

**Bylaws of  
THE LAWRENCEVILLE SWIMMING ASSOCIATION, INC.  
Last Revised Fall 2002**

**ARTICLE ONE  
NAME**

1) The name of this Association shall be the Lawrenceville Swimming Association, Inc., hereinafter referred to as the Association.

2) The Association shall have a seal which shall set forth the name of the Corporation, namely: The "Lawrenceville Swimming Association, Inc." around the perimeter with the words: "Corporate Seal, 1960, New Jersey" appearing in the center.

3) The Association may at its pleasure by a vote of membership change its name.

**ARTICLE TWO  
PURPOSE**

The purpose of the Association is to construct and operate a private swimming pool and other recreational facilities for the members of the Association and their families and to do any and all other things necessary to and consistent with this purpose.

**ARTICLE THREE  
MEMBERSHIP**

1) There shall be one class of membership to be known as "Resident-Family" which shall be limited to one hundred, fifty Lawrence Township families, one certificate per resident-family.

2) Membership certificates shall be issued only to adult heads of households who reside in Lawrence Township with their immediate family, who have been approved by the Board of Trustees in accordance with paragraph 3 of this Article and who have paid the appropriate certificate fee. A single membership certificate may be issued in the name of one head of household or two persons who jointly head a single household. For voting purposes, however, only one vote may be cast per membership certificate. Membership privileges, other than voting, shall extend to all members of the certificate holder(s)' immediate family residing in the same household, and to such other persons residing in the same household as may be authorized by Board rule.

3) Members shall be elected by a two-thirds vote of the Board of Trustees. The Board may from time to time establish such procedures for the approval of names, the establishment of a waiting list, the recruitment of members, etc., as it deems appropriate. In approving persons for membership, the Board shall not discriminate

on the basis of the race, religion, sex, or national origin of any applicant for membership.

4) Members may resign from the Association but the membership dues will not be refunded. A regular member who resigns shall be entitled to a payment in the amount originally paid for the certificate, provided however, that

- a) the Board may withhold such payment until such time as a replacement certificate is purchased by a new member;
- b) the Board may withhold all or part of the payment if the resignation was not in good standing. A resignation is not in good standing if submitted following or under threat of suspension or expulsion, or if arrears were due and owing to the Association at the time of resignation. Any amount of money owed to the Association will be deducted from the total refund of the face value of the certificate. The balance shall be paid to the withdrawing member.

5) Any member who ceases to reside in Lawrence Township shall be deemed to have resigned. The Board may request verification of any member's residency.

6) Any member may be temporarily suspended from the privileges of the Association or expelled from membership by a two-thirds vote of the Board of Trustees for any violation of any bylaw, standing rule or for any conduct and acts which are disorderly and injurious to the interests of or hostile to the objects of the Association or which constitute a nuisance to the members of the Association or the residents living in the immediate area of the facilities of the Association. The following procedures shall apply:

- a) Notice shall be given in writing to the member together with the charges preferred against him or her and a statement of the date of the proposed meeting when he/she will be offered an opportunity for a hearing.
- b) After consideration of the charges and any statements of the member, the Board shall make its determination.

Suspension or expulsion of any one member of an active resident-family shall not necessarily constitute suspension or expulsion of the entire resident-family, unless the Board determines that the circumstances so warrant.

7) The membership of any regular member may be terminated by the Board for nonpayment of dues or other authorized charges in accordance with the procedures set forth in Article 11, section 3

below. Termination of a member for nonpayment of dues or other charges terminates the membership privileges of all members of the resident-family.

