South Windsor Swim & Tennis Club, Inc.
Post Office Box 534
South Windsor, Connecticut 06074

BY-LAWS

Revised & Approved September 22, 2021

ARTICLE I – NAME

The name of the Corporation shall be the South Windsor Swim & Tennis Club, Inc.

ARTICLE II – PURPOSE

The purposes of the Corporation, as stated in the certificate of Incorporation, are:
• To acquire by purchase or otherwise, a tract of land suitable as a- site for a swimming pool; to construct, maintain and operate thereon a swimming pool; to provide and maintain on such a site a clubhouse, showers, tennis courts and other desirable improvements: and to engage in such related activities as may be deemed desirable or essential;
• To do any and all acts which may be lawfully done by a non-stock non-profit corporation;
• Provided, further, that no part of the Corporation's income is distributable to its members, directors, or officers and the Corporation shall not have or issue shares of stock or pay dividends.

ARTICLE III – MANAGEMENT

Section 1 – Management The management of the affairs of the Corporation shall be vested in an unpaid Board of Directors consisting of thirteen (13) bonded members. They will fill the positions listed below.

Officers	**Directors**
President	Buildings & Grounds
Past President	Membership
Vice President	Member at Large
Secretary	Pool Operations
Assistant Treasurer	Swim Team
	Tennis
	Social
	League Liaison Representative

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Corporation and at all meetings of the Board of Directors. He/she shall have the general authority to exercise all of the administrative powers usually pertaining to the office of president of a corporation. He/she shall have the power to appoint such committees as may be necessary, in addition to the committees provided for in these by-laws, with the approval of a majority of the Board of Directors. In the case of a tie on any issue or resolution before the Board of Directors, the President shall cast the deciding vote.

The Past President shall assist the President in the performance of his/her duties and shall serve as the chairperson of the Rules Committee.

The Vice-President shall, in the absence or disability of the President, serve in the capacity of president. He/she shall have the primary responsibility for all staff personnel matters, including, but not limited to, hiring, job descriptions, salary negotiations, and terminations.

The Secretary shall keep a record of all meetings of the Corporation and of the Board of Directors, and perform such duties as are usually performed by secretaries of corporations.

The Treasurer shall collect and keep safely all the funds of the Corporation and shall perform such duties with respect to the accounts, finances and financial obligations of the Corporation as are usually performed by treasurers of corporations. At the conclusion of the Corporation Fiscal Year, he/she shall render full and complete reports of the finances of the Corporation for the preceding fiscal year. He/she shall provide such other statements as shall then, or from time to time, be required of him/her by the Board of Directors. Paid treasurer does not vote.

The Assistant Treasurer shall assist the Treasurer in the performance of his/her duties.

The Member at Large shall provide the Board of Directors with expertise in specialized areas (JE. law, insurance, etc.) as deemed necessary by the Board at any given time.

The remaining seven (7) Directors shall serve as the Chairpersons of the Committees associated with their titles. Explanation of their duties can be found in Article VII of these By-Laws.

Section 2 – Election of Officers and Directors The officers and directors of the Corporation shall be elected at the annual meeting of the Corporation by a ballot, by a majority vote of a quorum of the bonded membership of the Corporation. Effective with the annual meeting in November 1992, terms of office on the Board of Directors shall be two (2) years. Officers shall be elected in odd number years and Directors shall be elected in even number years.

Section 3 – Vacancies By a majority vote, the Board of Directors shall have the power to fill any vacancy occurring in said Board for any cause other than the expiration of term of office, provided, however, such persons appointed to fill such vacancies shall only serve until the next annual meeting, at which time a special election will be held for a one-year term if vacancy occurs in the first year of a two-year term.

Section 4 – Removal Any officer or director of the Corporation may be removed from office by a two-thirds (2/3) vote of the entire remaining Board of Directors. All officers and directors may be removed by a two-thirds vote of the full, bonded membership.

Section 5 – Meeting of Members The Annual Meeting of the Corporation for the election of officers and directors and the consideration of candidates for membership shall be held during the month of November in each year. Special meetings of the Corporation may be called at any time by call of the President or by call of three (3) directors, or by request of at least one-fifth (1/5) of the members of the Corporation, each such call or request to be communicated in writing to the Secretary. The Secretary shall notify all members in writing of each annual or any special meeting at least seven (7) days prior to the date of any such meeting, stating the date, place and hour thereof. As to any special meeting, the general purpose or purposes thereof must be stated and no other business shall be transacted at such meeting.

Section 6 – Quorum Twenty percent (20%) of the total membership of the Corporation, represented in person or by proxy, shall constitute a quorum at any meeting of the Corporation.

