

**BYLAWS
OF
ARCADIA SWIM CLUB, INCORPORATED**

ARTICLE I – DIRECTORS

Section 1 (last revision 09/23):

There shall be a board of directors consisting of nine (9) certificate holders. At the regular annual meeting of certificate holders, directors shall be elected to a term of three years to replace those directors whose terms expire, and shall serve until the election and acceptance of their duly elected and qualified successors. If a director resigns or is removed before their term expires, a new director will be elected from the certificate holders at the regular annual meeting. No member of the board of directors shall succeed himself in office until he has first remained off the board of directors for a period of one (1) year, with the following exception: a director who is serving the unexpired term of a previous director may be re-elected to a full term without remaining off the board for one year if the unexpired term was one year or less. If a board of directors member who is being succeeded has been serving as president, they are requested to remain on the board of directors for a term of one (1) year as an advisor, with no voting privilege. Voting for board of directors by the membership will consist of one (1) vote per certificate holder.

Section 2: (last revision 10/2019):

The annual meeting of the board of directors shall be held immediately following the annual meeting of the certificate holders. The annual meeting of the certificate holders shall be held anytime at the end of the pool closing but before January 1 of the next pool season at a time, date, and place as determined by the board of directors.

Section 3:

Special meeting of the board of directors may be called at any time by the president, or by a majority of the board in writing.

Section 4: (last revision 10/2019)

Notices of both regular and special meetings shall be emailed by the Secretary to each member of the board not less than three (3) days before any such meeting, and notices of special meetings shall state the purpose thereof; however, nothing herein shall be construed as invalidating waivers of notice in writing signed by the individual directors.

Section 5:

A quorum at any meeting shall consist of a majority of the entire membership of the board. A majority of such quorum shall decide any question that may come before the meeting.

Section 6:

Officers of the company shall be elected annually by the board of directors. If any office becomes vacant during the year, otherwise than by removal, the board of directors shall fill the same from its present

board for the unexpired term, and shall elect for the membership at large, a new director to fill the vacancy.

Section 7:

The board of directors shall have charge of the affairs of the club and shall be specifically charged with the duty of seeing that adequate insurance, particularly liability insurance, is in effect at all times for the protection of the club and its membership.

Section 8: (last revision 08/2021)

Board members shall attend a minimum of 50% of the planned board meetings per year. If a board member does not attend at least 50% of the planned meetings per term year, board members shall vote at the Annual Meeting on removal of member from the board and fill the vacancy at the Annual Meeting.

Section 9: (added 9/2019)

The Board of Directors at a regular scheduled meeting has the right by a simple majority vote to remove any board member effective immediately. Vacancy will be filled as quickly as possible with members from certificate holders in good standing.

Section 10: (added 10/2019)

The board shall allow lifeguards to attend the board meetings for open discussion in regards to any lifeguard issues or updates on lifeguard duties and/or member issues to be brought to the attention of the board. Lifeguards would not be required to stay for the board meeting after topic of discussion is closed/voted.

ARTICLE II - OFFICERS

Section 1:

The officers of the company shall be a president, vice-president, a secretary, and a treasurer, who shall be elected for one (1) year and shall hold office until their successors are elected and qualify.

Section 2: (last revision 10/2019)

The president shall preside at all meetings of certificate holders and directors, shall have general supervision of the affairs of the company, shall sign all certificates of membership and sign or countersign all the directors and certificate holders and perform all such other duties as are incident to his/her office or are properly required of him/her by the board of directors. In the absence or disability of the president, the vice president shall exercise all his/her functions.

Section 3: (last revision 10/2019)

The secretary shall issue notices for all meetings, shall keep board minutes, shall have charge of the seal and the corporate books, shall sign with the president such instruments as require signature, and also all certificates of membership, shall make such reports, and perform such

other duties as are incident to the officers, or are properly required of him/her by the board of directors.

Section 4: (last revision 10/2019)

The treasurer shall have the custody of all the funds and securities of the company, except as noted in Article II Section 6 below), and deposit the same in the name of the company in such bank or banks as the directors may elect; he/she shall sign all checks, drafts, and orders of the payment of money approved by the board of directors; and the treasurer shall at all reasonable times exhibit his/her books and accounts to any director at a regular meeting of the board of directors.

