

Constitution of The Wood-Dale Swim Club, Inc.
Revised February 2023

Article I – Title

The corporate title of Club shall be the Wood-Dale Swim Club, Incorporated.

Article II – Purpose

The purpose of the Wood-Dale Swim Club shall be to provide for its members, invited guests, and the community, swimming and recreational activities at the facilities owned and operated by Wood-Dale Swim Club.

Article III – Seal

The corporate seal of the Club shall consist of the words “Wood-Dale Swim Club, Inc.”, the word “Seal #2”, and the words “Hopewell, Virginia”.

Article IV – Membership

Section 1. Members are invited to attend all Board of Directors meetings. Nominations for board members will be accepted at the Annual meeting. Nominations may also be made from the floor at a general meeting.

Section 2. Only those persons holding membership in the Club shall have an interest in the funds, property, and assets of the club and, except as permitted by the Constitution, Bylaws, or Rules of the club, only those members and their authorized guests shall be entitled to use the Club facilities or to come upon the grounds of the Club. Outside groups and organizations may apply to rent out part or all of the facility via the club manager. The Board of Directors can vote to make events or programs open to non-members.

Section 3. Membership types and prices will be reviewed annually by the Board of Directors. The memberships will be limited to only three hundred fifth (350) members. Persons becoming members and complying with all the rules and regulations of the Club shall have the privileges, to which their membership entitles them, including the right to serve on the Board of Directors. The Wood-Dale Board reserves the right to refuse any application for membership.

Section 4. Inactive Membership shall be applied to members who pay an inactive fee for the upcoming swim season. If a member becomes inactive due to relocation, the penalties shall be waived upon their return providing a new application is submitted. Members who are inactive for

more than one year and have not paid an inactive fee will need to re-submit an application and pay the new member fee.

Section 5. The Wood-Dale Board may vote to alter requirements for the memberships.

Section 6. No member or executor or administrator of any deceased member, shall transfer membership in this corporation. In case of a divorce, membership will be handled on an individual basis.

Section 7. Purchases within the club may be cash, credit, or check (with manager approval)

Section 8. The Wood-Dale Swim Club Swim Team can be composed of both club members and non club members. Swim Team members will be permitted use of the club during practices and meets, and any other swim team events that are approved by the Board of Directors. A chaperone of the swimmer will be allowed to accompany the swimmer for swim team related meets and practices. Swim Team members are allowed to bring one complimentary guest for team social events. Additional guests at events will be required to pay a guest fee. The Board may determine a special guest rate for Swim Team members and guests.

Article V – Government

Section 1. The number of directors constituting the Board is no less than five (5) and no more than nine (9) voting members plus the President who shall be adult members of the Wood-Dale Swim Club, Inc. All board members shall serve until their successors are elected, and any vacancy occurring in the membership of the Board shall be filled by a majority vote of the remaining Board Members for the unexpired term. The Board shall annually elect, in such manner as may be prescribed in the bylaws, the Officers of the Club.

Section 2. At the Annual Meeting, all nominations for candidates for election to the Wood-Dale Board shall be made by any current member in good standing or board member.

Section 3. The Wood-Dale Board shall have general supervision over and shall have full power to manage and regulate the Club; to employ such agents, accountants, and attorneys as they shall deem necessary; and shall fix their compensation. It shall have the power to make rules regulating the use of the Club property and conduct of the members and to alter or repeal these at its discretion; when authorized by majority vote of Board members, to make leases and other contracts with regard to real estate; to convey the real estate of the Club in a trust or otherwise encumber the real estate as security for any loan to the Club; to sell, or exchange, or otherwise dispose of such portions of the Club's real property as directed by the members of the Club; to elect new members to the Club; to fix the amount of annual dues and to prescribe the rights and privileges of the members; to expel or suspend members; and to do all other such acts and things as they deem necessary or proper for the welfare of the Club.

Section 4. All committees shall be appointed by a majority vote of the Wood-Dale Board of the

club and shall hold office for such length of time as the Board may direct.

Article VI – Suspension and Loss of Membership

Section 1. In case of any infraction of this Constitution or any Bylaw or Rule of the Club on the part of any member, or any misconduct on his part which may endanger the good order, welfare or character of the club, the Board may suspend such member from privileges of the Club for a period of time not in excess of three (3) months by a vote of the majority of the entire Board, provided that the member whose conduct is under consideration shall have been given ten (10) days notice of the meeting at which the suspension or expulsion is to be considered. Such members shall have the right to appear in defense of his conduct and shall then withdraw from the meeting before the board takes final action. The secretary shall notify the member in writing by certified mail to the action taken by the Board. The Board has the right to terminate membership after a 3 month suspension if warranted.

Section 2. In addition to the foregoing provisions, there shall be provisions made for the automatic suspension of members for failure to pay dues or other indebtedness (i.e. assessment, etc.) and for dropping from the rolls of membership by the Board of such members who persist in such failure.