Section 7 – Meeting of Directors Regular meetings of the Board of Directors shall be held monthly with a minimum of ten (10) meetings per year, at such time and place as shall be designated by the President, notice of which shall be given by the Secretary to each Director in person or by mail. The Directors may waive notice. Special meetings may be held at the call of the President or at the request of three (3) Directors submitted in writing by the Secretary. The Secretary shall give notice of any such special meeting by mail to each Director at least three (3) days prior to the date for such special meeting. A majority in number of the Board of Directors shall constitute a quorum.
Representation by proxy is prohibited at meetings of the Directors.

Section 8 - Code of Conduct Any officer and director of the Corporation agrees to adhere to the Code of Conduct for Board Members, by signature confirmation upon election. Signed copies of this Code of Conduct are to be held on file by the Secretary of the Corporation until expiration, removal, or termination of such persons term. Failure to abide by this Code of Conduct may result in removal from the Board.

CODE OF CONDUCT FOR BOARD MEMBERS

1.) Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest

No officer or director shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board member of the Corporation. Members of the board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.

a. When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of the Corporation and the Board Member's personal interests, the Board Member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.
b. Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.
c. All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for the quorum for that meeting.
d. Any new Board member will be advised of this policy during board orientation and all Board members will be reminded of the Code of Conduct for Board Members and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.
e. This policy shall also apply to any Board Member's immediate family or any person acting on his or her behalf.

2. Prohibition Against Discrimination and Harassment

The Corporation strives to maintain a club that is free from illegal discrimination and harassment. Any Board Member who engages in discriminatory or harassing conduct is subject to removal from the Board. Complaints alleging misconduct on the part of Board

members will be investigated promptly and as confidentially as possible by a committee of the Board appointed by the President.

3. Confidentiality

Board Members are reminded that confidential financial, personnel and other matters concerning the Corporation, other Board Members, staff, and membership may be included in Board materials and discussed. Board Members shall not disclose confidential information to anyone.

4. Participation

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- Making attendance at Board meetings a high priority.
- Being prepared to discuss the issues and business on the agenda.
- Cooperating with and respecting the opinions of fellow Board Members, and leaving personal prejudices out of all Board discussions, as well as supporting actions of the Board even when the Board Member personally did not support the action taken.
- Putting the interests of the Corporation above personal interests.
- Representing the Corporation in a positive and supportive manner at all times and in all places, including and not limited to social media and internet forums. Board members shall not disparage the Corporation and/or fellow members of the Board at any time.
- Showing respect and courteous conduct in all Board and Committee meetings.
- Observing established lines of communication within the Board and to the membership of the Corporation.

A. Should a conflict arise pertaining to an individual, senior, or family membership; the President or Vice President shall contact the member privately in a manner of their discretion to inform of the conflict and schedule a meeting.

B. Meeting shall occur with the specific membership and two witnesses of their choice, the President or Vice President, and two additional Board Members.

C. The President or Vice President, which ever is present, is responsible for keeping record of the meeting minutes and submitting to all parties present. Each party will provide a signed copy of the minutes, agreeing to completion and confidentiality of the subject matter.

ARTICLE IV – MEMBERSHIP

The rights, privileges, qualifications and the manner of election of members, as stated in the Certificate of Incorporation are as follows:

Section 1 – Membership The membership of the Corporation shall be of three classes: a **family** membership, a **senior** membership and an **individual** membership. A family membership shall grant the privileges of use of all of the Corporation's facilities to the immediate family, if any, but limited to residents of the same household. The individual membership is for one person, over the age of 14 as of June 1st. No other person is permitted use of the facilities on this membership, except as decided by the Board of Directors. The individual member shall be entitled to 1 vote in the management of the Corporation, provided he/she is fully bonded. A senior membership shall grant a couple or single full use of the Corporation's facilities. This membership is for two, or one, adult members from a single household who have been regular club members for a minimum of fifteen (15) years. A senior membership shall grant a total of 1 vote. Other membership options may be provided by the Board of Directors.

Section 2 – Method of Election To become a candidate for membership, a family or an individual must submit a membership application along with the sum of $100.00 to the Membership Committee together with such information as may be required by such committee. The Membership Committee shall investigate all prospective members and will present names to the Board of Directors for approval. Election shall be made by an affirmative vote of a majority of the Board of Directors. Rejection may not be based on race, color, creed or national origin.

The Membership Committee shall promptly notify each newly-elected candidate of his/her election, and also of his/her obligations: (1) to give notice to the Membership Committee of his/her acceptance or rejection of membership within fourteen (14) days after notification of his/her election, and (2) to qualify as a member by making payment within one month after election of all amounts coming due under these By-Laws within such a period. If the newly-elected candidate fails to give notice of acceptance, or having done so, fails to qualify as aforesaid, the $100.00 application fee shall be forfeited, and he/she shall be dropped from the elected list, and may become a member only by being again proposed as a new candidate.

