

OFFICIAL BY-LAWS of the TENBY CHASE SWIM AND SPORTS CLUB, Inc.



Article 1 - NAME

The Tenby Chase Swim and Sports Club, Inc., organized April 15, 1971, is incorporated under the laws of the State of New Jersey as a nonprofit corporation.

Article 2 - PURPOSES

The Tenby Chase Swim and Sports Club are organized exclusively for educational, scientific, and charitable purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations described under Section 501c(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. In support of these purposes, the club will foster and promote recreational, social, athletic, and educational activities of and among members and community guests, and will construct, own and operate facilities in furtherance of such purposes.

No activity of the organization is carrying on propaganda, or otherwise attempting to influence legislation, and the organization does not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Article 3 - ADDRESS

- (i) The official address of the Tenby Chase Swim and Sports Club, Inc., as registered with the Secretary of the State of New Jersey, shall be P.O. Box 1143, Delran, NJ 08075.
- (ii) All legal services, billings, payments, correspondence, including correspondence from Certificate Holders, and all other matters shall be properly directed to this official address.

Article 4 - MEMBERSHIP

Section 1:

- (i) **Membership Rights** - The Tenby Chase Swim and Sports Club, Inc. (hereinafter referred to as the Club') offers the privilege of membership without regard to race, color, national origin, religion, sex, disability, or other protected class defined by New Jersey state law. Membership will be offered to all people who apply, consistent with Article 4, Section 1 (ii), up to the maximum number of Certificates specified in these By-Laws. If the Board of Trustees, in its sole and exclusive judgment, deems that a potential Certificate Holder could pose a threat to the health, safety, or welfare of the

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- Club, or its Certificate Holders, the Board of Trustees may, by a two-thirds vote, reject that applicant and refund any application fees paid by the applicant.
- (ii) **Eligible Certificate Holders** - The Club will offer membership to all applicants who reside in Delran Township, NJ. Ten percent of the number of Certificates specified in these By-Laws shall be available to residents from townships, cities, and boroughs outside Delran Township. In the event of over-subscription of authorized membership in either area, the Club Secretary shall maintain a waiting list of applications in their order of receipt. Admission to the Club, regardless of residence, will then be according to the order of receipt of the application.
 - (iii) **Certificate Fee** - All applicants approved for membership must purchase a Standard Membership Certificate. Those receiving a Membership Certificate from a Certificate Holder shall be subject to, and in accordance with, the provisions of Article 4, Section 4, of these Bylaws. The cost of a Membership Certificate purchased from the Club shall be \$500.00.
 - (iv) **Certificate Holder Right of Participation** - A Membership Certificate in the Club shall grant to the Certificate Holder the right of participation in the governance of the Club and its facilities in accordance with these By-Laws, and any Rules and Regulations as may be adopted; the right to run for election to the Board of Trustees and the right to serve as a Trustee and officer; and the privilege to utilize the facilities of the Club within any Rules and Regulations adopted by the Club.
 - (v) **Certificate Purchasing Rules** - The Board of Trustees may adopt special rules that permit the purchase of a Membership Certificate over a period of time when the Board deems such to be advantageous to the Club and potential Certificate Holders. Although people purchasing Certificates under such a plan shall enjoy the privilege of utilizing the Club's facilities, a Membership Certificate will not be issued until the Certificate is fully paid. No refund of partial payments under any deferred purchase plan will be made under any circumstance.
 - (vi) **Certificate Users** - All rights and privileges of a Certificate Holder shall extend to his/her legal spouse. The privileges of a Certificate Holder shall also extend to the Certificate Holder's unmarried natural or adopted children until attainment of their majority or completion of their formal education, whichever shall be later. Other bona fide residents of the Certificate Holder's household may be extended the use of the Club's facilities upon specific written application to and approval by the Board of Trustees.
 - (vii) **Certificate Holder Removal** - If the Board of Trustees determines that the presence of any Certificate Holder has caused, or could cause a threat to the health, safety, or welfare of the Club, or any of its members, the Board, upon a vote of two-thirds of the Trustees, may expel a Certificate Holder. A Certificate Holder whose certificate is

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- being reviewed shall be notified in writing by the Secretary and shall be specifically permitted to address this matter to the Board of Trustees. The Board of Trustees shall reduce its decision in the matter of expulsion to a resolution and record the same in its minutes. An expelled Certificate Holder will receive the redemption value of his bond dues or fees. Any assessments or damage to the Club's property or facilities will also be assessed and charged accordingly.
- (viii) **Certificate Holder Challenges** - Any question regarding the eligibility of any person for exercise of the rights or privileges of a Certificate Holder shall be decided by the Board of Trustees, whose decision will be final.

