

MADISON COMMUNITY POOL CORPORATION

RESTATED BY-LAWS OCTOBER 2015

ARTICLE I **Name**

Section 1. Name

The Corporation, which is known as the Madison Community Pool Corporation, shall be referred to hereafter as the "Corporation".

ARTICLE II **Purpose of the Organization**

Section 1 – Mission

The Madison Community Pool provides a quality seasonal recreational swimming facility, subject to rules and regulations to be adopted by the Corporation.

Section 2 – Nonprofit, charitable purposes

The Corporation is organized and shall be controlled by, and operated exclusively for, the benefit of the public. The Corporation's activities shall include all activities permissible for a tax exempt, charitable, public benefit organization.

Section 3 – Prohibition against private inurement

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any private person, except that the Corporation shall be empowered and authorized to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of any charitable purposes.

ARTICLE III **MEMBERSHIP**

Section 1 – Membership

Any person over the age of fifteen (15) years shall be eligible for membership in the corporation. Individuals between fifteen (15) and eighteen (18) years of age need parental consent. The Board of Trustees shall be the final arbiters of the bona fides of residence.

Section 2 – Classes of Membership

There shall be three (3) membership categories: Madison Resident, Non-Madison Resident (NMR) and Masters. Within the Madison Resident and NMR categories, there shall be **family**, **individual**, and **senior** levels, described as follows:

A. A family membership shall be defined as:

- (1) A husband and/or wife and/or domestic partner, and all children residing in the same household who are under the age of twenty-six (26) and fully dependent on the head of household for their support and maintenance.
- (2) Unmarried family members who are serving in the Armed Forces of the United States.
- (3) Parents of either or both the husband and/or wife who reside with and are dependent for support, upon either the husband and/or wife.
- (4) A Fresh Air Fund child or other charitable ward residing with the family.

(5) Unmarried family members over the age of twenty-six (26) years who are considered physically and/or mentally challenged in that they are unable to pursue gainful employment sufficient to allow them to support themselves and who therefore remain fully dependent on the head of the household for their support and maintenance.

II. A **family** membership does not include:

- (1) Siblings, cousins, or nieces and nephews of the adult members, regardless of residency
- (2) Visiting relatives, regardless of length of stay
- (3) A divorced spouse
- (4) For convenience, any of the above can be added to a family membership as a "babysitter" for the posted fee

B. An **individual** membership shall be defined as any individual as defined in Section 1 of the Article and not included in the definition of family above. Individual memberships are not allowed to bring other household members as their guests.

C. A **senior** membership shall be defined as an individual person sixty-two (62) years of age or older.

D. A **babysitter** membership shall be defined as a subset of the **family** membership. A babysitter (employee of the family, nanny, au pair, etc.) must be fifteen (15) years of age or older, and have as their primary duty the care and supervision of dependent children who are part of a **family** membership. If the babysitter's duties are such that their presence at the pool is required in order to allow them to carry out their duties, they shall be permitted to use the pool in accordance with the Rules and/or Regulations promulgated by the Board of Trustees. Additionally, others who do not meet the definition of family member included in section 2 A. II may be added to the family membership as a babysitter.

E. Non-Madison Resident (NMR) membership shall be defined as follows:

- (1) There shall be the same three (3) levels of membership for NMR - **family**, **individual**, and **senior** - using the same definitions, except as regarding residency, as outlined in Section 2 sub-paragraphs A, B and C. However, NMR family memberships shall be limited.
- (2) Membership fees for NMR members will be at a premium, higher than fees charged to Madison residents.
- (3) NMR memberships are open to all non-residents on a first-come first-served basis. Previous year's NMR memberships shall automatically renew if payment is received by April 15th of the current year. If payment is not received by April 15th, the membership application shall be handled on a first-come first-served basis with first time NMR applicants.
- (4) The number of NMR memberships shall be reviewed by the Board of Trustees annually to insure Madison residents have priority regarding becoming members.
- (5) NMR memberships shall carry with them no voting rights in the Corporation.
- (6) NMR members shall have all other rights of membership and shall be subject to the Rules and Regulations of the Corporation.
- (7) NMR individual memberships are not allowed to bring other household members as their guests.

