

Round Top Swim & Tennis Club

Box 4184 e Warren, New Jersey 07059

BYLAWS OF ROUND TOP SWIM & TENNIS CLUB, INC.

Article 1

Name

The name of the Club shall be Round Top Swim and Tennis Club, Inc. The club is located at 106 Mt. Horeb Road, Warren, New Jersey 07059.

Article 2

Object

The purpose for which this Club is formed is to promote the health and general welfare of its Members and in pursuance thereof to own and operate a swimming pool and other recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities, in the Township of Warren, County of Somerset and State of New Jersey for the exclusive use of Members and their families.

Article 3

Government

Section 1. The Club shall be managed by a Board of Trustees nine (9) in number.

Section 2. At each Annual Meeting of the Members of the Club, three (3) Trustees shall be elected to serve for a period of three (3) years and until their successors shall have been chosen.

Section 3. Any member of the Board of Trustees who shall cease to be a Member of the Club shall automatically cease to be a member of the Board of Trustees,

Section 4. This corporation shall act on a fiscal year basis which shall end with the last day of September in each year.

Article 4

Board of Trustees

Section 1. Consistent with these By-Laws the Board of Trustees shall have the following powers:

- a. Financial powers – The Board of Trustees shall have the power to authorize the making of all contracts and promissory notes in the name of the Club and under its seal, or otherwise, of all deeds of conveyance, bonds, mortgages, deeds of trust, ~~leases~~, releases and other instruments affecting property of the Club, and to borrow money in the name and on behalf of the Club, and, as security for the repayment thereof, effectually to mortgage or pledge the property of the Club.
- b. General powers -The Board of Trustees shall elect all Members; direct the general management of the affairs of the Club; control its funds and finances; fix and alter fees and charges on an annual, seasonal or other basis for all privileges that may be inaugurated; set the total number of Members entitled to enjoy such privileges on an annual basis; designate the duties to be performed by all standing committees; and make all necessary rules for the use and care of the grounds and property of the Club.

Section 2. The Board of Trustees shall designate the bank or banks in which the funds of the Club shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds of the Club shall be executed. The Board of Trustees may require that at least two (2) officers sign all such checks, drafts or other instruments for the payment of money drawn in the name of the Club. Any officer holding this authority shall be bonded.

Section 3. The Board of Trustees shall cause the books of the Club to be audited at least annually by auditors selected by the Trustees, who shall be neither Trustees nor officers of the Club, and the report of the auditors shall be available to the Members at all times.

Section 4. The Board of Trustees shall generally meet at least once a month during the months of March through September and at such other times and intervals as it may deem necessary.

Section 5. In the event of the death or withdrawal of a duly elected or appointed member of the Board of Trustees, a successor shall be appointed by the remaining members of the Board to complete the unexpired term.

Section 6. In the event a question before the Board of Trustees results in a tie vote which cannot be resolved, the question shall be resolved by the vote cast by the President.

Section 7. Any member of the Board of Trustees may be removed from office by a majority vote of the total Membership. Any Member may vote in person or be represented by proxy at either an Annual Meeting or a Special Meeting called in accordance with these By-Laws.

Article 5 Officers

Section 1. The officers of the Club shall be a President, a Vice President, a Secretary, a Treasurer and, if deemed necessary by the Board of Trustees, an Assistant Secretary and an Assistant Treasurer. The President, Vice President, Secretary and Treasurer shall be elected annually by the Board of Trustees from among its members, shall serve without compensation and shall hold office until the end of the first meeting of the Trustees following the Annual Meeting of the Club. The Assistant Secretary and the Assistant Treasurer shall be appointed by the Board of Trustees and shall hold office at its pleasure.

Section 2. The President shall preside at the meetings of the Club and the Board of Trustees. He shall be the administrator of the Club. He shall appoint, subject to the confirmation of the Trustees, all standing committees, except as otherwise specified in these By-laws, designating the chairmen, thereof, and all special committees as may be directed. He shall be, ex-officio, a member of all committees.

Section 3. The Vice President shall, in the absence or disability of the President, act in his stead.

