

BY-LAWS OF THE BROOKSIDE RECREATION CLUB

ARTICLE I

The name of the Club shall be **THE BROOKSIDE RECREATION CLUB, INC.**

ARTICLE II PURPOSE

The purpose for which the club is formed is to establish and maintain a private club for the athletic and recreational enjoyment of its members, and in pursuance thereof to construct, own and operate a swimming pool and other recreational facilities, together with such incidental purposes as are appropriate on the conduct of its activities in the Borough of Glassboro, County of Gloucester and State of New Jersey for the exclusive use of its members.

ARTICLE III GOVERNMENT

SECTION 1 The Club shall be managed by the Board of Directors, nine (9) in number.

SECTION 2 At the annual meeting of the members of the Club, three (3) directors shall be elected each year from among the members for a term of three (3) years.

SECTION 3 Any member of the Board of Directors, who shall cease to be a member of the Club, automatically shall cease to be a member of the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1 Consistent with the Charter and the se By-Laws, the Board of Directors shall:

- (a) Transact all Club business and make and amend rules for the regulation of the use of Club property. It shall appoint and remove such officers, clerks, agents, servants, or employees as it may deem necessary and shall fix their duties and compensations.
- (b) Review all memberships.
- (c) Fix, impose and collect penalties for violations of these By-Laws and rules of the Club.
- (d) Elect officers.
- (e) Fill any vacancy in the membership of the Board of Directors to serve the duration of the unexpired term.

SECTION 2 The Board of Directors 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. However, the Board of Directors shall authorize at least two officers sign all such checks, drafts, or other instruments for the payment of money drawn in the name of the Club.

SECTION 3 The Board of Directors shall cause the books of the Club to be **audited annually** by auditors selected by the Directors, who shall neither be a director nor officers of the Club. The financial statement will be available at the pool manager's office after the general meeting of the pool.

SECTION 4 The Board of Directors shall meet at such times and intervals as they deem necessary. (a) Five (5) members of the Board shall constitute a quorum.

SECTION 5 (a) Nothing in these By-Laws shall be construed to permit the Board of Directors to borrow or pledge the credit of the Club in excess of ten percent (10%) of the value of the outstanding membership certificates without the approval of the majority of the members of the Club except for the making of initial construction loans. The Board shall not be permitted to sell any real property owned by the Club nor lease any real property owned by the Club which rental is in excess of one thousand dollars (\$1,000) without the approval of the general membership.

(b) The Board shall have the right to allocate up to ten thousand dollars (\$10,000) per year for capital improvement to the Club provided that such funds are available in existing club budget and that no assessment shall be required.

SECTION 6 Any member of the Board of Directors may be removed from office by a two-thirds (2/3) majority vote of the members present in person at either an Annual Meeting or a Special Meeting called in accordance with these By-Laws.

SECTION 7 (a) The Board of Directors shall have the power to do any act which is necessary to comply with laws either municipal, state, or federal, which are now existing or shall be promulgated, to comply with said laws including the limitation of membership provided that such action is consistent with the powers granted to the Board of Directors under these By-Laws.

(b) The Board of Directors shall have the power to secure adequate insurance for the club and its membership.

SECTION 8 The Board of Directors will approve the selection of any attorney when legal counsel is necessary.

ARTICLE V
OFFICERS

SECTION 1 The officers of the Board of Directors shall be a president, a vice president, a secretary, and a treasurer, and if necessary by the Board of Directors, an assistant treasurer. The president, vice president, secretary and treasurer shall be elected annually by the Board of Directors following the Annual Meeting of the Club. The assistant treasurer, who need not be a member of the Board, shall be appointed by the Board of Directors and hold office at its pleasure.

SECTION 2

(a) The President shall preside at all meetings of the Club and the Board of Directors. He shall be the administrative officer of the Club, and shall have the power to do all things necessary for the best interests of the Club, the maintenance of the grounds, its recreational facilities and the general welfare of the Club. The President's powers should not involve any actions which are allocated under the By-Laws to the Board of Directors.

(b) The President shall appoint, subject to confirmation by the Board of Directors, all the standing committees, except the Nominating Committee, designate the Chairman thereof, and all special committees as may be directed. He shall be ex-officio, a member of all committees.

SECTION 3 The vice president, in the absence or disability of the president, shall act in his/her stead.

SECTION 4 The secretary shall send out the notices of the meetings of the Club and the Board of Directors, keep the minutes and attend to the correspondence pertaining to his/her office. The secretary shall perform such other duties pertaining to his/her office as may be asked of him/her by the Board of Directors.

SECTION 5 (a) The treasurer shall attend to keeping the accounts of the Club, collecting its revenues, paying its bills as approved by the Board of Directors, or other agency authorized by the Board of Directors to incur them. The treasurer shall deposit funds of the Club received by him/her in the name of the Club in such depository as may be authorized by the Board. The treasurer shall perform such other duties pertaining to his/her office as may be asked by the Board. The Treasurer shall be bonded. The premium on the bond shall be paid for by the Club.

SECTION 6 The assistant treasurer shall perform such duties as may be assigned him/her by the treasurer, or by the Board of Directors. The assistant treasurer shall be bonded. The premium on the bond shall be paid for by the Club.

