



# Fairfield-Fairfield Crest Swim Club

THE HOME OF THE **TURTLES**

1 Fremont Road, Newark, Delaware 19711

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## **BYLAWS**

### **ARTICLE I: PURPOSE**

#### Section 1

The corporation is a non-profit organization existing under the laws of the State of Delaware and shall be known as FAIRFIELD–FAIRFIELD CREST SWIM CLUB, INC. The purpose shall be to maintain such facilities required for the purpose of providing for the recreation and refreshment of its members. It is an organization that does not contemplate pecuniary gain or profit, incidental or otherwise, to its members. Fairfield–Fairfield Crest Swim Club does not discriminate on the basis of gender, race, national origin, religious beliefs, age, marital status, disability or sexual orientation.

### **ARTICLE II: MEMBERSHIP**

#### Section 1

There are three (3) membership categories: 1) Refundable Bond membership, 2) Non-refundable Certificate membership and 3) Associate membership. Associate membership is permitted for the first year of membership only. Purchase of a Bond or Certificate is not required as an Associate, however a Bond or Certificate must be purchased in the second year. Associate members have no voting privileges.

#### Section 2

In order to become a member of the organization, an applicant must submit the necessary application forms and all applicable fees. Guests who are accompanied by members will have access to all recreational facilities. The use of the property and facilities will be open, without charge, to the public, members of the civic association, or residents of the community regardless of sex, race, creed, income-level, color or national origin.<sup>1</sup>

#### Section 3

One membership certificate or Bond shall be issued for each paid membership and authorizes one vote. Membership shall apply to one or two adult members of a household (age 21 or older) whose names appear on the certificate. Club privileges, exclusive of voting, shall be extended to the additional members of said household for whom appropriate dues have been paid.

#### Section 4

Membership in the corporation shall be evidenced by a certificate or Bond that shall be non-assessable, non-negotiable, non-profit-sharing, and non-interest-bearing. Membership in the corporation shall be acquired by the purchase of an unencumbered Bond or membership certificate from the corporation or by transfer of a Bond between two parties that is approved by the Board of Directors.

#### Section 5

Bonds must be tendered to the corporation when a member resigns. The corporation shall have the option to purchase said Bonds at a price not less than the original sales price of such contributions when issued. It may also purchase Bonds recalled by the Board of Directors on the same terms. The time and manner in which the

corporation repurchases Bonds shall be determined by the Board of Directors, provided, however, that each Bond shall be redeemed in the chronological order in which they are tendered. The corporation shall deduct any outstanding charges or liabilities from the original value of the certificate when it is repurchased.

#### Section 6

The corporation, by a two-thirds vote of its Board of Directors, may revoke membership and recall the Bond or membership 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 him/her as to give cause for revocation of membership. No membership shall be revoked or Bond/membership certificate recalled except upon a ten-day written notice to the member concerned to attend a hearing before the Board of Directors.

#### Section 7

Any club member may resign at any time by written notice submitted to the Board of Directors' Membership Coordinator, but there shall be no refund of the current year's dues.

#### Section 8

The membership of the corporation shall be limited to 240 Bond/membership certificate-holding members.

#### Section 9

Members and their guests are required to adhere to all bylaws and club rules. It is the responsibility of each member to exercise a proprietary interest by enforcement of all club rules.

#### Section 10

Guest privileges will be extended as provided in the club rules.

#### Section 11

A member in good standing is a Bond or certificate holder who pays all dues in full by the date set forth by the Board and fulfills other obligations of the club by the deadlines determined by the Board of Directors. It is the responsibility of the member to notify the corporation of any change of address.

#### Section 12

A member in good standing may request, in writing, a one-time, twelve (12) month leave of absence. The request must be made by the date dues are payable. Members are not required to pay dues or fees during a leave of absence; however, all club privileges are suspended. The member must pay all dues/fees by the due date of the year following the leave of absence or their bond/membership certificate will be considered tendered to the corporation.

#### Section 13

If a member fails to provide a written request for a leave of absence all applicable dues and/or fees will be deducted from the member's bond and will result in forfeiture of said bond or membership certificate.

#### Section 14

A member shall cease to be a member of the club and his/her Bond will be considered to be tendered to the corporation if a membership resignation or Bond redemption request is not received during the 12-month leave of absence period or dues are not paid in full by the deadline determined by the Board. Bond redemption requests must be submitted according to Article II, Section 5.

### Section 15

Requests for Bond redemption must be submitted in writing to the Membership Coordinator while a member is in good standing as defined in Article II, Section 11 and by the deadline for payment of membership fees. Requests must include the original Bond and the Bond Redemption Selection form.

