

BY LAWS OF THE TENAKILL SWIM CLUB INC.

ARTICLE I – NAME OF THE CLUB

Section 1 The Club shall be known as the Tenakill Swim Club Inc.

ARTICLE II – PURPOSE OF THE CLUB

Section 1 The purpose of the Club shall be to provide swimming facilities and incidental facilities for Club membership.

ARTICLE III – ADMISSION OF MEMBERS

Section 1 The Club shall offer as many different types of memberships (i.e. family, individual, etc.) as the Board deems appropriate in its sole discretion. The Board shall provide a description of each and every type of membership.

Section 2 The membership shall be held by the applicant who will hereafter be referred to as the Bondholder. No membership shall be held in joint ownership.

Section 3 Bondholders must be eighteen (18) years of age, residents or employees of the Borough of Tenafly. From time to time, non-residents may apply for membership. The number of those memberships shall be at the sole discretion of the Board of Trustees (the Board) and accepted on a first come, first served basis.

- Section 4 The number of memberships admitted to the Club shall be determined by the Board but shall not exceed the number specified in the Lease between the Club and the Borough. If the number of applications exceeds the allowable number, applicants shall then be placed on a waiting list in the order in which their applications were received.
- Section 5 At the discretion of the Board, Membership in the Club shall require the payment of a non-refundable application fee, a refundable bond payment, annual membership dues, and/or assessments.
- Section 6 Upon the Board's receipt of bond payment, each Bondholder shall receive a Certificate of Membership, signed by the President and Secretary of the Board, which Certificate shall be subject to these By Laws.

ARTICLE IV – RIGHTS AND DUTIES OF BONDHOLDERS/MEMBERS

- Section 1 Each Bondholder not subject to suspension (as detailed in Article V., Section 3.) shall be considered in good standing.
- Section 2 Each Bondholder in good standing shall be entitled to one vote on all matters presented to the Bondholders for a vote.
- Section 3 Each Bondholder in good standing, together with those included in the specified membership type, is entitled to the full use of the Club's facilities. Special passes for non-immediate family members or other persons residing in the Bondholder's home may be purchased. The cost and regulations regarding special passes shall be at the sole discretion of the Board.
- Section 4 Each Bondholder in good standing, and family members, shall have guest privileges. The cost and regulations regarding guests shall be at the sole discretion of the Board.
- Section 5 Each Bondholder shall pay all dues, fees and/or assessment in a timely fashion, in accordance with dues dates established by the Board.

- Section 6 Each Bondholder and family members shall abide by the Club's Rules & Regulations, as adopted by the Board.
- Section 7 Each Bondholder in good standing shall be given the right to retain membership in the Club, even if she/he moves out of the Borough.
- Section 8 Each Bondholder shall receive, in the event of dissolution of the Club and regardless of the length of membership in the Club, one (1) equal share of assets, if any, remaining after the discharge of all liabilities.

ARTICLE V – TERMINATION OF MEMBERSHIP

- Section 1 A Bondholder may resign from the Club at any time. The Bondholder shall return the Certificate of Membership (or replacement) and have paid all dues, fees, and/or assessments which were owed prior to resignation. Certificates shall not be transferable. Regulations regarding replacements for lost Certificates shall be at the sole discretion of the Board.
- Section 2 Non-payment of dues, fees and/or assessments shall result in suspension of membership. Bondholders and family members shall not use the Club's facilities during the period of suspension. Payments of amounts owed shall reactivate the membership.
- Section 3 A Bondholder or family members may be expelled or suspended (the duration of suspension shall be at the sole discretion of the Board) from the Club – if good cause is shown by two-thirds vote of the Board at a regular or special meeting. Good cause shall include but not be limited to theft of any Club property, vandalism to Club property or premises, abuse of any person connected with the Club, conduct which continually interferes with the rights of other members, and continued disregard for the Rules & Regulations of the Club. Special passes may be revoked for the same good cause. Prior notice shall be given to the Bondholder. Expulsion of a Bondholder shall result in termination of membership.

- Section 4 Death of a Bondholder shall result in termination of membership. However, a spouse may assume the membership of they so wish. The Certificate of the deceased shall be voided, and a new one issued to the new Bondholder.
- Section 5 A Bondholder who resigns or is terminated from the Club shall be entitled to a refund of the bond pursuant to Section 7. of this article, provided he/she has met the requirements detailed in Section 2. Of this article. In the event of death, legal heir shall be entitled to the refund.
- Section 6 Bond refunds shall come from the reserve fund designated for this purpose. If there are no reserve funds available, the Club shall make refunds when such funds become available or replacement memberships are obtained. Refunds shall then be paid in the order that the refund requests were received.
- Section 7 Bondholders whose refunds are pending shall have neither the right to sue nor the right to exercise any other remedy otherwise available to creditors.