Section 2: Maximum Membership

The Board of Trustees may limit the total number of Membership Certificates. The total number of Certificates shall not exceed three hundred.

Section 3: Standard Certificate Redemption

Standard Membership Certificate shall be redeemed by the Club from withdrawing Certificate Holders for \$150.00, regardless if originally purchased from the club or a Certificate Holder with the purchase of a residence pursuant to Section 4(i). Membership Certificates received privately pursuant to Section 4(i) will be non-redeemable and non-transferable. Tenby Chase Swim and Sports Club is not obligated to redeem Certificates until such time as there is a willing and acceptable applicant for membership.

Section 4:

- (i) **Sale of Certificates with Home** - Any Standard Membership Certificate may be sold by a Certificate Holder with the sale of the Certificate Holder's home if these conditions are met: (1) the certificate in question is not a transferred certificate; (2) the transfer of the Certificate is made to the purchaser of the Certificate Holder's personal residence; (3) the purchaser will reside in the personal residence acquired from the Certificate Holder; (4) the Secretary shall be notified in writing of the transfer; (5) the Board of Trustees reviews and approves the purchaser as a Certificate Holder; (6) a \$100 transfer is due to the club; (7) This is a one-time-only transaction a non-redeemable and non-transferable Certificate is reissued.
- (ii) **Family Gifted Certificates** - A family in good standing may gift their bond to an immediate family member if these conditions are met: (1) the certificate in question is not a transferred certificate; (2) the Secretary shall be notified in writing of the transfer; (3) the Board of Trustees reviews and approves the purchaser as a Certificate Holder; (4) the certificate cannot be a transferred certificate; (5) a \$100 transfer is due to the club (6) This is a one-time-only transaction a non-redeemable and non-transferable Certificate is reissued.
- (iii) **Certificate Holder Relocation** - A Certificate Holder who moves their residence may elect to continue membership without regard to location. Their bond is only redeemable by the Club.

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Section 5:

- (i) **Certificate Withdraw** - Any Certificate Holder of the Club may withdraw at any time, but under no circumstances can there be a refund of the current year dues, unless written notice is received by the Club Secretary not later than May 29, inclusive, of the current year.
- (ii) **Certificate Transaction Process** - All financial transactions associated with the purchase of Membership Certificates must be transacted through the Board of Trustees, with the exception provided in Article 4, Section 4.
- (iii) **Certificate Records** - The Club Secretary shall keep a list of all withdrawals in order of their receipt by the Secretary. The Club shall redeem the certificate according to the order of receipt and with due consideration to the Club's best interests as determined by the Board of Trustees.
- (iv) **Retired Certificates** - After redeeming a Membership Certificate in accordance with Article 4, Section 3, the Membership Certificate will be permanently retired. A new Membership Certificate will be issued to each new Certificate Holder.

ARTICLE 5 — GOVERNMENT

Section I: Board of Trustees

The Tenby Chase Swim and Sports Club Inc., its property, and affairs shall be managed by a Board of Trustees, up to 13 in number, all of whom shall be Certificate Holders in good standing. In no case shall there be more than one Trustee elected from a Certificate Holder's household.

Section 2: Establishment of Board of Trustees

At the August/September General Meeting of the Certificate Holders of the Club, there shall be an election for Trustees to equal the number of Trustees whose terms shall have expired or been vacated by removal. The election shall be by simple majority of ballots cast. Each Certificate Holder is entitled to one vote. A vote must be cast by being present at the meeting. No mail or proxy ballots shall be permitted.

Section 3: Interim Vacancies

Interim vacancies in the membership of the Board of Trustees shall be filled by a majority vote of the remaining Trustees, and the Trustees so elected shall fill the unexpired term of the Trustee whose term of office was not completed.

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Section 4: Eligibility for Election

To be eligible for election as a Trustee, a Certificate Holder must be in good standing and must have been a Certificate Holder of the Club for a minimum of one swim season prior to the election.

Section 5: Trustee Removal

Any Trustee may be removed from office by a two-thirds vote of the Certificate Holders present at a General or Special meeting of the Certificate Holders called pursuant to these Bylaws. Any Trustee so removed shall not be eligible to be a Trustee, unless and until they shall be elected by the Certificate Holders at the next August/September General Meeting.

Section 6: Term of Office

The term of office of a Trustee shall be for a maximum of three years. A Trustee may be reelected.

