

ARTICLE 1. GOVERNMENT

SECTION 1. The business and affairs of this corporation shall be managed by its Board of Directors. In addition to the powers and authorities by these By-laws expressly conferred upon them, the Board of Directors may exercise all such lawful acts and things as are not by statute or by the Articles or by these By-laws directed or required to be exercised or done by the members.

SECTION 2. The Board of Directors shall consist of nine (9) Directors elected as in the following sections in this Article.

SECTION 3. Nominations for the Board of Directors shall be made by a nominating committee appointed by the President and consisting of three (3) members from the Board of Directors.

SECTION 4. Additional nominations may be made by petition, signed by twenty five (25) active members, that is, they will be members who have taken annual membership for the current year and will take annual membership for the year to follow the Annual Meeting of the Corporation at which the election will be held, and delivered to the Corporate Secretary not less than thirty (30) days in advance of the Annual Meeting of the Corporation. All nominees and nominators shall sign a declaration of intention to be a member for the following year.

SECTION 5. Only active members (as described hereinafter) shall be eligible to serve as members of the Board of Directors. Directors must be of legal age, must be members of the club in good standing, for a period of two (2) years, and must hold no elective office in a borough, municipality, township, county, or subdivision thereof. In order for a pool member to run for a board position, they must attend a minimum of five SRA board meetings within the year prior to becoming a candidate for a board seat.

SECTION 6. A member of the Board of Directors may succeed himself or herself in office, if nominated and reelected by due process.

SECTION 7. Members of the Board of Directors shall receive no monetary compensation for services as Directors. No person employed by the SRA or collecting a salary from the SRA or SRA swim team would be allowed to run for a SRA board member upon resigning their position six months prior. No SRA board member is allowed to hold a SRA salaried position such as manager or lifeguard or take a salaried position within the SRA swim team.

SECTION 8. Regular meetings of the Board of Directors shall be held not less than every other month on a date agreed upon by the members of the Board.

SECTION 9. Special meetings of the Board shall be held at such time and place as the President or Acting President shall designate in a notice calling the meeting.

SECTION 10. Notice of every regular meeting of the Board of Directors shall be given to each Director at least five (5) days prior to the day of the meeting. Special meetings, however, may be called upon one (1) day's notice at the discretion of the President or acting President. Notice of regular meetings or special meetings may be given by United States Mail, telephone contact,

whether by leaving a message or speaking directly with such Director, facsimile, electronic mail or “e-mail”, or such other manner as reasonably expected to provide such notice to such Director.

SECTION 11. A majority of the Board of Directors in office shall be necessary to constitute a quorum, for the transaction of business, and the acts of a majority of the Directors present and voting at any meeting at which a quorum is present shall be the acts of the Board of Directors. The presiding officer shall exercise his or her vote only in case of a tie vote. The presiding officer, if he or she is otherwise a Director, shall constitute a Director for the purposes of determining whether a quorum is present.

SECTION 12. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

SECTION 13. The order of business at a meeting of the Board of Directors shall be as follows:

1. Call to order.
2. Reading, amendment, if necessary, and approval of the minutes of the previous meeting.
3. Review of the agenda.
4. Reports, amendment, if necessary, and approval of reports of Officers and Committee Chairmen.
5. Unfinished business.
6. New business.
7. Adjournment..

SECTION 14. Unexpired vacancies on the Board shall be filled by a majority vote of the remaining Board members, though less than a quorum of Directors is remaining, and each Director so elected shall be a Director for the remaining unexpired term of the Director whose vacancy he or she fills.

SECTION 15. Meetings of the Board of Directors shall be presided over by the President. In the absence of the President, the Vice President shall preside, and if neither the President nor the Vice President is present, a presiding officer shall be elected from among the Directors present. In the absence of the Corporate Secretary, a Director appointed by the presiding officer, shall record the minutes of the meeting.