F. A Masters Membership shall be defined as any individual as defined in Section 1 of this Article III, who is a current member of *United States Masters Swimming, Inc.* Masters members shall be permitted use of the pool for early morning lap swim only. Masters members are not issued badges and are not permitted to bring guests.

Section 3 – Membership Applications

A. All applications for membership shall be in writing, addressed to the Corporation, and shall be accompanied by the payment of the annual dues and capital assessment fee, if applicable, for the year in which application is made. Non-dependent members of the same household over the age of 26 may join upon payment of annual dues equivalent to those for an individual membership and will not be subject to a capital assessment.

B. Madison residents shall have preference over non-Madison residents should it become necessary to limit membership for purposes of pool safety. Further, previous year's resident members shall have preference over new applicants, if limitation of membership becomes necessary for purposes of pool safety.

Section 4 – Membership Voting Privileges

Madison resident members joining under an individual or a senior membership shall be eligible to vote and to serve on the Board of Trustees of the Corporation, with the exception of those individuals under the age of eighteen (18). Either the husband or the wife and/or domestic partner of a family joining under a Madison resident family membership shall be eligible to serve on the Board of Trustees of the Corporation. However, both the husband and wife or domestic partner shall be eligible to vote as members of the Corporation. Voting privileges shall be denied in the event that the annual dues have not been paid.

Section 5 – Membership Privilege for Guests

Members shall be privileged to bring guests to the pool facility in accordance with Rules and/or Regulations pertaining thereto and in force as promulgated by the Board of Trustees.

Section 6 – Membership Privileges

The membership privileges of any member defined in Section 2 may be suspended or revoked in accordance with the provisions of Section 7 of this Article III.

Section 7 – Membership Suspension and Revocation

A. Membership for any member as defined in Section 2 may be suspended or revoked for a good cause shown for a period of no more than one year, after notice and hearing as provided in sub-paragraph C below. However, the Pool Manager shall have the authority to suspend the membership privileges of any individual, family or member of any family for a period not to exceed two (2) weeks without prior notice or hearing for conduct of that individual, family or member of any family contrary to the Rules and/or Regulations promulgated by the Board of Trustees and in force for the government of the Corporation and its members.

B. Cause for suspension or revocation of membership privileges may be any one or more of the following:

- (1) Non-payment of dues.
- (2) Conduct prejudicial to the interest of the Corporation.
- (3) Conduct constituting violation of these By-Laws or the Rules and/or Regulations promulgated by the Board of Trustees and in force for the government of the Corporation and its members.

C. When a complaint or series of complaints has or have been made against a person exercising membership privileges, and either the Board of Trustees or the Pool Manager is of the opinion that the alleged offense or alleged offenses is or are of such a nature as to require action by a quorum of the Board of Trustees, then the matter shall be referred to the Board of Trustees and a written notice embodying the complaint or complaints shall be served upon such person. A date shall be set for a hearing not less than three (3) days following the service of such notice. At the hearing, the person charged shall be given full opportunity to be heard and to present such matters as shall go to the defense or mitigation of the charges. Following the presentation of all such evidence, the quorum of the Board of Trustees shall vote on the question or suspension or revocation of membership privileges. Suspension of membership privileges for a period not to exceed one (1) month shall be imposed by a majority vote of the quorum of the Board of Trustees. Suspension of membership privileges for a period in excess of one (1) month or full revocation of membership privileges shall be authorized by an affirmative two-thirds (2/3) vote of the quorum of the Board of Trustees.

Section 8 – Membership Nontransferable

Membership shall not be transferable.

ARTICLE IV **Board of Trustees**

Section 1 – Management of the Corporation

The affairs of the Corporation shall be governed by a volunteer Board of Trustees consisting of not fewer than ten or more than twenty Trustees. The Board of Trustees shall receive no compensation for their volunteer service to the Corporation other than reimbursement for reasonable and necessary expenses incurred during their service to the Corporation in their capacity as an officer or Trustee of the Corporation.

