

# SWARTHMORE SWIM CLUB

1955

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## SWARTHMORE SWIM CLUB 2010 AMENDED AND RESTATED BYLAWS

### ARTICLE I

#### **The Board of Directors**

SECTION 1. The Board of Directors of the Swarthmore Swim Club (the "Corporation") shall consist of thirteen (13) Directors.

SECTION 2. The Board of Directors shall be divided into three classes, each as nearly equal in number as the then total number of Directors constituting the entire Board permits, with the term of office of one class expiring each year. At each successive Annual Meeting of the Members, each class of Directors shall be elected for terms of three years or until their successors have been elected and have qualified.

SECTION 3. Only active members (See Article V, Section 5 (a) (1)) in good standing shall be eligible to serve as Directors.

SECTION 4. (a) Nominations for Directors to be elected at the Annual Meeting of the Members shall be made as follows:

(1) Nominations for the Board of Directors shall be made by the Nominating Committee, which shall nominate a slate of Directors at least forty five (45) days before the Annual Meeting of the Members.

(2) Nominations, signed by at least five active members (See Article V, Section 5 (a) (1)) and the Nominee, may also be submitted in writing to the Corporation by hand delivery or by mail to its current mailing address. Any such Nominations must be received at least thirty (30) days before the Annual Meeting of the Members. Nominations may include a Nominating Statement not exceeding 250 words regarding the Nominee's merits, qualifications and reasons for running.

(3) The Secretary shall advise all Nominees of the identity of each other Nominee, of each other Nominee's Nominating Statement, if any, and whether each other Nominee is a present incumbent. Such advice must be in writing and sent by mail or hand delivery received no later than twenty five (25) days before the Annual Meeting of the Members. Any Nominee may withdraw from consideration by so advising the

Corporation in writing sent by hand delivery or by mail to its current mailing address. Because it is necessary to include an accurate list of the Nominees in the Notice of the Annual Meeting, any such withdrawal must be received at least twenty (20) days before the Annual Meeting of the Members.

(4) The Notice of the Annual Meeting of the Members shall be sent to the active members (See Article V, Section 5 (a) (1)) and shall state the name of each Nominee for Director and whether each Nominee is a present incumbent, and shall also include each Nominee's Nominating Statement, if any.

(b) Nominations for Directors to be elected at any Special Meeting of the Members called for the election of Directors ("Special Election Meeting of the Members") (See Article IV, Section 8) shall be made as follows:

(1) Written notice of the date and time of any Special Election Meeting of the Members shall be mailed to each active member (See Article V, Section 5 (a) (1)) at least forty five (45) days before the day of the meeting.

(2) If the Board intends to nominate Directors to stand for election at the Special Election Meeting of the Members, the Nominating Committee shall nominate Directors at least forty (45) days before such meeting.

(3) Nominations, signed by at least five active members (See Article V, Section 5 (a) (1)) and the Nominee, may also be submitted in writing to the Corporation by hand delivery or by mail to its current mailing address. Any such Nominations must be received at least thirty (30) days before the Special Election Meeting of the Members. Nominations may include a Nominating Statement not exceeding 250 words regarding such Nominee's merits, qualifications and reasons for running.

(4) The Secretary shall advise all Nominees of the identity of each other Nominee, of each other Nominee's Nominating Statement, if any, and whether each other Nominee is a present incumbent. Such advice must be in writing and sent by mail or hand delivery received no later than twenty five (25) days before the Special Election Meeting of the Members. Any Nominee may withdraw from consideration by so advising the Corporation in writing sent by hand delivery or by mail to its current mailing address. Because it is necessary to include an accurate list of the Nominees in the Notice of the Special Election Meeting of the Members, any such withdrawal must be received at least twenty (20) days before the Special Election Meeting of the Members.

(5) The Notice of the Special Election Meeting of the Members shall be sent to the active members (See Article V, Section 5 (a) (1)) and shall state the name of each Nominee for Director and whether each Nominee is a present incumbent, and shall also include each Nominee's Nominating Statement, if any.

SECTION 5. Members of the Board of Directors shall receive no compensation for service as Directors.

