

**BY-LAWS**

**WOODCREST RECREATION ASSOCIATION, INC.**

**As of 1/1/2012**

**[Article III Section 7 added after August 2011 General Membership Meeting.]**

**ARTICLE I - NAME**

Section 1

The name of the corporation covered by these By-Laws is the Woodcrest Recreation Association, Inc. (Association).

Section 2

The Association may be called the Woodcrest Swim Club.

**ARTICLE II - PURPOSE**

This Association, a non profit corporation organized and existing under the laws of the State of New Jersey, has been formed to promote, finance, lease, own, operate, and maintain recreational and related facilities, and to develop and conduct social and athletic programs for its members.

**ARTICLE III - MEMBERSHIP**

Section 1 - Members

Membership in the Association shall fall within the following classes:

- (a) Life Members
- (b) Associate Members
- (c) Interim Members
- (d) Special Members
- (e) Partial Members

Section 2 - Life Members

Life Members, otherwise known as Bond holders, shall be those members who are holders of a Life Membership Bond in the Woodcrest Recreation Association which shall entitle them to permanent membership in the association (within the provisions of these By-Laws and the Rules and Regulations) and vote in the annual and any special membership meetings (See Section 5).

Bond holders, subject to the terms of these By-Laws, as from time to time amended, may transfer the same by sale, gift or devise to their spouse or adult issue, regularly living within their household, subject, however, to the approval of such transferee by the Membership Trustee as an eligible applicant for membership in the Association. Bond holders may not otherwise sell, assign or transfer their bond to any other person, but must sell, assign or transfer said bond back to the Association; and which bond the Association shall repurchase, provided:

- (a) A ready and willing applicant for the purchase of such bond has been accepted by the Membership Trustee and has tendered payment for same.
- (b) The redemption value of the bond offered for repurchase shall be the current purchase price.
- (c) The price paid for the bond by the Association shall be diminished by any outstanding and unpaid dues or assessments or liabilities of the Bond holders or their children who are Associate members of the Association.

Section 3 - Associate members

Associate members shall consist of those members of the Bond holders' immediate family who regularly live within their household and whose membership shall begin with the payment of each person's dues and assessments or the specified deposits thereto, and shall terminate on May 15th each year. Associate members shall have the same privileges and uses of the Association's facilities as Life Members, subject to the provisions of these By-Laws and the Rules and Regulations; except as noted in Section 6 and Article V, Section 2.

#### Section 4 - Interim Members

Interim members, where approved by the Board, shall consist of those members of a family who have joined the Association but have not paid all initiation costs and thereby have not received a bond. Membership shall begin with the annual payment of the family and personal dues and at least the required minimum installment of outstanding initiation costs and shall terminate on May 15<sup>th</sup> of the next year. Interim members shall have the same privileges and uses of the Association's facilities as Life Members, subject to the provisions of these By-Laws and the Association's Rules and Regulations, except as noted in Section 6 of this Article and Article V, Section 2.

#### Section 5 - Special Members

Special members are household residents who are not members of the Bond holder's immediate family. They may use pool facilities under conditions determined by the Board of Trustees.

#### Section 6 – Partial Members

Partial members are persons admitted to the club and permitted use of all or designated parts of the facilities for designated time periods under agreements signed by the Association with outside organizations. Membership rights, limitations, and/or conditions of facility use, shall begin and end on the dates included in the agreements.

Section 7 – Senior Member. Senior members shall be limited to members 65 years of age or older by June 1st of the current year, and his or her spouse of any age.

#### Section 8 - Voting

The holders of each bond in good standing (See Article VI Section 2) shall be entitled to one vote at the annual or special membership meetings. There shall be no proxy vote.

Associate and Interim members may attend all membership meetings and speak and debate on all matters before the membership at such meetings but may not vote on any matter.

#### Section 9 - Revocation of Membership

(a) The Association, by its Board of Trustees, may revoke or suspend the membership of any member who fails to comply with the reasonable rules, regulations and requirements duly promulgated by the Board of Trustees for the government of its members.

(b) No membership shall be revoked or suspended except upon five days' notice to the offending member to attend a hearing before the Board of Trustees.

(c) The suspension of membership of a Life Member shall constitute a suspension of privileges of membership only and shall in no way affect the Life Membership Bond or require its redemption.

(d) The revocation of the membership of a Life Member shall require the Association to redeem the bond, less depreciation and any outstanding obligations to the Association.

#### Section 10 – Cancellation of Bonds

(a) When financial obligations of any Life Member exceed or will exceed the current bond redemption value, the Bond will be cancelled unless an acceptable payment plan is submitted to, and approved by, the Board.