Section 5: (revised 9/10)

The board of directors shall arrange for an annual review of the financial records. Beginning with fiscal year 2010-2011, the records will be reviewed by a panel of appointed members not related to any board members or officers. The panel members may or may not be CPAs but will follow an audit process established by pool member(s) who are CPAs. The panel will be appointed each year by the Board of Directors. The audit should be completed October 31 of each year. The report of any of these reviews shall be made available to the certificate holders at the annual meeting or upon request in the pool office.

Section 6: (last revision 10/2019)

The Arcadia Swim Team shall consist of members within the membership of The Arcadia Swim Club that meet the criteria established by the Davidson County Aquatics Association. The team shall be directed by a manager and/or coach(es) and shall follow the bylaws of the Davidson County Aquatics Association. All monies collected and distributed for the swim Team shall be maintained in a separate fund. A financial statement shall be presented at the annual meeting and upon the request of the board of directors.

ARTICLE III - IDEMNITY OF OFFICERS AND DIRECTORS; LIABILITY INSURANCE
(4/2021)

Section 1: Subject to any restrictions in the Articles of Incorporation or applicable law, this corporation may indemnify, through regular Board action, and director or officer, or any former director or officer, for expenses, including reasonable attorney's fees, actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he was made a party by reason of being or having been such an officer or director, except in relation to matters to which he shall be adjudged in such action, suit, or proceeding to have acted in bad faith or to have been liable or guilty for willful misconduct in the performance of duty.

Section 2: Advance Payment of Expenses: Expenses incurred by a director, officer, employee, or agent in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by

the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation.

Section 3: Insurance: The Corporation shall have the power to purchase and maintain insurance on the behalf any person who is or was a director, officer, employee, or agent of the corporation, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

Section 4: The corporation by Board action may provide such other protection to the corporation and its directors and officers as shall be permitted by applicable law and regulation.

ARTICLE IV - CLUB MEMBERSHIP

Section 1: (last revision 04/2024):

The privileges and use of the facilities of this club shall be limited to club members in good standing. The total membership of this club shall at no time exceed 260 family memberships. There shall be one exception as an additional lifetime membership (non-payment of dues and assessments) given to Judy Hartman in consider for services rendered. Judy Hartman can designate use of her membership per season with appropriate documentation. Limited privileges and limited use of the pool may be extended to non-member swim team participants for swim team involvement. They must be of specific age range as defined by the board each season and for a fee as defined by the board/swim team manager each season. Swim Team will provide a list of all non-members to the pool board. Pool Board may reserve the right to ask for partial funds for non-members each season to offset pool maintenance.

Section 2:

All applications for club membership must be approved by the board of directors or by a club membership committee composed of a portion of the board of directors, empowered by said board with authority to approve or reject applications for membership based on standards of eligibility, set up by said board or committee, including moral character and general reputation in the community. The ownership of a membership certificate of this company shall not automatically entitle the owner thereof to club membership.

Section 3: (last revision 04/24):

Membership in this club shall be construed as including the following, who share the same legal address:

1. Spouses or domestic partners (maximum of two adults per voting membership);
2. Single minor dependents defined as those not yet 21 years of age by the opening day of the facilities; or

3. Single full-time dependent students or active duty military personnel not yet 27 years of age by the opening day of the facilities.

Members must report all residents of the household to the Arcadia Swim Club upon payment of dues. Only *bona fide* members of the household reported to the Arcadia Swim Club may have access to the facilities.

Other persons may be granted provisional inclusion as a household member at the Board's discretion and on payment of a fee to be determined yearly by the Board of Director's.

Except as herein provided, the use of the facilities of the club shall be limited to the membership of the club.

Section 4:

Any membership certificate in good standing may be transferred by the holder of such certificate to any adult who is a member of the original holder's immediate family. Said class shall consist of children and their spouses of the parents of the initial certificate holder, and this privilege of transfer shall be subject to approval of the board of directors only for good cause shown under the bylaws of this corporation.

Section 5:

Children of members who marry are thus disqualified from the privileges of family membership, and who are otherwise eligible for membership herein, shall be given top priority, to be known as "class 1 priority" on a membership waiting list to be compiled and maintained by the board of directors, or the membership committee.

