

Version 1.22

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Bylaws of the Willows

Article I

The name of this corporation shall be The Willows, hereinafter referred to as the Club, and also known as The Willows Swim Club.

The corporation shall have a seal of the following form:

The registered office shall be in care of Treasurer Harvey Fram, 17 Hendrickson Road, Lawrenceville, NJ

The fiscal year shall begin the first day of April of each year.

Article II - Purposes and Powers of the Corporation

The purpose of this corporation is to operate a private swimming pool and other recreational facilities.

Article III – Members

Section 1. There shall be three classes of membership.

One shall be a General membership and shall be limited to fifty-five shareholders. Membership shall be limited to those persons who have purchased or subscribed to a share in the Club as specified in *Article IX*. Shares shall be issued upon payment of a bond (value to be determined by the board, as of 7/15/2021 the bond is \$1200, however payment may made for a half bond with value of \$600¹) in the name of one person or in the name of such person and his or her spouse. All voting power in the club shall reside in the shareholders. There shall

¹ For the purposes of determining ownership in The Willows, full bonds shall count for twice as large an ownership stake as half bonds.

be only one vote per share for any and all business of the Club at which a member may vote. No fractional votes shall be counted. A membership shall include shareholders and their dependents.

The second class of membership shall be a Single membership. Single memberships are available to persons who live in a single-person household. An exception may be made for multi-person households where other people in the household never visit The Willows. (Should other people in the household visit The Willows, that membership will automatically convert to a general membership.) Bond payments for Single memberships will be the same as for General membership. Dues for single memberships will be 2/3 the rate of general membership, and Single memberships will count 2/3 in counting the total number of members.

The Third class of membership shall be a senior membership. To be eligible member(s) must be at least 65 years of age and must have been members for at least 20 cumulative years. Once reaching this status they will be refunded one half the value of the bond and their dues will be one half the current rate. Senior members will not count in determining the total number of members.

Each membership shall have one vote in any matters for which a vote of the membership is required, regardless of the class of membership.

Section 2. To become a member an applicant must be sponsored by a member in good standing and endorsed by two other members in good standing. If there are more applicants than openings, then a waiting list shall be formed as outlined in *Article VII, Section 1*.

Section 3. Renewals of membership including voting and other privileges will be made annually. Dues are due April 30 each year.

Section 4. Members may resign from the Club by submitting a written resignation to the president or the chair of the membership committee. Resignations should be made before the start of the swimming season, usually the Memorial Day weekend. Members who resign after the start of the swimming season are liable for full dues. However, dues will be prorated if the membership is transferred to a new member that year. Proration will be based on the number of days in the season, irrespective of whether the pool is open or not (for example, May 27 to September 4 is 101 days.)

Section 5. Each shareholder may propose up to three (3) members a year and endorse three (3) new members a year.

Section 6. Any member may be temporarily suspended from the privileges of the Club or expelled from the membership for the infraction of any bylaws, standing rules, or acts of conduct that are disorderly, or injurious to the interests or hostile to the objects of the Club.

Section 7. Such suspension shall be made as provided in *Article VII, Sections 3 and 4.*

Section 8. Such expulsion may be made temporarily by a majority vote of the board of directors present. Notice shall be given in writing to the member together with a copy of the charges preferred against him and a statement of the date of the proposed meeting when he will be afforded an opportunity for a hearing if he chooses to appear before the board of directors.

Section 9. Upon the request in writing to the board of directors of any member who has been expelled, provided such request has been endorsed by ten members, the president shall call a meeting of the members to hear any appeal from the decision of the board of directors. At such meeting the action of the board of directors may be modified or annulled by two-thirds vote of the members present. In the event a quorum shall not be present, this shall be interpreted as a negative vote on the member's request, and the ruling of the board of directors shall stand.

Section 10. Expulsions may be countermanded through a new application for membership.

Article IV – Officers

Section 1. The officers of this Club shall be a president, vice-president, secretary, and treasurer. The president and vice-president shall be elected annually by the board of directors from among its elected members, and shall hold office until their successors shall have been elected. The secretary and treasurer shall be appointed by and hold office during the pleasure of the board of directors. The same person may hold the positions of secretary and treasurer. The

secretary and treasurer may or may not be members of the board of directors.

Section 2. The president, or in his/her absence, the vice-president, shall preside over all meetings of the board of directors and the Club. In the absence of both, a temporary presiding officer shall be elected from among the members present. The president shall appoint the chairman of all committees of the Club from the board of directors unless it is specially provided or ordered otherwise. The president shall act as executive officer of the Club subject to the board of directors.

Section 3. The vice-president shall be vested with the powers and shall perform all the duties of the president in his/her absence.