Membership in the Corporation shall not exceed 200 family memberships and an additional 40 individual or senior memberships, except that the Board of Directors shall have the right to limit membership to a lesser number. A member may not voluntarily transfer his/her membership or any rights arising there from. When a member in good standing resigns his/her membership because of the relocation of his/her actual residence out of the South Windsor area for a period anticipated to be one year or more in duration, and he/she thereafter resumes actual residence in the area, he/shall upon application for membership made not sooner than one (1) year after resignation be given the first position (except for prior returnee-applicants) on the list of candidates for membership, subject, however, to the requirements of these By-Laws with respect to election to and qualification for membership.

ARTICLE V – DUTIES, ASSESSMENTS AND INVESTMENTS

Section 1 – Dues are payable in full before March 30th of the calendar year.

Members notified of election before July 1 of a given calendar year shall pay the full year's dues. A member notified after July 1 and before September 1 shall pay a portion of the year's dues computed on the basis of whatever fraction remains of the two-month period from July 1 to September 1 following the notification date.

Any member may resign at any time by delivering a written notice of resignation to the Membership Director. Members who resign on or after April 7th shall pay dues computed on the basis of a fraction of the five (5) month period from April 7th to September 7th.

Section 2 – Assessment The Board of Directors may by the affirmative vote of two-thirds (2/3) of the full membership of the Board adopt By-Laws levying assessments against members, provided, however, such assessments shall not become effective until approved by the affirmative vote of a majority of the members present in person or by proxy at a special meeting of members called for the purpose of considering each such assessment.

Members, except those with senior memberships, are required to participate in either spring or fall clean-up activities. There will be a minimum of two opportunities to participate in each

year. The Pool Operations and/or Buildings & Grounds Committee shall determine definition of participation and special exceptions. Members who fail to participate will be charged an additional fee. Such additional fees will be determined each year by the Board of Directors and shall not exceed 25% of the maximum yearly dues.

Section 3 – Capital Investment

1. Payment Plan

Bonded Membership Members shall pay a refundable capital investment of $1000.00 (bond) plus state tax after notification of acceptance as a member of the SWSTC, Inc. The voting rights of each member or member family vests upon full payment of the $1,000.00 capital investment. The bond is not refundable until the full $1,000.00 capital investment is paid. The terms of payment of the bond shall be at the discretion of the Board of Directors. The terms of the bond payment shall be established prior to March 30th of the calendar year.

The Corporation shall issue a Participation Certificate to each member on completion of bond payments.

[Note: The Board has indefinitely suspended the issuance of Participation Certificates. Only those members holding Participation Certificates will be required to relinquish them upon resignation.]

2. Order of Return of Bond upon Resignation or other Termination

Upon written resignation or other termination at the discretion of the Board of Directors, the member or family member will be placed on a list in the order in which the resignation was received. The aforementioned list shall establish the order in which bonds are to be returned. Bonds will be returned only when the conditions of paragraphs 1 and 6 of Section 3 are met. Nothing in this section shall alter the terms of Article V, Section 1.

3. Special Bonded Membership

A special non-refundable bonded membership ($200.00) was offered to families joining between August 1 and August 30, 1972. The accumulated refund value for these special bonded memberships since that time includes an assessment of $195.00, 10% appreciation, and an assessment of $125.50 for a total of $340.00.

4. Individual Membership

Individual members have the option of paying a bond with full voting rights. All other sections relating to bonds shall apply to Individual members.

5. Refund of Bonds

The capital investment, less any amount owed by a member to the Corporation, must be refunded to the member in the event of termination of his membership and surrender of the Participation Certificate at such time thereafter as the total paid into the capital account reaches the capital limit and the Board of Directors determines there are sufficient funds, for the calendar year, available to cover all reasonable operating expenses of the Corporation, the proper maintenance and minor improvements of its property and a reasonable reserve for contingencies. The capital limit is defined as the authorized maximum membership times the current value of the bond defined in Paragraph 1. The Board of Directors may approve refunds to resigned members prior to attainment of the capital limit by a majority vote. The timing of all such refunds shall be at the sole discretion of the Board of Directors. Refunds shall be made in order of termination as defined in Article V, Section 3, paragraph 2. Notwithstanding anything to the contrary in Section 3 of this Article V, for every two (2) new bonds that come in each year, the former member whose name appears at the top of the bond refund list at that time will be refunded such former member’s bond. Money that the Corporation receives in the form of bonds may only be used to pay off the existing bond list and make capital improvements for the Corporation.