(b) The Life Member shall be given a minimum of 10 days written notice, to the last address of record, prior to proposed Bond cancellation. If payment, or an acceptable payment plan, is not submitted by the date for action, the membership trustee will cancel the Bond that will then become invalid.

- (c) Inclusion of information relating to Bond cancellation where financial obligations exceed its redemption value submitted with the annual March dues mailing shall constitute the notice requirement. Consequently, unpaid dues in excess of the current bond redemption value, effective each may 15, automatically result in Bond cancellation.

Section 11 - Dues

- (a) The bond purchase price, initiation fee, interim member installment rates if applicable, and membership dues and assessments shall be fixed annually by the Board of Trustees.
- (b) Annual dues shall be payable by a date to be fixed each year by the Board of Trustees. The date shall be in April and the final date, including any late fees shall be May 15.
- (c) Dues shall be assessed and paid for the season on the basis of age as of June 1st.

**ARTICLE IV - MEETING OF MEMBERS**

Section 1 - Annual Meeting

- (a) There shall be an annual meeting of the Association, the date, time and place to be determined by the Board of Trustees to be held after the pool opens and prior to the close of the calendar year.
- (b) See also Article IV Section 4 and Article VIII Section 1.

Section 2 - Special Meetings

Special meetings of the members may be called by the Board of Trustees. The notice of such special meetings shall contain the agenda of the meeting and no other business than that so specified shall be discussed at that meeting. A special meeting may also be called by the Board of Trustees upon the written request of twenty (20) members in good standing.

Section 3 - Notice

Notice of every meeting of the Association shall be given to each Life Member at least five (5) days prior to the day named for the meeting.

Section 4 - Quorum

A quorum at any meeting of the Association shall consist of Life Members representing five percent (5%) of the current bonds.

Section 5 - Records

Upon the request of any Life Member, the books and records of membership shall be produced at any regular or special meeting of the Association. Such records shall be conclusive in determining the status of members and their right to vote.

**ARTICLE V - TRUSTEES**

Section 1 - Number

There shall be twelve (12) Trustees, all of whom shall be elected as provided in Section 3 of this article.

Section 2 - Eligibility

Only Life Members in good standing shall be eligible to serve as Trustees. Only one trustee per family bond is eligible to serve. Good standing requires that all dues and assessments are paid and the member is not under suspension.

Section 3 - Nominations

Nominations for the available offices of Trustee shall be made by a nominating committee appointed by the Association President. A nomination will also be accepted providing it is submitted to the nominating committee, in writing, by at least two eligible voting members. Nominations will close 30 days prior to the annual meeting.

The Board of Trustees shall publish and/or post and/or distribute all nominations no less than ten (10) days prior to the annual meeting.

#### Section 4 - Election

Four (4) Trustees shall be elected at each annual meeting for a term of three (3) years, or until their successors have been elected.

#### Section 5 - Meetings

(a) Schedule. The Board of Trustees shall hold regular meetings at such times as it deems necessary, but not less than ten (10) times per year; and shall meet at the request of any two (2) Trustees.

(b) Notice. At least five (5) days notice, written or oral, of every meeting of the Board of Trustees shall be given to each Trustee.

(c) Quorum. A majority of the Trustees in office shall constitute a quorum for the transaction of business, and the acts of a majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees.

(d) Minutes. A formal record of all minutes of all meetings of the Board of Trustees shall be kept by the Secretary or in the Secretary's absence, a Trustee appointed by the presiding officer.

(e) See also abandonment-Section 6(b)

#### Section 6 - Removal

A Trustee may be removed from office for:

(a) cause, by a vote of two-thirds of the membership in attendance at a general or special meeting of the membership called by the Board of Trustees, after ten (10) days notice to the offending Trustee to attend a hearing before the membership.

(b) abandonment of the office consisting of failure to attend three (3) consecutive meetings or two thirds of all meeting after the sixth meeting in any board year, unless the Trustee submits a valid reason acceptable to a majority of all other Trustees at a meeting to discuss the issue.

#### Section 7 - Vacancies

Vacancies on the Board of Trustees shall be filled by a majority vote of the remaining Trustees and each such person so selected shall serve until the next election. At that election if any time remains on the term of office for which a trustee was selected, the highest vote getter not receiving a full term shall be elected for the remaining term.

#### Section 8 - Authority

The Board of Trustees shall:

(a) Make or authorize all purchases and disbursements necessary or desirable for the operation of the Association.