ARTICLE VI – MEETINGS OF THE BONDHOLDERS/MEMBERS

- Section 1 All meetings of the Bondholders of the Club shall be held in the Borough.
- Section 2 An annual meeting of the Bondholders for the election of Trustees, who will succeed those Trustees whose terms have expired, shall be held in July. Any member in addition to Bondholders may attend. Other business may be brought before the Board at that time.
- Section 3 Written notification of the annual meeting shall be mailed to each Bondholder at least thirty (30) days but not more than sixty (60) days prior to the meeting date. The notification shall include time, date and place of the meeting, as well as a ballot listing the names of the proposed Trustees. Bondholders who are entitled to vote shall be determined as of a date fixed by the Board, not to exceed sixty (60)

days prior to the annual meeting. Voting may be done in person or by mailing the ballot.

Section 4 Special meetings of the Bondholders may be called by the President, by a majority of the Board, or by written request of ten percent (10%) of the Bondholders entitled to vote at such a meeting. Notification of special meetings shall be made by regular mail not less than seven (7) days prior to the meeting.

Section 5 All matters voted upon by the Bondholders shall be decided by a majority vote of those present or casting ballots, except where specified otherwise in these By-Laws. A quorum shall consist of two percent (2%) of the Bondholders who are entitled to vote. If a quorum is not represented, the meeting shall be adjourned to a new date. Notification of the new date shall be made to all Bondholders with advice that action will be taken by a majority of those present or casting ballots at the next meeting.

ARTICLE VII – BOARD OF TRUSTEES

Section 1 All powers of the Club as a corporation, except those granted to the Bondholders by statute, the Certificate of Incorporation, or the By-Laws, shall be vested in the Board. All Trustees must be members in good standing.

Section 2 The Board shall be comprised of eleven (11) members. Four new Trustees shall be elected annually, except every third year when three shall be elected.

Section 3 Trustees shall be elected at the annual meeting of the Bondholders for terms of three (3) years. A Trustee may serve two consecutive three-year terms, and may fill an unexpired term of a Trustee vacating the Board. The unexpired term may directly precede or follow his/her own three-year term. In no event shall a Trustee serve more than seven successive years.

- Section 4 Any vacancy which occurs before the expiration of the term shall be filled by a majority vote of the remaining Trustees. A Trustee appointed to fill an unexpired term shall hold office until the next annual meeting. If the unexpired term exceeds one year, the appointed Trustee shall then be placed on the ballot for the remaining time of the vacant position for approval at the annual meeting.
- Section 5 Trustees among other things shall exercise diligence in overseeing the financial and material affairs of the Club and shall be responsible for hiring appropriate personnel to manage the operations of the Club.
- Section 6 A Trustee may be removed from the Board by two-thirds vote of the remaining Trustees if good cause is shown. Good cause shall include but not be limited to habitual absence (three (3) unexcused consecutive absences or six (6) unexcused absences in one year) from meetings and continued neglect of duties as a Trustee. A Trustee may also be removed from office by a majority vote of the Bondholders at any meeting of the Bondholders.
- Section 7 A Trustee shall cease to hold office upon resignation from the Board or Club.

ARTICLE VIII – MEETINGS OF THE BOARD OF TRUSTEES

- Section 1 All meetings of the Board shall be held in the Borough.
- Section 2 The Board shall hold an annual meeting in October for the purpose of electing Officers and seating new Trustees.
- Section 3 The time, place and frequency of remaining Board meetings shall be at the discretion of the Board. However, no more than seventy (70) day shall lapse between meetings.
- Section 4 Special meetings of the Board may be called by the President, Vice President, or by any four Trustees. Notice of such special meetings

shall be given five (5) days in advance. In the event of an emergency, a meeting may be scheduled as soon as a quorum can be assembled.

Section 5 Six (6) Trustees shall constitute a quorum. Except as otherwise provided by law in these By-Laws, no action may be taken unless at least six (6) Trustees agree at a Board meeting.

ARTICLE IX – COMMITTEES OF THE BOARD OF TRUSTEES

Section 1 The Board may at any time appoint committees to do preliminary or investigative work on matters that require the action of the Board. Such committees shall have at least two Trustees as members and shall report their findings or consensus to the Board.

