

## **BY LAWS OF WINDYBUSH CLUB**

### **Article I -Name**

The name of this organization is Windybush Club.

### **Article II -Objective**

The purpose of this organization is to provide family oriented recreational, social, educational, cultural, and charitable activities and particularly to operate a swimming pool for the use of its members and guests.

### **Article III -Membership**

**Section 1.** The membership of the club consists of members, associate members and family special members.

**Section 2.** A member shall be an adult bondholder and shall be elected to membership by a majority vote of the Board of Directors. A bondholder shall be considered an active member provided the bondholder remains current in bond payments, all dues and assessments, and has not tendered a letter of resignation. An inactive member shall not be current in bond payments or dues and assessments or has tendered a letter of resignation. An active member shall have voting privileges.

**Section 3.** A bondholder shall be a person who has either purchased a bond for the full amount or who has agreed to purchase a bond under partial payment plan, has tendered the first payment of that plan, and is not delinquent in any payments due to the club under said plan. A partial payment plan is an agreement between the club and an adult person, in which said person has agreed to purchase a bond in installments, which total \$275.00. The Board of Directors shall determine the amount and the time allowed for each installment under a partial payment plan.

**Section 4.** An associate member is the spouse or member of the immediate family of the active member who resides with or is supported by the active member during the swimming season. Persons other than the immediate family living with the active member during the swim season can be considered associate members with prior approval by a vote of the Board of Directors. An associate member (1) shall not have voting privileges; (2) shall not be required to buy a bond; (3) shall pay associate member dues as set by the Board of Directors provided the person is 3 years of age by July 1st of the year for which dues are paid.

**Section 5.** A family special membership may be granted without the purchase of a bond for a one-year (season) trial period only. Family special memberships will have not voting privileges. The terms, dues, and number of family special memberships offered annually shall be determined by a majority vote of the board.

**Section 6.** The total membership shall not exceed 225 active bondholders. Annual exceptions to exceed or reduce the 225 active bondholder limit can be approved by a vote of six (6) Directors at any duly constituted meeting. There shall be no limit on the number of associates.

### **Article IV -Applications for Membership and Resignation**

**Section 1.** Active members who wish to resign from the Club must submit a dated written letter of resignation along with their original bond addressed to the membership chairperson or President of the Club. If such letter is received prior to May 1, bondholder will not be liable for dues and assessments for the current season or future seasons. Exception, such as a sudden May transfer, may be requested in writing from the Board of Directors and shall be granted at the Board's discretion. Members may also receive a one-year grace period whereby they may place their bond on "hold" for a single season due to financial hardship or other unforeseen circumstances. In the following pool season, said member must then return to active membership or terminate their membership. A failure to alert the Board of this decision by May 1 of the subsequent pool season will result in relinquishment of their bond.

**Section 2.** Requests for payments from the club to retire bonds will be considered in the order received. Bond refunds are made based on the financial position of the club.

**Section 3.** A bondholder who wished to terminate membership shall be reimbursed \$275.00 when the bond is sold in accordance with Article IV section 1. The reimbursed check shall be written paid to the order of the person whose name appears on the bond at the time the retired bond is surrendered to the Club Treasurer. Dues and assessments in arrears, if any, shall be deducted from the value of the bond. A bondholder is responsible for yearly assessments and dues unless a letter of resignation is received by May 1.

### **Article V - Suspension of Privileges**

**Section 1.** Suspension of pool privileges for non-payment of all dues and assessments by opening day will be automatic and will apply to the active member and all associate members. Reinstatement is automatic with payment of all dues, assessments, and applicable late charges.

**Section 2.** The pool manager, and in the absence of the pool manager his/her delegate, shall have the authority to expel any member of any class of membership for the Club proper for a period not to exceed the balance of that day's session. Such suspension will be for causes considered offensive, annoying, hazardous or in violation of approved Pool Regulations. Additional suspensions of the Club privileges may then be exercised by action of the pool manager and of the Board of Directors in accordance with any of the sections below.

**Section 3.** Any member of any class of membership may be expelled from the club property for a period not exceeding three days at the discretion of the pool manager with the concurrence of two Board members. Such suspension will be for the cause cited in Section 1.

**Section 4.** Suspension of Club Privileges for a period of more than three days but not to exceed three months can only be imposed after an opportunity has been granted the member a hearing followed by a two thirds (2/3) vote of the Board. Reinstatement after suspension period will be automatic.

**Section 5.** Expulsion of a member of any class from Club privileges for the length of time beyond three months can only occur by the unanimous vote of all Board members after a hearing has been granted. Reinstatement of the expelled member must also be by unanimous vote of the Directors.

#### **Article VI-Board of Directors**

**Section 1.** The management of the business affairs of the Club shall be vested in a Board of Directors consisting of nine (9) adult individuals from among the Active and Associate Members of the Club, at least two (2) of the nine (9) Directors being residents of Windybush, and one (1) a resident of either Windybush, Northfield, Meriden or Hilton.