(b) Fix the classification and salary schedule of employees and authorize their employment.

(c) Prescribe the rules and regulations for the government and use of all Association facilities.

(d) Prepare an annual report showing the state of finances, setting forth the transactions and activities of the preceding year; cause the annual report to be published prior to the annual meeting.

(e) Adopt an annual balanced budget prior to the start of the fiscal year upon the recommendation of the Treasurer. They may revise this budget during the course of a fiscal year based on operational necessity.

(f) Fix all fees, guest and membership, and assessments annually.

(g) Do or cause to be done all other things necessary for the operation and maintenance of the Association and its facilities.

#### Section 9 - Debt

The Board of Trustees may borrow money for a term of not more than five years for the operation and maintenance of existing Association facilities or for minor improvements to such facilities, secured by mortgage or other encumbrance upon Association property, in an amount not to exceed fifty percent (50%) of the annual dues for the year in which the money is borrowed.

The Board of Trustees shall not incur any long term indebtedness for major additions to or an expansion of Association property or facilities unless authorized by a majority vote of the members of the Association entitled to vote at a regular annual or special membership meeting.

#### Section 10 - Audit

The Board of Trustees shall require an audit of the accounts of the Association for each third fiscal year (April 1 - March 31), which audit shall be made by an independent Certified Public Accountant (CPA) selected by the Board. In each of the intervening two years, such CPA will conduct a review of the accounts.

#### Section 11 - Insurance

(a) Insurance. The Board of Trustees shall secure for the protection of the Association such public liability, property damage and other forms of insurance as it may deem necessary.

(b) Fidelity Bond. The Board of Trustees may, at Association expense, secure the fidelity of the Treasurer and any other officers and/or employees it sees fit, by bond in such amount deemed necessary.

#### Section 12 - Compensation

Trustees shall serve without compensation for services performed as Trustees or for duties which fall within the prescribed duties of Trustees.

#### Section 13 - Presiding Officer

The President, or in the President's absence the Vice-President, shall preside at all meetings. In the absence of both of these officers, the Trustees present shall elect a chair for that meeting.

### **ARTICLE VI - OFFICERS**

#### Section 1 - Positions

The Board of Trustees shall elect a President, Vice-President, Secretary, and Treasurer. The President may appoint, from among the Trustees, any assistant officers as the needs of the Association may require.

#### Section 2 - Eligibility

Officers may be elected only by the Board of Trustees from among the members of the Board of Trustees.

#### Section 3 - Election

The Board of Trustees shall elect officers of the Association at the first meeting of the Board following the Annual Meeting but not later than thirty (30) days following the Annual Meeting. The term of office for all officers or their successors shall be from the time of election until the end of the following annual meeting.

#### Section 4 - Vacancies

The Board of Trustees shall have the power to fill any vacancies in any office from among the members of the Board, and officers so elected shall serve until the end of the following annual meeting.

#### Section 5 - President

The President shall:

- (a) Preside at all General and Special Membership Meetings, and all Meetings of the Board of Trustees.
- (b) With the Secretary or Treasurer, sign all papers and contracts relating to the affairs of the Association.
- (c) Make all Trustee appointments.
- (d) Be an ex-officio member of any committees.
- (e) Perform all other acts properly belonging to the office, including the executive supervision of all activities of the Association and its employees.

#### Section 6 - Vice President

The Vice President shall assist the President and perform functions of the position in the President's absence.

#### Section 7 - Secretary

The Secretary (either personally or by delegation) shall:

- (a) Make and keep minutes of all Membership meetings and meetings of the Board of Trustees.
- (b) Keep all other corporate records, except financial.
- (c) Conduct all official correspondence, under the supervision of the President.
- (d) Issue calls for meetings.
- (e) Have custody of the corporate seal.
- (f) Perform such other functions as may be appropriate to the office or required by the Board of Trustees.

#### Section 8 - Treasurer

The Treasurer shall:

- (a) Recommend investment, borrowing, and other fiscal decisions.
- (b) Prepare a balanced fiscal year budget for Board action by March 1<sup>st</sup> considering anticipated revenues and expected expenses; review action thereunder; and recommend needed revisions for Board consideration during the course of the fiscal year.
- (c) Make and keep all records of all financial transactions of the Association
- (d) Be responsible for the receipt of all moneys due the Association and deposit the same in bank accounts or other places of deposit approved by the Board of Trustees.
- (e) Keep a corporation bond register showing the name and address of holders of bonds in the corporation, together with a complete record of payment therefore, and the serial number and date of certificates issued.
- (f) Make all authorized disbursements and sign and issue checks therefor.
- (g) Advance any moneys, not to exceed two hundred dollars (\$200.00), to any officer, Trustee, employee, or other authorized person who is required to expend cash for Association purposes upon receipt of a signed voucher therefore. An accounting from the person receiving such cash shall be required by the Treasurer.
- (h) Obtain needed bookkeeping and required auditing services.
- (i) Make records available for audit, review reports, and initiate any needed corrective action.
- (j) Perform such other functions as may be appropriate to the office or required by the Board of Trustees.