ARTICLE VI
MEETINGS

SECTION 1 (a) The Annual Meeting of the Club shall be held during the month of June in each year, at such place and time as the Board of Directors may determine.

(b) The Annual Meeting shall be for the purpose of electing Directors, presenting committee reports, and for the transaction of such business as may be indicated in the notice or may be brought before it.

SECTION 2 Special Meetings of the Club may be called by the Board of Directors. Also, upon written request of thirty (30) members to the secretary, stating the purpose therefore, a special meeting shall be called by the secretary within fifteen (15) days of the written request of the members.

SECTION 3 (a) Notice of the Annual Meeting shall be given by ordinary mail and or email to the members at least seven (7) days prior thereto. The notice of the Annual Meeting shall include the names of the candidates for the Board of Directors.

(b) Special Meetings of the Club may be held on seven (7) days notice by ordinary mail to all members. The notice shall state the purpose for which the Special Meeting is called, and no other business shall be transacted thereat.

SECTION 4 (a) Each Certificate Holder in good standing shall be entitled to one vote at meetings of the Club. In the event of the absence of the Family Member Certificate Holder, the voting right may be assigned to the spouse of the Certificate Holder.

(b) Voting may be viva voce or by roll call (ballot) at the discretion of the President, but ten (10) members shall have the right to demand voting by roll call. A written proxy vote will be accepted if unable to attend the meeting. It must be signed by the certificate holder or spouse. The secretary must receive the sealed proxy one day before the club meeting of the general membership.

SECTION 5 Thirty (30) members in addition to five (5) members of the Board of Directors, present in person, shall constitute a quorum at all meetings.

SECTION 6 Whenever in these By-Laws notice to members is required, the mailing address of such notices to the last known address of the member shall constitute notice.

SECTION 7 (a) The Board of Directors shall hold its first meeting following the Annual Meeting of the members in each year as promptly as practicable.

(b) The Board of Directors may, by resolution, establish from time to time a schedule of its meetings and rules of conduct thereof.

(c) Special Meetings of the Board of Directors may be called by the president and shall be called by the secretary upon request of three (3) members of the Board.

(d) Each member of the Board shall be notified of all regular and special board meetings.

ARTICLE VII
NOMINATIONS

SECTION 1 (a) There shall be a Nominating Committee composed of three (3) members of the club, elected three months prior to the Annual Meeting. The chairman of the Nominating Committee shall be a member of the Board of Directors and his/her term shall expire at the ensuing Annual Meeting.

(b) The Nominating Committee shall nominate candidates for vacancies in the Board of Directors to be filled at the Annual Meeting and shall report such nominations to the secretary at least one (1) month prior to the Annual Meeting.

SECTION 2 Nominations may be made from the floor at the Annual Meeting.

ARTICLE VIII
COMMITTEES

SECTION 1 The standing committees shall be **Operations, Activities, Membership** and Finance.

(a) The duties and powers assigned in these By-Laws to the Standing Committees shall be subject to the authority of Board of Directors.

SECTION 2 The **Operation Committee** shall exercise supervision over the Pool and Grounds; shall attend to the improvement and maintenance of the Pool, Buildings, Operating Equipment and Grounds.

SECTION 3 The Activities Committee shall plan and coordinate, with the pool staff, the activities to be held during the pool season.

SECTION 4 The **Membership Committee**, in accordance with ARTICLE IX, SECTION 8, shall investigate and report to the Board of Directors upon applicants for membership.

SECTION 5 The Finance Committee shall prepare the annual budget for submission to and the approval by the Board of Directors, and shall exercise general supervision over the financial transactions and safe guard the assets of the Club.

ARTICLE IX
MEMBERSHIP, DUES AND FEES

SECTION 1 Membership in the Club shall consist of individuals who shall fall within one of the following classes:

(a) Certificate Holders (Voting & Membership) (b) Family Membership (Membership)

SECTION 2 FAMILY MEMBER CERTIFICATE HOLDERS shall consist of Holders of a certificate of interest which shall entitle them to use the facilities of the Club. The right is reserved in the Club by unanimous action of its Board of Directors to make assessments not in excess of ten percent (10%) of the value of the outstanding membership certificates (plus the value of all capital expansion assessments) against the interest of each certificate holders for the protection and maintenance of the Club property, real and personal, but not for expansion.

The right is reserved in the Club by majority action of the Certificate Holders to make assessments not in excess of the value of the outstanding membership certificates (plus the value of all capital expansion assessments) against the interest of each certificate holder for expansion of the Club facilities. Each Member Certificate Holder in good standing shall be entitled to one (1) vote at the meetings of the Club.

SECTION 3 The number of Certificate Holders shall not exceed Three Hundred Thirty (330).

SECTION 4 FAMILY MEMBERSHIP privileges will be granted to members and annual member family groups according to the following classifications:

(a) Family member certificate holder and spouse.

(b) Special members consisting of persons of immediate family relationship to the family member certificate holder who are children under twenty- three, dependent parents, grandparents age 65+,etc., who are domiciled as part of the household of the Family Member Certificate Holder.