SECTION 6. (a) Regular Board Meetings. Regular meetings of the Board of Directors shall be held at such time and place as a majority of the Directors may from time to time appoint, or as may be designated in the notice calling the meeting.

(b) Special Board Meetings. Special meetings of the Board of Directors may be called by the President or by a majority of the Directors, to be held at such time and place as may be designated in the notice calling the meeting.

SECTION 7. Unless such notice shall be waived in writing by all of the Directors, written notice of every regular or special meeting of the Board of Directors shall be given to each member of the Board of Directors at least five (5) business days prior to the day named for the meeting, except when a special emergency meeting of the Board is warranted, in which case notice shall be given by the person or persons calling the meeting as expediently as possible before such special meeting. The purpose for which any special meeting is called shall be stated in the notice.

SECTION 8. (a) A majority of the Board of Directors currently in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present shall be binding, provided that if all the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

(b) The Directors at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum.

SECTION 9. A vacancy occurring in the Board of Directors by resignation, removal or otherwise may be filled for the unexpired portion of the vacant term by the affirmative vote of a majority of the remaining Directors at any regular or special meeting of the Board, or by the majority vote of the active members (See Article V, Section 5 (a) (1)) entitled to vote at the Annual Meeting of the Members or a Special Election Meeting of the Members.

SECTION 10. The Board of Directors may declare vacant the office of a Director or Officer if such Director or Officer be declared of unsound mind by an order of Court, or convicted of a felony, or if the Director or Officer ceases to be a member in good standing for any reason, or for any other proper cause, or if within sixty (60) days after notice of the Director or Elected Officer's election such Director or Elected Officer does not accept such office either in writing or by attending a meeting of the Board of Directors, if held within that period, otherwise the next meeting, provided however,

when such action be contemplated, such Director or Officer shall be given ten (10) business days advance notice in writing of the meeting at which such action is contemplated.

SECTION 11. Meetings of the Board of Directors shall be presided over by the President. In the President's absence the Vice-President shall preside, and if neither the President nor the Vice-President is present, the Directors present shall elect a presiding officer for such meeting. The Secretary, or in the Secretary's absence, a Director appointed by the presiding officer, shall record minutes of all meetings of the Board of Directors.

SECTION 12. The Board of Directors shall have the power to make or authorize all purchases necessary or desirable for the operation of the Corporation and to employ, or authorize the employment of, all employees of the Corporation and to fix compensation of employees, and to do or cause to be done all other things necessary for the operation and maintenance of the Corporation.

SECTION 13. The Board of Directors shall prescribe rules for the government and use of the Corporation's facilities and perform such other duties as they in their discretion may deem to be for the best interest of the Corporation; provided, however, that they shall not alienate or mortgage any of the real property of the Corporation without a majority vote of those voting at an Annual Meeting of the Members or at a Special Meeting of the Members, notice of the purpose of which has been given to the active members (See Article V, Section 5 (a) (1)).

SECTION 14. The Board of Directors shall submit or cause to be submitted at each Annual Meeting of the Members reports showing the state of membership and finances, and the transactions of the previous fiscal year.

SECTION 15. The Board of Directors shall have supervision over all committees and power to direct them and to alter or amend any rules or regulations prescribed by a committee.

SECTION 16. The Board of Directors shall require an audit to be made of the accounts of the Corporation for each fiscal year by a Certified Public Accountant.

SECTION 17

SECTION 17.01. Personal Liability of Directors. A Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, as a Director except to the extent that by law a Director's liability for monetary damages may not be limited.

SECTION 17.02. Indemnification. (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or

completed action, suit or proceeding, other than an action by or in the right of the Corporation, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, Officer or the Manager of the Corporation, or is or was serving while a Director, Officer or the Manager of the Corporation at the request of the Corporation as Director, Officer, employee, agent, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer or the Manager of the Corporation, or is or was serving while a Director, Officer or the Manager of the Corporation at the request of the Corporation as Director, Officer, employee, agent, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of the action if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation.

Indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing Delaware County or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

(c) Unless ordered by a court, any indemnification under Section 17.02 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the indemnified person has met the applicable standard of conduct set forth in 17.02 (a) or 17.02 (b). The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding (hereinafter the "disinterested Directors"). If such a quorum is not obtainable, or if such a quorum is obtainable but a majority vote of a quorum of the disinterested Directors so directs, the determination will be made instead by independent legal counsel in a written opinion.

SECTION 17.03. Advancement of Expenses. Expenses incurred by a Director, Officer or the Manager of the Corporation in connection with a civil or criminal action, suit or

proceeding described in Section 17.02 through the trial court level shall be paid by the Corporation in advance of the final judgment at the trial court level of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation. The Board may authorize the payment by the Corporation of any additional fees or expenses incurred by a Director, Officer or the Manager of the Corporation in connection with a civil or criminal action, suit or proceeding described in Section 17.02 in advance of the final disposition of such action, suit or proceeding, including any appeals therefrom, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation.

SECTION 17.04. Other Rights. The indemnification and advancement of expenses provided by or pursuant to this Section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the Corporation's Articles of Incorporation, any insurance or other agreement, vote of the active members (See Article V, Section 5 (a) (1)) entitled to vote or the disinterested Directors or otherwise, both as to actions in their official capacity and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a Director, Officer or the Manager and shall inure to the benefit of the heirs, executors and administrators of such person. However, indemnification shall not be made hereunder or in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted wilful misconduct or recklessness.

SECTION 17.05. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of these Bylaws.

SECTION 17.06. Security Fund: Indemnity Agreements. By action by the Board of Directors (notwithstanding their interest in the transaction, but subject to the law regarding transactions between interested directors and/or interested officers and a nonprofit corporation) the Corporation may create and fund a trust fund or fund of any nature, and may enter into agreements with its Directors, Officers, employees and agents for the purpose of securing or insuring in any manner its obligation to indemnify or advance expenses provided for in this Section.

SECTION 17.07. Modification. The duties of the Corporation to indemnify and to advance expenses to a Director, Officer or the Manager provided in this Section shall be

in the nature of a contract between the Corporation and each such Director, Officer or Manager and no amendment, alteration or repeal of any provision of this Section or in these Bylaws, and no amendment or termination of any trust or other fund created pursuant to Section 17.06, shall alter, to the detriment of such Director, Officer or Manager, the right of such person to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment, alteration, repeal or termination or shall limit or restrict any right of such person under the Bylaws in respect of any action taken or omitted by such person in his corporate capacity prior to such amendment, alteration or repeal. To the extent that a change in Pennsylvania law, whether by statute or judicial decision, narrows or limits indemnification or advancement of expenses that are afforded currently under the Articles of Incorporation, the Bylaws or any Agreement such person has with the Corporation, it is the intent of the parties hereto that such change, except to the extent required by applicable law, shall have no effect on any such Agreement or the parties' rights and obligations under such Agreement, the Bylaws or the Articles of Incorporation.

SECTION 17.08. Proceedings Initiated by Persons Seeking Indemnification. The Corporation shall be required to indemnify a Director, Officer or the Manager in connection with a proceeding (or part thereof) initiated by such person only if the initiation of such proceeding (or part thereof) by such person was authorized by the Board of Directors or as otherwise required by law.

SECTION 17.09. Indemnification and Advancement Obligations Reduced by the Collection of Indemnification and Advancement from Others. The Corporation's obligation, if any, to indemnify or advance expenses to any person who is or was serving as a Director, Officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, enterprise, or non-profit entity shall be reduced by any amount such person collects as indemnification or advancement from such other corporation, partnership, limited liability company, joint venture, trust, enterprise or non-profit entity.

## **ARTICLE II**

### **The Officers**

SECTION 1. (a) The Elected Officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer.

(b) Only current Directors may serve as Elected Officers of the Corporation.

(c) There shall be such other Officers and agents as the Board of Directors shall provide for or designate.