## **ARTICLE III: GOVERNMENT**

### Section 1

Management shall be by a Board of Directors, nine to eleven in number, who shall serve without compensation. Annual dues for Board members, however, will be waived during their term in office.

### Section 2

At each Annual Meeting, directors shall be elected to replace the retiring or resigning Board members. Members of the Board of Directors shall be elected for three-year terms or for the unexpired terms of resigned Board members.

### Section 3

Any member of the Board of Directors who shall cease to hold membership in the club shall automatically cease to be a member of the Board of Directors.

## **ARTICLE IV: BOARD OF DIRECTORS**

### Section 1

The Board of Directors shall transact all club business, make and/or amend rules regulating the use of the club property, including the setting of all dues and fees for membership and use of facilities. The Board shall appoint and remove such officers, clerks, agents, servants, or employees, as it may deem necessary. It may also fix the powers and duties, and establish compensation for such persons. The Board of Directors shall approve all applications for membership. It shall fix, impose, and remit penalties for violations of club bylaws and/or rules.

### Section 2

The Board of Directors shall elect from the Board of Directors a President, Vice President/Secretary, Membership Coordinator, and a Treasurer. The Board shall constitute, appoint, and disband committees, and define their powers and duties. Board members may retain their current position as long as they remain a Board member in good standing and the position remains desired by a majority of the Board.

### Section 3

The Board of Directors may fill by majority vote any vacancy that occurs in the Board of Directors. Any person so elected shall hold office until the next general membership meeting, at which time a Director shall be elected to complete a three-year term.

### Section 4

The Board of Directors shall determine the manner in which check, drafts, and other instruments for the payment of club funds shall be executed. The signature of the Treasurer and one other elected officer shall be on all checks, drafts, and other such instruments.

### Section 5

The Board of Directors shall hold regular meetings at such intervals, as they may deem necessary.

### Section 6

Five members of the Board of Directors shall constitute a quorum at a scheduled Board of Directors meeting.

Section 7

Any member of the Board of Directors may be removed from such office as he/she may hold by a two-thirds vote of the entire Board and with the approval of two-thirds vote of those present at a membership meeting after ten days' written notice to the Director concerned.

Section 8

The Board shall retain legal counsel as required.

Section 9

The Board of Directors shall submit to the membership in writing following the Annual Meeting, but before opening of the pool, a budget for the current year. This budget will be considered adopted unless 10% of the membership petitions the Board of Directors for a meeting with the express purpose of discussing the budget.

**ARTICLE V: OFFICERS**

Section 1

The President shall preside at all meetings of the club and of the Board of Directors, and shall be the administrative officer of the club. He/she shall appoint subject to Board confirmation, all committee chairpersons from members in good standing. He/she shall be ex-officio, a member of all committees.

Section 2

The Vice President/Secretary in the absence of, or at the request of, the President, shall perform the functions of the President. He/she shall be, ex-officio, a member of all committees. The Vice President/Secretary shall send out the notices of meetings of the membership and the Board of Directors, keep minutes, attend to the correspondence pertaining to the office, and execute payment of all approved bills. He/she shall perform such other duties pertaining to the office as may be assigned by the Board of Directors.

Section 3

The Membership Coordinator shall serve as chairperson of the Membership Committee, maintain membership records, including names and addresses and such other data concerning admissions to, maintenance of, and termination of membership, as he/she may deem appropriate or as may be required by the Board of Directors. He/she shall issue Bonds and membership certificates.

Section 4

The Treasurer shall maintain the accounts of the club, collect its revenues, and ensure its bills are paid as approved by the Board of Directors. He/she shall deposit funds received by him/her, in the same name of the club, in such depository as may be authorized by the Board of Directors. He/she may also perform such duties, pertaining to the office, as may be assigned by the Board of Directors.

Section 5

The positions of additional officers and their duties may be determined by majority vote of the Board.

Section 6

Each Board position will be accorded one vote regardless of the number of officers elected to that position.

**ARTICLE VI: MEETINGS**

Section 1

The rules contained in “Robert’s Rules of Order – Revised” shall govern the club meetings in all cases to which they are applicable.

Section 2

The annual meetings of shareholders of the corporation shall be held during the month of November at such a place and time as the Board of Directors may set. Notice shall be given by e-mail to all members at least 14 days prior to the meeting.

Section 3

The annual meeting shall be for the purpose of electing Directors, presenting committee reports, and/or transacting such other business as may be indicated in the notice or brought before the membership at the meeting. Names of candidates for the Board of Directors provided by the nomination committee shall be included in the meeting notice.