ARTICLE 6 — BOARD OF TRUSTEES

Section 1: Powers and Duties

Consistent with these Bylaws the Board of Trustees shall:

- (i) transact all business; including the appointment and removal of employees and agents, affix their duties, and rate compensation.
- (ii) prescribe rules and regulations for the operation and use of the club facilities, and affix and impose, after due process, penalties for the violation thereof.
- (iii) approve or reject applications for membership upon the recommendation of the Membership committee.
- (iv) have the power to regulate guest privileges, and guest fees, in the best interests of the club.
- (v) constitute committees as set forth herein and define the powers and duties of same.
- (vi) delegate authority to one or more of its members to act for it when necessary, between regularly scheduled meetings of the Board.
- (vii) otherwise act as required elsewhere herein, and as might be necessary and proper for the benefit of the Club, and the welfare of its Certificate Holders.
- (viii) admit anyone eligible for membership once as a guest of the Club.
- (ix) ensure that no part of the net earnings of the organization will provide a benefit to any member or individual.

Section 2: Banking

The Board of Trustees shall designate a bank or banks in which the funds of the Club shall be deposited. Any two officers may sign checks issued by the corporation under \$500.00. Checks in excess of \$2000.00 must be co-signed by both the President and the Treasurer.

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Section 3: Accounting

The Board of Trustees shall cause the books of the Club to be either audited or reviewed by a Certified Public Accounting firm, or Certified Public Accountant (CPA) as selected by the Board of Trustees. A certified or non-certified annual accounting statement shall be prepared and made available to the members upon reasonable request and will be made available at the August/September General Membership meeting of Certificate Holders. Neither the CPA or if a firm, no principal partner of the firm shall be a Certificate Holder.

Section 4: Board Meetings

- (i) The Board of Trustees shall meet at such times and intervals as they may deem necessary, but not less than six times per year.
- (ii) Any Certificate Holder may request an opportunity to advise the Board of Trustees, at any of its meetings, of his interests and concerns, by advising the President in writing.

Section 5: Quorum and Notices

Six members of the Board of Trustees shall constitute a quorum at any meeting of the Board of Trustees. Notice must be given by the Secretary or any Board officer at least seventy-two hours prior to a Trustees meeting. By a vote of at least 51%, the 72-hour notice provision of this section may be waived.

Section 6: Borrowing Funds

Nothing herein shall be construed to permit the Board of Trustees to borrow or pledge the credit of the club in excess of five thousand dollars (\$5000.00) without the specific approval of the Certificate Holders at a meeting held as provided herein.

Section 7: Voting Rules

All votes of the Board of Trustees shall be determined by a simple majority of the ballots cast. A vote must be cast by being present at the meeting. No mail or proxy ballots shall be permitted.

Section 8: Voting Record

Once the outcome of a vote of the Board of Trustees shall have been determined in accordance with these Bylaws, the Secretary shall record the vote as unanimous or indicate the outcome as carried or defeated. The only exception shall be when the minority voters specifically request that their names be listed in the minutes as a minority vote.

ARTICLE 7 — OFFICERS

Section 1: Annual Elections

At the first meeting of the Board of Trustees following each August/September General Meeting, the Board shall elect, from among its own members, a President, a Vice President, a Secretary, and a Treasurer. These officers shall serve until their successors have been elected. All officers shall be bonded, the cost thereof paid by the Club.

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Section 2: President Duties

The President shall preside at all meetings of the Club and of the Board of Trustees. The President shall be the Club's administrative officer and appoint the members of all standing committees and other committees. The President shall be a member ex officio of all committees.

Section 3: Vice President Duties

- (i) The Vice President shall act for the President in the event of his absence or disability. The absence or disability of the President shall be certified by a resolution of the Board of Trustees.
- (ii) The Vice President shall otherwise act as directed by the Board of Trustees.

Section 4: Secretary Duties

- (i) The Secretary shall send, or post notices as required by statute, the Bylaws, or otherwise, including notices to all Trustees. He shall take and keep minutes of all other such matters, and attend to and preserve the books, records, and correspondence of the Club. He shall make and maintain true copies of the Bylaws, as amended, and all Rules and Regulations. He shall, together with the President, sign all contracts, deeds, mortgages, and other documents of the Club.
- (ii) The Secretary shall provide to all applicants approved for membership by the Board of Trustees with a copy of the Bylaws of the Club, and any Rules and Regulations then in effect.
- (iii) The Secretary shall otherwise act as directed by the Board of Trustees.