SECTION 16. The Directors shall have charge of all affairs, funds, and property, of the Corporation. They shall consider for approval committee reports, select the manager and operating staff, employ or authorize employment of all employees of the Corporation, fix compensation of employees, fill vacancies in offices during the year, prescribe rules for the government and use of the Corporation's facilities, and do all other things necessary for the Corporation's operation and maintenance.

SECTION 17. The Board of Directors shall secure the fidelity of the Treasurer of the Corporation by bond or otherwise and in such amounts as shall be deemed proper.

SECTION 18. The Board of Directors shall require an audit to be made of the accounts of the Corporation for each fiscal year by a qualified accountant, not members of the Board. This audit shall be submitted at the Annual Meeting of the Corporation.

SECTION 19. The Board of Directors shall secure, for the protection of the Corporation, public liability, and property damage insurance and other forms as may be deemed necessary, fully covering complete operations of the Corporation.

SECTION 20. The Board of Directors shall control the issuance of all memberships, and make any and all determinations regarding the status of membership(s), as necessary or whenever in its judgment the best interests of the Corporation will be served.

SECTION 21. The Board of Directors may declare vacant the office of a Director if he or she is declared of unsound mind by an order of court or is convicted of a felony, or if within sixty (60) days after notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as the By-laws may specify. Failure to attend three (3) consecutive regular meetings may be viewed as cause for dismissal of any Director at any time.

SECTION 22. The Board of Directors shall consider for approval any and all expenditures in excess of \$250.00 and all contracts which would reasonably incur costs in excess of \$250.00 per year.

ARTICLE II. OFFICERS

SECTION 1. The Officers of the Corporation shall be elected by and from the Board of Directors at the first Board Meeting following the Annual Meeting of the Corporation, which shall be held within thirty (30) days after the Annual Meeting of the Corporation, and they shall serve until their successors have been elected and qualify.

SECTION 2. The Executive Officers of the Corporation shall be chosen by the Directors, and shall be a President, Vice President, Corporate Secretary, and a Treasurer, and such other Officers and Assistant Officers as the needs of the Corporation may require. The Officers shall hold their offices for a term of one (1) year, shall have such authority, and shall perform such duties as are provided by the By-laws and as shall from time to time be prescribed by the Directors. The Board of Directors may secure the fidelity of any or all such Officers by bond or otherwise.

SECTION 3. No mutual spouses shall serve as Officers at the same time.

SECTION 4. Any vacancies among the Officers shall be filled by appointment made by the Directors, and such appointed Officers shall serve until their successors are elected and qualify.

SECTION 5. Any Officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served.

SECTION 6. PRESIDENT - The duties of the President shall be:

A: To preside at all meetings of the Board of Directors and, in conjunction with the Corporate Secretary, execute all contracts and papers relating to the affairs of the Corporation; he or she shall make all appointments to committees, and shall be ex-officio a member of all committees, and shall be charged with executive supervision of all activities of the Corporation and the employees thereof.

B: To authorize expenditures and payments 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 the budget approved by the Board, provided that all bills for such expenditures shall be presented to the Board of Directors at the next meeting.

C: The President shall prepare the agenda of all meetings of the Board of Directors, Annual Meetings of the Corporation, and Special Meetings of the Corporation.

SECTION 7. VICE PRESIDENT - The duties of the Vice President shall be:

A: To assume the full responsibilities, duties and obligations of the President during the absence or incapacity of the President, and shall perform such other duties as he or she may be required to perform from time to time.

SECTION 8. CORPORATE SECRETARY - The duties of the Corporate Secretary shall be:

A: To attend all meetings of the Board of Directors and Officers; and to make and keep minutes of all meetings of the Board of Directors, and of meetings of the active members, and to record all votes of the Corporation and the minutes of all transactions in a book to be kept for that purpose, and to present these minutes at the next or at future meetings, if required.

B: The Corporate Secretary shall issue calls for meetings with the proper notice at the request of the person or persons authorized to call meetings.