Section 2 – Compensation

The Board of Trustees shall consist of volunteer Trustees elected in accordance with the provisions in Section 3 of this article. The Board of Trustees shall consist of appropriate professionals, lay persons, and representatives who are Corporation members and residents of Madison and members of the pool in good standing who are interested in the purpose and work of the Corporation. Board members shall be 18 years of age or over and willing to devote time and effort in executing their responsibilities to the Corporation.

Section 3 – Election of Trustees and Officers

At any regularly scheduled Board meeting, or any Board meeting called for the purpose of electing Trustees or officers or at the regular meeting immediately following the Annual Meeting of the Corporation, the Nominating Committee shall present to the Board of Trustees one or more nominees for Trustees or officers of the Corporation. Generally, officers are elected at the regular meeting of the Board of Trustees at the last meeting of the fiscal year. Trustees and officers shall be elected by a majority of the Trustees who are eligible to vote thereon.

Section 4 – Terms of Trustees and Officers

Trustees shall each be elected for a three year term. A Trustee may be elected to fill an unexpired term of a vacant position and will begin the first full term at the end of the expired term. Officers shall be elected for a two-year term. The terms of office of Trustees and officers shall begin at the next regularly scheduled meeting of the Corporation after their election. An officer may be elected to the Board of Trustees for an additional one or two year term as necessary to complete his or her term of office.

Section 5 – President of the Corporation

The President of the Corporation shall serve at the pleasure of the Board of Trustees and shall also serve as the Chairperson of the Board. The President and the Chairperson of the Board shall hire such Corporation employees as he or she deems desirable on such terms and conditions as are approved by the Board of Trustees.

Section 6 – Vacancies

The Board of Trustees may fill vacancies among the Board of Trustees and officers occurring from any cause until the next meeting, when a replacement for the vacant office or Trusteeship shall be elected. As used in this Section, the term “vacancies” shall include vacancies occurring in any office, whether from the creation of such office, an increase in the number of Trustees, or otherwise.

Section 7 – Removal and Resignation of Trustees

Any Trustee may be removed by an affirmative vote of two-thirds of the Trustees of the Corporation. Any Trustee who is absent six or more times from the full board meetings within any twelve month period without explanation may be notified by the President that he or she shall be removed from the board by reason of the absences. The resignation of board members shall be effective upon receipt of the written resignation addressed to the President and Chairperson of the Board, or alternatively upon the date indicated in writing by the board member for such resignation. Resignations are not effective without written notice.

ARTICLE V **Duties of the Board of Trustees**

Section 1 – Responsibility of the Board of Trustees

The Board of Trustees shall be responsible for and provide oversight for the overall management (fiscal and administrative) of the Corporation, determine its mission, and elect officers in order to assist it in the administration of the Board’s duties and responsibilities.

It shall be the duty of the Trustees to:

- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or these Bylaws;
- Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the reasonable compensation, if applicable, of all agents and employees of the Corporation, as well as independent contractors or consultants rendering remunerated service to the Corporation;
- Supervise all officers, agents and employees of the Corporation and professionals or consultants rendering service to the Corporation to assure that their duties are properly performed;
- Ensure that the Corporation has the financial resources to fulfill its mission according to goals and objectives established by the Board of Trustees;
- Meet at such times and places as required by these Bylaws;
- Register their addresses and electronic addresses with the Secretary of the Corporation, and respond to the Secretary confirming the receipt of notices or meetings communicated to them via facsimile, electronic mail or voice message;
- Perform all other tasks as normally are conducted and performed by Trustees and officers of nonprofit charitable organizations.

