

CONSTITUTION

Article I – Purpose

This non-profit corporation shall be known as the Iona Swim Club, Inc. and the purpose of the proposed corporation are to acquire, establish and maintain a swimming pool and to erect and maintain such other facilities required for the purpose of providing for the furnishings of refreshments, entertainment, and social diversion of its members, and for these purposes to have, possess and enjoy all the rights, benefits and privileges of the said act of assembly and its supplements; that it is an association that does not contemplate pecuniary gain or profit; incidental or otherwise, to its membership.

Article II- Membership

1. Membership in the corporation shall be evidenced by share certificates which shall be non-assessable, non-negotiable, non-profit sharing, non-interest bearing and shall not represent an obligation of the corporation. Membership in the corporation shall be acquired by the purchase of one (1) share of stock. The value will be determined by the Board of Directors on an annual basis as of May 1, of each year. This price setting would only apply to stock certificates flowing through the club treasury.
2. The membership of the corporation shall consist of 250 Class A members. Additional Class A members, up to 10% may be accepted, if practical, into the corporation, if authorized by the same vote as required to amend the constitution.
3. In order to become a member of the organization, an individual will be required to purchase a share of stock from the club treasury or a willing shareholder. The share of stock would have to be legally transferred to the new owner by the corporation's representative. The new shareholder is required to pay all transfer fees, annual dues and complete the necessary application forms.
4. A membership share may be purchased by a lump sum payment or by arranging no less than a quarterly payment plan with the Board of Directors. However, no member of a family in the process of purchasing a membership may use the corporation facilities until they have first paid the initiation fee and the current annual dues. Any person failing to finish paying for his share as contracted will forfeit any monies paid to the corporation.
5. Members may sell their shares to any willing buyer for any negotiated price after receiving a current clearance certificate from the Board of Directors representative. This current clearance certificate will state to the buyer that no arrearages exist on this share. Any shares presented to the Board's representative for transfer will not be transferred until all indebtedness is satisfied and approved by the Board of Directors.
6. Any member intending to resign must find a buyer for his share. Shareholders will be responsible for all annual charges until such share is legally transferred to a new owner. The new owner would then be liable for all future charges.
7. Each shareholder may resign and be free of all indebtedness and future charges by signing his share certificate over to the corporation without receiving remuneration.

8. Upon death of any shareholder, said share shall be transferred by the corporation in accordance with the inheritance laws of the State of Pennsylvania. The corporation will not charge for a transfer of this type.
9. The corporation through its Board of Directors may revoke the membership and recall the share certificate of any member who fails to comply with lawful and reasonable rules, regulations and requirements duly enacted by the corporation for the government of its members, or has otherwise conducted them as to give cause for revocation of membership. No membership shall be revoked or certificate recalled except upon ten (10) days notice to the member concerned to attend a hearing before the Board of Directors. Membership of a member cannot be revoked at the hearing unless approved by 2/3 of the Board of Directors present. There shall be no appeal to the membership from the decision of the Board of Directors concerning revocation of membership.

Article III - Voting

1. Each shareholder or record in the corporation transfer book on the fifth calendar day in advance of any regular or special meeting of shareholders shall be entitled to one vote of such meeting, provided he is in good standing with the corporation.
2. Those entitled to vote shall cast their votes in person, or otherwise as stipulated by the Board of Directors, but there shall be no voting by proxy, except that the shareholder may vote by proxy by designating his or her spouse to cast the vote to which the shareholder is entitled.

Article IV- Board of Directors

1. The management of the corporation shall be vested in a Board of Directors who shall direct the investment and care of the funds and property of the corporation; making appropriations for specific purposes, act upon applications for memberships, appoint employees, subordinate officers and committees, fill vacancies in office and in the Board. And generally conduct the corporation business in accordance with the By-Laws and the laws of the State of Pennsylvania.
2. The Board of Directors shall consist of nine (9) members. The first Board of Directors shall consist of five (5) incorporators named in the Articles of Incorporation. The first full term of office for the first elected Board of Directors shall be considered to begin on the date of the first annual membership meeting, and they shall serve for the term or terms for which they were elected at the first annual meeting as follows: Three (3) for a term of one (1) year; three (3) for a term of two (2) years; three (3) for a term of three (3) years. At each membership meeting thereafter, the members in good standing shall elect three (3) directors whose terms shall have expired, as set forth above, and those directors elected shall serve for a period of three (3) years.
3. The President of the corporation, at least thirty (30) days before the annual membership meeting, shall appoint a nominating committee of three (3) voting members in good standing who shall nominate the required number of members in good standing for the available offices of Directors, and submit such nomination to the members at the annual membership meeting. Nominations may also be made from the floor at the annual meeting.