SECTION 5 Assessments levied against certificate holders for expansion of Club facilities and designated as Capital Assessments will increase the value of the Certificate.

SECTION 6 (a) All certificate holders and family memberships are subject to annual dues for the protection, operation and maintenance of Club property, real and personal. The Board of Directors shall establish dues for the ensuing year which shall be billable by April 1 of the respective year and payable by May 1 of the respective year. No dues or any part thereof shall be refunded in the event the club is required to suspend its operation for any time. If certificate holder who is permanently transferred by his employees distance greater than fifty (50) miles from the address on file with the Club prior to his transfer, the certificate holder may submit a notarized statement confirming that the certificate holder has fulfilled the above requirements, and the certificate holder will be relieved of his dues obligations.

(b) The Board of Directors may also provide for a transfer fee to be paid by all candidates for membership in the club. The figure will be established by the Board of Directors.

(c) The Husband or Wife, and all unmarried dependent children over two (2) years and under sixteen (16) years of age on May 1, of the Family Member Certificate Holder, are subject without exception to the payment of dues.

(d) The Certificate Holder will be responsible for the payment of all annual dues for Family Memberships granted under certificate of interest.

(e) A Twenty Five Dollar (\$25) late fee will be assessed to all dues not received by May 15.

(f) The failure of the certificate holder to pay any assessments and/or dues by May 15 of the respective year will result in a forfeiture of all rights and privileges to club facilities upon failure of the certificate holder to make the necessary payments by May 15, the Board of Directors shall so notify the certificate holder that all rights and privileges will be revoked as of June first of the respective year.

The Board of Directors may make available this certificate holder's privileges to the first eligible family on the waiting list. The Board of Directors will notify in writing that such assessments and/or dues must be paid within ten (10) days from the date of the written notices or the certificate holder shall have to forfeit all interests, rights, and privileges incidental to the certificate of interest, including the value thereof. If the certificate holder surrenders his certificate of interest, including all interests, rights, and privileges, all unpaid dues and/or assessments shall be deducted from the value of the certificate.

SECTION 7 Certificate Holders, subject to the terms of these Bylaws, as from time to time amended, may transfer the same by sale, gift, or devise to his or her spouse or issue, subject, however, to the approval of such transferee by the Board of Directors as a person to be entitled to the privileges and use of the Club facilities in accordance with the terms of these By-Laws. The certificate holder may not otherwise sell, or assign or transfer his certificate to any other person, but must sell, assign or transfer said certificate back to the Club at the then prevailing market price for said certificate. In the event the Board of Directors determines that it is not in the best interests of the Club to purchase said certificate, the Board of Directors, in writing, may specifically permit the certificate holder to sell, assign, and transfer said certificate, together with the interests, rights, and privileges incidental thereto to such other person as may be approved by the Board of Directors as a person to be entitled to the privileges and use of the Club facilities, provided such person is approved for membership in accordance with these By-Laws.

SECTION 8 The President at the first meeting of the Board of Directors after each annual meeting of the Club, shall appoint one member of the Board of Directors who shall act as the Membership Committee Chairman for the ensuing year. It shall be the duty of this Chairman, in the case of vacancies in the membership of the Club, to consider applications for membership in the Club and to recommend applicants to the Board of Trustees. The Board shall vote upon each applicant recommended by the Membership Chairman at their first meeting after receiving such recommendations and shall confer membership only upon those applicants who are recommended by a member, investigated by the Membership Committee Chairman and approved by the Board of Directors by a majority vote of those present, provided those present constitute a quorum of the Board.

SECTION 9 Any member of the Club may withdraw at any time, but there shall be no refund of the current year's dues.

SECTION 10 (a) Any member or participant of pool privileges can, for cause be suspended or expelled by a two-thirds (2/3) vote of a quorum of the Board. Cause for suspension or expulsion, shall, in general, consist of violations of these By-Laws or the rules of the Club as determined from time to time by the Board of Directors or of conduct unbecoming a lady or gentleman.

(b) The Board can delegate to any person the power to suspend pool privileges for the violation of the Club rules and regulations provided such suspension does not exceed seven (7) days. A written report of such suspension, containing reasons therefore shall be submitted to the president within twenty-four (24) hours.

SECTION 11 (a) All Members of the Club and participants of pool privileges shall be accorded the facilities of the Club, subject to the pool rules and regulations which shall be posted at all times at the Club.

(b) The Board of Directors will designate the manner in which members will be admitted to the use of the Club facilities.

(c) The Board shall by rule fix the terms and conditions upon which guests of members may use the facilities of the Club.

(d) The Board of Directors may at its discretion and in the best interest of the Club extend Club privileges to Guests.

(e) Any property of the Club broken or damaged by a member or participant of Club privileges shall be promptly paid for by the responsible member or participant.

(f) The Club assumes no responsibility to any person for any property which may be brought upon the Club grounds.

(g) The Club assumes no responsibility to any person for any accident or injury that may occur on the Club grounds or using Club property.

SECTION 12 No membership pledge, assignment or attachment or any other legal proceeding against any member, his heir, executors or creditors will be recognized.