SECTION 2. Nominations for Elected Officers shall be in the same manner as prescribed for Directors to be elected at the Annual Meeting of the Members and shall be made as follows:

(1) Nominations for the Elected Officers shall be made by the Nominating Committee, which shall nominate a slate of Elected Officers at least forty five (45) days before the Annual Meeting of the Members.

(2) Nominations, signed by at least five active members (See Article V, Section 5 (a) (1)) and the Nominee, may also be submitted in writing to the Corporation by hand delivery or by mail to its current mailing address. Any such Nominations must be received at least thirty (30) days before the Annual Meeting of the Members. Nominations may include a Nominating Statement not exceeding 250 words regarding such Nominee's merits, qualifications and reasons for running.

(3) The Secretary shall advise all Nominees of the identity of each other Nominee, of each other Nominee's Nominating Statement, if any, and whether each other Nominee is a present incumbent. Such advice must be in writing and sent by mail or hand delivery received no later than twenty five (25) days before the Annual Meeting of the Members. Any Nominee may withdraw from consideration by so advising the Corporation in writing sent by hand delivery or by mail to its current mailing address. Because it is necessary to include an accurate list of the Nominees in the Notice of the Annual Meeting, any such withdrawal must be received at least twenty (20) days before the Annual Meeting of the Members.

(4) The Notice of the Annual Meeting of the Members shall state the name of each Nominee for Elected Officer and whether each Nominee is a present incumbent, and shall also include each Nominee's Nominating Statement, if any.

SECTION 3. The President, Vice-President, Secretary and Treasurer shall be elected at the Annual Meeting of the Members by a vote of a majority of the active members (See Article V, Section 5 (a) (1)) entitled to vote. They shall be elected to serve for a term of one year or until their successors are elected and have qualified. Subject to the requirement of Article II, Section I (b) above, any active members in good standing shall be eligible to serve as Elected Officers of the Corporation.

SECTION 4. Except for Elected Officers, Officers do not need to be Directors. Officers who are not also Directors shall not be ex-officio members of the Board of Directors and therefore shall have no voting rights at meetings of the Board of Directors and shall not be included in the number of Directors required for a quorum.

SECTION 5. Any vacancy among the Elected Officers may be filled by the Directors for the unexpired portion of the term at any regular or special meeting of the Board.

SECTION 6. (a) The President shall preside at all meetings of the Board of Directors and of the members; the President shall in conjunction with the Secretary sign all contracts relating to the affairs of the Corporation; the President shall make all appointments to committees subject to confirmation by the Board of Directors, and shall be ex-officio a member of all committees, and shall perform all other acts properly belonging to the office, including executing supervision of all activities of the Corporation and of the employees thereof.

(b) The President may authorize expenditures and payment for current operating supplies and equipment and fixed assets without further approval of the Board of Directors if the funds authorized to be expended have already been included in a budget approved by the Board of Directors, provided that all bills for such expenditures shall be presented to the Board of Directors at the next regular meeting.

SECTION 7. The Vice-President shall perform all the duties of the President in the event of the President's absence or disability. In the absence of both the President and Vice-President, a meeting may elect its presiding officer.

SECTION 8. The following shall be the duty of the Secretary:

(a) To make and keep permanent minutes of all meetings of the Board of Directors and of all meetings of the members.

(b) To make and keep permanent records of all correspondence and direct responses thereto under direction of the Board of Directors.

(c) To prepare notification to the membership for the Annual Meeting of the Members, dues payments and special meetings.

(d) To sign all membership certificates and, as required, to attest to the signature of any authorized representative of the Corporation.

(e) To undertake such other duties as the Board may from time to time direct.

(f) The Secretary shall attest the signature of the Elected Officers of the Corporation when required on contracts or other papers relating to the affairs of the Corporation, and shall have custody of the corporate seal.

(g) The Secretary shall keep or cause to be kept a Corporation Stock Transfer Book showing the names and addresses of the holders of shares in the Corporation together with complete record of payment or payments and the number and the date of the certificate or certificates issued.

SECTION 9. (a) The Treasurer shall maintain a record of all financial transactions of the Corporation.

(b) The Treasurer shall be responsible for the receipt of all moneys and the deposit of the same in banking institutions approved by the Directors.

