event of his death or incompetency shall extend to his legal representative.

§7.3 **Amendments to By-Laws** These By-Laws may be amended by an affirmative two-thirds (2/3) vote of members present and voting at an Annual Meeting, provided that a quorum is present. Notice of said meeting shall set forth the proposed amendments.

§7.4 **Repealer.** These By-Laws shall become effective as of the date of the adoption by the membership as hereinbefore provided and all By-Laws or parts of By-Laws heretofore adopted are hereby repealed.

THE WYNGATE SWIM CLUB
By-Laws
Table of Contents

ARTICLE ONE..... 1
NAME..... 1

ARTICLE TWO..... 1
PURPOSES..... 1

ARTICLE THREE..... 1
DIRECTORS..... 1

 §3.1 DIRECTORS..... 1
 §3.2 QUALIFICATIONS..... 1
 §3.3 TERMS..... 2
 §3.4 OTHER POWERS..... 2
 §3.5 MEETINGS..... 2
 §3.6 SPECIAL MEETINGS..... 3
 §3.7 QUORUM AND VOTING..... 3
 §3.8 VACANCIES..... 3
 (a) *Vacancies Created By Resignation Or Death Of A Director*..... 3
 (b) *Vacancies Created By Removal Of A Director*..... 3
 §3.9 COMPENSATION OF DIRECTORS..... 3
 §3.10 NATIONAL CATASTROPHE..... 3
 §3.11 APPROVAL OF MINUTES..... 4
 §3.12 REMOVAL OF DIRECTORS..... 4
 (a) *By the Members*..... 4
 (b) *By the Board*..... 4
 §3.13 COMMITTEES..... 4
 §3.14 LIMITATION OF LIABILITY..... 5
 §3.15 DEPOSIT AND USE OF FUNDS..... 5
 §3.16 AUDIT OF FINANCIAL RECORDS..... 6
 (a) *Additional Audit*..... 6

ARTICLE FOUR..... 6
OFFICERS..... 6

 §4.1 OFFICERS..... 6
 §4.2 PRESIDENT..... 6
 §4.3 VICE PRESIDENT..... 6
 §4.4 SECRETARY..... 6
 §4.5 TREASURER..... 6

ARTICLE FIVE..... 7
MEMBERSHIP..... 7

 §5.1 MEMBERSHIPS..... 7
 §5.2 CLASSES OF MEMBERSHIP..... 7
 (a) *Adult Single*..... 7
 (b) *Adult Couple*..... 7
 (c) *Single Senior*..... 7
 (d) *Senior Couple*..... 7
 (e) *Family*..... 8
 §5.3 ELIGIBILITY AND APPROVAL OF MEMBERS..... 8
 §5.4 RIGHTS OF MEMBERSHIP..... 8

§5.5 SUSPENSION, PROBATION AND EXPULSION OF MEMBER.....	8
(a) <i>Suspension or Probation</i>	8
(b) <i>Expulsion</i>	9
(c) <i>Causes</i>	9
§5.6 OTHER USAGE OF FACILITIES.....	9
§5.7 RULES AND REGULATIONS.....	9
§5.8 GUESTS.....	9
§5.9 DAMAGE TO CLUB FACILITIES.....	9
§5.10 RESPONSIBILITY OF CLUB FOR DAMAGE, INJURY, ETC.....	9
§5.11 DUES AND ASSESSMENTS.....	9
(a) <i>Delinquencies</i>	10
(b) <i>Application Fee</i>	10
ARTICLE SIX.....	10
MEETINGS.....	10
§6.1 ANNUAL MEMBERSHIP MEETING.....	10
§6.2 SPECIAL MEETINGS.....	10
§6.3 NOTICE OF MEETINGS.....	10
§6.4 VOTING.....	11
§6.5 QUORUM.....	11
ARTICLE SEVEN.....	11
MISCELLANEOUS.....	11
§7.1 RECORDS.....	11
§7.2 INDEMNIFICATION.....	11
§7.3 AMENDMENTS TO BY-LAWS.....	11
§7.4 REPEALER.....	11