Section 2 – Powers

The Trustees shall have the power to purchase and to lease, incur debt, pledge and sell all personal and real property belonging to the Corporation, and to make such contracts and agreements on behalf of the Corporation as it may deem necessary for the successful accomplishment of the business of the Corporation. The Board of Trustees shall have power to accept on behalf of the Corporation, any contributions, gift, or devise for the nonprofit purposes of the Corporation. The Board of the Trustees shall administer any gifts made to the Corporation according to the terms and conditions of the same as long as such terms and conditions are not in conflict with the purpose of the Corporation or contrary to any other applicable laws or regulations. The Board of the Trustees shall administer any grants for reduced memberships for those members who need financial aid.

ARTICLE VI

Meetings of the Board of Trustees

Section 1 – Regular Meetings

The Board of Trustees shall meet a minimum of eight times per year to transact the regular business of the Corporation at a time and place determined by the Board of Trustees, unless the Board of Trustees determines by resolution to meet less frequently for a temporary period of time. The agenda for the regular board meetings shall be determined at the discretion of the President and the Chairperson of the Board but shall include at least the following:

- Approval of the previous Board minutes
- Financial Reports(s)
- Report of the President
- Reports and recommendations for action from all standing and special committees.

Section 2 – Notice for Regular Meetings

Notices of regular Board meetings shall be in writing and mailed or e-mailed at least six (6) days before the meetings. Notices shall be addressed to each Trustee's usual place of business or abode.

Section 3 – Special meetings

Special meetings may be called by the Secretary of the Corporation at the request of four or more Trustees. Notice of special meetings must be provided to all Trustees at least two days in advance by either electronic mail, facsimile, telephone or other means of electronic communication, unless waived in writing by the Trustee. Vote by proxy is not permitted.

Section 4 – Annual Meeting

The Annual Meeting of the Corporation shall be held once a year on such date and at such time and place as the Board of Trustees may determine. Notice of the Annual Meeting shall be posted at the Madison Community Pool in a prominent location and to such other persons as shall be determined by the Board of trustees and staff, by mail at least ten (10) days before the meeting.

Section 5 – Action of the Board and Quorum

A majority of Trustees then elected constitute a quorum at any meeting of the Board. An action approved by a majority of the Trustees present at any meeting of the Board is an official action of the Corporation. If the action relates to incurring debt, then a majority of Trustees then serving shall be required. Vote by proxy is not permitted.

Section 6 – Action without a Meeting

Action may be taken without a meeting if, prior to or concurrent with such action, two-thirds of the Trustees entitled to vote thereon consent in writing to take action without a meeting. Such written consent will be filed with the minutes of the meeting. Trustees may participate in any meeting of the Board of Trustees or a committee thereof by telephone call, conference call, or any other means of telecommunication by which all persons "present" and participating in the meeting are able to hear one another.

Section 7 – Notice for Meeting to Amend Bylaws or Certificate of Incorporation

Notices of meetings at which Bylaws or the Certificate of Incorporation are to be changed shall be given in writing fifteen (15) calendar days before the meeting. Nothing herein contained shall be construed as preventing a member of the Board of Trustees from waiving said notice in writing or by attendance at a meeting.

Article VII

Officers of the Board of Trustees

Section 1 – Officers of the Corporation

The officers of the Corporation shall be Chairperson of the Board and President, Vice President, Treasurer and Secretary. The Board of Trustees shall elect officers from among its membership at any regular meeting called for that purpose or the last meeting of the fiscal year.

Section 2 – Chairperson of the Board and President

The Chairperson of the Board and President shall preside at all meetings of the Board of Trustees, and shall perform the customary duties of a Board Chairperson of a charitable corporation and such other duties as the Board of Trustees from time to time may direct, not in conflict with the powers and purposes of this Corporation as set forth in its Articles of Incorporation. The Chairperson of the Board and President of the Corporation shall also be the chief executive officer of the Corporation. The President shall have general charge and supervision over, and responsibility for the business and affairs of the Corporation. The President may enter into and execute contracts and other instruments in the name of the Corporation which are authorized by the Board of Trustees. He or she shall have the general powers and duties of management usually vested in the office of President of a corporation. The President shall be an ex-officio member of all committees. The President shall provide active direction and management of the business and affairs of the Corporation according to a position description prepared by the Board of Trustees and shall perform such other duties as may be assigned from time to time by the Board.