C: The Corporate Secretary shall attest to the signature of the Officers of the Corporation when required on contracts or other papers relating to the affairs of the Corporation.

D: The Corporate Secretary shall conduct all official correspondence and keep a correspondence file.

E: The Corporate Secretary shall keep all records of the Corporation; except financial.

F: The Corporate Secretary shall have authority to retrieve the Corporate Seal from the safe deposit box at such times when the Corporate Seal is needed for official documents.

G: The Corporate Secretary shall handle insurance matters as they pertain to the Corporation or matters of the Corporation.

H: The Corporate Secretary shall maintain a membership record containing the names and addresses of each member of the Corporation.

I: The Corporate Secretary shall issue membership cards at the direction of the Board of Directors, and maintain records of the persons to whom the membership cards have been issued. These membership cards shall be issued to those persons who have paid all pertinent fees and dues in full.

J: The Corporate Secretary shall perform other such duties as may be appropriate to his or her office or as the Board of Directors may require.

SECTION 9. TREASURER - The duties of the Treasurer shall be:

A: The Treasurer shall have custody of the Corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep all moneys of the Corporation in a separate account to the credit of the Corporation. He or she shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, and account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

B: The Treasurer shall maintain a record of all financial transactions of the Corporation and be prepared to render a Treasurer's report at every regular and Annual Meeting of the Corporation.

C: The Treasurer shall be responsible for the receipts of all moneys due the Corporation and deposit of same in banking institutions approved by the Board of Directors.

D: The Treasurer shall make all disbursements on billings to the Corporation as approved by the Board of Directors. All checks must be signed by not less than two (2) of the following Directors: President, Vice President, Corporate Secretary, or Treasurer.

E: The Treasurer shall maintain a record of the names of current members who have satisfied membership fees, annual dues, and all other debts for the current year.

F: The Treasurer shall perform other such duties and maintain other such records as may be required by the Board of Directors.

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 By-laws or as may be determined by resolution of the Board of Directors.

SECTION 11. A member of the Board of Directors of the Corporation or any Corporation entity which he or she serves at the request of the Corporation shall not be personally liable for monetary damages for any action taken, or failure to take action, unless the Board member has breached or failed to perform the duties of his or her office as defined in Section 8363 of the

Director's Liability Act (42 Pa. C.S. 8363), and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

SECTION 12. The Corporation shall indemnify each person who is or was a Director or Officer of the Corporation, against any and all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding (whether brought by or in the right of the Corporation or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he or she may be involved as a party or otherwise, by reason of his or her being or having been a Director or Officer of the Corporation or by reason of any past or future action taken or not taken in his or her capacity as such Director or Officer whether or not he or she continues to be such at the time such liability or expense is incurred, unless such person has breached or failed to perform the duties of his or her office which, for Officers and Directors, shall be defined in Section 8363 of the Director's Liability Act and such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. "Liability" and "expense" shall include, but not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties. Termination of any claim or proceeding, civil or criminal, by judgment, settlement, conviction, or upon any plea shall not create a presumption that a Director or Officer did not meet the standards of conduct set forth above except where there is made a specific finding of a court that the action or conduct constituted recklessness or willful misconduct. Any Director or Officer, who has been wholly successful, on the merits or otherwise, shall be entitled to indemnification as of right. Expenses incurred may be advanced by the Corporation prior to the final disposition thereof upon receipt of a promise by the recipient to repay such amount if it shall be determined that he or she is not entitled to indemnification under this Article. These rights of indemnification shall be in addition to any other legal contractual rights and shall inure to the benefit of the heirs, executors, and administrators of any such person.

ARTICLE III. COMMITTEES

SECTION 1. A Director of the Corporation shall serve as Chairman of each Committee of the Corporation.

SECTION 2. The Chairman of each Committee shall give an account of all funds received or expended by them prior to the next regular meeting of the Board of Directors, and said report shall be submitted to the Treasurer.