(c) Any two Elected Officers (except for the Secretary), and/or any one Elected Officer (except for the Secretary) and the bookkeeper, shall have authority to sign all checks and make all disbursements on approved billings and vouchers unless otherwise directed by the Board of Directors. The Board may authorize such other persons to sign checks and make disbursements as it deems necessary from time to time to maintain the continued operation of the Corporation.

(d) The Treasurer may, when authorized by the President, advance not to exceed five hundred dollars (\$500.00) to any Officer, Director, or Committee Chairman of the Corporation or employee who is required to make purchases for cash. An accounting from the person receiving such cash shall be made to the Treasurer in each instance.

(e) The Treasurer shall maintain such other records and undertake such other duties as may be required by formal Board action from time to time.

SECTION 10. All Officers and agents of the Corporation as between themselves and the Corporation shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in the Bylaws or as may be determined by resolution of the Board of Directors.

SECTION 11. Each Officer of the Corporation shall be indemnified by the Corporation to the same extent and subject to the same limitations as is provided as to Directors in these Bylaws (Article I, Section 17).

## **ARTICLE III**

### **Committees**

SECTION 1. The standing committees of the Corporation, appointed by the President with the approval of the Board of Directors, shall be the following Committees which shall have the powers and duties described herein, and such other additional powers and duties as may be created by resolution of the Board of Directors:

(a) Finance Committee

Shall prepare, submit and recommend an annual budget for the succeeding year to the Board of Directors at least 30 days prior to the Annual Meeting of the Members.

(b) Membership Committee

Shall recommend prospective members to the Board of Directors without discrimination as defined under the laws of the Commonwealth of Pennsylvania and, as needed, shall maintain a list of prospective members.

(c) The Operations Committee shall:

1. Be responsible for the condition of all property, pools, structures and equipment.
2. Submit to the Board of Directors and the Finance Committee a list of recommended major maintenance items and/or capital improvements with estimated costs for consideration in developing the annual budget.
3. Be responsible for the supervision of all maintenance and construction projects.
4. Be responsible to the Board of Directors for any and all expenditures for repairs of, or additions to the Corporation's facilities. To identify such costs so as to assist the Treasurer in applying such costs to the proper account.
5. Be responsible for securing competitive pricing for those projects which the Board of Directors deems appropriate.
6. Undertake such other duties as directed from time to time by the Board of Directors.

(d) Personnel Committee

Shall recommend qualified personnel to the Board of Directors for employment in compensated positions with the Corporation, and shall oversee the employment practices and procedures of the Corporation, recommending such disciplinary action against employees as it deems appropriate from time to time.

(e) Swim Team Committee

Shall represent the Swarthmore Swim Club Team at league meetings and shall be responsible for organizing and conducting all swim meets at the Corporation's facilities.

(f) Planting Committee

Shall oversee the plantings and care of all flowers, trees and shrubs on the Corporation's premises.

(g) Procedural Review Committee

Shall annually review the Articles of Incorporation, Bylaws and internal operations of the Corporation and recommend changes to the Board of Directors or report the current

status of such Articles of Incorporation, Bylaws or procedures at the Annual Meeting of the Members.

SECTION 2. The President may recommend the establishment of other standing or ad hoc committees to the Board of Directors from time to time, which committees may be established upon approval of the Board of Directors. Once established, such committees shall be appointed by the President with the approval of the Board of Directors, and shall be assigned such duties and powers as may be created by resolution of the Board of Directors.

## **ARTICLE IV**

### **Meetings of Members**

SECTION 1. The Annual Meeting of the Members shall be held on the fourth Monday in February of each year.

SECTION 2. Special Meetings of the Members may be called at any time by the President or by the Board of Directors, or by the written request of twenty-five (25) active members (See Article V, Section 5 (a) (1)).

SECTION 3. Meetings of the Members shall be held at such place in Swarthmore, Delaware County, Pennsylvania as the President or the Board of Directors may designate in the notice for the meeting.