Section 4. The Secretary shall send out the notices of the meetings of the Club and the Board of Trustees, keep the minutes and attend to the correspondence pertaining to his office. He shall perform such other duties pertaining to his office as may be asked of him by the Board of Trustees.

Section 5. The Treasurer shall attend to keeping the accounts of the Club, collecting its revenues and paying its debts as approved by the Board of Trustees or other agency authorized by the Trustees to incur them. He shall deposit funds of the Club received by him in the name of the Club in such depository as may be authorized by the Board of Trustees. He shall perform such other duties pertaining to his office as may be asked of him by the Board of Trustees. He shall be bonded as it is deemed necessary by the Board of Trustees.

Section 6. The Assistant Secretary and Assistant Treasurer shall perform such duties as may be assigned them by the Secretary or Treasurer respectfully, or by the Board of Trustees.

Article 6 Membership

Section 1. Membership in the Club shall consist of Members whose Membership is evidenced by a Bond issued by the Club in consideration of the payment of Membership, initiation and other fees or dues required by these By-laws or other Club rules.

Section 2. The classification Member shall include the husband and wife, or head of family, and all those domiciled under his roof and falling under the category of dependents for Federal Income Tax purposes. The Board of Trustees is empowered to issue Associate Membership to individuals in the household of a Member under such terms and conditions, as the Board at its discretion deems appropriate.

Section 3.

- a. The Board of Trustees may act as the Membership Committee or may elect one of its members Chairman of the Membership Committee and shall appoint from outside its own number, four (4) Members of the Club who shall constitute a Membership Committee for the ensuing year. Participation on the Membership Committee is open to all Members of the Club. Members interested in serving on this Committee shall make their interest known, in writing, to the Chairman of the Committee. The Chairman shall review the applicants and recommend to the Board a group that would best represent the interest and concerns of the Membership at-large. A majority approval of the Chairman's recommendation by the Board of Trustees is required.
- b. It shall be the duty of the Board or of this committee to meet from time to time to consider applications for Membership in the Club and to recommend to the Board of Trustees suitable applicants. Candidates for Membership must be sponsored by at least two (2) Members of the Club. The Board or the Membership Committee shall consider all Applications for Membership on an equal basis. No predetermined preference shall be given to any Applicant. Information regarding Applications for Membership shall be made available to the Board of Trustees through the Chairman of the Membership Committee.
- c. The Board of trustees shall vote upon the admission to the Club of each applicant recommended by the Membership Committee at its first meeting after receiving such recommendation, and shall confer Membership only upon those applicants who shall be approved by two-thirds (2/3) of the total membership of the Board. In the event that an application for Membership does not secure the required number of affirmative votes for admission, action on such application shall be deferred until a subsequent meeting or meetings of the Board of Trustees when a greater number of the members of the Board are present. The vote of the Board of Trustees shall be by secret ballot.

Section 4.

- a. A member of the Club can apply for employment by the Club. The Board of Trustees, or their designated representative, shall identify available assignments to all Members either through posting or mail. Applicants must submit their applications for employment within thirty (30) days of notice and will be selected by the Board or their designated representative based on the position requirements and their personal qualifications.

Section 5. Any Member of the Club may withdraw at any time, subject to the provisions of Article 7 hereof, and there shall be no refund of the current year's dues.

Section 6.

- a. Any Membership in the Club may, for cause and after having been given opportunity for a hearing, be suspended for a period not exceeding three (3) months by a two-thirds (2/3) vote of the members of the Board of Trustees present at any meeting thereof, or be expelled by a three-fourths (3/4) vote of the total membership of the Board. Grounds for suspension or expulsion shall include, but not be limited to, violation of these By-Laws or the rules of the Club, and unbecoming conduct.

- b. The Board of Trustees may delegate to the Chairman of the Pool and Grounds Committee, or to a responsible employee of the Club, the power to suspend pool privileges for violation of Club rules or regulations provided such suspension does not exceed seven (7) days. A written report of such suspension, detailing the reasons therefore, shall be submitted to the President within twenty-four (24) hours by such delegated person.

Section 1.