SECTION 3. The Committees of the Corporation as determined by the Board of Directors, from time to time, may be:

A: GROUNDS AND BUILDING MAINTENANCE COMMITTEE who shall be required to:

1. Arrange for proper care of structures and the pool for needed repairs and maintenance.
2. Care for public utilities (phone & electric) including discontinuance and restoration of service when required.
3. Arrange for proper removal of refuse.
4. Arrange for Maintenance of lighting and public address systems.

5. Arrange for Winterization and reopening of pool, buildings, plumbing and equipment.
6. Arrange for Maintenance of equipment (mowers, weed whacker, etc.)
7. Arrange for grass cutting and trimming both in pool area and areas beyond the pool area.
8. Arrange for Maintenance of parking lot and driveway and suggested improvements.
9. Arrange for Development of site for additional recreational facilities.
10. Arrange for landscaping.
11. Arrange for sewage disposal.

B: POOL MANAGEMENT COMMITTEE who shall be required to:

1. Establish rules, regulations and policies regarding conduct of members and members' family, guests, age requirements for required accompaniment by an adult and use of the facilities.
2. Outline pool management procedures, listing duties and functions of the Pool Manager and Lifeguards.
3. See that personnel carry out functions and duties as assigned to them.
4. Act as liaison between the Pool Manager and Board of Directors.
5. Check on the number of Lifeguards on duty at different times to determine whether the staff is adequate or over staffed.
6. Be certain that wage and salary programs are properly administered.
7. Recommend any changes that may seem desirable in duties of the Pool Manager, Assistant Manager, and Lifeguards.
8. Act on any complaints affecting the employees.
9. Act on any violations of the rules of conduct in the use of the pool and club facilities, and report all major violations to the Board of Directors together with an explanation of the action taken in each case.
10. Act on safety violations, which includes written accident reports as prepared by employees on duty at the time of the accident.
11. Have a weekly bacteriological examination made by a competent authority of the water used for drinking and in the pool, and post the results at the pool.
12. Check for proper labeling of all hazardous substances used at the pool. Inform all employees of the proper usage and inherent dangers of these substances (gasoline, chlorine, muriatic acid, etc.) in accordance with Federal "Right to Know" regulations.

C: MEMBERSHIP COMMITTEE who shall be required to:

1. Establish and carry out programs to achieve and maintain full membership at the Board's discretion.

D: SPECIAL EVENTS COMMITTEE who shall be required to:

1. Plan and arrange to conduct various activities and functions for the membership, their guests, and the public when permitted.
2. Submit an annual schedule of these events.
3. Coordinate the above functions with proposed Swim Team functions.

E: FINANCE COMMITTEES who shall be required to:

1. Prepare financial studies on such projects as may be assigned by the Board of Directors.
2. Obtain estimates for all anticipated expenditures of the Corporation for the current fiscal year.

F: ADVISORY COMMITTEE

1. Comprised of out-going Directors, who at the discretion of the present Board of Directors may be asked to assist, advise or provide training as necessary.

G: SWIM TEAM COMMITTEE who shall be required to:

1. Outline the scope and responsibilities of the Swim Team staff.
2. Outline the duties and functions of the Swim Team Parent's Association.
3. Act as liaison between the Board of Directors and the Swim Team Parent's Association.
4. Act as coordinator between Finance Committee and the Swim Team Parent's Association with regards to the finances of the Swim Team.
5. Act as coordinator between the Special events Committee and the Swim Team Parent's Association with regards to organizing activities.
6. Make certain that Swim Team business and functions are carried out in the best interest of the membership and in accordance with the By-laws.

SECTION 4. The Board of Directors may from time to time establish as special committees such other committees as may be required for the operation and maintenance of the Corporation.