8) When at least one of the holders of a resident-member certificate has been deemed eligible for senior citizen sustaining privileges under standards adopted by the Board, then the certificate holders may elect to resign, redeem their bond and become entitled to senior citizen sustaining privileges. The specific scope of senior citizen sustaining privileges would be set annually by the Board, but must include the following provisions:

- a) Participating seniors who resign and elect this program would no longer be eligible to vote or hold office in the Association, and would not be required to assist in Association operations.
- b) Participating seniors would retain full pool and facility use privileges, subject to timely payment of annual dues.
- c) Dues for participating seniors would be discounted from regular member dues, the amount of the discount to be determined annually by the Board of Trustees.
- d) Other immediate family members residing in the same household as the participating senior would no longer be eligible to use pool facilities.
- e) Seniors who resign from the Association but continuously thereafter avail themselves of senior citizen sustaining privileges shall have the option, to be exercised annually by a date set by the Board, to reapply for regular membership. Upon reapplication, they shall be given priority on any waiting list kept by the Board, and would be exempt from initial application or initiation fees.
- f) The number of seniors (each bond redeemed counting as one unit) enjoying senior citizen sustaining privileges shall not at any time exceed 12% of the full membership of the Association.

#### **ARTICLE FOUR MEETINGS**

1) Regular meetings of this Association shall be held semi-annually and shall be known as the Spring Meeting and the Fall Meeting. The dates thereof shall be fixed each year by the Board of Trustees. The Secretary shall assure that written notice be given to every member in good standing. Written notice shall be by regular mail, sent at least ten (10) days prior to the date of the meeting.

2) The Spring Meeting shall be held to hear reports and plans for the coming season and to vote on any recommendation presented by the Board of Trustees as well as any other business, which may come before it.

3) The Fall meeting shall be the Annual Meeting, and shall be for the purpose of nominating and electing members of the Board of Trustees for the forthcoming season and to hear reports on the operation of the Association facilities during the preceding season and to vote on any recommendations presented by the Board of Trustees.

4) The presence of not less than 25 resident-families shall constitute a quorum and shall be necessary to conduct the business of this Association; but a lesser number may adjourn the meeting for a period of not more than four weeks from the date scheduled by these Bylaws and the Secretary shall cause due notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as heretofore set forth shall be required at any adjourned meeting.

5) Special meetings of this Association may be called by the President when he deems it in the best interest of the Association. Members shall be given ten days written notice of such meetings. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

6) At the request of the holders of ten certificates of the Association, the Secretary shall cause a special meeting to be called, but such request must be made in writing at least fifteen days before the requested scheduled date, and must state the reasons for the meeting and the business to be transacted at the meeting. The Secretary shall cause 10 days written notice of such meeting to be mailed to the membership.

7) No other business but that specified in the notice may be transacted at such special meeting.

8) In lieu of a special meeting, the Board of Trustees may authorize a vote of the membership by written ballots mailed to the membership, subject to the following restrictions:

- a) The Board, by majority vote of its full membership, shall frame the question or questions to be voted on;
- b) The Secretary shall cause ballots to be mailed, one to each resident family, which ballots shall state the question to be voted on and provide instructions as to the execution and return of mailed written ballots;

- c) Completed written ballots shall be returnable by a date and time certain, which date shall be not less than 14 and not more than 28 days after the date of mailing;
- d) No amendments may be made to the question(s) proposed by the Board;
- e) All ballots submitted shall be kept sealed until the date and time of opening, and opened by the Secretary and two other persons appointed by the President at a predetermined time and place. Any member shall have the right to be present and to observe and monitor the counting of ballots.
- f) A question shall be deemed adopted if and only if (i) a quorum of at least 25 resident families cast proxy ballots; and (ii) a majority of the proxies cast are in favor of the question, except that if a two-thirds or three-fourths vote would have been required for the membership to act at a meeting, then the same shall be required in the case of written mailed ballots in lieu of meetings.

**ARTICLE FIVE  
VOTING**

1) At all meetings all votes shall be by voice vote or show of hands, at the discretion of the chair, except that the election of Trustees shall be by secret ballot.

2) All voting shall be by certificate share only, irrespective of the number in any resident-family. Shares may not be voted by proxy, unless authorized by the Board under terms set by the Board and mailed to all members in advance of the meeting.

3) At all votes by ballot, the chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee of at least two persons who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting report to the Chairman the results of said election.

4) No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

**ARTICLE SIX  
ORDER OF BUSINESS**

- 1) Roll Call
- 2) Reading of the minutes of the preceding meeting
- 3) Report of Officers
- 4) Report of Committees

- 5) Old Business
- 6) New-Business
- 7) Adjournment

The order of business may be amended by majority vote at any meeting.