Article VII – Amendments

This Constitution, or any Rule or Bylaw made by the Wood-Dale Board, may be amended or repealed at any regular or special meeting of the Board, by a majority vote of the Board, provided that if the proposed changes are to be in the constitution, a statement to that effect shall be included in whatever notice of such meeting is prescribed by the bylaws.

By-Laws of The Wood-Dale Swim Club, Inc.

Article I- Meeting of the Members

Section 1. The annual meeting of the Club members shall be held between May 15th and June 15th. A special meeting of the club may be held at any time upon call of the President or by order of a Board Member.

Section 2. Written notice of any annual or special meeting of the Club shall be provided in one of the following formats – emailed to current known address or mailed to current known address, to each member of the record, not less than ten (10) days nor more than thirty (30) days prior to such meeting, and any such notice provided to the last known address of any members shall be deemed due and legal notice of any such meeting or proceedings.

Section 3. The order of business at the annual meeting and, so far as is possible, at all other meetings of the members shall be according to Robert's Rules of Order and as follows:

- A. Call of roll
- B. Proof of due notice of meeting
- C. State of the Pool Report-President
- D. Election of Directors
- H. Adjournment

Article II – Board of Directors

Section 1. There shall be a minimum of five (5) Board Members with a maximum of nine (9) Board Members. At the Annual Meeting of the membership holders, or at any adjournment thereof, new Board Members shall be elected for a three (3) year term. After the 3 year term a Board Member may apply for an additional extension on an annual basis.

Section 2. The Board of Directors shall hold stated meetings once each month at such place, as it shall from time to time designate. A meeting can be called at any time by the President or by any Board Member. A majority of the Board Members shall constitute a quorum for the transaction of business and questions before the Board shall be determined by a majority vote, which is $\frac{1}{2} + 1$ (half plus one).

Section 3. The Board of Directors shall annually elect, as soon after the Annual Meeting of the Club as they conveniently can, a President and Vice President from their number, and a Secretary and Treasurer who may, but are not required to be from their number. The officers so elected shall hold office for one year, or until their successors are elected and qualified. The Board may from time to time appoint such other officers, managers, agents, and employees with such duties and powers, as they deem necessary. Proper bond may be required for the officers, managers, agents, and employees of the club when, in the opinion of The Board, surety bonds are desirable and proper.

Section 4. The Wood-Dale Board shall have the authority to adopt rules and regulations for the operation and use of the Corporation's facilities and business, and such rules and regulations may be altered, changed or amended at meetings of the Board.

Article III– The President and Vice President

Section 1. It shall be the duty of the President to preside at all meetings of the Board of Directors of the Club, to see that the rules and regulations of the Club are properly enforced, and to meet with the Pool Manager during the pool season on an as needed basis. He shall, with the Treasurer sign all contracts and obligations of the Club and perform such other duties as may be required of him by the Board of Directors or by the constitution and by-laws. He shall make a report of the condition of the club at each Annual Meeting.

Section 2. In the absence of the President, the Vice President shall have and exercise all the powers of the President; in the absence of both the President and Vice President, the board of Directors may designate one of their number to perform such duties of either as may be necessary for the time being.

Section 3. The President shall be an ex-officio member of all committees of the Board.

Article IV – The Treasurer

Section 1. The treasurer shall have charge and custody of the funds of the Club, subject to the general supervision and control of the Board of Directors. He shall, under the direction of the Board of Directors, give, negotiate, or endorse such checks, notes, and bills as may be required in the conduct of the business of the Club.

Section 2. The treasurer shall have the authority to collect the funds of the Club and shall deposit all funds so received in such banks as the Board Members may from time to time designate, and the same shall be drawn there from only by checks to pay all operating expenditures (payroll, taxes, utility bills, etc.). He shall keep proper books of account, which shall be at all times subject to examination by the President of the Board or any agent designated by them. He shall render a written statement at each meeting of the Board Members showing the financial condition of the club, including receipts of the Club. At the Annual meeting of the members he shall present a balance sheet showing the financial conditions of the Club and a detailed report of the income, and expenses of the fiscal year.

Section 3. The treasurer shall exercise general supervision and control over the finances of the Club, shall prepare the annual budget for approval by the Board, shall require surety bonds in appropriate amounts for such officers and employees of the Club as deemed necessary, shall be responsible for providing adequate insurance coverage of the property of the Club, the status of such coverage he shall report at the annual meeting of the Club. He shall see that an annual audit

is made of the Club accounts and make a report thereof to the Board of Directors and members.

Section 4. The swim team will annually appoint a treasurer to manage the day-to-day accounting of the Swim Team funds. The treasurer must be a member of the Club. The treasurer must provide an annual budget to the Board of Directors prior to the start of the swim team season. The Club Board will review, modify, or approve the budget. The treasurer will provide a detailed financial report to the Swim Team liaison prior to each board meeting. At the end of the Swim Team season, the treasurer will attend a board meeting and provide a detailed financial report to the board. The Club treasurer will coordinate with the team treasurer on all financial matters and will report income, expenses and payroll information to the Club Treasurer as prescribed by the board.