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ARTICLE IV. MEMBERSHIP

SECTION 1. The club membership shall consist of active members in good standing. An active member in good standing shall be an individual or family group who has been approved for membership by the Board of Directors, has paid his or her membership fee, has paid his or her annual dues for the current year, and has satisfied any other financial obligation to the Corporation and who is entitled to vote at Annual Meetings of the Corporation, in person.

SECTION 2. An individual or family group desiring membership to the Skippack Recreational Association must be approved by the Board of Directors.

SECTION 3. For the purpose of this Article IV a "Family Group" shall be defined as a single person, or husband and/or wife and children or persons who qualify as tax dependents whose permanent residence is in the same dwelling, except that the Board of Directors may, in specific instances, include in the family group others than the above, whose residence is in the same dwelling. This may not be construed to include two (2) family groups, regardless of the relationship, living in the same dwelling. In the event of a dispute, the status of any individual shall be as interpreted by the Board of Directors.

SECTION 4. Members are required to notify the Corporation, in writing, of any change of address.

SECTION 5. In the event of a separation and/or divorce at any time whatsoever, the Family Group will be only those members whose residence is the same as the address on record with the Skippack Recreational Association, unless the Skippack Recreational Association Board of Directors receives written notice by both spouses or both former spouses, in agreement, to the contrary. The spouse or former spouse and children, if any, who are no longer permanently residing at the address on record with the Skippack Recreational Association will have one of the following options: (1) forfeit their membership; or (2) pay for a new membership including one time membership fee and annual dues, which annual dues shall be prorated in the event of a separation and/or divorce during the swim season.

SECTION 6. The amount of the annual membership fee shall be determined by the Board of Directors, from time to time, but shall not be less than \$250.00. The membership fee shall entitle only the "Family Group" that pays the fee to membership, and such membership shall NOT BE TRANSFERABLE OR REFUNDABLE.

SECTION 7. Club privileges shall be granted only to active members in good standing whose current annual dues and all other financial obligations to the club are paid in full. Invoices for annual dues shall be mailed by February 15 to the address of the member on the books of the Corporation. Payment of annual dues must be received by the Corporation on or before March 15. Members whose payment is received after March 15 but on or before April 15 shall be assessed a late fee in an amount determined by the Board of Directors. **NO PAYMENTS WILL BE ACCEPTED AFTER APRIL 15 AND ANY MEMBER WHO HAS NOT PAID HIS OR**

HER ANNUAL DUES, INCLUDING ANY APPLICABLE LATE FEE, BY APRIL 15 SHALL HAVE HIS OR HER MEMBERSHIP TERMINATED.

SECTION 8. A current year's membership card shall be issued upon application to the Corporate Secretary, approval for membership by the Board of Directors, payment of membership fees and annual dues and all other financial obligations to the club. MEMBERSHIP CARDS ARE NOT TRANSFERABLE. MEMBERSHIP CARDS REMAIN THE PROPERTY OF THE CORPORATION AT ALL TIMES AND MUST BE SURRENDERED TO THE CORPORATION IMMEDIATELY UPON WRITTEN REQUEST TO THE MEMBER'S ADDRESS AS MAINTAINED ON THE BOOKS OF THE CORPORATION.

SECTION 9. Annual membership fee shall be established annually by the Board of Directors for the current year.

SECTION 10. Annual membership fees shall be payable for the current season on a date determined annually by the Board of Directors. Unpaid dues shall be considered a financial obligation to the club. Billing for annual dues shall be mailed to the membership at the address on file with the club not less than 15 days prior to the due date.

SECTION 11. The Board of Directors may, from time to time may make such rules and regulations with respect to the means of determining the qualifications and the desirability of admitting applicants to the membership as they deem in the best interest of the club. Notwithstanding the foregoing, such rules and regulations shall not be based on race, color or religion.

SECTION 12. Any member may be suspended from the privileges of the club for the infraction of any By-law or rule or regulation of the Corporation, or for any act or conduct which is disorderly or injurious to the interests or hostile to the objects of the Corporation, or who is otherwise objectionable.