**ARTICLE SEVEN  
BOARD OF TRUSTEES**

1) The business of this Association shall be managed by a Board of Trustees consisting of twelve members, four of whom shall be the officers of this Association. Four Trustees shall be elected annually by the membership to serve a three-year term.

2) The Board of Trustees shall control the management and business of the Association, and shall only act in the name of the Association when it shall be regularly convened by its Chairman after due notice to all the Trustees of such meeting.

3) The Board of Trustees shall hold meetings as needed upon dates to be determined at the convenience of the Board. Any six of the members of the Board of Trustees shall constitute a quorum except that for the purpose of electing resident-family members eight members of the Board of Trustees shall constitute a quorum. The Secretary, or his/her assistant, shall keep full minutes of each meeting.

4) Each Trustee shall have one vote and such voting may not be done by proxy.

5) The Board of Trustees may adopt and publish such rules and regulations as it may in its discretion determine necessary, and shall prescribe and enforce the penalties for the infraction of such rules and regulations.

6) Vacancies in the said Board of Trustees shall be filled by a vote of the majority of the remaining members of the Board of Trustees for a term ending at the next general meeting of the membership, at which time the membership shall fill the vacancy for the balance of the term.

7) The President of the Association, by virtue of his office, shall be Chairman of the Board of Trustees.

8) A Trustee may be removed by a two-thirds vote of the Board of Trustees when sufficient cause exists for such removal. A request for removal of a Trustee must be initiated by two or more Trustees. The Trustee designated for removal shall have the right to a hearing.

9) Any Trustee who misses 3 (three) duly called Board of Trustee meetings in any 12 month period may be deemed to have

vacated the office, subject to the Board's voting on the position being vacated. Such vacancy shall be filled in accordance with the Bylaws.

**ARTICLE EIGHT  
OFFICERS**

1) The Officers of this Association shall be elected annually by the Board of Trustees from the members of the Board of Trustees and shall be as follows:

President/Chairman  
Vice President  
Secretary  
Treasurer

- a) The **President** shall preside at all membership meetings and shall appoint all committees, temporary or permanent, and by virtue of his office shall be Chairman of the Board of Trustees. He shall present an annual report at all Annual meetings, may sign all checks, drafts or documents of the organization.
- b) The **Vice President** shall, in the event of the absence or inability of the President to exercise his office, become acting President of the Association with all the rights, privileges and powers as if he had been the duly elected President.
- c) The **Secretary** shall keep a complete record of all proceedings and correspondence of the Association, the Board of Trustees and any and all committee reports submitted. He shall give notice of all meetings of the membership or Board of Trustees, as well as notice of any proposed suspension or expulsion of a member. He shall attend to and shall exercise all other duties incident to the office of the Secretary.
- d) The **Treasurer** shall keep full and accurate records of receipts and disbursements and other valuable assets and shall have the care and custody of all monies belonging to the Association and shall be solely responsible for such monies or securities of the Association.

He shall collect all dues, fines and assessments due and owing the Association and shall certify to the Board of Trustees at the Spring meeting those members who have fulfilled their obligations and those members who are delinquent.

He shall be the official custodian of the financial records and seal of this organization, and shall

file any certificate required by any statute, State or Federal.

He shall cause to be deposited in a commercial or savings bank a maximum sum approved by the Board of Trustees for the operational expenses of the Association. Additional funds may be invested in any commercial bank, savings bank, or money market fund, subject to the approval of the Board of Trustees.

He shall be one of the officers who shall sign checks or drafts of the Association and shall make payments only for expenditures within the annual budget approved by the Board of Trustees, or as otherwise approved by the Board of Trustees. All checks and drafts shall be signed by the Treasurer and countersigned by the President, Vice President, or Secretary. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

He shall make a full statement of receipts and disbursements to the resident-family membership at the Annual Meeting and shall hold his books in such state of readiness that he may render to the Board of Trustees such reports as they may from time to time require and shall exercise all other duties incident to the office of the Treasurer.