SECTION 4. Written notice of every Meeting of the Members shall be given, by or at the direction of the person or persons authorized to call the meeting, to each active member (See Article V, Section 5 (a) (1)) of record entitled to vote at the meeting, directed to such person at the address on file with the Corporation, at least (5) business days prior to the day named for the meeting unless a greater period of notice is required by the Bylaws in a particular case.

SECTION 5. When a Meeting of the Members is adjourned with the intent of reconvening within five (5) business days, it shall not be necessary to give any notice of the adjourned meeting or business to be transacted other than by announcement at the meeting at which such adjournment is taken.

SECTION 6. A quorum at any Meeting of the Members shall consist of active members (See Article V, Section 5 (a) (1)) present and entitled to vote at the meeting, provided that all active members of the Corporation have been notified as prescribed in Section 4 of this Article IV.

SECTION 7. The active members (See Article V, Section 5 (a) (1)) entitled to vote and present at a duly organized Meeting of the Members can continue to do business until

adjournment, notwithstanding the withdrawal of enough active members entitled to vote leaves less than a quorum.

SECTION 8. The Annual Meeting of the Members or any Special Meeting of the Members called for the election of Directors (Special Election Meeting of the Members) may only be adjourned from day to day until such Directors have been elected.

SECTION 9. If at any Meeting of the Members the right of any person to vote be challenged, the presiding Elected Officer shall require the books or records of the Corporation to be produced as evidence of the right to vote of the person challenged and all persons who appear by such books or records to be active members (See Article V, Section 5 (a) (1)) entitled to vote who have complied with the provisions of Article V shall be entitled to vote at that Meeting of the Members. If at any Meeting of the Members any person's proxy be challenged, the presiding Elected Officer shall in addition require the proxy executed by such person and filed with the Secretary to be produced as evidence of the validity of such person's challenged proxy and the proxies of all persons who appear by such books or records to be active members entitled to vote who have complied with the provisions of Article V and whose proxies appear to be properly authorized and filed with the Secretary shall be accepted at that Meeting of the Members.

## **ARTICLE V**

### **Stock**

#### SECTION 1. Corporation Stock and Membership Rights.

Any natural person, 18 years of age or older, may own a share of stock in the Corporation. Alternatively, any two such natural persons who reside in the same household may be the co-owners of a share of such stock, in which event such co-owners, acting together, may exercise voting rights for such share. In no event, however, may any person be the owner or a co-owner of more than one share of stock. Unless otherwise provided by the Articles of Incorporation or these Bylaws, each outstanding share of stock entitled to vote will be entitled to one (1) vote on each matter submitted to a vote of the membership. To be entitled to vote on any matter submitted to a vote of the membership, an owner or co-owner must have dues paid currently.

For all matters requiring a vote of the membership, an owner or a co-owner of stock entitled to vote may vote by proxy as set forth in this Article.

Under these Bylaws, all voting by proxy shall be by mail-in ballots which have been signed by the active member (See Article V, Section 5 (a) (1)) entitled to vote and which include such member's membership number.

Every proxy shall be executed in writing by the active member entitled to vote or by his or her duly authorized attorney in fact and hand delivered to the Corporation or mailed to the Corporation at its current mailing address and filed with the Secretary. A proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary. A proxy shall not be revoked by the death or incapacity of the owner or co-owner unless before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary.

## SECTION 2. Classes of Stock; Maximum Numbers of Shares of Stock.

(a) Class A Stock. Class A stock shall consist of those shares of stock issued by the Corporation on or before February 1, 1991 to members of the Corporation and after February 1, 1991 to new members whose names were placed on the waiting list for the Corporation on or before February 1, 1991. Each share of Class A stock shall be evidenced by a share certificate and shall be issued at a par value of \$240.00.

(b) Class B. Stock. Class B stock shall consist of those shares of stock issued by the Corporation after February 1, 1991 to members of the Corporation whose names were not placed on the waiting list for membership on or before February 1, 1991. Each share of Class B stock shall be evidenced by a share certificate and shall be issued for a par value of \$480.00.

(c) Limitation on Number of Shares Issued. At all times the total number of shares of stock of all classes issued by the Corporation shall not exceed 575 shares.