- a. All Members of the Club shall be accorded the facilities of the Club subject to Club rules or regulations then in force. Such rules or regulations shall be posted at all times in a prominent place.
- b. An identification badge may be issued by the Treasurer to every Member upon payment of dues.
- c. The Board of Trustees at its discretion may extend the privileges of the Club to any person or persons.
- d. The Board of Trustees shall fix by rule or regulation the terms and-conditions under which guests of Members may use the facilities of the Club.
- e. Any property of the Club broken, damaged or removed by any Member or his guest, without proper authority, shall be paid for or restored promptly by such Member.
- f. The Club assumes no responsibility for the loss of, or damage to, property of any Member or guest.
- g. The Club assumes no responsibility for any accident or injury to any person or his property.

Section 8. The number of Memberships in the Club shall not exceed two hundred (200). The Board of Trustees shall determine at the conclusion of each season whether or not the number of Memberships should be increased or decreased by retirement of available Memberships. The Board will take into consideration the capacity of the facilities (e.g. the availability of tennis court time, the level of crowding on peak days such as Family Fun Day, etc.) as well as the financial requirements of the Club.

Section 9. The Board of Trustees at its discretion may re-elect a Member who has resigned (subject to the Membership limitation as set forth in Article 6, Section 8 hereof) without payment of an initiation fee provided such ex-Member was in good standing at the time of his resignation.

Section 10. Any person seeking Membership in the Club must make a request for Membership application forms. Such request shall be directed to any Trustee and/or to the Chairman of the Membership Committee.

Article 7 Dues, Fees and Bonds

Section 1.

- a. The Board of trustees, at its first meeting after the Annual Meeting of the Members, shall establish annual dues for the ensuing year.
- b. Annual dues shall be sufficient to provide for the necessary running expenses of the Club and the proper maintenance and improvement of its property. Dues shall be payable on a date determined by the Board.
- c. Annual dues shall be set by the Board of Trustees by resolution following the approval of the annual budget.
- d. No annual dues or part thereof shall be refunded for any reason. The Board of Trustees may, however, at its discretion waive payment of annual dues by a Membership for a given year provided such Membership will be inactive during that year.

Section 2. Candidates for Membership in the Club may be required to pay an application fee and/or an initiation fee as prescribed by the Board of Trustees. This requirement may be set or revoked by the Board at its discretion.

Section 3. As a condition of Membership, all Members are required to purchase a Bond.

Section 4.

- a. Bonds shall not be transferable and shall contain an appropriate notation to that effect on the face thereof.
- b. Except for payment as hereinafter provided, each Bond shall become null and void upon the date that the holder thereof ceases to be a Member for any cause. The time and manner in which the holder shall be paid the value of this Bond, subject to the provisions of Article 7, Section 7 hereof, shall be determined by the Board of Trustees; provided, however, that each Bond shall be redeemed in the order in which Memberships terminate.
- c. The Board of Trustees shall insure that the purchase price of the Bonds offered to incoming Members is sufficient to protect the equity in the Club of each current Member.
- d. The Board of Trustees may, when there are sufficient funds available, instruct the Treasurer to make Bond refunds to resigning Members in advance of receiving payments from incoming Members.

Section 5. In the event of the dissolution of the Club in any manner or for any cause (and in no other event) Bonds shall, upon the effective date of dissolution of the Club, be a lien upon the proceeds of the sale of the property of the Club, after the payment of all its just debts and obligations, to the extent of the value of the Bonds as fixed by these By-Laws. Such lien shall be subject, however, to a setoff of all debts, dues and obligations owed the Club by the holder of the Bond. After the payment of all Bonds outstanding upon the effective date of dissolution of the Club, any surplus remaining shall be paid and distributed pro rata among the Members of the Club.

Section 6. Any Member failing to pay indebtedness before the tenth (10th) day of the month following that in which a statement of his indebtedness shall have been sent him by the Treasurer shall be notified that, if such indebtedness shall not have been paid within fifteen (15) days thereafter, the delinquent Member may be suspended by the Board of Trustees. Any Member thus suspended shall immediately be notified of his suspension in writing by the Secretary, and if his indebtedness shall not have been paid within fifteen (15) days thereafter, he shall cease to be a Member of the Club. The Board of Trustees at its discretion may reinstate any Member (subject to the Membership limitation as set forth in Article 6, Section 8 hereof) upon request and repayment of all indebtedness to the Club.