**Section 2.** The Board of Directors shall have full power consistent with the provisions of the Corporate Charter of the Club to make rules and regulations for the use of the Club properly, to elect members, to handle the financial affairs of the Club, to appoint committees, to elect officers, and to do such things as may be necessary or desirable in managing the affairs of this club; the following specific limitation being placed on the Board of Directors:

A. A quorum of the Board of Directors shall constitute six (6) members.

B. At least five (5) of the nine (9) Directors must agree on any course of action unless otherwise specified by the by-laws.

C. All checks, receipts, or other instruments dealing with the receipt of, or the disbursement of moneys for the Club shall be signed by the President, a Vice-President, or Secretary, together with the Treasurer. All other documents requiring execution of the Club shall be signed by the President or a Vice-President and attested by the Secretary in the event that any of the above specified officers shall be unable to sign an instrument or document, as herein required, the Board of Directors shall be empowered to authorize substitute execution or attestation by another Directors.

**Section 3.** The Directors shall be elected by majority vote of active members present at the annual meeting in person or by proxy and shall serve in that capacity for a term of three (3) years. Three (3) new Directors shall be elected at the annual meeting of the Club. If any Director shall cease to be a bondholder or associate member, his membership on the Board of Directors shall be automatically terminated.

**Section 4.** There shall be a meeting of the Board of Directors immediately following the annual meeting of members to elect officers. There shall be special meetings of the Board of Directors as may be called by the President or requested by any three (3) Directors.

**Section 5.** Any Director may be removed from office by a majority vote of those active members of the Club present, including those voting by proxy, at any meeting of the Club provided for in these by-laws.

**Section 6.** Vacancies on the Board of Directors will be temporarily filled by a majority vote of the remaining Directors. The Director so elected is to serve until the next annual meeting of the club, when the balance of the term shall be filled by a vote as provided in section 3.

**Section 7.** Board members shall be removed from the Board after missing three (3) consecutive Board meetings and by a majority vote of the Board of Directors.

**Section 8.** Relatives of active board members may only be employed by the Windybush Swim Club through a discretionary vote of the Board, and the Board member who is a relative of the potential employee must recuse themselves from the vote.

#### **Article VII-Officers**

**Section 1.** The officers of the Club shall include a President, a Vice-President, a Secretary, and a Treasurer who shall be elected by the Board from among the Directors.

**Section 2.** The President shall be the administrative officer of the Club and of the Board of Directors and he shall preside over all meetings of the Club or of the Board of Directors.

**Section 3.** The Vice-president shall, in the absence or disability of the President, act in the place of the president assuming all of his powers and duties.

**Section 4.** The Secretary shall record all proceedings of the Club, attend to all the correspondence of the Club, maintain all records of the Club other than those maintained by the Treasurer or designated by the President, and shall be the custodian of the seal of the Club.

**Section 5.** The Treasurer shall keep the accounts of the Club, collect its revenues, and pay its bills. He shall deposit the funds of the Club in a bank and he shall sign all instruments as specified in Article VI, Section 2(c). If required by Board, he shall be bonded in the amount of at least \$5,000 by a reputable corporate surety.

#### **Article VIII-Dues and Assessments**

**Section 1.** The annual dues shall be set by a vote of the Board of Directors and shall be sufficient, in combination with other revenue, to offset the expected operating expenses and improvements for the year. Dues and assessment notices shall be sent to active members by April 15. Special assessments may be made at another time at the discretion of the Board.

**Section 2.** If annual dues are not received by May 15<sup>th</sup> of each year a late fee shall be charged in an amount to be determined by the Board of Directors and set forth in the aforementioned dues and assessments notice.

**Section 3.** Non-payment of dues and assessments will result in automatic suspension of pool privileges in accordance with Article V, Section 1.

**Section 4.** Requests for specific financial arrangements should be made in writing to the Treasurer. Approval of these arrangements will be by ratification of six (6) Directors at any duly constituted Board of Directors meeting.

**Section 5.** In recognition for the time volunteered to the pool, the Board of Directors may reduce their specific dues and assessments by ratification of six (6) Directors at any duly constituted Board of Directors meeting. This vote shall be taken annually at the time dues and assessments are set for the season.

#### **Article IX-Capitalization**

**Section 1.** The Club facilities shall be financed by the issuance of the bonds and by the collection of annual dues and assessments.

**Section 2.** The bonds shall be non-transferable except between an active member and an associate member of the same family. Each bond has a face value of \$275, shall mature fifty (50) years after the issuance thereof, and shall bear no interest.

**Section 3.** Upon the death of any bondholder, the bond may be recalled and reissued in the name of the surviving spouse, if any. The bond may also, upon written request, be redeemed in accordance with Article IV, Section 3.