## SECTION 3. Transfer of Shares of Stock.

Shares of stock in the Corporation shall not be transferable, except that (1) if a co-owner of a share of stock ceases to qualify as a co-owner of such share or to be a member of the Corporation, then the remaining co-owner shall become the sole owner of such share, and (2) the owner of a share of stock in the Corporation may, from time to time (but no more often than once in any calendar year), add a co-owner to such share, provided that the original owner or one of the original co-owners continues to be a co-owner of such share.

SECTION 4. In the event that any member owning shares of stock shall die, resign, or be removed from membership, the Board of Directors may cancel such shares at any time upon payment to the member of the par value thereof less any and all subscriptions, dues, taxes and other charges then owing by the member and by any members taking membership through such stockholder. The Corporation shall not issue additional shares without having first canceled shares available as aforesaid or having offered to cancel such shares, by writing directed to the owner or former owner at the address on file with the Corporation, which offer may be conditioned upon receipt by the

Corporation of the par value of a new share of stock. Notwithstanding any other provision herein, if an owner of stock fails to pay dues for a period of five consecutive years, the Corporation shall have no liability to pay the par value of such share to the owner, and all amounts otherwise owed by the Corporation to such owner for the par value of such stock shall revert to the general funds of the Corporation.

SECTION 5. Membership.

(a) To be a member of the Corporation, one must be a natural person, have dues paid currently, and be any of the following:

(1) the owner or a co-owner of a share of stock in the Corporation ("active member");

(2) a child, under the age of twenty-two years, of the owner or a co-owner of a share of such stock; or

(3) if there is no co-owner of a share of stock, a person 18 years of age or older who resides in the household of the owner of such share and who is designated, from time to time (but no more often than once in any calendar year), in writing delivered to the Corporation by such owner.

(b) Whenever memberships are available, residents of the Borough of Swarthmore shall be given preference in such memberships.

(c) Rights of membership in the Corporation shall comprise:

(1) club privileges;

(2) subject to Article I, Section 3 and Article II, Section 1 (b), the right to hold office as a Director or as an Elected Officer of the Corporation; and

(3) the right to vote at the Annual Meeting of the Members or at any Special Meeting of the Members provided that the member also is the owner or a co-owner of a share of stock in the Corporation.

(d) Dues and other charges of membership in the Corporation shall be fixed annually by the Board of Directors.

(e) The Board of Directors may, from time to time, make such rules and regulations with respect to the means of determining the qualifications and the desirability of admitting applicants to membership as it may deem to be in the best interests of the Corporation.

(f) The Board of Directors may suspend any member from the privileges of the Corporation or expel any member from membership in the Corporation if such member:

(1) violates any Bylaw, rule or regulation of the Corporation (such as by failing to pay dues within the time prescribed by the Board);

(2) commits any act or engages in any conduct which is disorderly or injurious to the interests or hostile to the objectives of the Corporation; or

(3) is otherwise objectionable.

In situations described in subsection (f), such member shall be given at least ten (10) business days advance notice in writing of the meeting of the Board of Directors at which such action is contemplated.

(g) No member shall be suspended or expelled from membership in the Corporation based solely on the member's place of residence or because such member has moved out of the Borough of Swarthmore.

## **ARTICLE VI**

### **Amendments**

SECTION 1. As provided in the Articles of Incorporation, the Board of Directors is authorized to adopt Bylaws, which may thereafter be altered, amended or repealed by a two-thirds vote of the active members (See Article V, Section 5 (a) (1)) entitled to vote and either present in person or voting by proxy at the Annual Meeting of the Members or at a Special Meeting of the Members, provided that such alterations, amendments or repeals (the "Bylaws revisions") shall have been either approved by a majority of the entire Board of Directors or requested by petition in writing signed by not less than fifty (50) active members, and further provided that the procedure set forth in Section 2 below shall have been followed.