Section 7. Upon cessation of Membership for any cause, all indebtedness owing to the Club by such ex-Member shall be a lien upon and charged against his Bond, and the Bond may be taken over by the Club to satisfy such indebtedness. In the event of the Club being unable to obtain possession of the Bond, it may be cancelled on the books of the Club, and a new Bond issued in place thereof to a newly elected Member on payment by him to the Club of the current value of a Bond as fixed by these By-Laws. In case of the enforcement of a lien, as hereinabove provided, neither the signature of the holder nor the delivery of the Bond shall be requisite to perfect the transfer to the Club or to a new holder, and the Treasurer is hereby authorized, as the attorney of the holder of such Bond, to make such transfer. Every Bond issued is expressly subject to the provisions of this Section.

Section 8. Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members of their families to whom the privileges of the Club shall have been extended and for all charges or liabilities imposed upon or incurred by guests introduced by them.

Section 9. All dues, fees or other charges mentioned herein are exclusive of such taxes as may be imposed by Federal, State or other governmental bodies or agencies.

Article 8 Meetings

Section 1.

- a. The Annual Meeting of the Club shall be held between October 15th and December 31st of each year at such time and place as the Board of Trustees may determine.
- b. The Annual Meeting shall be for the purpose of electing members of the Board of Trustees, presenting committee reports and for the transaction of such other business as may be indicated in the notice or may be properly brought before it.

Section 2. Special Meetings of the Club may be called by the Board of Trustees. Also, a Special Meeting shall be called by the Secretary within thirty (30) days upon the written request of thirty (30) Members to the Secretary, stating the purpose therefore.

Section 3.

- a. Notice of the Annual Meeting shall be given to the Members by mail at least fifteen (15) days prior thereto. This notice shall include the names of the candidates nominated by the Nominating Committee.
- b. Independent nominations may be made as provided in Article 9, Section 2 hereof.
- c. Special Meetings of the Club may be held on five (5) days notice by mail to all Members. This notice shall state the purpose(s) for which the Special Meeting is called and no other business shall be transacted thereat.

Section 4. Only Members shall be entitled to vote at Meetings of the Club, each Bond representing one (1) vote only. Any Member may be represented by proxy if not able to attend in person. However, a proxy will be considered valid only if confirmed by written authorization signed by the absentee Member and presented to the Chairman of the Meeting. Voting may be viva voce but ten (10) members, including those represented by proxy, shall have the right to demand voting by roll call.

Section 5. Twenty-five percent (25%) of the Members, present in person or represented by proxy, and fifty percent (50%) of the members of the Board of Trustees shall constitute a quorum at all Club Meetings.

Section 6. Whenever a notice to Members is required, the mailing of such notice to the last known address of Members shall constitute notice.

Section 7.

- a. The Board of trustees may, by resolution, establish from time to time a schedule of its meetings and rules for the conduct thereof.
- b. Special meetings of the Board of Trustees may be called by the President, and shall be called by the Secretary upon request of any two (2) members of the Board.
- c. Notice of regular or special meetings of the Board of Trustees shall be mailed by the Secretary to each member of the Board at least five (5) days before the date of such meeting.

Article 9 Nominations

Section 1.

- a. The Board may operate as the Nominating Committee and may solicit nominations from the membership. Alternatively, the Board may create a Nominating Committee to be composed of five (5) Members of the Club. The members of the Nominating Committee shall serve for a period of one (1) year. Two (2) members of the Committee shall be appointed by the President from among the Members of the Club. Three (3) members of the Committee shall be elected by the Board of Trustees from among those members of the Board whose terms of office shall not

expire at the next Annual Meeting of the Club. Such election by the Board of Trustees shall be at its first meeting following the Annual Meeting of the Club.