Section 3 – Vice President

The Vice President shall, in the absence of the Chairperson of the Board and President, perform the Chairperson's duties and shall also perform such other duties as the Board of Trustees may from time to time direct.

Section 4 – Secretary

The Secretary shall be responsible for taking and preserving the minutes of all meetings of the Corporation and Board of Trustees, and shall make all records readily available for inspection by members of the Corporation. The records shall be typewritten, preserved in bound form and kept in the office of President of the Corporation or a designee. The Secretary shall give or cause to be given such notices as are required by these bylaws or as necessary from time to time. The Secretary shall also preserve or cause to be preserved all correspondence, memoranda, etc., by and between officers and members of the Corporation relative to the affairs of the Corporation and other organizations or individuals and shall perform such other duties as designated by the Board of Trustees. All records shall be retained for a period of time consistent with the MCP Document Retention and Destruction Policy established by the Board of Trustees.

Section 5 – Treasurer

The Treasurer shall have the care and custody and be responsible for all monies received by the Corporation, and shall disburse the same under the authority of the Board of Trustees according to a budget approved by the Board, and the Treasurer shall keep a full record of the funds under control of the Corporation and the liabilities thereof, and shall make available to the Board of Trustees an annual budget and a monthly report of the financial condition of the Corporation, and shall annually present to the Board of Trustees an audited report prepared by independent auditors and the annual Form 990 to be filed with the Internal Revenue Service prior to its due date including extensions.

Article VIII

Standing and Special Committees

Section 1 – Executive Committee

The Executive Committee shall consist of the Chairperson of the Board and President, Vice President, Secretary and Treasurer of the Corporation and any other Trustees deemed necessary by the Board of Trustees. The Executive Committee shall meet as directed by the Board of Trustees and shall act with the authority of the Board of Trustees on all matters, except:

- the power to amend these bylaws, or the Certificate of Incorporation;
- to purchase or sell real estate;
- to elect or appoint any Trustee, or remove any Trustee;

- amend or repeal any action previously adopted by the full board of Trustees
- incurring debt

Section 2 – Committees

The Chairperson of the Board and President shall create standing committees and such special committees as the Board of Trustees deems necessary, shall appoint committee chairpersons, and shall oversee the design and prescription of the duties of such committees. The Chairperson of the Board and President shall have the power to dissolve any committee. Members of standing committees shall serve a term of one year without any limitation as to the number of successive terms of service on such committee. Members of the committees of the Board are not required to be members of the Board of Trustees, but should be members of the Corporation or such other person as can contribute to the work of such committees. All committees shall meet at the call of the various chairpersons thereof. Standing committees shall include, but not be limited to, the Finance Committee, Insurance Committee, Public Relations & Marketing Committee, Long Term Planning Committee, Membership Committee, Swim Team Committee and Nominating Committee. The work of such standing committees shall be directed by the mission statement for that committee and by the goals and objective stated in the long range strategic planning documents of the Corporation as adopted by the Board of Trustees.

Article IX **Corporate Seal**

Section 1 – Corporate Seal

The Corporate Seal of the Corporation shall consist of the words, “Madison Community Pool Corporation” inscribed in a circle and the word “of” in the center thereof.

Article X **Indemnification and Insurance**

Section 1 – Indemnification

The Corporation shall indemnify every corporate agent to the full extent permitted by Section 15A:3-4 of the New Jersey Nonprofit Corporation Act, or comparable sections of future laws, and to the full extent otherwise permitted by law. A Trustee or officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, its beneficiaries or its Board of Trustees, except that nothing contained herein shall relieve any Trustee from liability for any breach of a duty based on an act or omission:

- in breach of such person’s duty of loyalty to the Corporation;
- not in good faith or involving a knowing violation of law; or
- resulting in receipt by such person of an improper personal benefit.