## ARTICLE VII - TRUSTEE RESPONSIBILITIES

### Section 1 - Standing Responsibilities

The responsibilities shall be:

- (a) Operations and Maintenance
- (b) Membership
- (c) Social
- (d) Athletics

### Section 2 - Trustee Responsibilities

- (a) Only Trustees shall chair standing responsibilities.
- (b) Employees are supervised only by the Trustee who hired them and is responsible for their performance, with the Pool Manager exercising daily oversight.

### Section 3 - Operations Trustee

The Operations Trustee shall:

- (a) Employ and supervise qualified pool attendants and other personnel required for the safe and proper conduct of activities and functions of the Association, subject to the provisions of Article V, Section 8 of these By-Laws.
- (b) Make expenditures for normal operations as authorized in the annual budget.
- (c) Enforce rules and regulations governing the use and operation of the swimming pool and other facilities, including the date and times of opening and closing, and the conduct of members, guests, and employees.
- (d) Secure a weekly bacteriological examination of the water in the swimming pools and post each weekly report at the pool.
- (e) Do all necessary things for the safe and proper operation of Association property, facilities and equipment.

### Section 4 - Membership Trustee

The Membership Trustee shall:

- (a) Investigate and approve all prospective members subject to review by the Board of Trustees as it deems necessary.
- (b) Maintain a membership record, including names, addresses and other such data concerning admission to, maintenance and termination of membership as the Trustee deems appropriate, or as may be required by the Board of Trustees.
- (c) Issue membership cards or other form of identification as may be required by the Board of Trustees.
- (d) Prepare all mass membership mailings.
- (e) Perform other functions concerning membership as may be assigned by the Board of Trustees.

### Section 5 - The Social Trustee

The Social Trustee shall:

- (a) Plan and supervise all social functions of the Association whether held at the pool or elsewhere.
- (b) Act as liaison for the Association with other organizations with which the Association may be cooperating from time to time and represent the Association in any joint effort with other organizations which are social in nature.
- (c) Perform other social functions as may be assigned by the Board of Trustees.

#### Section 6 - The Athletic Trustee

The Athletic Trustee shall:

- (a) Plan and supervise all athletic functions of the Association whether held at the pool or elsewhere.
- (b) Act as liaison for the Association with other organizations with which the Association may be cooperating from time to time and represent the Association in any joint effort with other organizations which are athletic in nature.
- (c) Either personally or by delegation, establish and sponsor in behalf of the Association various athletic teams, and have the authority to enter such teams in competition with similar groups of other organizations, subject to the specific approval of the Board of Trustees.
- (d) The Trustee may not enter into athletic competition any minor child without the written consent of the parent or guardian of such minor child, releasing the Association from any liability which may incur as a result of such competitive engagement.
- (e) Perform other athletic functions as may be assigned by the Board of Trustees.

#### Section 7 - Other Responsibilities

- (a) The President may organize the Board of Trustees for most effective administration including combining or separating standing responsibilities and assigning other responsibilities.
- (b) Potential responsibilities include Planning & Improvements for all major changes in, additions to, and improvements of Association property, facilities, and equipment, and submitting plans, estimates and recommendations thereon to the Board of Trustees; Snack Bar; Swim Team; Tennis; Health and Safety; Maintenance; Administration or other functions deemed necessary.
- (c) The assigned Trustees shall perform such functions as may be assigned by the President or Board of Trustees.

#### Section 8 - Committee Selection

Each Trustee may establish a committee to help accomplish the assigned responsibility and shall have the prerogative of selecting the members of this committee, with the approval of the board of Trustees.

### **ARTICLE VIII - AMENDMENTS**

#### Section 1 - Voting

Amendments to these By-laws may be adopted at any Annual Meeting or any special meeting called entirely or in part for that purpose, by a two-thirds (2/3) vote of a quorum of the Life Members entitled to vote at said meeting (See Article IV, Section 4).

#### Section 2 - Notice

The proposed amendments shall be sent to all members entitled to vote at least five (5) days prior to such meeting. (See Article IV, Section 3).