Section 2 Such committees shall be dissolved once their work is completed or at the annual meeting, whichever comes first.

ARTICLE X – OFFICERS

Section 1 At its annual meeting, the Board shall elect from its members a President, Vice President, Treasurer and Recording Secretary. Each Officer shall serve for one year, unless he/she resigns from the Board and/or the Club. The President and Vice President shall be limited to two consecutive terms in the same office.

Section 2 In the event of a vacancy (except Presidency), the Board shall appoint a successor who will serve until the next annual meeting of the Board.

Section 3 The President shall be the principal executive Officer of the Club. The President shall preside at Board meetings and Bondholder meetings, shall be an ex-officio member of any committee appointed by the Board, and shall execute all actions and resolutions of the Board. The President shall be a voting member of the Board.

Section 4 The Vice-President shall act as President in the event of his/her absence. If the Presidency becomes vacant, the Vice-President shall

assume all duties of the President until the next annual meeting of the Board. If the Vice-President is unable to fill or continue in the vacancy as President, the Board shall appoint a successor as in Section 2. of this article.

- Section 5 The treasurer shall pay all bills, deposit all incoming revenue, arrange for the filing of annual tax returns, and keep complete and accurate records of the Club's cash receipts and all other financial dealings. These records shall be delivered to the Club's accountant for an independent audit at the end of the Club's fiscal year. The Treasurer shall submit financial reports to the Board at all its meetings.
- Section 6 The Recording Secretary shall keep the minutes of all Board meetings.
- Section 7 The Board may appoint assistants for any of the Officers if it is deemed necessary. Assistants do not necessarily have to be Trustees. Any Club member in good standing may be appointed as an assistant.
- Section 8 The Board may also appoint a Membership Chairperson if it is deemed necessary. Such a Chairperson shall be a Club member in good standing.
- Section 9 The Board shall have the power to vote to remove any officer from his/her office. The vacancy shall be filled as outlined in Section 2. of this Article.

ARTICLE XI – DUES AND ASSESSMENTS

- Section 1 The annual dues for operating expenses shall be determined by the Board and shall be based upon projected expenses for the upcoming year.
- Section 2 The Board shall send notice of these dues to the membership not less than seventy-five (75) days prior to the Club's opening. The due date for payment of the annual dues shall be at the sole discretion of the Board. Late (penalty) fees may be charged at the sole discretion of the Board.

- Section 3 In the event annual dues are not sufficient to cover the operating expenses, the Board may impose additional annual dues on the membership. The due date for payment of the additional dues shall be at the discretion of the Board.
- Section 4 Any assessments shall be for capital improvements and shall be imposed equally upon all Bondholders. The amount of such assessments shall be at the sole discretion of the Board.
- Section 5 Capital assessments may be imposed by the Board to pay off any indebtedness incurred for the improvement of the Club and shall be incurred without the approval of a majority of the Bondholders and in compliance with the Club's lease.
- Section 6 No dues or any portion of the dues shall be refunded in the event the pool operations are suspended for any period.

ARTICLE XII -FINANCIAL MATTERS

- Section 1 Choice of banking institutions shall be at the sole discretion of the Board. However, deposits should not exceed \$100,000 in any one account.
- Section 2 Withdrawals from any savings accounts or investments shall require two signatures – that of the President and the Treasurer.
- Section 3 The Club's main checking account, used to conduct the day-to-day business of the Club shall require one signature – that of the Treasurer of the President – on checks for less than \$2500.00 Checks for amounts exceeding \$2500.00 shall require two signatures of any two Officers of the Board.
- Section 4 A petty cash fund may be maintained by the pool Manager for immediate cash expenditures. The amount of this fund shall be at the discretion of the Board. The Manager shall provide receipts of any cash expenditures to the Board.

ARTICLE XIII – FISCAL YEAR

Section 1 The fiscal year of the Club will begin on January 1st and end on December 31st.

ARTICLE XIV – SEAL

Section 1 The corporate seal, which shall include the words Tenakill Swim Club shall be affixed to any documents of the Club whenever required by law, by the By-Laws, by the Board, or by custom.

ARTICLE XV – AMENDMENTS

Section 1 The By-Laws shall be amended only by a two-thirds vote of those Bondholders in good standing either present at a meeting called for such a purpose or by Bondholders casting a vote by mail-in ballot.