2) No Officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Trustee from receiving any compensation from the organization for duties other than as Trustee or Officer.

**ARTICLE NINE  
CONTRACTS AND SALARIES**

1) Contracts and formal documents as approved by the Board of Trustees shall be signed by an officer of the Association and said signature shall be attested to by the Secretary.

2) The Board of Trustees shall hire and fix the compensation of any and all employees deemed by them to be necessary.

**ARTICLE TEN  
COMMITTEES**

1) All Committees of this organization shall be appointed by the President and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Trustees. Chairmen of committees shall be appointed by the President and include membership of the Board of Trustees.

2) There shall be a Membership Committee consisting of one to three members. The Committee shall be responsible for recruiting members and for receiving applications, reviewing them and recommending action to the Board of Trustees on such applications. The Chairperson of the Membership Committee shall keep a roll of the members of this Association and shall report any changes in membership to the Secretary and Treasurer; and shall submit to the Board of Trustees all applications for membership and shall notify all members elected to membership of their election.

3) The Board of Trustees shall be responsible for preparation of the budget and annual report. There shall be an Audit Committee consisting of two non-officer members designated by the President, one of whom shall be a Trustee and one a non-Trustee. The Audit Committee shall audit the Treasurer's accounts by conducting a general review of the financial records, including the originals of all canceled checks and bank statements.

4) There shall be a Building and Grounds Committee composed of at least three members. The committee shall be responsible for the maintenance of the facilities, equipment, landscaping and general appearance of the property of the Association.

5) There may be other committees appointed from time to time at the discretion of the President with the concurrence of the Board of Trustees.

**ARTICLE ELEVEN  
DUES AND ASSESSMENTS**

1) The Board of Trustees shall annually recommend to the membership the structure and amount of membership dues for the coming year. The structure and amount of membership dues shall be subject to approval by the membership at a regular or special meeting. The written notice of such meeting shall include the Board's recommendation. In the event no action is taken in any year to change the structure and amount of membership dues, the previous year's dues structure shall automatically apply.

2) Special assessments may from time to time be levied against the membership upon a two-thirds vote of the Board of Trustees for such purposes as the Board may deem to be in the best interest of the Association; provided that no assessment over the sum of ten percent (10%) of the basic dues shall be assessed in any one year without prior approval of the membership at a regular meeting or a special meeting held for that purpose.

3) Annual dues notices shall be mailed to all regular members no later than April 1 of each year. Dues are payable within thirty (30) days of mailing. The Board may establish a late fee, not to exceed 10% of a member's total annual dues, which late fee is applicable to any member who has not paid his/her dues within 30 days. Not later than the tenth day after the original due date, the

Treasurer shall mail a notice to all members who have not paid their dues on time, notifying them of any late charge and advising them that a failure to pay all arrears within 30 days after the original due date will result in a recommendation to the Board of Trustees that their membership be terminated. Approximately twenty days after the original due date, the Treasurer shall (1) mail a final notice to all members who are still in arrears, notifying them that the Board of Trustees will take action to terminate their membership at its next meeting; and (2) provide the Secretary and President with a list of all members then in arrears. The President shall call a meeting of the Board of Trustees to consider termination of the memberships of those in arrears, and the Secretary shall cause such notice to be mailed to all Board members (by regular mail) and all members in arrears (by certified mail, return receipt requested).

**ARTICLE TWELVE  
MEMBERSHIP CERTIFICATES**

1) The total number of membership certificates outstanding shall be limited to one hundred and fifty and the price at which such certificates are sold shall be determined from time to time by the Board of Trustees.

2) Certificates are non-transferable and may only be sold back to the Association.

3) The Association at all times reserves the right to repurchase any membership certificates. The amount shall in no case be more than what the original holder of the certificate gave to the Association for the certificate.

4) If a resident-family is in any way in debt to the Association or dies or is expelled from membership, his share shall automatically revert to and become the property of the Association after a period of ninety (90) days after notification by the Board of Trustees, unless he or his duly appointed executor and administrator shall have requested transfer in accordance with this article.