SECTION 13. Any member may be expelled from membership by the Board of Directors for the infraction of the Articles of Incorporation or the By-laws or rules or regulations of the Corporation or for any act or conduct, which is injurious to the interests or hostile to the objects of the of the Corporation. The Board of Directors shall provide in writing, a statement of the charges against such member. Said notice shall be mailed to the member at the address on file with the Corporation. The Board of Directors shall vote for or against expulsion of the member. An affirmative vote of two thirds (2/3) of the total Directors of the Board shall be necessary for expulsion from membership.

SECTION 14. The membership shall be limited to board member description.

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ARTICLE V. GUEST REGULATIONS

SECTION 1. Guest admission policies shall be established and amended from time to time by the Board of Directors in accordance with the best interests of the Corporation membership.

SECTION 2. Guest fees shall be fixed by the Board of Directors, from time to time.

SECTION 3. All guests must be accompanied by a member to gain admission and must leave the premises at such time as that member leaves.

SECTION 4. The Board of Directors may eliminate guest privileges for members at its sole discretion.

ARTICLE VI. MEETINGS OF THE MEMBERS

SECTION 1.

A. The Annual Meeting of the Members of the Corporation, also referred to herein as Annual Meeting of the Corporation, shall be held on the third Wednesday in October; at least ten (10) days notice of said meeting shall be given in at least one (1) local newspaper and on the web site of the Corporation, www.skippackpool.com.

B. Annual meetings of the Corporation shall be held at such hour as the Board of Directors designates.

C. Annual Meetings of the Corporation shall be held at such place in Skippack Township, Montgomery County, Pennsylvania as the President of the Corporation may designate in the call for the meetings.

SECTION 2. Special Meetings of the membership of the Corporation may be called at any time by a vote of 2/3 of the Board of Directors in office or upon written request of 10% of the active members in good standing. Notification by the Corporate Secretary of the Corporation of such Special Meetings shall be given at least ten (10) days in advance in at least one (1) local newspaper and on the website of the Corporation, www.skippackpool.com.

SECTION 3. Upon request by an active member of the Corporation, the books of the Corporation shall be produced at the Annual Meeting of the Corporation.

SECTION 4. If, at any meeting of the Corporation, the right of vote be challenged, the presiding officer shall require the books or records of the Corporation to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be active members, may vote. In the event of a dispute, the status of any member shall be interpreted by the Board of Directors.

SECTION 5. The order of business at meetings of the members of the Corporation shall be:

1. Call to order
2. Reading and approval of the minutes of the previous meeting
3. Reading and approval of reports of Officers and Committee Chairmen
4. Unfinished business
5. Election of Directors
6. New business
7. Recognition of the membership
8. Adjournment.

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ARTICLE VII. FINANCES

SECTION 1. The Board of Directors shall have charge of all financial affairs, funds, and property of the Corporation. The Officers of the Corporation shall carry out the financial aspects of their duties as indicated in these By-laws.

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ARTICLE VIII. FUNDRAISING

SECTION 1. Fundraising for this Corporation shall be through sources approved and authorized by the Board of Directors.

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ARTICLE IX. OFFICES

SECTION 1. The registered office of the Corporation shall be at 1224 Cressman Road, Creamery, Skippack, Pennsylvania 19474.

SECTION 2. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint of the activities of the Corporation may require.

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ARTICLE X. CORPORATE SEAL

SECTION 1. The Corporate Seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

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ARTICLE XI. AMENDMENTS

SECTION 1. Amendments or changes to these By-laws must be proposed at a regularly scheduled meeting of the Board of Directors and voted on at the next regularly scheduled meeting of the Board of Directors.

SECTION 2. Amendments or changes to these By-laws may be made by a 2/3 vote of the entire Board of Directors in person, provided that at least ten (10) days notice of the meeting at which the amendment or change will be considered, shall have been given to each Director.