Section 5: Treasurer Duties

- (i) The Treasurer shall keep the accounts of the Club, collect its revenues, pay its bills as approved by the Board of Trustees or other agency authorized by the Board of Trustees to incur them, deposit monies, and otherwise act as directed by the Board of Trustees. He shall bill the Certificate Holders for all charges within a reasonable time after they are incurred and payable.
- (ii) The Treasurer shall act as a member of the finance committee.
- (iii) The Treasurer shall present an annual financial report at the March meeting of Certificate Holders.

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ARTICLE 8 — COMMITTEES

- (i) **Formation** - The President of the Board of Trustees shall be empowered to appoint various committees as he sees fit. Any such committee shall include at least one member of the board of trustees, and at least one Certificate Holder or senior member who has been a member for at least one swim season, not a Trustee. Some committees may not require more than a Trustee as deemed by the President. The President shall also appoint the chairman of any committees, who may or may not be a member of the Board of Trustees.
- (ii) **Standing Committees** - The standing committees of the club shall be Finance and Planning, Membership, Social, Facilities, Fundraising, Snack Bar, Information Technology, Aquatics, and Nominations. Other special committees may be appointed from time to time at the discretion of the President. The President shall be empowered to assign various duties to both standing and special committees.

ARTICLE 9 — NOMINATIONS

Section 1: Nominating Committee

The nominating Committee of the Board of Trustees shall nominate candidates for such vacancies, as they exist on the board of trustees either by virtue of the expiration of term or by the resignation of a Trustee. The list of nominations shall be included in the notice of the August/September General meeting.

Section 2: Independent Nominations

Independent nominations may be made by any Certificate Holder, either in writing to the official Club mailing address, c/o Tenby Chase Swim and Sports Club, Inc., P.O. Box 1143, Delran, NJ 08075, or from the floor at the meeting, or submit in writing their assent to the nomination.

ARTICLE 10 — DUES and FEES

Section 1:

- (i) **Establishment of Dues** - The Board of Trustees shall establish dues for the year, based on the budget adopted by the Certificate Holders at the March General Meeting. Dues are due and payable on or prior to May 15, of each year. A Post Office cancellation will determine the timeliness of all payments. A late charge equal to 20% of the current year's dues will be levied on all delinquents.
- (ii) **Failure to Pay** - Any Certificate Holder failing to pay dues and late charges by May 30 may be notified by the Board of Trustees that the Certificate Holders' rights and

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- privileges are being suspended by the Board of Trustees. Any Certificate Holder suspended shall be notified in writing by the Secretary.
- (iii) **Late Fee** - An additional late fee equal to 20% of the current year's dues will be levied upon delinquent Certificate Holders after June 15. If dues and late charges are not paid by June 30, the Membership Certificate will be revoked by the Board of Trustees.
 - (iv) **Certificate Revocation** - The Club will not redeem any Certificate revoked by the Board of Trustees for nonpayment of dues, fees, or assessments.
 - (v) **Petitioning** - A Certificate Holder may petition for special consideration in the payment of dues. Such petitions will be handled on a case-by-case basis by the Board of Trustees but must be submitted in writing by May 15.

Section 2: Maintenance Status of Certificate

A Certificate Holder may not, more than once in any five-year period, petition the Board to place his certificate on maintenance status for a maximum of two consecutive years. Maintenance status will suspend the Certificate Holders' rights and privileges until the following swim season. Maintenance status will also relieve the Certificate Holder from the obligation of paying dues for the period the Certificate is suspended. Maintenance status requires payment of a maintenance fee equal to 20% of the current year's dues. If the Certificate Holders petition is received after May 15, the late fee assessment is applicable. The Certificate Holder may not put their name on the bond list to withdraw after the two years of maintenance status.

Section 3: No Refunds for Suspension of Operation

No dues or portion thereof shall necessarily be refunded in the event that the club suspends its operations for any period, for any reason.

Section 4: Dissolution

Upon dissolution of the Tenby Chase Swim and Sports Club, Inc., assets shall be distributed for one or more exempt purposes within the meaning of Section 501c(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Tenby Chase Swim and Sports Club, Inc. is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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Section 5: Exclusions

All these and other charges mentioned are exclusive of taxes incurred by the federal, state, and other government bodies and agencies.