**ARTICLE THIRTEEN  
AMENDMENTS AND VOTING**

No amendments may be made to these Bylaws except at either the Spring or Fall Meeting or at a special meeting of the Association duly called for such purpose and unless notice of the proposed amendments and voting is mailed and/or posted and/or duly delivered to all resident-family members at least ten days prior to said meeting. Amendments may also be made by mailed written ballots pursuant to Article Four, paragraph 8. Amendments must be approved by a three-fourths vote of the resident members present subject to a quorum being present.

**ARTICLE FOURTEEN  
CONDITIONS OF MEMBERSHIP**

Membership in the Lawrenceville Swimming Association, Inc. is conditioned upon the acceptance of these Bylaws and the conditions herein contained; and the acceptance of an applicant as a resident-family member shall be deemed sufficient legal consideration to make these Bylaws binding on all members of the resident-family, their heirs and assigns.

**ARTICLE FIFTEEN  
DISSOLUTION AND DISTRIBUTION OF ASSETS**

The Board of Trustees may, by two-thirds (2/3) of the full authorized membership, dissolve the Association or otherwise make distribution of some or all of its assets to the membership. In such event, distribution will be as follows:

1) All tangible assets shall be converted into cash at a time and in a manner, which shall be in the sole discretion of the Board of Trustees.

2) Each Resident-Family Member in good standing at the time of a decision by the Board of Trustees to make a distribution shall be entitled to one unit of compensation for each year of continuous dues-paying membership.

"Continuous dues-paying membership" shall be defined as that number of years, without lapse, in which the member family had paid dues, terminating with the year of the Board's decision to make a distribution. For purposes of this definition, only those years for which a member family has paid dues as an independent Resident-Family Member may be considered as "continuous dues-paying membership." Years for which a person's membership was by reason of his membership in the immediate family of another shall not be considered.

3) The Treasurer shall pay all debts of the Association including all tax obligations to any government agency. If additional funds remain, the Treasurer shall, in preparation for distribution thereof, prepare the following computations:

- a) The face value of each outstanding membership certificate for each Resident-Family Member.
- b) The total number of units of compensation to which all members collectively are entitled.
- c) The number of units of compensation to which each Resident-Family Member is entitled.

4) Each Resident-Family Member in good standing shall receive a face value of its outstanding membership certificate, or a

pro-rated share thereof if available funds are insufficient to pay all membership certificates in full. If additional funds remain available for distribution after payment of membership certificates as indicated, each Resident-Family Member shall receive a cash distribution of net remaining assets equivalent to the percentage that its units of compensation bear to the total number of units of compensation for all members.

5) The Treasurer shall submit all final computations, prepared in accordance with Section 3 of this Article, to the Board of Trustees for final approval, which approval shall be binding upon all members. Upon approval, the Treasurer shall make distribution as approved.

- a) Payment to a Resident-Family Member shall be made to any or all adult members of the Resident-Family Member household, as indicated by the records of the Association. Such payment shall fully release the Association from any responsibility to any and all family members.
- b) The Treasurer may require a fully-executed Release and Refunding Bond from any recipient of distributed funds, prior to distribution.

**ARTICLE SIXTEEN  
MISCELLANEOUS**

1) Notices. Whenever any written notice is required by these Bylaws, such notice shall be given by regular mail directed to the resident address of the member, unless some other method is prescribed by these Bylaws.

2) Voting. A majority vote of all those present and voting shall be sufficient for either the Board or the membership to take action, unless a specific provision requires a two-thirds or three-fourths vote, in which case the 2/3 or 3/4 shall also apply to those present and voting. For action by mail the number present and voting shall mean the number of proxies returned.

3) Electronic Notices and Ballots. Whenever any written notice or written ballot is required by these Bylaws, such notice or ballot can be delivered, executed and returned electronically in cases where a member has explicitly chosen this preference and identified an electronic mailbox. The Board will adopt standards for appropriate electronic discussion and electronic security to protect such communication including certification and return receipt as required.