4. Vacancies in the Board of Directors shall be filled by the appointment of the President and each person so appointed shall serve until the next annual meeting whereupon the members shall elect a successor to serve the unexpired term.

Article V – Funds

The funds necessary for the conduct and management of the corporation shall be raised by such membership fees and dues as shall be prescribed by the Board of Directors; by fines and penalties imposed for violations of the By-Laws, rules and regulations; by donation, gifts, and voluntary contributions; by proceeds from the sale of refreshments, of amusements, and entertainment given or held by the corporation's members and by proceeds from the use of real and personal property of the corporation.

Article VI - Amendments

Amendments to the Constitution may be made by a 2/3 majority vote of the members at any regular meeting of the corporation or at any special meeting called for that purposed, provided, hopwever, that at least ten (10) days written notice of such amendment shall have been given by mail to each member entitled to vote, setting forth the article to be amended and the proposed amendment.

BY-LAWS

Article I – Directors

1. The Board of Directors shall hold regular meetings on the first Tuesday of October, December, February and April and at such other times as they deem necessary.
2. Six (6) of the directors in office shall constitute a quorum for the transaction of business, and the acts of 2/3 of the Directors present at the meeting at which a quorum is present shall be the acts of the Board of Directors, provided that, if all the Directors shall comment in writing to any action, such action shall be valid as though it had been authorized at a meeting of the Board.
3. A Director may be removed from office for cause, by a vote of 2/3 of the Board, after ten (10) days notice to the Director concerned to attend a hearing before the Board.
4. The President, or in his absence, the Vice President, shall preside at all meetings of the Board. In the absence of both, the Directors shall elect a chairman of the meeting.
5. The Board of Directors shall:
 - a) Make or authorize all purchases and disbursements necessary or desirable for the operation of the corporation.
 - b) Fix the classification and salary schedule of employees and authorize their employment.
 - c) Prescribe rules and regulations for the government and use of corporate facilities.
 - d) Prepare an annual report showing the state of membership and finances.
 - e) Supervise all committees, with power to direct their activities and to alter or amend any rules or regulations prescribed by any committee.
 - f) Adopt an annual budget for the operation of the corporate activities for the fiscal year.
 - g) Fix guest fees.
 - h) Do or cause to be done all other things necessary for the operation and maintenance of the corporation.
 - i) The Board of Directors shall appoint a manager who shall have the responsibility for the operation of the pool, and who shall be directly responsible to the Board as a whole. No order or directive shall be recognized by the manager unless as the result of Board action.
6. The Board shall secure for the protection of the corporation such public liability, property damage, and other forms of insurance as they may deem necessary.
7. The Board of Directors shall at corporate expense secure the fidelity of the Treasurer and any other officers or employees as they see fit, by bond in such amount as they deem necessary.
8. Order of business for the meeting of the Board of Directors:
 - a) Call meeting to order.
 - b) Roll call of officers.
 - c) Reading of minutes of previous meeting.
 - d) Communications.
 - e) Reports of officers and committees.

- f) Reports of committees on application for membership.
- g) Election of new members.
- h) Unfinished business.
- i) New Business.
- j) Good of the order.
- k) Adjournment.

Article II - Officers

1. The Board of Directors, as elected on the date of the annual meeting and immediately after adjournment thereof, shall elect from their body a President, and Vice-President. There shall also be elected at this time a Recording Secretary, Financial Secretary and Treasurer, as officers of the corporation, a requirement being that they are members of the corporation, Class A or B, but not necessarily members of the Board of Directors. All officers shall serve for the period of one (1) year or for a lesser period in the event that a vacancy and appointment occurs.
2. The Board of Directors shall have the power to fill any vacancies in office, and officers so appointed shall serve until the next annual meeting, at which time successors shall be elected.
3. The President shall:
 - a) Preside at all meetings of the Board of Directors and members.
 - b) With the recording Secretary, sign all contracts and papers relating to the affairs of the corporation.
 - c) Make all committee appointments.
 - d) Countersign all checks disbursed by the Treasurer.
 - e) Perform all other acts properly belonging to his/her office, including executive supervision of all activities of all the corporation and its employees.
4. The Vice-President shall assist the President and perform his functions in his absence, including all matters set forth in Article II, 3A through 3E.
5. The Recording Secretary shall:
 - a) Make and keep minutes of all meetings of the Board of Directors and of members.
 - b) Keep all corporate records, except financial records.
 - c) Conduct all official correspondence and issue call for meetings.
 - d) Have custody of the corporate seal and attest the signature of corporate officers when required.
 - e) Perform such other functions as may be appropriate to his or her office.
6. The Treasurer shall:
 - a) Make and keep records of all financial transactions of the corporation.
 - b) Be responsible for the receipt of all monies due the corporation and deposit the same in bank accounts or other places of deposit approved by the Board of Directors.
 - c) Keep a corporation certificate register book showing the names and addresses of the holders of certificates in the corporation, together with a complete payment thereof, and the serial number and date of certificates issued.
 - d) Sign all checks and make all disbursements.
 - e) Perform such other functions as may be appropriate to his/her office, or required by the Board of Directors.