Article V– The Secretary

Section 1. It shall be the duty of the Secretary to keep the written records of the Club in a book provided for the purpose; issue notices of all meetings and cause to be published or filed all such notices or reports that may be required by law. He shall conduct the general correspondence of the Club and shall notify members of their selection, suspension, and expulsion and shall perform other duties as may be required by the Board Members.

Article VI – The Swim Team Liaison

Section 1. The Board will annually appoint a member of the Swim Team committee to the Board of Directors. This member will report on Swim Team matters at each Board meeting.

Article VII-The Club Manager

Section 1. The Board will annually hire a Club Manager/Managers to run the day to day operations of the Club as prescribed by their contract. The Manager will report to the Board at each meeting in an agreed upon format. The Manager will provide the President, and other Board members as appropriate, information on complaints, repairs and other issues that the Board must address.

Section 2. Board Members will coordinate with the Manager on any issues with staff, instead of going directly to staff, to the extent that that is reasonably possible. If Board members observe an issue on the property, with staff, or with members and guests, they are to notify the manager to resolve. If the manager is unable to resolve or unavailable, the Board member shall resolve the matter.

Article VIII-Other Board Member Duties

Section 1. If the Board so chooses, it can carve out specific responsibilities for Board members to oversee, including but not limited to, maintenance and membership. Board members operating in these capacities will work with Club Management as needed to coordinate duties and report to the Board at each meeting.

Article IX-Committees

The Swim Team Committee

Section 1. If the Board so chooses a swim team committee can be formed to coordinate the swim team. This committee shall be led by the Board's Swim Team Liaison and must also include the Swim Team's treasurer. The membership of this committee shall be brought to the board in January of each year for approval. The committee will comprise a majority of members who are members of the Club.

The Membership Committee

Section 1. All applications for membership shall be referred to the Board. If the Board so chooses, they may elect a membership committee that will consist of at least one Board Member, the Secretary, and a Club member in good standing. Applications will be recorded and maintained by the committee or elected Board Members.

The Maintenance Committee

Section 1. If the board so chooses, a Maintenance Committee can be established. It shall consist of at least one member from the Board and any active member of the Club. They shall have full charge of the grounds, swimming pools, and all other equipment incident thereto. They shall make such reasonable rules and regulations as to the proper use and maintenance of all equipment within their control as they deem necessary for the efficiency of this department.

Article X – Admission

Section 1. New Members - A new member is a member who was not on the previous year's roster and did not pay an inactive fee. New members will be required to pay the new member fee. The new member fee will be determined on an annual basis. Requests for exceptions to the new member fee can be submitted to the club's email. New members must submit an application and be paid in full prior to use of the Club for the season.

Section 2. Returning Members must submit a new application on an annual basis and be paid in

full prior to use of the Club for the season.

Section 3. Guests may be allowed Swim Club privileges in accordance with rules and regulations established by the Board of Directors. No guests will be allowed on the Club grounds unless accompanied by an adult member of the Club, unless permission is granted by a Board Member or pool manager. All guests will be the responsibility of the accompanying member. Guests will pay the current guest fee that is posted in the Club.

Section 4. Out of State guests: Long term guest passes will be issued at the discretion of the Board.

Article XI – Initiation Fees, Dues and Other Indebtedness

Section 1. Dues shall be set by the board of directors and all members will be notified prior to the start of the opening of the Club. The new member fee for the club will be determined by the Board of Directors on an Annual Basis, in consideration of the Club's financial status and economic conditions.

Section 2. The Manager of the club may make purchases within a purchase limit set by the Board as deemed necessary without permission from the Board of Directors. The manager of the club is responsible for providing receipts for purchases to the treasurer within 5 business days of the transaction. These purchases must be made with the Club's bank account and not personal accounts.

Section 3. The Board of the Director's can assess members for additional dues if necessary to meet the Club's financial obligations. The Board of Director's can determine the criteria for assessing memberships. Assessment fees must be paid in full prior to admission to the Club.

Article XII – Complaints

Section 1. All complaints with reference to the management of the Club or its employees shall be made in writing to the Secretary of the Club.

Section 2. No member, other than the President and the members of the Board of Directors shall attempt to supervise the activities of the Club Manager or any employee of the Club, nor shall any member reprimand any such person. Board Members will coordinate with the Manager on any issues with staff, instead of going directly to staff, to the extent that that is reasonably possible. If Board members observe an issue on the property, with staff, or with members and guests, they are to notify the manager to resolve. If the manager is unable to resolve or unavailable, the Board member shall resolve the matter.

Article XIII– Fiscal Year

Section 1. The fiscal year of the club shall start the first of January and end on the last day of December each year.

Article XIV – Amendments

Section 1. These bylaws or any section of them may be altered, amended, or replaced at any meeting of the Board of Directors, provided there shall be not less than a majority vote in favor of the alterations, amendment or repeal. No amendment, alteration or repeal of these bylaws may be considered at a meeting of the Board of Directors unless notice of such proposal is given to each member of the Board of Directors at least five (5) days in advance.