- b. A vacancy or vacancies occurring among the two (2) members of the Nominating Committee appointed by the President shall be filled by the President. A vacancy or vacancies occurring among the three (3) members of the Nominating Committee elected by the Board of Trustees shall be filled by the Board.
- c. The Nominating Committee shall nominate the three (3) candidates for the vacancies in the Board of Trustees to be filled at the next Annual Meeting of the Club, and shall report such nominations to the Secretary on or before September 15¹^h. Such report shall be available to Members of the Club upon request.

Section 2. Independent nominations of candidates for election to the Board of Trustees may be made by letter, signed by fifteen (15) Members of the Club with the consent of the nominee(s). Such letter shall be delivered to the Secretary at least fifteen (15) days before the Annual Meeting of the Club. The Secretary shall give notice thereof to all Members entitled to vote at least five (5) days before the Annual meeting.

Section 3. Nominations of candidates for election to the Board of Trustees may be made from the floor at the Annual Meeting of the Club whenever candidates have not been nominated by the Nomination Committee.

Article 10 Committees

Section 1.

- a. The standing committees shall be Finance, Membership, Nominating, Pool and Grounds, Social, Tennis, and Swimming.
- b. The duties and powers assigned in these By-laws to the standing committee shall be subject to the authority of the Board of Trustees.

Section 2. The Finance Committee shall cause the books and records of the Club to be audited at least once yearly. The Finance Committee shall prepare the annual budget for submission to and approval by the Board of Trustees and shall exercise general supervision over the financial transactions of the Club.

Section 3. The Membership Committee, in accordance with Article 6, Section 3 hereof, shall investigate and report to the Board of Trustees upon the desirability of applicants for Membership in the Club.

Section 4. The Nominating Committee, in accordance with Article 9, Section 1 hereof, shall nominate candidates for election to the Board of Trustees.

Section 5. The Pool and Grounds Committee shall exercise supervision over the pool and grounds, including the improvement and maintenance of the pool and grounds, buildings and operating equipment.

Section 6. The Social Committee shall prepare the program of the Club as authorized by the Board of Trustees.

Section 7. The Tennis Committee shall attend to all matters relating to the Tennis Program, including management of the relationship between the Club and the Tennis Pro/Coach.

Section 8. The Swimming Committee shall attend to all matters relating to the Swimming Program, including management of the relationship between the Club and the Swim Coach.

Article 11
Miscellaneous

Section 1.

- a. Each person who acts as a member of the Board of Trustees or as an officer of the Club shall be indemnified by the Club against costs or expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding to which he is made a party by reason of his being or having been a member of the Board of Trustees or an officer of the Club, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct, and except any sum paid by him for the Club in settlement of an action, suit or proceeding based on gross negligence or willful misconduct. This right of indemnification shall inure to each such member of the Board of Trustees or officer of the Club whether or not he is a member of the Board of Trustees or officer of the Club at the time such costs or expenses are imposed or incurred, and in the event of his death shall extend to his legal heirs and representatives.
- b. All officers of the Club empowered to handle money, and the pool manager and assistant pool manager, shall be bonded at the expense of the Club for the protection of the Club.

Section 2. Any question concerning the meaning or interpretation of any provisions of these By-Laws shall be resolved by the Board of Trustees.

Section 3. Alteration, amendment or repeal of the Bylaws of the Corporation or adoption of any new Bylaws may be made in two ways. (1) By affirmative vote of a majority of the Members present at any meeting of the Corporation. Notice of such meeting and of the proposed change in the Bylaws shall be submitted to all Members at least 14 days before the date of the meeting. (2) By affirmative vote of a majority of the Trustees present at a meeting of the Board, notice of which and of the proposed change in the Bylaws having been submitted in writing to all Trustees at least 14 days before the date of the meeting. In this case, any changes made by the Board will be reviewed by the members at the next Annual Meeting. Notice of such posting shall be mailed, faxed, or e-mailed to Members no less than 14 days before the next Annual or Special Meeting of the Corporation. At this meeting, the Members may ratify, revoke, or modify such amendment by majority vote of those present.

Section 4. All Meetings of the Club shall be conducted in accordance with Roberts Rules of Order, Revised.