Section 2 – Insurance

The Board of Trustees shall provide for liability and other forms of insurance which in its discretion the Board considers necessary and prudent for the protection of the assets of the Corporation and the Trustees, officers and other agents of the Corporation.

Article XI **Conflict of Interest**

Section 1 – Conflict of Interest

Members of the Board of Trustees shall not knowingly engage in any activities or transactions in material conflict with their duties and obligations to the Corporation while serving in such capacity.

Section 2 – Business Dealings

Trustees shall not conduct private business in a manner which places them at a special advantage because of their relationship with the Corporation or any employee, agent, officer or Trustee thereof.

Section 3 – Obligation to Disclose

Any duality of interest or possible conflict of interest on the part of any Trustee must be disclosed to the other members of the Board and make a matter of record, either through an annual procedure or when the interest becomes a matter of Board action. At the Annual meeting all Trustees should indicate if they have a conflict of interest with any of the operations of the Corporation.

Section 4 – Corporate Action through Disinterested Board Members Only

Any Trustee having a duality of interest or possible conflict of interest on any matter shall not vote or use personal influence on the matter, and shall not be counted in determining the quorum for the meeting, even when permitted by law. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum status.

Article XII **Blank**

Article XIII **Bylaws**

Section 1 – Force and Effect of Bylaws

These bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A 1-1, et seq. and other applications federal and New Jersey laws. These bylaws are also subject to the terms of the Certificate of Incorporation for the Corporation as it may be amended from time to time. If any provision of these bylaws is inconsistent with a provision of the state or federal laws, the provision of the Certificate of Incorporation govern to the extent of such inconsistency, and an inconsistency in one provision of the bylaws does not take away the full force and effect of the remaining provisions.

Section 2 – Procedures for Amending Bylaws

Proposed amendments to these bylaws shall be submitted in writing to the Board of Trustees. Written notice of such proposed amendments shall be made prior to the Board meeting. Such proposed amendments shall be distributed and read at a board meeting. A majority of the Board of Trustees shall be required for the adoption of such proposed amendments at a subsequent meeting. Vote by proxy is not permitted,

Article XIV **Corporate Records**

Section 1 – Maintenance of Corporate Records

The Corporation shall keep at its principal office:

- Minutes of all meetings of Trustees and officers, committees of the board, indicating the time and place of the meetings, whether regular or special, how called, the notice given and the names of those present at the meeting, and dissenting from any action, if applicable;
- Adequate and correct books and records of account, including accounts of the Corporation's assets, and transactions, liabilities, receipts, disbursements, gains and losses;
- Record of the Trustees, officers, indicating their names and addresses and the termination of the terms of Trusteeship for all Trustees;
- A copy of the Corporation's Certificate of Incorporation, Bylaws, Determination Letter from the IRS as to tax-exempt status, New Jersey annual charitable registration documents and the most recently filed Form 990, and accompanying documentation.
- Records for the Corporation will be maintained in compliance with the Corporation's document retention agreement.

Section 2 – Disclosure

Immediately upon request, or as required by law, the Corporation shall disclose to any pool member who requests it, a copy of the most recently filed income statements filed with the Internal Revenue Service. The Board of Trustees shall cause to be prepared and

timely filed any annual and periodic report of the Corporation required by law to be prepared and delivered to the appropriate office of this State or of the Federal government or local municipality

Article XV **Dissolution**

Section 1 – Disposition of Assets

Disposition of the assets of this Corporation shall proceed pursuant to a Plan of Dissolution approved of by the Trustees of the Corporation and filed with the Secretary of State, State of New Jersey. In the event of dissolution, all the remaining assets and property of the Corporation shall be distributed to organizations that qualify under Section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any future Federal tax law(s) or to the Federal government or State or local government for a public purpose. Any such assets not disposed of shall be disposed of by the appropriate court in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations(s) as said court shall determine which are organized and operated exclusively for such purposes.

Article XVI **Approval of Bylaws**

Section 1 – Approval

Approval of these Restated Bylaws of the Corporation was effected by the Board of Trustees at its meeting on October 4, 2015 at which time a quorum was present.