Section 4. The secretary shall keep a complete record of all proceedings and correspondence of the Club and the board of directors. S/he shall notify all members in writing whenever rulings of the board of directors affect them individually, such as expulsion or threat of same, when authorized by the board of directors. S/he shall send notices of meetings by mail to members of the Club or board of directors, as the same may be required. (*See Article III, section 9, and Article VII, Section 2.*)

Section 5. The treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club and shall deposit all moneys and other valuable effects in the name and to the credit of the Club in such depositories as may be designated by the board of directors. S/he shall make payments only for bills properly authorized by the president, vice-president or chairs of standing committees. S/he shall render to the president and the board of directors at the regular meetings of the board and at such other times as the president or board may require it, an account of all his/her transactions as treasurer, and of the financial condition of the Club. S/he shall make full statements of receipts and disbursements to the members at the annual spring and fall meetings.

Section 6. The treasurer may post prominently the name and amount owed by any member over fourteen days delinquent in payment, and then if such account is not paid after fourteen days from the date of posting such member may be suspended from the privileges of the Club. If, during the next thirty days following suspension the account is not paid, the treasurer shall certify his/her name to the secretary for automatic expulsion from the Club, and report this action to the board

of directors at their next regular meeting. A member so expelled has the right, upon his/her request, to appear before the board of directors to show cause why s/he should not be so expelled.

Section 7. Contracts and formal documents shall be signed by two officers of the board of directors, or by an officer who the board shall designate.

Section 8. All officers are subject to removal by a majority vote of the members.

Article V – Board of Directors

Section 1. The board of directors shall consist of nine members, three to be elected annually to serve for three fiscal years. No member of the board shall be eligible for re-election thereto until at least one year shall have expired after his/her last term of office.

Section 2. Election to the board shall be by ballot of the members. A plurality of votes cast shall be required to elect.

Section 3. The board of directors shall have the management and control of the business and property of the Club and shall also have the power to levy necessary fees.

Section 4. The board of directors shall have the power to prescribe penalties for the infraction of regulations and to expel members as provided in *Article III, Sections 6,8, and 9.*

Section 5. The interpretation of the bylaws and rules shall rest with the board of directors, subject to appeal of the membership.

Section 6. The board of directors shall not incur any debt or liability exceeding the net assets of the Club.

Section 7. The board of directors shall hold an organizational meeting and subsequent meetings at their convenience. Five members shall constitute a quorum. Except as specified in *Section 8* of this article, regular meetings may be held without notice.

Any officer or director who shall absent him/herself from three consecutive meetings of the board of directors without rendering a

sufficient reason to the board for such absence shall forfeit his/her office.

Section 8. If the office of any director or of any officer becomes vacant by reason of death, resignation, disqualification or otherwise, the remaining directors, who have been duly elected by the members, although less than a quorum, by a majority vote, in any regular or special meeting of the board, may appoint a successor or successors who shall hold office for the balance of the fiscal year.

Section 9. The board of directors shall keep full minutes of each of its meetings and shall make reports of its activities at the spring and fall annual meetings. The order of business at all meetings of the board of directors shall be as follows:

1. Reading of the minutes
2. Reports of officers
3. Reports of committees
4. Unfinished business
5. New business
6. Elections
7. Adjournment

This order of business may be changed on motion by a majority vote of the meetings.

Section 10. Any action of the board of directors or of any committee must be taken at a meeting with a quorum actually present.

Article VI – Election of Board of Directors

Section 1. At the annual spring meeting a nominating committee shall be elected by nominations from the floor, a plurality of the votes cast being necessary for election. At the annual fall meeting such committee shall advise the membership of its nominations of candidates for the vacancies in the board. Other nominations may be made from the floor. Those candidates who receive the plurality of votes will be elected.

The members of the board of directors who will serve for the next year shall meet and elect from their own members the president and vice-president of the Club as specified in *Article IV, Section 1*. The board of directors at this meeting shall appoint the treasurer and secretary.

Article VII – Committees

Persons designated by the board to oversee the following areas of responsibility may organize committees at their discretion.

Section 1. Membership: A waiting list of applicants shall be maintained in the order of application date. Unless there are extenuating circumstances new members should be drawn from the top of the list.

It shall be the responsibility of the membership chair to keep a roll of the members of the Club.

Section 2. Finance: The treasurer shall have general supervision of the finances of the Club and shall recommend to the board of directors the appropriation of such sums of money to the standing committees, as may be in the judgment of the finance committee, necessary to carry on the business of the respective committees. S/he shall consider and make recommendations regarding any changes to the budget that may be found necessary during the year. S/he shall consider and make recommendations regarding any extraordinary expenses proposed by any of the various committees and shall consider and comment on financial statements before they are submitted to the board of directors. It shall be the duty of the board to supervise the auditing of the accounts of the treasurer as appropriate, in such manner as the board of directors may authorize.

Section 3. Buildings and Grounds: It shall be the duty of this committee to have supervision over and arrange all the real property of the Club and to make such rules and regulations as it shall deem wise for the protection and preservation of such property. It shall be within the power of this committee to suspend temporarily from the privileges of the Club any member who has been guilty of infraction of these rules.