**Section 4.** Upon dissolution of the Club for any reason, the bonds shall be a lien upon the sale of the Club's assets after payment of all debts and obligations.

#### **Article X-Meetings**

**Section 1.** There shall be an annual meeting of the active and associate members in New Castle County, Delaware before the close of the swimming season and there shall be other such meetings as provided herein.

**Section 2.** A special meeting may be called by the President, by any three Directors, or by written request of twenty (20) active members.

**Section 3.** Notice shall be given to active members at least ten (10) days prior to the date of any meeting between the Board of Directors and the active members. Such notice shall specify date, hour and location of that meeting, the location of which may be other than at the principal office of the Club.

**Section 4.** It shall be the duty of the Secretary to notify members of any meeting between the Board of Directors and the active members.

**Section 5.** At any general meeting for which proper notice has been given, the Board of Directors shall have the power to declare that those present in person and proxy constitute a quorum. A majority vote of those present at any such meeting in person or by proxy shall be required for the transaction of any business.

#### **Article XI-Nominations and Elections**

**Section 1.** A nominating committee shall be appointed by the President which shall place in nomination at least one adult member, either active or associate, for each vacancy to be filled on the Board of Directors. Only two persons from a family may serve on the Board at any given time.

**Section 2.** Nominations of candidate for vacancies on the Board of Directors may be made from the floor at the annual meeting.

**Section 3.** Every nominee must indicate his willingness to be nominated before he or she may be entered on the slate as a candidate.

**Section 4.** Voting shall be done by either a written secret ballot and counted by two Board members or a voice vote, the nominee receiving the highest number of votes shall be elected.

**Section 5.** Each active bondholder shall be entitled to one vote, either in person or by proxy, at any meeting of the Club.

#### **Article XII-Interpretation of the By-Laws**

Any question concerning the interpretation of these By-Laws shall be resolved by the Board of Directors.

#### **Article XIII-Amendment**

These By-Laws may be amended by ratification of six (6) Directors at any duly constituted meeting of the Board of Directors, or by a vote of two-thirds of the active members present in person or by proxy at any duly constituted meeting of the active members.

Notice shall be given to all active members of any amendment by the By-Laws within a reasonable time after such amendment shall have been passed by either of the above procedures.

Revised August 2011.

## WINDYBUSH POOL RULES

1. Admission will be refused anyone wearing bandages or who has a skin infection or communicable disease, such as mumps, measles, chick pox, etc.
2. All persons must take a shower before entering the pool. A soap shower is preferred.
3. Pets and glass containers are not permitted inside the pool fence at any time.
4. Trash containers and cigarette butt cans are provided and must be used. Spitting is prohibited.
5. Chewing gum is not permitted in the pool area.
6. Unauthorized games, offensive language, fighting, pushing into the pool, dunking, or other horseplay is prohibited.
7. Running is prohibited inside the pool enclosure. Skateboards, roller blades and bicycles are not allowed inside fenced area.
8. The wading pool is restricted to children 6 years and under. Children in the wading pool must be under the direct supervision of a parent or a responsible person designated by the parent.
9. Children 6 years of age and under must be accompanied by a parent or a responsible person designated by the parent to enter the pool area. Lifeguards have discretion to deem a designated person not responsible enough to watch a child.
10. Children 7 years of age and older may enjoy big pool privileges without parental supervision if they can swim two laps of the pool. Non-swimmers must be under parental observation or a responsible person designated by the parent while in the pool and are restricted to the shallow end.
11. Use of recreational equipment will be at the discretion of the lifeguards.
12. Intentional destruction and abuse of the pool property -chairs, sports equipment, etc. will not be tolerated. Damaged property must be replaced by those responsible for the destruction.
13. Guests must be accompanied by a member at all times and must pay the appropriate guest fee upon entering the pool area.
14. Guests and their children are subject to all the rules, including swimmer classification
15. All persons using the pool do so at their own risk. The Windybush Club and its Board of Directors are not responsible for accidents, injury, or personal property.
16. Personal property brought to the pool area is the sole responsibility of the owner of the property.
17. The pool staff will use the Delaware State Department of Health and Safety rules regarding inclement weather and general pool safety.
18. Disposable diapers are not allowed in the pools.
19. The following disciplinary action will be used to enforce the rules mentioned above:
  - A. First violation - A verbal warning will be given.
  - B. Second violation - Loss of pool privileges for fifteen minutes.
  - C. Third Violation - Loss of pool privileges for one hour and in the case of a child, phone call to the responsible adult.
  - D. Fourth Violation - Loss of pool privileges for one day.
  - E. For serious violations - (including anyone endangering themselves or others, inconveniencing others, or disobeying any of the rules) Lifeguards have the authority to eject persons (for one day) from the pool area immediately. Additional suspension for any member will be discussed between the lifeguards, Board of Directors and the member being suspended as specified in the Bylaws.