SECTION 2. (a) A copy of the Bylaws revisions in full, together with any summaries of the same and explanations of the purposes of the Bylaws revisions, shall be mailed to the active members (See Article V, Section 5 (a) (1)) at least forty five (45) days prior to the date of the Annual or Special Meeting of the Members at which the vote upon the Bylaws revisions is scheduled.

(b) Members shall have a comment period during which they may submit written comments regarding the Bylaws revisions to the Board. Such written comments may be hand delivered or sent by mail to the Corporation at its current mailing address and

must be received at least twenty (20) days prior to the date of the Annual or Special Meeting of the Members at which the vote upon the Bylaws revisions is scheduled.

(c) At least ten (10) business days prior to the date of the Annual or Special Meeting of the Members at which the vote upon the Bylaws revisions is scheduled, the written comments of the members regarding the Bylaws revisions shall be mailed to the active members so that the active members may be fully advised of the concerns of other members prior to voting.

(d) If the Bylaws revisions shall have been approved by a majority of the entire Board of Directors, the Board shall review all such written comments and consider whether any changes to the Bylaws revisions should be adopted.

(1) If a majority of the entire Board approves minor changes to the Bylaws revisions, a copy of the Bylaws revisions as changed in full, together with an explanation of the basis for the changes, shall be mailed to the active members at least ten (10) business days prior to the date of the Annual or Special Meeting of the Members at which the vote upon the Bylaws revisions is scheduled.

(2) If a majority of the entire Board approves major substantive changes to the Bylaw revisions, the date of the Meeting of the Members at which the vote upon the Bylaws revisions shall take place shall be rescheduled, and the procedure set forth in Section 2 (a), (b), (c) and (d) shall be followed for the Bylaws revisions as changed, except that any written comments by the members regarding the original Bylaws revisions which no longer pertain to the Bylaws revisions as changed do not need to be mailed to the members.

## **ARTICLE VII**

### **Notice by E-Mail**

SECTION 1. It is the intent of the members of this Corporation to adopt the option of allowing written notice required under these Bylaws to be given by e-mail instead of by mail or by hand delivery to those members who have supplied their e-mail addresses to the Corporation, at the e-mail addresses supplied by such members, if and when such manner of giving notice is legally authorized, whether by statute or by judicial action, for non profit Pennsylvania corporations. If and when such manner of giving notice is legally authorized, the Board of Directors may authorize giving written notice required under these Bylaws by e-mail to those members who have supplied their e-mail addresses to the Corporation, at the e-mail addresses supplied by such members, by a resolution of the Board, and no further amendment of these Bylaws shall be necessary to fully authorize such manner of giving written notice under these Bylaws.

SECTION 2. Until such manner of giving notice is legally authorized, any member may waive such member's right to receive by mail or hand delivery any written notices

required by these Bylaws, and may authorize the Corporation to substitute e-mail delivery of such notices for hand or mail delivery of the same. Such authorization must be in writing and signed by the member, must provide the e-mail address to which all such notices are to be sent, must expressly waive that member's right to receive such notices by hand or mail delivery, and must be submitted to the Corporation by hand delivery or by mail to its current mailing address. Once a member has submitted such authorization to the Corporation, the member may advise the Corporation of changes in such member's e-mail address by e-mail.

SECTION 3. Consistent with the intention set forth in Section 1 above, e mail addresses for the purpose of receipt of written notices required under these Bylaws shall be requested from all present and new members, and such e-mail addresses shall constitute addresses of record for members that have supplied their e-mail addresses for such purposes to the Corporation.

SECTION 4. Once the Board has authorized giving written notice by e mail, written notice of the Board's authorization shall be sent to all members by mail or by hand delivery. This notice shall advise members that the Board may henceforth opt to send written notices required under the Bylaws by e-mail and shall request that all members who possess e mail addresses that may be used for receiving such notices either to confirm their present e-mail addresses on record with the Corporation or supply current e-mail addresses to the Corporation to be used for the purpose of receiving written notices required under the Bylaws.

SECTION 5. A member who does not have an e-mail address or who has not provided the Corporation with an e-mail address for the purpose of receiving written notices required under these Bylaws shall continue to receive all written notices required under these Bylaws by mail or by hand delivery.