ARTICLE 11 - MEETINGS

Section 1: General Meetings

- (i) There shall be two General meetings of the Certificate Holders each year: One shall be during the months of July or August, and one shall be held during the months of February or March. At least five days prior notice of any General or Special meetings shall be given to all Certificate Holders, stating the agenda of the meeting.
- (ii) The purpose of the February/March meeting shall be for the presentation of annual, financial reports, committee reports, and such other business as the needs of the Club indicate, or are brought before the Club by its Certificate Holders.
- (iii) The August/September meeting shall be for the purpose of holding elections to the Board of Trustees, and for such other business as the needs of the Club indicate, or are brought before the Club by its Certificate Holders.

Section 2: Special Meetings

Special meetings of the Club may be called by the Board of Trustees, or upon written application of twenty Certificate Holders to the Secretary. The application shall state the purpose of the requested meeting. A Special meeting shall be called by the Secretary of the Club within thirty days. Notice to the Certificate Holders of any Special meetings must state the purpose of that meeting. The agenda of any Special meeting must be limited to those items specified in the notice and no other business may be transacted.

Section 3: Quorum and Voting – General Meeting

- (i) Fifteen Certificate Holders shall constitute a quorum at all Club General or Special meetings.
- (ii) A simple majority of attending Certificate Holders shall be required for election to office and in all other matters requiring a vote, unless otherwise so specified in these Bylaws.
- (iii) Each Membership Certificate shall be entitled to one vote at meetings of the membership. A vote must be cast by being present at a meeting; no mail or proxy ballots are permitted.

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Section 4: Notice – General Meeting

- (i) Whenever, in these Bylaws, notice to Certificate Holders is required, the mailing of such notices to the last known address, **or email address**, of the Certificate Holder, shall constitute due notice. However, a notice of General or Special meetings of the Certificate Holders scheduled during any period of daily swimming pool operation may be given by official notice posted on the bulletin board of the Club. Bulletin board notice in lieu of mailed notice must be posted for a minimum of five days prior to the meeting.
- (ii) The club website, www.tenbychaseswimclub.org, shall also act as an official bulletin board, providing satisfactory notice for General and Special meetings.

Section 5: Meeting Procedures

- (i) The rules of procedure contained in Roberts Rules of Order, Revised, shall govern all meetings of the Certificate Holders or Trustees of the Club in all cases to which they are applicable; and in which they are not inconsistent with the Bylaws or special rules of order of the Club.
- (ii) In any question arising during a meeting as to the proper interpretation of any provisions of these Bylaws, such interpretation shall be determined by the Board of Trustees.

ARTICLE 12 - INDEMNIFICATION

Section 1:

- (i) Each person who acts as a Trustee or Officer of the Club shall be indemnified by the Club against expenses actually and necessarily incurred by him in conjunction with the defense of any action or proceeding in which he is made part by reason of his being or having been a Trustee or Officer of the Club except in relation to matters in which he shall be adjudged in such action, suit, or proceeding to be liable by reason of willful misconduct, and except any sum paid for the Club in settlement of an action, suit or proceeding based on willful misconduct in the performance of his duties.
- (ii) The right of indemnification provided herein shall incur each Trustee and Officer referred to in Article 12, Section 1(i), whether or not he is such Trustee or Officer at the time such costs or expenses are imposed or incurred and in event of his death shall extend to his legal heirs.

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ARTICLE 13 - AMENDMENTS

Section 1:

Amendments to these Bylaws may be proposed to the Certificate Holders by the Board of Trustees in the notice of a General or Special meeting of the Certificate Holders. Certificate Holders may propose amendments to the Bylaws at any meeting, however, such amendments may not be adopted until a subsequent meeting after notice to all Certificate Holders of the proposed amendment. Proposed amendments to these Bylaws will be adopted by a two-thirds majority of Certificate Holders present at any General meeting of the Club, or at any Special meeting called with the stated purpose of consideration of an amendment to the Bylaws.

ARTICLE 14 - GENERAL

Section 1:

The use of the masculine pronoun shall equally refer to the feminine in these Bylaws.

Section 2:

- Adoption of these Bylaws by the Certificate Holders shall cause them to supersede all previous Bylaws presently in force.
- Proposed to the membership of Tenby Chase Swim and Sports Club Inc., at the July 2019, general membership meeting.
- Discussed by the membership of Tenby Chase Swim and Sports Club Inc., at the February 2019, general membership meeting.
- Adopted by the membership of Tenby Chase Swim and Sports Club Inc., at the February 2019, general membership meeting.
- Adopted by the membership of Tenby Chase Swim and Sports Club Inc., at the March 2022, general membership meeting.
- Adopted by the membership of Tenby Chase Swim and Sports Club Inc., at the September 3, 2022, general membership meeting.