6. Use of Bond as a Credit towards Final Year of Membership

Bonded members who are in good standing and who desire to withdraw as a bonded member will be permitted to use their bond as a credit to offset their final year of membership (“bond-out”) subject to the following conditions: Such bonded member must have been a bonded member in good standing for the preceding three(3) years before the bond-out option is used; and This bond-out option is limited each year to the first five (5) bonded members who submit their bond-out request in such year; provided, however, that the Board of Directors may, in its discretion, approve additional bond-out requests in a given year, taking into consideration the financial circumstances of the Corporation. In order to request the bond-out option, the bonded member must give notice in writing via email to the Treasurer and Membership Director between January 1 and March 1 of the year in which the bonded member wishes to use the bond-out option.

ARTICLE VI – GUESTS

A member of the Corporation may invite guests to enjoy the use of the Corporation's facilities, subject, however, to the limitation contained in the Rules and Regulations pertaining to Guest Privileges issued by the Rules Committee and approved by the Board of Directors.

ARTICLE VII – COMMITTEES

The affairs of the Corporation and the Board of Directors shall be assisted by the following committees, all of which, with the exception of the Buildings & Grounds Committee, shall be comprised of a maximum of five members as appointed at the discretion of the committee chairperson.

Section 1 – Finance The Finance Committee shall prepare the annual operation budget for submission to the Board of Directors, and shall exercise general supervision over the financial transactions and planning of the Corporation. The Finance Committee shall include the Assistant Treasurer and be chaired by the Treasurer.

Section 2 – Building & Grounds The Building & Grounds Committee shall have general supervision of the construction, improvement and maintenance of the property of the Corporation,with the exception of the pool and its related equipment. This Committee shall be comprised of a maximum of seven (7) members and be chaired by the Building & Grounds Director.

Section 3 – Pool Operations The Pool Operations Committee shall have general supervision over the construction, improvement, and maintenance of the Corporation's swimming pool and its related equipment. The Pool Operations Director shall chair this committee.

Section 4 – Membership The Membership Committee shall be responsible for proposing for membership a sufficient number of candidates to meet the membership level specified by the board of directors. The Membership Director, as chairperson of this committee shall keep available for review by any member of the Corporation a list, in chronological order of receipt of proposals, of candidates proposed for membership.

Section 5 – Social The Social Committee shall plan and supervise all social functions of the Corporation open to the general membership of the Corporation. The Social Director shall be the chairperson of this committee.

Section 6 – Tennis The Tennis Committee shall be responsible for the opening and closing of the tennis facilities of the Corporation, contracting for professional care and maintenance of the courts, administering tournaments, and controlling court use and reservation time. The Tennis Director shall be the chairperson of this committee.

Section 7 – Rules The Rules Committee shall, on an annual basis prior to May 1st, review the By-Laws and all Corporation rules and regulations. Proposed changes shall be brought before the Board of Directors for consideration at its May meeting. The Past President shall be the chairperson of this committee.

Section 8 – Nominating The Nominating Committee shall present a recommended list of officers and/or directors who shall be placed before the annual membership meeting as

candidates for election in accordance with ARTICLE III, Sections 2 & 3. At this meeting, nominations for any office or directorship may also be made from the floor, provided the consent of the nominee has previously been obtained.

Section 9 – Swim Team The Swim Team Committee shall be responsible for the promotion and operation of all activities associated with competitive swimming and diving. The swim League Liaison Representative will be on this committee and the Swim Team Director shall be the chairperson.

ARTICLE VIII – AMENDMENT OF BY-LAWS

Section 1 – Amendment of By-Laws Except as otherwise and specifically provided herein, adoption, repeal or amendment of By-Laws shall be accomplished by:

1. The affirmative vote of a majority of the full Board of Directors, plus the affirmative vote of a majority of the bonded members present in person or by proxy at a special meeting of members called for the purpose of considering the action of the Board, or

2. The majority vote in person or by proxy of the entire bonded membership.

Section 2 – Notice of Proposed Amendment Notice shall be given to members or to Directors, respectively, of any meeting of members or of the Board of Directors at which action upon By-Laws is to be taken, which notice shall state in detail the substance of the proposed action. This notice shall be given at least two (2) weeks prior to the meeting.

Section 3 – No By-Law provision prescribing the vote required to take any particular action shall itself be amended by a lesser vote.

ARTICLE IX – MISCELLANEOUS

Section 1 – Auditors The Board of Directors shall cause the books of the Corporation to be audited annually by auditors selected by the Board. The report of the auditors shall be available to the members upon request.

Section 2 – Suspension and Expulsion Any member family or any individual of a member family may, for cause and after having been given an opportunity for a hearing, be suspended for a period not exceeding three months by a two-thirds vote of the full membership of the Board. Cause for suspension or expulsion shall in general consist of violation of these By-Laws or the rules or regulations of the Corporation or of conduct unbecoming to a lady or gentleman.

Section 3 – Interpretation Any questions as to the proper interpretation of any of the provisions of these By-Laws shall be determined by the Board of Directors and all points of order not covered by the By-Laws shall be ruled upon according to "Robert's Rules of Order."

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