Section 4

Special meetings may be called by the Board of Directors. Also, upon written request of 10% of the members to the Secretary stating the purpose, a meeting shall be called by the Secretary within 30 days. Notice of special meetings shall be given by e-mail to members at least seven days prior thereto. The notice shall state the purpose for which the special meeting is called.

Section 5

Voting may be by voice or hand, and a roll call may be demanded by any ten members in attendance.

Section 6

A quorum for the annual meeting of shareholders shall be composed of at least six members of the Board of Directors plus any of the voting members. If quorum is not present, those present can conduct business on the printed agenda. Each Bond or membership certificate represented in person shall constitute one vote. Absentee ballots for election of members of the Board must be signed, mailed to, and received by the Secretary prior to the meeting.

Section 7

The Board of Directors shall hold its first meeting in January following the annual meeting.

Section 8

The Board of Directors may, by resolution, establish from time to time a schedule of other meetings and rules for conduct thereof.

Section 9

Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary upon request of two members of the Board of Directors.

Section 10

The President of the corporation shall nominate the required number for the available offices of directors. Nominations may also be made from the floor at the said meeting. Nominations shall be included with the written notice of the annual meeting.

**ARTICLE VII: DUES AND FEES**

Section 1

The Board of Directors shall establish all dues and fees subject to the approval of the membership as defined in Article II, Sections 1 and 3.

Section 2

The club shall not be required to refund any dues or part thereof in the event that pool operations are suspended for any period.

Section 3

Annual dues shall be payable by a date to be fixed each year by the Board of Directors. The Board of Directors may fix a penalty fee for late payment of dues.

Section 4

Any partial payment made towards a Bond will not be refundable.

Section 4

Any member who fails to pay fees when due or a debt of any kind for 30 days shall be notified in writing by the Board of Directors that if such indebtedness is not repaid within 15 days they will be suspended and will be denied use of the club's facilities. If the indebtedness is not paid within 15 days of the sending of such notice, he/she will cease to be a member of the club. The Board of Directors may, at their discretion, reinstate any person upon request and repayment of all indebtedness, provided they meet all other criteria for membership.

Section 5

No one who is delinquent for dues or other membership obligations shall be entitled to any of the privileges of membership during delinquency. Delinquent dues or other fees will be deducted from the value of the Bond. Associate and certificate members who are delinquent will not be permitted to renew membership until the debt is paid.

Section 6

Bonds considered tendered to the corporation or lapsed membership certificates can be re-instated for membership purposes for a fee determined by the Board of Directors. Re-instated Bonds will no longer be eligible for redemption.

Section 7

In the event of the dissolution of the club in any manner or for any cause, and in no event, upon the effective date of dissolution, Bonds shall be a lien upon the proceeds of the sale of the property of the club, after payment of all just debits, dues and other obligations owed by the holder of the certificate. After payment of all Bonds outstanding upon effective date of dissolution, the surplus remaining shall be paid prorated to the membership at that time.

Section 8

Holders of memberships shall be responsible for all payment of charges or liabilities arising from use of club property by themselves or members of their households, and for all charges and liabilities likewise incurred by their guests.

Section 9

The fiscal year shall be from January 1 through December 31.

**ARTICLE VIII: COMMITTEES**

Section 1

BUILDING AND GROUNDS MAINTENANCE COMMITTEE shall supervise the pool and grounds, shall attend to the improvement and maintenance of the pool, buildings, operating equipment and grounds and shall have authority there over.

Section 2

OPERATING AND RULES COMMITTEE shall be responsible for the direction of the pool manager and staff, subject to the approval of the Board of Directors. This committee shall prepare rules of health, and good and safe conduct in connection with the operation of the pool, recommend policy as to guests, and prepare and administer programs in instruction. Proposed rule changes will be considered by this committee and must have its approval prior to submission to the Board of Directors.

Section 3

FINANCE COMMITTEE shall review the financial policy of the club and make appropriate recommendations to the Board of Directors and shall audit the books prior to the annual meeting.

Section 4

SOCIAL COMMITTEE shall prepare the program of entertainment and exercise supervision over same.

**ARTICLE IX: AMENDMENTS**

Section 1

Amendments to these bylaws shall be submitted in writing to the Secretary. In order to become operative, said amendments must receive a vote of two-thirds of the members present and entitled to vote at any club meeting, provided that a complete statement of the amendment shall be included in the notice for the meetings mailed at least seven days prior to the meeting date.

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<sup>1</sup>Following established procedures, these bylaws were amended on May 19, 2019 at a general meeting of the Fairfield Crest Civic Swim Club.