This committee shall make recommendations to the board for the purchase of any appurtenances, which in its judgment would increase the beauty and usefulness of the Club property. The committee may expend any sum allowed to its use by the board of directors without the approval of such board, for the purchase of articles or supplies necessary for the management and maintenance of the Club property.

Section 4. Rules: It shall be the duty of this committee to present to the board of directors and the membership for approval, such standing rules and regulations as they deem necessary for the safety and enjoyment of the members who use the Club property. It shall also be the duty of this committee to warn members of infractions of the rules and regulations and to suspend temporarily those members who in their judgment commit acts hostile to the best interests of the Club as specified in *Article III, Section 6*. This committee may recommend to the board of directors the expulsion of any member or individual who continues to act contrary to the best interests of the Club. Such expulsion shall be regulated as specified in *Article III, Sections 8, 9, 10*.

It shall be within the power of this committee at any time during the year to suspend or change or add to the rules and regulations governing the use of the Club property without the approval of the board of directors or the membership, if it is considered in its judgment to be for the best interest and greater enjoyment of the Club property and privileges, except that it may not so regulate any rule established by the board of directors or the grounds and maintenance committee without their approval.

It shall also be within the power of this committee to receive complaints and redress grievances concerning the standing rules and regulations.

Section 5. Recreation: It shall be the duty of this committee to plan and organize, with the cooperation of the members of the Club, such activities and special events at the pool as will interest and include the membership, their families and their invited guests. Fees to cover expenses for such activities may be set and expended by this committee.

Section 6. The board of directors may set up additional committees as it deems necessary and prescribe the manner of their appointments and their duties.

Article VIII – Meetings

Section 1. There shall be semi-annual meetings of the members each year to be known as the spring annual meeting and the fall annual meeting. At any meeting of the members fifteen members shall constitute a quorum.

The fall meeting shall be for the purpose of electing members to fill the vacancies in the board of directors, to hear reports on the operation of the Club facilities and to vote on any recommendations presented by the board of directors, as well as to take up any other business that shall come before it. The secretary and treasurer shall also make reports at this time on the actions taken by the Board since the spring meeting and financial condition of the Club.

The spring annual meeting shall be held for the purpose of electing a nominating committee, whose duty it shall be to report as specified in *Article VI, Section 1*, to hear reports on the plans for the coming season, to adopt the budget and approve the dues for the current year, and to vote on any recommendations presented by the board of directors, as well as to take up other business which may come before it. The secretary and treasurer shall also make reports at this meeting on the actions taken by the board of directors since the fall meeting preceding and the financial condition of the Club.

Section 2. Special meetings of the members may be called by the president at any time and shall be called by the president at the written request of ten or more members, by having the secretary mail a notice stating the object of the meeting at least ten days prior to the date of the meeting, to the residence of each member, and as provided for in *Article III, Section 9*.

Section 3. Meetings of the board of directors shall be held as specified in *Article V, Sections 7 and 8*.

Section 4. The order of business at all meetings of the members shall be as follows:

1. Reading of minutes
2. Reports by officers
3. Committee reports
4. Unfinished business
5. New business
6. Elections
7. Adjournment

This order of business may be changed on motion by a majority vote of the meeting.

Section 5. In all matters not covered by the bylaws "Roberts Rules of Order" shall govern this corporation.

Section 6. Except for amendment of the bylaws, as specified in *Article X*, voting by members at any meeting shall be in person. Cumulative voting or proxy voting shall not be permitted. No member may vote while suspended, posted, expelled or otherwise not in good standing.

Article IX – Shareholders

Section 1. Shares in the Club shall be issued by the board of directors to any person or persons approved for membership as specified in *Article III, Section 1*. In the event of dissolution of the Club, its assets shall be divided among the shareholders in proportion to the number of shares in a category held. Each general membership accounts for one share and each senior membership accounts for one half of a share.

Section 2. The total number of general membership shares outstanding shall be limited to fifty-five.

Section 3. The shares of the Club may be purchased for the treasury at a price to be determined by the board of directors.

Section 4. No share shall be transferred on the books of the Club:

1. Unless the transferee has been elected as outlined in *Article III, Section 2*.
2. Unless the transferor has settled all of his indebtedness to the Club in full; and
3. Unless the proposed transfer is approved by the board of directors.

Section 6. If a shareholder member is anywise in arrears to the Club, or resigns, dies or is expelled from membership, his shares, if any, after a period of six months may, upon notice, revert to and become property of the Club unless he or his duly appointed executor shall have requested transfer in accordance with *Section 4* of this article.

Article X – Amendments

Section 1. No amendments can be made to these bylaws except at either the spring or fall annual meetings or at a special meeting of the members of the Club, duly called for such purpose; and unless notice

of the proposed amendments be mailed to the residence of all members at least twenty-one days prior to any action thereon; and unless approved by two-thirds of the shareholding members.

By: (signature) _____

Date: _____

Name: Jack Cohen

Capacity of signatory President: The Willows

By: (signature) _____

Date: _____

Name: Harvey Fram

Capacity of signatory Treasurer: The Willows