7. The Financial Secretary shall:
 - a) Maintain membership records, including names, addresses, and such other data concerning admissions to, maintenance and termination of membership as he may deem appropriate, or as may be required by the Board of Directors.
 - b) Collect all dues.
 - c) Issue membership certificates and cards.
 - d) Perform such other functions as may be appropriate to his/her office or required by the Board of Directors.

Article III – Membership

1. Membership in the corporation shall be comprised of two classes - Class A and Class B.
2. Class A membership shall consist only of shareholders of the corporation who shall:
 - a) Be adult persons.
 - b) Have the right to vote, to participate in the conduct of the business of the corporation, to hold office, to participate in voting to dissolve the corporation's assets upon dissolution.
 - c) Be entitled to notice relative to the buying or selling of real estate, borrowing money, giving a mortgage as security for payment of a loan, amending the charter, or dissolving the corporation.
 - d) Be entitled to all the privileges of the corporation.
 - e) The holder of one (1) share of stock shall be entitled to one (1) and only one vote.
3. Class B membership shall consist of the spouse and dependent, unmarried children (age 21 and under) of spouse and/or Class A member, residing in a Class A household. Exception shall be made for children who are married, active duty military personnel.
4. Class B members shall be entitled to hold office, but shall not be entitled to vote in the conduct of the corporate business, nor to share in the proceeds of the corporation assets upon dissolution, nor to receive any notices required to be given by non-profit corporation laws of the State of Pennsylvania to members of a non-profit corporation relative to buying or selling real estate, borrowing money, giving a mortgage as security for payment of a loan, amending the charter or dissolving the corporation.
5. The dues for membership shall be fixed annually by the Board of Directors.
6. Annual dues shall be payable on or before May 1st of each calendar year.
7. Each member shall be given notice of the amount of his/her dues on or before April 20th of each calendar year.
8. Any member who is delinquent for dues or debt of any kind thirty (30) days after having been notified by the Treasurer, shall be temporarily suspended without further notice, including all privileges of the Class B members entitled to such by virtue of his/her share certificate, and a further penalty imposed in accordance with the duly adopted rules and regulations of the Board of Directors.
9. No one who is delinquent for dues or other membership obligations shall be entitled to the privileges of membership during such delinquency.

10. The Financial Secretary, upon notification of the Treasurer that the member's annual dues and any other proper charges have been paid, shall issue an annual membership card.

Article IV- Meetings of Members

1. The meetings of the membership of the corporation shall be held semi-annually on the first Tuesday of October and April at a time, and place to be decided by the Board of Directors, and notice of such meetings shall be given to all members entitled to vote at least ten (10) days prior to the date set for the meetings. The annual meeting for the election of directors and officers shall be the semi-annual meeting in October of each calendar year.
2. The President may call special meetings of the members of the corporation upon direction of 2/3 of the Board of Directors, or upon written request of thirty five (35) members of good standing.
3. Written notice of special meetings of the corporation shall be given each member of record entitled to vote at the meeting at least ten (10) days prior to the date named for the meeting.
4. Twenty-five (25) voting members shall constitute a quorum to transact business.
5. All business laid before the meeting must be decided by a 2/3 majority vote of the members present.
6. Order of Business:
 - a) Calling the meeting or order.
 - b) Reading of minutes of previous meeting.
 - c) Reports of officers or committees
 - d) Unfinished business.
 - e) New Business.
 - f) Good of Order.
 - g) Adjournment.

Article V- Guests

1. Guests may be permitted to the corporation grounds upon payment by the members of the fee fixed by the Board of Directors.
2. The Board of Directors may make such regulations as they deem appropriate to govern the grant and exercise of guest privileges, including fees, number of guests and frequency and days of admission.

Article VI- Amendments

Amendments to the By-Laws must be proposed in writing at a meeting of the Board of Directors of the corporation and shall not be acted upon until the next regular meeting of the Directors of the Corporation. It shall require the votes of 3/4 of the members of the Directors of the corporation present to adopt any amendment, which amendment or amendments are binding upon the members of the corporation.

Constitution and By-Laws adopted February 1, 1972

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