Section 6:

Any member who, while in good standing, resigns or otherwise relinquishes his membership or, due to his moving his residence from the Arcadia area, and who thereafter returns to become a resident of said area, will receive top priority class mentioned in the preceding paragraph.

Section 7: (last revision 04/24)

Every member shall be allowed to entertain guests, but this privilege shall not be abused and shall be subject to any rules adopted by the board of directors. However, individual members with no spouse, no domestic partner and no dependents shall have the privilege of inviting on each occasion, one guest without regard to residence.

Section 8: (last revision 11/96)

The board of directors is authorized and empowered to suspend or revoke the club membership or the privileges of membership extended to the family and guest of any club member for failure to maintain good moral character, or for failure to observe rules adopted by the board of directors for operation of the club facilities, or for nonpayment of dues or assessments. In the event any membership is suspended, no dues or assessments shall be refunded to cover the period of suspension. Revocation of club membership as distinguished from suspension, shall

require a two-thirds (2/3) vote of the board, and in such event the club shall refund to the expelled member the original issue price of his certificate less one hundred dollars (\$100.00) and any money due to the club.

ARTICLE V - CERTIFICATES OF MEMBERSHIP

Section 1:

Certificates of membership shall be issued in the numerical order from the membership certificate book; they shall be signed by the president and the secretary, and the company's seal shall be affixed and attached by the secretary. A record of each certificate shall be kept.

Section 2: (last revision 11/96)

Certificates of membership shall be non-transferable except as set out in the bylaws. Certificate holders desiring to dispose of their certificates shall give notice in writing to the board of directors of such intention and the board of directors shall thereafter repurchase the share at such time as funds are available above the indebtedness and operating expenses of the club. The repurchase price shall be less one hundred dollars (\$100.00) from the original issue price and any outstanding fees due. Transfers of certificates under the procedure herein outlined shall be made only upon the books of the company, and before a new certificate is issued, the old certificate must be submitted for cancellation, dated and marked canceled by the secretary. The certificate books of the company shall be closed for transfer five (5) days before general elections and only certificate holders of record on that date will be entitled to vote.

ARTICLE VI - DUES, ASSESSMENTS, AND FINES

Section 1:

The amount of annual dues shall be fixed by the board of directors and shall be assessed on the basis of club membership, irrespective of the number of certificates of membership, if any, owned by the member.

Section 2: (last revision 11/96):

Assessments, in addition to the annual dues, may be levied by the board of directors specifically for the purpose of building a new pool as approved by the membership on September 15, 1996. Assessments may also be levied whenever necessary to make repairs and improvements to the pool and facilities and to meet a deficit in the operating expenses of the club.

Section 3: (last revision 10/2019):

Failure to pay annual dues or such assessments, imposed as aforesaid, shall be grounds for the board of directors to suspend temporarily the membership of the delinquent member and during the period of suspension, his family and guests shall forfeit all privileges to the use of the club facilities. Such dues and assessments shall be accumulative and shall be

paid before such membership is reinstated. Any member who does not pay their annual dues and/or assessments for one season (by May 1st prior to the start of the current season), will be contacted by email, voicemail or postal mail and informed of the total amount of delinquent dues and/or assessments and if said amount is not paid within fourteen (14) days from the date of the notice, the board will buy back the membership for resale to a prospective member. The member will also be liable for a late fee (amount subject to be set by the Board of Directors) for dues and/or assessments not paid by May 1st. Fees due will be deducted from the original stock money paid at the time of purchase (per Article IV Section 2). If the board is unable to contact the member either by email, voicemail or postal mail, with a majority vote of the board of directors, the old membership will be voided and resold.

ARTICLE VII -- SEAL

The corporate seal of the company shall consist of a circle with "ARCADIA SWIM CLUB, INC., Lexington," inscribed around the rim of the circle and with corporate seal inscribed across the center.

ARTICLE VIII - DISSOLUTION

Upon dissolution of this corporation, voluntary or otherwise, all remaining assets, after payment of outstanding debts, shall be distributed to a similar non-profit organization, as selected by the board of directors at its final meeting, that will best further and accomplish the general purposes for which this corporation was organized, and in no event will the remaining assets be distributed to its members, or inure to the benefit of any individual or corporation.

ARTICLE IX - AMENDMENTS

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors.